

INDO COLCHEM LIMITED

(Formerly known as Indo Colchem Private Limited)

Corporate Identity Number: - U24100GJ1986PLC009016

Our Company was originally incorporated in Ahmedabad as “M.S. Papers Private Limited” on September 26, 1986 under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat. The name of our Company was changed to “Indo Colchem Private Limited” and a fresh Certificate of Incorporation consequent to the change of name was granted to our Company on October 18, 1991 by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat. The status of our Company was changed to a public limited company and the name of our Company was further changed to “Indo Colchem Limited” by a special resolution passed on September 28, 1992. A fresh certificate of incorporation consequent upon Conversion of Company to “Indo Colchem Limited” was issued on November 05, 1992 by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat. The status of our Company was changed to a Private limited company and the name of our Company was further changed to “Indo Colchem Private Limited” by a special resolution passed on July 25, 2013. A fresh certificate of incorporation consequent upon Conversion of Company to “Indo Colchem Limited” was issued on January 22, 2019 by the Registrar of Companies, Ahmedabad, Gujarat. The Company’s Corporate Identity Number is U24100GJ1986PLC009016.

Registered Office: Plot No. 36, Phase 2, GIDC Vatva, Ahmedabad – 382445, Gujarat, India.

Contact Person: Ms. Rajshri Indoria (Company Secretary & Compliance officer)

Tel No: 079 – 4008 3221,

E-mail: cs@indocol.com,

Website: www.indocol.com

Promoters of our Company: MR. SATISH S. SHAH, MR. CHIRAG S. SHAH

THE ISSUE

PUBLIC ISSUE OF 37,04,000 EQUITY SHARES OF FACE VALUE OF Rs. 10/- EACH (“EQUITY SHARES”) OF INDO COLCHEM LIMITED (“OUR COMPANY” OR “THE ISSUER”) FOR CASH AT A PRICE Rs. [●]/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF Rs. [●]/- PER EQUITY SHARE) (“ISSUE PRICE”) AGGREGATING TO Rs. [●] LAKHS (“THE ISSUE”), OF WHICH 1,87,200 EQUITY SHARES OF FACE VALUE OF Rs. 10/- EACH FOR A CASH PRICE OF Rs. [●]/- PER EQUITY SHARE, AGGREGATING TO Rs. [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER (“MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 35,16,800 EQUITY SHARES OF FACE VALUE OF Rs. 10/- EACH AT AN ISSUE PRICE OF Rs. [●]/- PER EQUITY SHARE AGGREGATING TO Rs. [●] LAKHS (IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●]% AND [●]%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE NO. 287 OF THIS DRAFT PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10/- EACH AND THE ISSUE PRICE IS RS. [●]/-. THE ISSUE PRICE IS [●] TIMES OF THE FACE VALUE.

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE “SEBI ICDR REGULATIONS”), AS AMENDED. IN TERMS OF RULE 19(2)(B)(I) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED (THE “SCRR”), THIS ISSUE IS BEING MADE FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS 2018, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED “ISSUE PROCEDURE” BEGINNING ON PAGE NO. 298 OF THIS DRAFT PROSPECTUS.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 and SEBI/HO/CFD/DIL2/CIR/P/2018/138, all potential investors may participate in the Issue through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) providing details about the bank account which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For further details, please refer to section titled “Issue Procedure” beginning on page no. 298 of this Draft Prospectus. A copy will be delivered for registration to the Registrar of Companies as required under Section 26 and Section 32 of the Companies Act, 2013.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares of the Company is Rs. 10.00 per equity share and the Issue Price is [●] times of the face value. The Issue Price (has been determined and justified by our Company in consultation with the Lead Manager as stated under ‘Basis for Issue Price’ beginning on page no. 93 of this Draft Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of our Company or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the “Risk Factors” carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of this Prospectus. **Specific attention of the investors is invited to the section titled ‘Risk Factors’ beginning on page no. 27 of this Draft Prospectus.**

ISSUER’S ABSOLUTE RESPONSIBILITY

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

LISTING

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

LEAD MANAGER TO THE ISSUE

MONARCH NETWORK CAPITAL LIMITED

Address - Monarch House, Opp., Ishwar Bhuvan, Commerce Six Road, Navrangpura, Ahmedabad – 380014, India.

Tel. No. – 079 – 6600 0500/ 700

Website: <https://www.mnclgroup.com/>

Email: gajara.joshi@mnclgroup.com

Investor Grievance Email: mbd@mnclgroup.com

Contact Person: Ms. Gajara Joshi

SEBI Regn. No. MB/ INM000011013



REGISTRAR TO THE ISSUE

BIGSHARE SERVICES PRIVATE LIMITED

Address - E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai – 400072, India.

Tel. No. – 022 – 62638200

Website: www.bigshareonline.com/

Email: ipo@bigshareonline.com

Investor Grievance Email: investor@bigshareonline.com

Contact Person: Mr. Jibu John

SEBI Regn. No. INR000001385



ISSUE PROGRAMME

ISSUE OPENS ON: [●]

ISSUE CLOSES ON: [●]

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SECTION 1 – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline or policy, as amended, supplemented or re-enacted from time to time.

The words and expressions used in this Draft Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under.

Notwithstanding the foregoing, terms used in of the chapter titled “Statement of Tax Benefits”, Sections titled “Financial Information of the Company” and “Main Provisions of Articles of Association” beginning on page nos. 96, 172 and 326 respectively, shall have the meaning ascribed to such terms in such sections.

General Terms

Terms	Description
“ICL”, “the Company”, “our Company” and “Indo Colchem Limited”	Indo Colchem Limited, a company incorporated in India under the Companies Act 1956 having its Registered office at Plot No. 36, Phase II, GIDC Estate, Vatva, Ahmedabad – 382445, Gujarat, India.
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company
“you”, “your” or “yours”	Prospective investors in this Issue

Company Related Terms

Terms	Description
AOA / Articles / Articles of Association	Articles of Association of Indo Colchem Limited, as amended from time to time.
Auditors/ Statutory Auditors	The Auditors of Indo Colchem Limited being M/s. Kishan M. Mehta & Co. and M/s. A. H. Jain & Co., Chartered Accountants, Ahmedabad.
Audit Committee	The Committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosures Requirement) Regulation, 2015
Bankers to the Company	HDFC Bank Limited Kotak Mahindra Bank Limited Axis Bank Limited
Board of Directors /the Board / our Board	The Board of Directors of Indo Colchem Limited, including all duly constituted Committees thereof.
CIN	Corporate Identification Number.
Chief Financial Officer	The Chief financial Officer of our Company being Mr. Shrenik Parekh
Companies Act / Act	The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force.
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company being Ms. Rajshri Indoria

Terms	Description
Corporate Social Responsibility Committee / CSR Committee	The Corporate Social Responsibility Committee / CSR Committee of our Board of Directors described in the chapter titled “Our Management” beginning on page no. 140 of this Draft Prospectus constituted in accordance with the Companies Act, 2013
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
DIN	Directors Identification Number.
Director(s) / our Directors	The Director(s) of our Company, unless otherwise specified.
Equity Shares	Equity Shares of the Company of Face Value of Rs.10/- each unless otherwise specified in the context thereof.
Equity Shareholders	Persons/ Entities holding Equity Shares of our Company.
Executive Directors	Executive Director is the Managing Director and Whole-time Director of our Company.
Group Companies	The word “group companies”, shall include such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board of the issuer as disclosed in “Our Group Companies” promoted by the Promoters beginning on page no.160 of this Draft Prospectus.
HUF	Hindu Undivided Family.
IBC	The Insolvency and Bankruptcy Code, 2016
IFRS	International Financial Reporting Standards
Independent Director	A non-executive & independent Director as per the Companies Act, 2013 and the Listing Regulations.
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	International Securities Identification Number. In this case being – INE07JS01017.
IT Act	The Income Tax Act, 1961 as amended till date
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of the SEBI Regulations and the Companies Act, 2013. For details, see chapter titled “Our Management” beginning on page no.140 of this Draft Prospectus.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Indo Colchem Limited as amended from time to time.
Non Residents	A person resident outside India, as defined under FEMA Regulations, 2000.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with the Companies Act, 2013 and the Listing Regulations.
Non-Executive Director	A Director not being an Executive Director or an Independent Director
NRI / Non-Resident Indians	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Peer Review Auditor	Independent Auditor having a valid Peer Review certificate in our

Terms	Description
	case being M/s B. S. Rajput & Associates, Chartered Accountants, Ahmedabad.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoters	Shall mean promoters of our Company i.e. Mr. Satish Shah and Mr. Chirag Shah
Promoter Group	Includes such Persons and entities constituting our promoter group covered under Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 as enlisted in the chapter titled “Our Promoters and Promoter Group” beginning on page no.160 of this Draft Prospectus.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office of our Company	The registered office of our Company situated at Plot No. 36, Phase II GIDC Estate, Vatva, Ahmedabad – 382445, Gujarat, India.
Reserve Bank of India / RBI	Reserve Bank of India constituted under the RBI Act.
Restated Financial Information	The Standalone & Consolidated financial statements of our Company’s assets and liabilities as on March 31, 2016, March 31, 2017, March 31, 2018 & period ended December 31, 2018 and the Standalone & Consolidated statements of profit and loss and cash flows for the period ended on March 31, 2016, March 31, 2017, March 31, 2018 & period ended December 31, 2018, of our Company are prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations and the Revised Guidance Note on Reports in Company Prospectuses (Revised) issued by the ICAI, together with the schedules, notes and annexure thereto.
ROC/Registrar of Companies	Registrar of Companies, ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad - 380013.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI (ICDR) Regulations /ICDR Regulation/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/Listing Regulations/SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
Shareholders	Holders of Equity Shares of our Company from time to time

Terms	Description
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Subscriber to MOA	Initial Subscriber to MOA & AOA being i.e. Mr. Satish Shah and Mr. Rajkumar Parekh
Stock Exchange	Unless the context requires otherwise, refers to, National Stock Exchange of India Limited
Stakeholders Relationship Committee	Stakeholder's Relationship Committee of our Company constituted in accordance with Regulation 20 of the SEBI (LODR) Regulations and Companies Act, 2013.
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI Regulations, 2018.

Issue Related Terms

Terms	Description
Allotment/Allot/Allotted	Unless the context otherwise requires, means the allotment of Equity Shares pursuant to the Public Issue.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an applicant as proof of registration of the Application.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges.
Allottee (s)	A successful applicant to whom the Equity Shares are allotted
Applicant/Investor	Any Prospective Investor who makes an application pursuant to the terms of this Draft Prospectus and the Application Form.
Application Amount	The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of this Draft Prospectus.
Application Form	The form, whether physical or electronic, used by an Applicant to make an application, which will be considered as the application for Allotment for purposes of this Draft Prospectus.
ASBA Account	A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by Applicants for blocking the Bid Amount mentioned in the ASBA Form
ASBA Application Location (s)/Specified Cities	Cities as specified in the SEBI Circular No. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely, Ahmedabad, Bangalore, Baroda (Vadodara), Chennai, Delhi, Hyderabad, Jaipur, Kolkata, Mumbai, Pune, Rajkot and Surat.
Bankers to the Issue	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being [●]
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Lead Manager, the Registrar and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful applicants under the Issue and which is described in the chapter titled "Issue Procedure" beginning on page no. 298 of this Draft Prospectus.
Broker Centres	Broker centers notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on

Terms	Description
	the websites of the Stock Exchange.
Business Day	Monday to Friday (except public holidays)
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Client Id	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Lead Manager, the Registrar to the Issue and the Stock Exchange.
Demographic Details	The demographic details of the applicants such as their Address, PAN, name of the applicants father/husband, investor status, and Occupation and Bank Account details.
Depository / Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
Designated Date	The date on which the funds are transferred by the Escrow Collection Bank from the Escrow Account(s) or the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Public Issue Account, as appropriate in terms of the Prospectus, and the aforesaid transfer and instructions shall be issued only after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/ . Recognized-Intermediaries or at any such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange i.e. www.nseindia.com
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com
Designated Date	On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.
Designated Intermediaries/Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an Issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity)
Designated Market Maker	Monarch Network Capital Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period

Terms	Description
	of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Designated Stock Exchange	Emerge Platform of National Stock Exchange of India Limited (NSE SME Platform)
DP	Depository Participant
DP ID	Depository Participants Identity number.
Draft Prospectus	Draft Prospectus dated June 04, 2019 issued in accordance with Section 26 of the Companies Act, 2013.
Eligible NRI	A Non Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Draft Prospectus will constitute an invitation to subscribe for the Equity Shares.
Equity Shares	Equity Shares of our Company of face value Rs.10.00 each
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Draft Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Exchange	National Stock Exchange of India Limited
FII / Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account or UPI linked account number held in joint names.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended.
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by the SEBI.
GIR Number	General Index Registry Number.
IPO	Initial Public Offering
Issue Agreement	The Agreement dated April 24, 2019 between our Company and Lead Manager.
Issue Closing Date	The date after which the Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Issue, which shall be notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being [●]
Issue Opening Date	The date on which the Lead Manager, Syndicate Member, Designated Branches of

Terms	Description
	SCSBs and Registered Brokers shall start accepting Application for this Issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being [●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which prospective Applicants can submit their Applications, including any revisions thereof.
Issue Price	The price at which Equity Shares will be issued by the Company in terms of this Draft Prospectus i.e. Rs. [●]/-per share.
Issue Size	The Public Issue of upto 37,04,000 Equity Shares of Face Value of Rs. 10/- each for Cash at a Price of Rs. [●]/- Per Equity Share (Including a Share Premium of Rs. [●]/-per Equity Share) aggregating to Rs. [●] Lakhs.
Lead Manager/LM	Lead Manager to the Issue, in this case being Monarch Network Capital Limited, SEBI Registered Category I Merchant Bankers.
Market Making Agreement	The Market Making Agreement dated April 24, 2019 between our Company, Lead Manager and Market Maker
Market Maker Reservation Portion	The reserved portion of upto 1,87,200 Equity Shares of Rs.10/- each at an Issue price of Rs.[●]/- each (including a share premium of Rs. [●]/-per equity share) aggregating to Rs. [●] Lakhs to be subscribed by Market Maker in this Issue.
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of upto 35,16,800 Equity Shares of Rs.10/-each at a price of Rs. [●]/-per Equity Share (the “Issue Price”), including a share premium of Rs. [●]/-per equity share aggregating to Rs. [●] Lakhs.
Non-Institutional Investors	Investors other than Retail Individual Investors, NRIs and QIBs who apply for the Equity Shares of a value of more than Rs.2,00,000/-
NSE Emerge platform / SME platform	The Emerge platform of NSE, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter IX of the SEBI ICDR Regulations, 2018.
Other Investors	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, containing, <i>inter alia</i> , the Issue Price will be determined before filing the Prospectus with RoC.
Public Issue Account	Account opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the ASBA Applicant, on the Designated Date.
Qualified Institutional Buyers/ QIBs	A Mutual Fund, Venture Capital Fund and Foreign Venture Capital Investor registered with the SEBI, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered

Terms	Description
	with the SEBI; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of Rs.25.00 Crore; a pension fund with minimum corpus of Rs.25.00 Crore; National Investment Fund set up by resolution No. F. No. 2/3/2005 – DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India.
Registrar/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue being Big Share Services Private Limited.
Registrar Agreement	The agreement dated March 07, 2019, entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
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.
Registered Broker	Individuals or companies registered with SEBI as “Trading Members” (except Syndicate/Sub Syndicate Members) who hold valid membership of either BSE or NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on http://www.nseindia.com/membership/content/cat_of_mem.htm
Revision Form	The form used by the applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
Reservation Portion	The portion of the Issue reserved for category of eligible Applicant as provided under the SEBI (ICDR) Regulations, 2018
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no.CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
SEBI SAST / SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Self Certified Syndicate Bank(s) / SCSB(s)	Banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and Issue services of ASBA, including blocking of bank account, a list of which is available http://www.sebi.gov.in/pmd/scsb.pdf
SEBI (PFUTP) Regulations/PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
Transaction Registration Slip/ TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application
UPI	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing &

Terms	Description
	merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c.
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI PIN	Password to authenticate UPI transaction
Underwriters	The Lead Manager who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement dated April 24, 2019 entered between the Underwriter, Lead Manager and our Company.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Working Day	Any day, other than Saturdays or Sundays, on which commercial banks in India are open for business, provided however, for the purpose of the time period between the Issue Opening Date and listing of the Equity Shares on the Stock Exchanges, "Working Days" shall mean all trading days excluding Sundays and bank holidays in India in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

Technical and Industry Related Terms

Terms	Full Form
WEO	World Economic Outlook
GDP	Gross Domestic Product
GVA	Gross Value Added
FDI	Foreign Direct Investments
MTPA	Metric Tonnes Per Annum
GPCB	Gujarat Pollution Control Board
GOTS	Global Organic Textile Standard
GOI	Government Of India
BPS	Basic Points
FMCG	Fast Moving Consumer Goods
SOP	Standard Opening Procedure
MT	Metric Tonnes
ISO	International Organization For Standardization
R&D	Research & Development
ETP	Effluent Treatment Plant
MS	Mild Steel

Conventional and General Terms /Abbreviations

Abbreviation	Full Form
AS/Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AMT	Amount

Abbreviation	Full Form
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. A	Bachelor of Arts
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
CA	Chartered Accountant
CB	Controlling Branch
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary
CSR	Corporate social responsibility.
CS & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer
CENVAT	Central Value Added Tax
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
CMD	Chairman and Managing Director
Depository or Depositories	NSDL and CDSL.
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortisation
ECS	Electronic Clearing System
ESIC	Employee State Insurance Corporation
EPFA	Employees Provident Funds and miscellaneous Provisions Act, 1952
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non Resident Account
FIPB	Foreign Investment Promotion Board
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated

Abbreviation	Full Form
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992.
FTA	Foreign Trade Agreement.
FTP	Foreign Trade Policy, 2009
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FV	Face Value
GoI/Government	Government of India
GDP	Gross Domestic Product
GAAP	Generally Accepted Accounting Principles in India
GST	Goods and Service Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
INR / Rs./ Rupees	Indian Rupees, the legal currency of the Republic of India
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
HNI	High Net Worth Individual
i.e	That is
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
Indian GAAP	Generally Accepted Accounting Principles in India
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
LM	Lead Manager
Ltd.	Limited
M. A	Master of Arts
MAPIN	Market Participants and Investors Database
MAT	Minimum Alternate Tax
M. B. A	Master of Business Administration
M. Com	Master of Commerce
MD	Managing Director

Abbreviation	Full Form
M. E	Master of Engineering
MH	Maharashtra
mm	Millimetre
Mn	Million
MoA	Memorandum of Association
MoF	Ministry of Finance, Government of India
M-o-M	Month-On-Month
MOU	Memorandum of Understanding
M.P.	Madhya Pradesh
MRP	Maximum Retail Price
MSMEs	Micro, Small and medium Enterprises
M. Tech	Masters of Technology
NA	Not Applicable
Networth	The aggregate of paid up Share Capital and Share Premium account and Reserves and Surplus(Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure(to the extent not written off) and debit balance of Profit & Loss Account
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NPV	Net Present Value
NRI	Non Resident Indians
NRE Account	Non Resident External Account
NRO Account	Non Resident Ordinary Account
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
RBI	The Reserve Bank of India
ROE	Return on Equity
R&D	Research & Development
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SCSB	Self Certified Syndicate Banks

Abbreviation	Full Form
SEBI	Securities and Exchange Board of India
SICA	Sick Industrial Companies (Special provisions) Act, 1985, as amended from time to time
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
Sec.	Section
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
UPI	Unified Payments Interface
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
VAT	Value Added Tax
w.e.f.	With effect from
WTD	Whole time Director
YoY	Year over Year

The words and expressions used but not defined in this Draft Prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, the Depositories Act and the rules and regulations made thereunder.

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

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Use of Financial Data

Unless stated otherwise, throughout this Draft Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in this Draft Prospectus is derived from our financial statements prepared and restated for the period ended December 31, 2018 and March 31, 2018, 2017 and 2016 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “**Financial Information of the Company**” beginning on page no.172 of this Draft Prospectus. Accordingly, financial information relating to us is presented on a Standalone basis. Our fiscal year commences on April 1st of every year and ends on March 31st of every next year.

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

Any percentage amounts, as set forth in “**Risk Factors**”, “**Business Overview**”, “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” and elsewhere in this Draft Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Review Auditor, set out in section titled “**Financial Information of the Company**” beginning on page no. 172 of this Draft Prospectus.

For additional definitions used in this Draft Prospectus, see the chapter titled “**Definitions and Abbreviations**” on page no. 1 of this Draft Prospectus. In the section titled “**Main Provisions of Articles of Association**”, on page no. 326 of this Draft Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

Use of Industry & Market Data

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

Although, we believe industry and market data used in this Draft Prospectus is reliable, it has not been independently verified by us or the Lead Manager or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

In accordance with the SEBI (ICDR) Regulations, the chapter titled “**Basis for Issue Price**” beginning on page no.93 of this Draft Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the Lead Manager, have independently

verified such information.

Currency of Financial Presentation and Exchange Rates

All references to "Rupees" or "INR" or "Rs." are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled ***"Industry Overview"*** throughout this Draft Prospectus all figures have been expressed in thousands, Lakhs/Lacs, Million and Crores.

Any percentage amounts, as set forth in ***"Risk Factors"***, ***"Business Overview"***, ***"Management Discussion and Analysis of Financial Conditions and Results of Operation"*** beginning on page nos. 27, 106 & 250 in this Draft Prospectus, unless otherwise indicated, have been calculated based on our restated respectively financial statement prepared in accordance with Indian GAAP.

This Draft Prospectus may contain conversions of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

FORWARD LOOKING STATEMENTS

This Draft Prospectus includes certain “forward-looking statements”. We have included statements in this Draft Prospectus which contain words or phrases such as “will”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”. Also, statements which describe our strategies, objectives, plans or goals are also forward looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. Fluctuations in operating costs;
2. Changes in laws and regulations relating to the sectors/areas in which we operate;
3. Increased competition in sectors in which we operate;
4. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
5. Our ability to Successfully implement our growth strategy and expansion plans;
6. Our failure to keep pace with rapid changes in technology;
7. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
8. Occurrence of Environmental Problems & Uninsured Losses;
9. Our ability to meet our capital expenditure requirements;
10. Change in Consumer Demand;
11. Our ability to attract and retain directors and KMP;
12. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
13. Conflicts of interest with affiliated companies, the promoters group and other related parties;
14. The performance of the financial markets in India and globally;
15. The availability of finance on favorable terms for our business and for our customers;
16. Significant developments in India’s economic and fiscal policies;
17. Shortage of, and price increases in, materials and skilled and unskilled employee, and inflation in key supply market;
18. Failure to comply with environmental, labour, health and safety laws and regulations may affect our business; and
19. Our ability to manage risks that arise from these factors.

For further discussion of factors that could cause our actual results to differ, see the Section titled “**Risk Factors**”; chapters titled “**Business Overview**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on page nos. 27, 106 & 250 respectively of this Draft Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Neither our Company, our Directors, our Officers, Lead Manager and Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Issue.

SECTION II – SUMMARY OF OFFER DOCUMENT

SUMMARY OF OUR BUSINESS

Our Company is in the business of manufacturing of Reactive Dyes since 1986. The Company manufactures Reactive Dyes also known as Synthetic Organic Dyes having an integrated process. Having a specialisation in Various Reactive Dyes. The product of the company caters to textiles & garments manufacturers. Also offer specialty performance chemicals to the Textile Dyeing and printing industry. We have a production capacity and Permission of GPCB of approx. 1050 tons per month. The facility is spread over 11,137 sq. meters in area. We are member of C.E.T.P. (Common Effluents Treatment Plant) of Vatva. We strive to embrace and comply with modern requirements and global standards, making us upgrade our ways and resources systematically.

SUMMARY OF INDUSTRY

The dye & dyestuff industry plays an important role in the overall growth of the chemical industry. Major portion of dyes are used in the textile industry and textile, carpet and garment industry are one of the largest and most prominent sectors. Growth of the textile industry has a direct impact on the growth of dyes stuff industry. Textile dyestuff had a worldwide market of around US \$ 5.7 billion last year. Largest categories are reactive and disperse dyes that accounts for about 44% of total value. Asia-Pacific represents largest share and accounts for about 40% of the global share, while the Indian dye stuff industry contributes to just 7% of the world's global production.

NAME OF THE PROMOTERS

Following are the Promoters of our Company:

- 1) Mr. Satish Sampatraj Shah
- 2) Mr. Chirag Satish Shah

DETAILS OF THE ISSUE SIZE

Public Issue of upto 37,04,000 equity shares of face value of Rs. 10/- each ("Equity Shares") of Indo Colchem Limited ("Our Company" or "The Issuer") for cash at a price of Rs. [●]/- per equity share (including a share premium of Rs. [●]/- per Equity Share) ("Issue Price") aggregating to Rs. [●] lakhs ("The Issue"), of which upto 1,87,200 equity shares of face value of Rs. 10/- each for a cash price of Rs. [●]/- per equity share, aggregating to Rs. [●] lakhs will be reserved for subscription by Market Maker ("Market Maker Reservation Portion"). The issue less the Market Maker reservation portion i.e. issue of upto 35,16,800 equity shares of face value of Rs. 10/- each at an issue price of Rs. [●]/- per equity share aggregating to Rs. [●] lakhs (is hereinafter referred to as the "Net Issue"). The issue and the net issue will constitute [●]% and [●]%, respectively of the post issue paid up equity share capital of our Company.

OBJECTS OF THE ISSUE

The Net Proceeds from the Issue are proposed to be utilized by our Company for the following objects:

(Rs. In Lakhs)

Sr. No.	Particulars	Amount	% of the total Issue size
1.	Investment in Equity Shares of Clairvoyance Chemtech Private Limited, a wholly owned subsidiary of the Company	[●]	[●]
2.	General Corporate Purpose	[●]	[●]
3.	Issue Expenses	[●]	[●]

Total	[•]	100.00
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PRE-ISSUE SHAREHOLDING OF THE PROMOTERS AND PROMOTER GROUP

The aggregate pre-issue shareholding of the Promoters and Promoter Group as a percentage of the paid-up share capital of the Company are as follow:

Sr. No.	Name of the Shareholders	Pre-Issue	
		No. of Equity Share	% of Pre-Issue Capital
A	Promoters		
1.	Mr. Satish Shah	33,95,466	33.96%
2.	Mr. Chirag Shah	11,59,900	11.60%
B	Promoter Group		
3.	Mrs. Kusum Shah	14,77,600	14.78%
4.	Mrs. Masoom Shah	100	Negligible
5.	Satishchand Sampatraj HUF	38,46,468	38.47%
6.	Sampatraj Satishchand HUF	1,18,266	1.18%
Total (A+B)		99,97,800	99.98%

SUMMARY OF FINANCIAL INFORMATION

Following are the details as per the restated consolidated financial statements for the period ended on December 31, 2018 and financial years ended on March 31, 2018, 2017 and 2016:

Sr. No.	Particulars	December 31, 2018	March 31, 2018	March 31, 2017	March 31, 2016
a.	Share Capital	99,998,000	N.A.	N.A.	N.A.
b.	Net Worth	55,90,38,315	N.A.	N.A.	N.A.
c.	Revenue	1,31,80,63,879	N.A.	N.A.	N.A.
d.	Profit after tax	6,06,31,271	N.A.	N.A.	N.A.
e.	Earnings per share (in Rs.)	6.06	N.A.	N.A.	N.A.
f.	Net asset value per equity share (in Rs.)	55.9	N.A.	N.A.	N.A.
g.	Total borrowings (as per balance sheet)	61,95,79,669	N.A.	N.A.	N.A.

AUDITOR QUALIFICATIONS

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

SUMMARY OF OUTSTANDING LITIGATIONS

Following are the summary of the outstanding litigations:

Sr. No.	Particulars	Our Company	Promoters	Directors	Group Entities/ Subsidiary/ Associates
1.	Labour Cases filed against the Company/ Group Entities/ Subsidiary/Associates	N.A.	N.A.	N.A.	N.A.
2.	Labour Cases filed by the Company/ Group Entities/ Subsidiary/Associates	N.A.	N.A.	N.A.	N.A.
3.	Civil Cases filed against the	1	1	1	N.A.

	Company/promoters/directors/ Group Entities/ Subsidiary/Associates				
4.	Civil Cases filed by the Company/promoters/directors/ Group Entities/ Subsidiary/Associates	N.A.	N.A.	N.A.	N.A.
5.	Criminal cases against the Company/promoters/directors/ Group Entities/ Subsidiary/Associates	N.A.	N.A.	N.A.	N.A.
6.	Criminal cases filed by the Company/promoters/directors/ Group Entities/ Subsidiary/Associates	N.A.	N.A.	N.A.	N.A.
7.	Notices served on the Company/promoters/directors/ Group Entities/ Subsidiary/Associates	N.A.	N.A.	N.A.	N.A.
8.	Tax related matters	5	N.A.	N.A.	N.A.

For further details in connection with the legal proceedings involving our Company, Promoters, Directors, Group Entities, Subsidiary and Associates, please refer to the chapter titled “Outstanding Litigations and Material Developments” beginning on page no. 256 of this Draft Prospectus.

RISK FACTORS

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

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

Details in connection with the risk involved in business of the Company and in relation to the Issue, please refer to the section titled “Risk Factors” beginning on page no. 27 of this Draft Prospectus.

SUMMARY OF CONTINGENT LIABILITIES

Following is the summary of Standalone contingent liabilities of the Company for the period ended on December 31, 2018 and financial years ended on March 31, 2018, 2017 and 2016:

Particulars	December 31, 2018	March 31, 2018	March 31, 2017	March 31, 2016
Bank Gaurantees	3,731,500	3,500,676	3,237,382	3,291,895
Export obligations Under Customs	-	-	7,484,633	17,843,969
Letter on Credit	-	-	3,578,313	30,540,675
Income tax Disputed in Appeal	-	1,362,690	14,867,170	6,312,393
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2010-11	1,352,690	-	-	-
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2016-17	1,789,820	-	-	-
The Estimated amount of Capital commitment for Fixed assets	5,325,000	32,148,300	-	-
Total	12,199,010	37,011,666	29,167,498	57,988,932

For further details relating to the contingent liabilities, please refer to the Chapter titled “Restated Financial Statements” beginning on page no. 172 of this Draft Prospectus.

SUMMARY OF RELATED PARTY TRANSACTIONS

Following is the summary of Standalone related party transactions of the Company for the period ended on December 31, 2018 and financial years ended on March 31, 2018, 2017 and 2016:

a)	Names of the related parties with whom transaction were carried out during the years and description of relationship:				
1	Key Managerial Person	Mr. Satish S. Shah			
		Mrs. Kusum Shah			
		Mr. Chirag S. Shah			
		Mrs. Masoom C. Shah (From 19/10/2018)			
		Mr. Jayesh R. Jadawala			
		Mr. Jaydeep Devda (Till 19/10/2018)			
2	Relatives of Key Management Personnel with whom transactions have taken place	Mrs. Masoom C. Shah (Till 19/10/2018)			
		Mr. Chirag Karnavat (From 19.10.2018)			
		Mrs. Nayana Devda (Till 19/10/2018)			
3	Associates:	Redshift Engineering LLP			
		Mirash Industries Pvt. Ltd (Till 31/03/2017)			
4	Subsidiary:	Clairvoyance Chemtech Pvt. Ltd.			
Sr. No.	Particulars	For the Period 31st Dec 2018	For the Period 30.03.2018	For the Period 31.03.2017	For the Period 31.03.2016
1	Remuneration:				
	Mr. Satish S. Shah	1,35,00,000	1,80,00,000	1,80,00,000	1,80,00,000
	Mr. Chirag S. Shah	63,00,000	84,00,000	84,00,000	84,00,000
	Mrs. Kusum Shah	27,00,000	36,00,000	36,00,000	36,00,000
	Mr. Jaydeep Devda	3,55,669	5,31,123	4,79,262	4,38,462
	Mr. Nayan Devda	-	4,34,639	3,54,261	3,00,092
	Mrs. Masoom C. Shah	2,42,309	15,00,339	2,81,538	-
	Mr. Jayesh R. Jadawala	4,88,319	5,54,661	5,99,077	5,39,813
	Total	2,35,86,297	3,30,20,762	3,17,14,138	3,12,78,367
2	Salary (Relatives Of Directors):				
	Nayanadevda	2,78,553	4,34,639	-	-
	Masoom C Shah	8,19,998	15,00,339	-	-
	Chiragkarnavat	71,539	-	-	-
	Total	11,70,090	19,34,978	-	-
3	Interest Paid:				

	Mr. Satish S. Shah	9,95,477	7,94,108	3,06,875	7,51,168
	Mr. Chirag S. Shah	10,76,929	7,43,799	3,12,432	2,11,898
	Mrs. Kusum Shah	6,29,429	3,36,216	74,034	2,76,484
	Total	27,01,835	18,74,123	6,93,341	12,39,550
4	Interest Received:				
	Mirash Industries Pvt. Ltd	-	-	2,16,470	-
	Total	-	-	2,16,470	-
5	Unsecured Loan Taken:				
	Mr. Satish S. Shah	1,40,00,480	2,51,27,500	1,71,60,000	1,87,50,000
	Mr. Chirag S. Shah	85,00,001	4,16,75,000	42,50,000	56,00,200
	Mrs. Kusum Shah	57,25,000	1,06,70,000	18,00,000	24,50,000
	Total	2,82,25,481	7,74,72,500	2,32,10,000	2,68,00,200
6	Loan Given To Associates/Subsidiary:				
	Redshift Engineering LLP	-	-	3,98,30,000	-
	Clairvoyance Chemtechpvt.Ltd.	5,71,02,450	-	-	-
	Total	5,71,02,450	-	3,98,30,000	-
7	Unsecured Loan Repaid:				
	Mr. Satish S. Shah	1,34,02,093	2,25,01,619	1,31,50,000	3,03,32,285
	Mr. Chirag S. Shah	1,02,50,840	3,35,41,141	50,00,000	67,18,217
	Mrs. Kusum Shah	75,000	80,30,000	30,00,000	56,50,000
	Total	2,37,27,933	6,40,72,760	2,11,50,000	4,27,00,502
8	Investment In LLP:				
	Redshift Engennering LLP	20,09,029	18,80,000	24,51,485	4,44,000
	Total	20,09,029	18,80,000	24,51,485	4,44,000
9	Investment In Associates/Subsidiary:				
	Mirash Industries Pvt. Ltd	-	-	25,000	-
	Clairvoyance Chemtechpvt.Ltd.	1,00,000	-	-	-
	Total	1,00,000	-	25,000	-
					-
10	Loss On Share From LLP:				
	Redshift Engennering LLP	7,32,418	9,24,657	-	-
	Total	7,32,418	9,24,657	-	-
Sr. No.	Particulars	Balance o/s as on 31st Dec.2018	Balance o/s as on 31/3/2018	Balance o/s as on 31/3/2017	Balance o/s as on 31/3/2016
1	Remuneration:				

	Mr. Satish S. Shah	-	8,59,800	12,70,800	8,99,800
	Mr. Chirag S. Shah	-	2,94,800	2,92,800	4,99,800
	Mrs. Kusum Shah	-	2,39,800	1,23,800	2,50,800
	Mr. Jaydeep Devda	-	28,623	(2,282)	(1,176)
	Mr. Nayan Devda	-	-	(1,464)	-
	Mrs. Masoom C. Shah	-	-	(22,500)	-
	Mr. Jayesh R. Jadawala	-	23,593	(4,622)	(5,018)
	Total	-	14,46,616	16,56,532	16,44,206
2	Salary (Relatives Of Directors):				
	Masoom C Shah	-	50,657	-	-
	Total	-	50,657	-	-
3	Unsecured Loan Taken:				
	Mr. Satish S. Shah	1,40,00,480	2,51,27,500	1,71,60,000	1,87,50,000
	Mr. Chirag S. Shah	85,00,001	4,16,75,000	42,50,000	56,00,200
	Mrs. Kusum Shah	57,25,000	1,06,70,000	18,00,000	24,50,000
	Total	2,47,22,324	2,02,24,777	2,32,10,000	2,68,00,200
4	Unsecured Loan Received.				
	Mr. Satish S. Shah	-	-	1,31,50,000	3,03,32,285
	Mr. Chirag S. Shah	-	-	50,00,000	67,18,217
	Mrs. Kusum S. Shah	-	-	30,00,000	56,50,000
	Total	-	-	2,11,50,000	4,27,00,502
5	Loan Given To Associates/Subsidiary:				
	Mirash Industries Pvt. Ltd (Till 31/03/2017)	-	-	4,00,24,823	-
	Clairvoyance Chemtechpvt.Ltd.	5,71,02,450	-	-	-
	Total	5,71,02,450	-	4,00,24,823	-
6	Investment In LLP:				
	Redshift Engennering LLP	20,09,029	38,50,828	28,95,485	4,44,000
	Total	20,09,029	38,50,828	28,95,485	4,44,000
7	Investment In Associates:				
	Clairvoyance Chemtechpvt.Ltd.	1,00,000	-	-	-
	Mirash Industries Pvt. Ltd		-	25,000	-
	Total	1,00,000	-	25,000	-

Following is the summary of consolidated related party transactions of the Company for the period ended on December 31, 2018:

a)	Names of the related parties with whom transaction were carried out during the years and
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description of relationship:		
1	Key Managerial Person	Mr. Satish S. Shah
		Mrs. Kusum Shah
		Mr. Chirag S. Shah
		Mrs. Masoom C. Shah (From 19/10/2018)
		Mr. Jayesh R. Jadawala
		Mr. Jaydeep Devda
2	Relatives of Key Management Personnel with whom transactions have taken place	Mrs. Masoom C. Shah (Till 19/10/2018)
		Mr. Nayan Devda
3	Associates:	Redshift Engineering Llp
		Mirash Industries Pvt. Ltd (Till 31/03/2017)
4	Subsidiary:	Clairvoyance ChemtechPvt. Ltd.
Sr. No.	Particulars	For the Period Ended 31st dec 2018(consol.)
1	Remuneration:	
	Mr. Satish S. Shah	1,35,00,000
	Mr. Chirag S. Shah	63,00,000
	Mrs. Kusum Shah	27,00,000
	Mr. Jaydeep Devda	3,55,669
	Mr. Nayan Devda	-
	Mrs. Masoom C. Shah	2,42,309
	Mr. Jayesh R. Jadawala	4,88,319
	Total	2,35,86,297
2	Salary (Relatives Of Directors) :	
	Nayanadevda	2,78,553
	Masoom Shah	8,19,998
	Chiragkarnavat	71,539
	Total	11,70,090
2	Interest Paid:	
	Mr. Satish S. Shah	9,95,477
	Mr. Chirag S. Shah	10,76,929
	Mrs. Kusum Shah	6,29,429
	Total	27,01,835
3	Interest Received:	
	Mirash Industries Pvt. Ltd	-
	Total	-
4	Unsecured Loan Taken:	
	Mr. Satish S. Shah	1,40,00,480
	Mr. Chirag S. Shah	85,00,001
	Mrs. Kusum Shah	57,25,000
	Total	2,82,25,481
5	Loan Given To Associates/Subsidiary:	
	Total	-

6	Unsecured Loan Repaid:	
	Mr. Satish S. Shah	1,34,02,093
	Mr. Chirag S. Shah	1,02,50,840
	Mrs. Kusum Shah	75,000
	Total	2,37,27,933
7	Investment In LLP:	
	Redshift Engennering LLP	20,09,029
	Total	20,09,029
8	Investment In Associates/Subsidiary:	
	Total	-
9	Loss On Share From LLP:	
	Redshift Engennering LLP	7,32,418
	Total	7,32,418
S.No.	Particulars	Balance outstanding as on 31st Dec. 2018(consol.)
1	Renumeration:	
	Mr. Satish S. Shah	-
	Mr. Chirag S. Shah	-
	Mrs. Kusum Shah	-
	Mr. Jaydeep Devda	-
	Mr. Nayan Devda	-
	Mrs. Masoom C. Shah	-
	Mr. Jayesh R. Jadawala	-
	Total	-
2	Unsecured Loan Taken:	
	Mr. Satish S. Shah	88,11,073
	Mr. Chirag S. Shah	71,44,662
	Mrs. Kusum Shah	87,66,589
	Total	2,47,22,324
3	Loan given to Associates/Subsidiary:	
	Total	-
4	Investment In LLP:	
	Redshift engennering LLP	45,93,410
	Total	45,93,410
5	Investment In Associates:	
	Total	-

For further details relating to the related party transactions, please refer to the “Annexure – R” under Chapter titled “Restated Financial Statements” beginning on page no. 172 of this Draft Prospectus.

DETAILS OF FINANCING ARRANGEMENTS

There are no financing arrangements whereby the promoters, members of the promoter group, the directors of the Company which is a promoter of the issuer, the directors of the Company and their relatives have financed the purchase by any other person of securities of the Company other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing of this Draft Prospectus.

WEIGHTED AVERAGE PRICE AT WHICH SPECIFIED SECURITY WAS ACQUIRED BY PROMOTERS

Our Promoters have not acquired any shares of the Company during the last 1 (one) year from the date of filing of this Draft Prospectus.

AVERAGE COST OF ACQUISITION OF SHARES

The average cost of acquisition of equity shares by our Promoters is set out below:

Name of our promoters	Number of equity shares held	Average cost of acquisitions
Mr. Satish Shah	33,95,466	2.45
Mr. Chirag Shah	11,59,900	0.74

EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH IN LAST ONE YEAR

Except as mentioned below, our Company has not issued any equity shares for consideration other than cash during the last 1 (one) year from the date of filing of this Draft Prospectus.

Sr. no.	Date of Allotment of Equity Shares	No. of shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature of / Reasons for Allotment	Benefits accrued to our Company	Allottees	No. of Shares Allotted
1.	09/10/2018	49,99,900	10	NA	Bonus Issue	Capitalisation of Reserves	Mrs. Kusum Shah	7,38,800
							Sampatraj Satishchand HUF	59,133
							Mr. Satish Shah	16,97,733
							Satishchand Sampatraj HUF	19,23,234
							Mr. Chirag Shah	5,80,000
							Mr. Anilkumar Saraf	500
							Mr. Dineshkumar Hundia	500

SPLIT/CONSOLIDATION OF EQUITY SHARES IN LAST ONE YEAR

Our Company has not done any split or consolidation of equity shares during the last 1 (one) year from the date of filing of this Draft Prospectus.

SECTION III – RISK FACTORS

RISK FACTORS

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

This Draft Prospectus also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in this Draft Prospectus. These risks are not the only ones that our Company faces. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.

To obtain a complete understanding of our Company, you should read this section in conjunction with the chapters titled 'Business Overview' and 'Management's Discussion and Analysis of Financial Conditions and Results of Operations' beginning on page nos. 106 and 250 respectively, of this Draft Prospectus as well as the other financial and statistical information contained in this Draft Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in the chapter titled 'Financial Statements' beginning on page no. 172 of this Draft Prospectus. Unless stated otherwise, the financial data in this section is as per our financial statements prepared in accordance with Indian GAAP.

Materiality

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

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

The risk factors are as envisaged by the management along with the proposals to address the risk, if any. Wherever possible, the financial impact of the risk factors has been quantified.

INTERNAL RISKS

Risks relating to Our Company and Business

- Our Company, Promoter and Directors are involved in certain legal proceedings and potential litigations. Any adverse decision in such proceedings may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations.***

Our Company is currently involved in certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. The summary of outstanding litigation in relation to civil matters, direct tax matters; indirect tax matters and actions by regulatory/ statutory authorities against our Company have been set out below.

Sr. No.	Particulars	Our Company	Promoters	Directors	Group Entities/ Subsidiary/ Associates
1.	Labour Cases filed against the Company/ Group Entities/ Subsidiary/Associates	N.A.	N.A.	N.A.	N.A.
2.	Labour Cases filed by the Company/ Group Entities/ Subsidiary/Associates	N.A.	N.A.	N.A.	N.A.
3.	Civil Cases filed against the Company/promoters/directors/ Group Entities/ Subsidiary/Associates	1	1	1	N.A.
4.	Civil Cases filed by the Company/promoters/directors/ Group Entities/ Subsidiary/Associates	N.A.	N.A.	N.A.	N.A.
5.	Criminal cases against the Company/promoters/directors/ Group Entities/ Subsidiary/Associates	N.A.	N.A.	N.A.	N.A.
6.	Criminal cases filed by the Company/promoters/directors/ Group Entities/ Subsidiary/Associates	N.A.	N.A.	N.A.	N.A.
7.	Notices served on the Company/promoters/directors/ Group Entities/ Subsidiary/Associates	N.A.	N.A.	N.A.	N.A.
8.	Tax related matters	5	N.A.	N.A.	N.A.

The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities. For further details of legal proceedings involving the Company, Promoter and Directors, please see the Chapter titled “*Outstanding Litigation and Material Developments*” beginning on page no. 256 of this Draft Prospectus.

- Our Company's manufacturing activities are labour intensive and depend on availability of skilled and unskilled labourers in large numbers. In case of unavailability of such labourers and / or inability to retain such personnel, our business operations could be affected.***

Our Company has employed 148 employees as on date of this Draft Prospectus, which consists of employees all of whom are on payroll. The above includes employees in the Top and middle management (including Executive Directors), and also employees who are part of processing unit and office staff. Our operations and

performance are labour intensive and depends on our ability to identify, attract and retain both skilled and unskilled labour. In case such labour is unavailable or we are unable to identify and retain such labourers for our existing units, our business could be adversely affected. Additionally we have entered into an arrangement with certain Independent contractors for execution, fulfilment and discharge of work and obligations as provided to the Contractor and that the Contractor shall execute and efficiently handle the work as per our requirements. We have not entered into any agreement for hiring additional labourers and thus availability of appropriately skilled labour cannot be guaranteed. Any failure to hire the appropriate labour may impact the operations and impair our client relations.

3. *We face competition in our business from organized and unorganized players, which may adversely affect our business operation and financial condition.*

Dyes Manufacturing business is carried majorly in India and China. We may have to confront pressures in respect of pricing; product quality etc. from the clients and such pressures may put strain on our profit margins which may consequently affect the financial position of our Company. Competition emerges not only from the organized sector but also from the unorganized sector and from both small and big players. We are also in direct competition with the leading processing house in India as well as the local units. Our Competitiveness is also measured by the technology we adopt as the textile industry is rapidly growing in India and in International Markets. There have been environmental restrictions on companies in China which has led to shut down of many dye manufacturers favouring other manufacturers, however, there is no assurance that such restrictions would kill the competition to our advantage and we will not face any threat from companies in China.

4. *We do not have any long-term agreements or contracts for any inputs like Chemicals & Colours, etc. used in our processing unit and consequently are exposed to price and supply fluctuations for our raw materials.*

We are, to a major extent, dependent on external suppliers for our raw materials requirements and we do not have any long-term supply agreements or commitments in relation to the same used in our manufacturing process. Consequently, we are exposed to price and supply fluctuations raw materials, and these fluctuations may adversely affect our ability to obtain orders and/or to execute them in a timely manner, which would have a material adverse effect on our business, results of operations and financial condition. In case of non-availability of raw materials on favourable terms, we may have to procure the same at the terms and conditions prevalent at that point. This will result in reducing our revenues by a considerable amount due to shortage of raw material or due to inability to procure the same. Further, unfavourable terms of raw materials may also force us to reduce the scale of our operations resulting in a down-sizing of our overall business. We may have to put on hold any expansion plans and our future growth will be severely stunted.

5. *Volatility in the prices of raw materials, colours & chemicals and other raw materials and non availability of such raw materials, may adversely impact our total cost of goods sold and our operations.*

Our Company purchases raw materials from various suppliers for our processing operations. Also, requires colours and chemicals which are used for dyeing. We do not have any agreement with suppliers with respect to supply of raw materials purchased by us from them. We are therefore, entirely dependent on external suppliers for the raw materials which constitutes a majority of the total cost of raw materials for our operations. Any adverse fluctuations in the price of the raw materials, which we may not be able to pass on to our customers could have a material adverse effect on our total cost of production. Further, in the event of any disruption in raw material supply in terms of requisite quantities and qualities, our production schedule may also be adversely affected having an impact on our business operations. However, looking to the volatility in price of raw materials and to hedge this volatility, the Company maintains high inventory level, and such inventories are generally procured during low-price period of raw materials.

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

We rely on the skills, expertise and experience of our employees. Our employees may terminate their employment with us prematurely and we may not be able to retain them. Experienced and skilled workers in the textile industry are highly sought after, and competition for talent is intense. If we experience any failure

to attract and retain competent personnel or any material increase in employee costs as a result of the shortage of skilled employee, our competitiveness and business would be damaged, thereby adversely affecting our financial condition and operating results.

7. Our Company does not enter into any binding agreement with its customers at the time of receiving orders. Company may not be able to enforce any claims on customers in case of non-acceptance of manufactured products by them.

Our Company manufactures Dyes on the basis of orders placed by our customers. Once the production is completed, the same is delivered to the customers and subsequently consideration is received. However, Company do not enter into any agreement with our customers which legally binds them for acceptance of the orders they have placed as the business operations are performed primarily on the basis of trusts and relationships. Our customer may deny to take the delivery of goods owing to any reasons, which may impact our financial position adversely, since we do not have any legal right to enforce the purchase order on our customers.

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

We may encounter problems in executing the orders in relation to our products and services, or executing it on a timely basis. Moreover, factors beyond our control or the control of our customers, including delays or failure to obtain necessary permits, authorizations, permissions and other types of difficulties or obstructions, may result in the postponement of the delivery of products or cause its cancellation. Further, since we do not execute contracts with our customers, the order could be cancelled or there could be changes in scope and/ or scheduled delivery of the products. Accordingly, it is difficult to predict with certainty if, when, and to what extent we may be able to deliver the orders placed. Failure to deliver products on time could lead to customers delaying or refusing to pay the amount, in part or full, which may adversely affect our business. In addition, even where a delivery proceeds as scheduled, it is possible that the contracting parties may default or otherwise fail to pay amounts owed. While we have not yet experienced any material delay, reduction in scope, cancellation, execution difficulty, delay or default in payment with regard to the orders placed with us, or any material disputes with customers in respect of any of the foregoing, any such adverse event in the future could materially harm our cash flow position and income. Any delay, modification, cancellation of order by our large customers may have material adverse effect on our financial condition and results of operations.

9. Some of our Group Entities have incurred losses during the last three fiscal years.

As set forth below, some of our Group Entities have incurred losses during last three fiscal years (as per their respective audited standalone financial statements):

(Amount in Rs.)

Group Companies	2017-18	2016 – 17	2015 - 16
Mirash Industries Private Limited	(34,100)	44,16,022	-
Strategic Investors LLP	(7,99,873)	(8,103)	(12,557)
Titanium Logistics & Industrial Park LLP	(27,51,484)	(20,35,381)	-

10. Contingent liabilities could adversely affect our financial condition. Crystallization of any of these contingent liabilities may adversely affect our financial condition.

As on December 31, 2018, March 31, 2018, March 31, 2017 and March 31, 2016 our contingent liabilities as indicated in our Standalone Restated Financial Statements and also certified by our statutory auditors were as follows:

Particulars	December 31, 2018	March 31, 2018	March 31, 2017	March 31, 2016
Bank Guarantees	3,731,500	3,500,676	3,237,382	3,291,895
Export obligations Under Customs	-	-	7,484,633	17,843,969
Letter on Credit	-	-	3,578,313	30,540,675
Income tax Disputed in Appeal	-	1,362,690	14,867,170	6,312,393

Outstanding Tax Demand with Respect to Income Tax Assessment year - 2010-11	1,352,690	-	-	-
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2016-17	1,789,820	-	-	-
The Estimated amount of Capital commitment for Fixed assets	5,325,000	32,148,300	-	-
Total	12,199,010	37,011,666	29,167,498	57,988,932

Any default in payment under such arrangement may have an adverse effect and may result into difficulty in arranging of funds for re-payment and may also adversely affect our operations and financials. For further information, please refer “Annexure U – Schedule of Contingent Liabilities, As Restated” under the chapter titled “**Restated Financial Statement**” beginning on page no. 172 of this Draft Prospectus.

11. We do not own certain premises used by us. Our registered office, situated at Ahmedabad, has been obtained on lease by us.

Our Factory is situated at Plot No. 36, Phase II GIDC Estate, Vatva, Ahmedabad – 382445, Gujarat, India and part of total factory land admeasuring 4637 Sq. Meters is Leased Land from Gujarat Industrial Development Corporation (GIDC), further, our registered office is also situated on the said leased land. The said land is taken on lease basis from G.I.D.C. If the owners of such leased Land do not renew the agreements under which we occupy or use the premises on terms and conditions acceptable to us, or at all, we may suffer a disruption in our operations. For more information, see the chapter titled “Business Overview—Properties” beginning on page no. 106 of this Draft Prospectus.

12. We depend on a limited number of customers for a significant portion of our revenues. The loss of a major customer or significant reduction in production and sales of, or demand for our products from, our major customers may adversely affect our business, financial condition, results of operations and prospects.

We derive our entire operational revenues from sale of dyes and dyes Intermediate in the domestic as well as overseas market. We depend on a limited number of customers for a significant portion of our revenues. Revenue from our top 10 customers constituted 35.54% of our revenue as on December 31, 2018. We face competition from both domestic and international manufacturers in the international market. However, we believe that we have good and long term relationship with our customers, any loss of customer base or reduction in volume of orders, out of our existing customers, will impact our overall sales, resulting in a decline in our revenues. While we are constantly striving to increase our customer base and reduce dependence on any one particular customer, there is no assurance that we will be able to broaden our customer base in any future periods or that our business or results of operations will not be adversely affected by a reduction in demand or cessation of our relationship with any of our major customers.

13. In addition to normal remuneration, other benefits and reimbursement of expenses some of our Directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.

Some of our Directors (including our Promoters) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. We cannot assure you that our Directors or our Key Management Personnel would always exercise their rights as Shareholders to the benefit and best interest of our Company. Our Directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our Directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects. For further information, see the chapters titled “**Our Management**” and “**Our Promoters and Promoter Group**” beginning on page nos. 140 and 156 respectively of this Draft Prospectus and the section titled “**Financial Statements**” beginning on page no. 172 of this Draft Prospectus.

14. We have issued Equity Shares at a price below the proposed issue price during the past one year prior to the date of filing this Draft Prospectus and the average cost of acquisition of Equity Shares by our Promoters is lower than the Issue Price.

Our Company has issued and allotted Equity Shares at a price which is below the issue price in the last twelve months prior to the date of filing of this Draft Prospectus. The details of allotment are as follows:

Date of allotment	No. of Shares Allotted	Face value (Rs.)	Issue price (Rs.)	Consideration	Nature of Allotment
October 09, 2018	49,99,900	10	NA	NA	Bonus Issue

The price at which Equity Shares have been issued in the past one year is not indicative of the price at which Equity Shares may be offered in the Issue or at the price at which they will trade upon listing. For further details, please refer to chapter titled “**Capital Structure**” beginning on page no. 62 of this Draft Prospectus.

Further, our Promoters average cost of acquisition of Equity Shares in our Company is lower than the Issue Price. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer to the chapter titled “**Capital Structure**” beginning on page nos. 62 respectively of this Draft Prospectus.

15. We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, and the failure to obtain, retain and renew such approvals and licences or comply with such rules and regulations, and the failure to obtain or retain them in a timely manner or at all may adversely affect our operations.

We require several statutory and regulatory permits, licenses and approvals to operate our business. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our Company’s operations, thereby having a material adverse effect on our business, results of operations and financial condition.

Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of the relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change, we may incur increased costs, be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. For further details, please see chapters titled “**Key Industry Regulations and Policies**” and “**Government and Other Statutory Approvals**” at page nos. 121 and 265 respectively of this Draft Prospectus.

16. Our insurance coverage may not adequately protect us against all material hazards and the policies do not cover all risks, specifically risks like product defect / liability risk, loss of profits and workmen’s compensation, In the event of the occurrence of such events, our insurance coverage may not adequately protect us against possible risk of loss.

Our business, processing units, plant and machinery and other assets could suffer damage from fire, natural calamities, misappropriation or other causes, resulting in losses, which may not be fully compensated by insurance. There can be no assurance that the terms of our insurance policies will be adequate to cover any damage or loss suffered by our Company or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. While we believe that we maintain insurance coverage in amounts consistent with industry norms in each of our processing unit, our insurance policies do not cover all risks, specifically risks like product defect/liability risk, loss of profits and workmen’s compensation, and are subject to exclusions and deductibles. There can be no assurance that our insurance policies will be adequate

to cover the losses in respect of which the insurance had been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial condition and results of operations may be materially and adversely affected. For details on the insurance policies taken by our Company, please refer to the chapter titled “**Business Overview**” beginning on page no. 106 of this Draft Prospectus.

17. Our company has taken secured loans from HDFC Bank Limited and Kotak Mahindra Bank Limited wherein our directors have provided collateral security and personal guarantees in relation to cash credit facilities and term loans provided to our Company. In event of default on the debt obligations, the collateral security and personal guarantees may be invoked thereby adversely affecting our directors ability to manage the affairs of our Company and consequently may impact our business, prospects, financial condition and results of operations.

Our company has taken secured loans from HDFC Bank Limited and Kotak Mahindra Bank Limited, the amount outstanding as on 31st December, 2018 is Rs. 2559.47 lakhs and Rs. 2756.76 Lakhs, respectively wherein our directors have provided collateral security and personal guarantees borrowers. Such facilities stipulate that the facility shall be secured by a personal guarantee by the three directors named Mr. Satish Shah, Mr. Chirag Shah and Mrs. Kusum Shah. In event of default on the debt obligations, the collateral security and personal guarantee may be invoked thereby adversely affecting our directors ability to manage the affairs of our Company and consequently may impact our business, prospects, financial condition and results of operations.

18. There is no monitoring agency appointed by Our Company and 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, 2018 appointment of monitoring agency is required only for Issue size above Rs. 100 Crores. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds.

Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the NSE Emerge Platform and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

Further, we propose to utilize the Net Proceeds for purposes identified in the chapter titled “*Objects of the Issue*” and we propose to utilize the Rs. [●] Lakhs of the Net Proceeds towards general corporate purposes. The manner of deployment and allocation of such funds is entirely at the discretion of our management and our Board, subject to compliance with the necessary provisions of the Companies Act.

19. Our Company had negative cash flow in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations. Further, we have incurred losses in the previous Financial year.

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth:

Particulars	As on 31 st December, 2018	As on 31 st March		
		2018	2017	2016
Net cash from (used in) Operatin activities	(40,95,108)	(12,95,04,803)	(1,97,90,002)	16,97,19,411
Net cash from (used in) Investing activities	(12,74,39,640)	(6,40,63,173)	(1,52,58,681)	(60,02,003)
Net cash from (used in) Financing activities	14,92,12,192	19,35,38,483	97,59,363	(14,30,71,372)
Net Cash Flow	1,76,77,444	(29,493)	(2,52,89,320)	2,06,46,036

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. For further details please refer to the section titled ***“Financial Statements”*** and chapter titled ***“Management's Discussion and Analysis of Financial Conditions and Results of Operations”*** beginning on page nos. 172 and 250 respectively, of this Draft Prospectus.

20. We have not received “No Objection Certificate” from one of the lenders of secured loans to our company.


We have not received the No Objection Certificate letter from ICICI Bank Limited. Our company has applied for NOC from this lender and is awaiting the same. Lender may take objection for public offer by putting certain condition to secure their outstanding dues. However our company does not foresee such objection from this lender.

However, in future this lender may hinder smooth IPO process and may ask to repay the outstanding dues subsequent to the IPO/ during the IPO and may enter into litigation with the Company which may affect financial cash flows and financial performance of our Company.

21. We have made an application with the Registrar of Trade Marks for registration of the logo and same has been accepted and advertised. Any delay in receiving the approval and/or granting registration or in obtaining registration could result in loss of logo & brand equity and the company's right to use the said logo.



We have applied for the registration of the logo on 14th February, 2019 under Class 2 with the Registrar of Trade Mark, Ahmedabad and the same has been accepted and advertised.

Sr. No.	Trademark	Type	Class	Applicant	Application No.	Date of Application	Registration Status
1	 INDO COLCHEM LIMITED Imagination of Colors	Wordmark	2	Indo Colchem Limited	4087167	February 14, 2019	Accepted & Advertised

We cannot assure you that the trademark will finally get registered in the name of the Company. Any delay in receiving the registration or rejection in processing the application form for registering the logo or in case of any opposition filed against the trademark application, our company may lose the statutory protection available to it under the Trade Marks Act, 1999 for such trademarks and right to use the said logo which may have an adverse effect on our business.

Further, failure or delay in obtaining the registration of the trademark may make the Company liable to infringement claims of third parties who own and/or use the same or similar trade names/ logo.

For further details please refer to the chapter titled “Government and Other Approvals” beginning on page no. 265 of this Draft Prospectus.

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

We have entered into related party transactions with our Promoters, its group members/ entities, Subsidiary company, Directors and other associates. While we believe that all such transactions have been conducted on arm length basis, however it is difficult to ascertain whether more favourable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we will

continue to enter into related party transactions in the near future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For further details regarding the related party transactions, see the disclosure on related party transactions contained in the chapter titled **“Financial Information”** beginning on page no. 172 of this Draft Prospectus.

23. *Our success depends on our ability to retain and attract Key Managerial Personnel and, if we are not able to retain them or recruit additional qualified personnel, we may be unable to successfully develop and grow our business.*

Our Company is depending significantly on the expertise, experience and continued efforts of our key managerial personnel. If one or more members of our key managerial personnel are unable or unwilling to continue in his/her present position, it may be difficult to find a replacement, and business might thereby be adversely affected. Our industry requires personnel with specific technical knowledge and experience for our business.

Competition for key managerial personnel in our industry is intense and it is possible that our Company may not be able to retain existing key managerial personnel or may fail to attract/ retain new employees at equivalent positions in the future. As such, loss of key managerial personnel could adversely affect our business, results of operations and financial condition. For further details on the key managerial personnel of our Company, please refer to the chapter titled **“Our Management”** beginning on page no. 140 of this Draft Prospectus.

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

The Company proposes to expand by setting up a new manufacturing facility in “Clairvoyance Chemtech Private Limited” a wholly owned subsidiary of the Company. The proposed expansion, as detailed in the chapter titled **“Objects of the Issue”** is to be largely funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute the expansion process within the given timeframe, or within the costs as originally estimated by us. Any time overrun or cost overrun may adversely affect our growth plans and profitability.

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

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable. These facts and statistics included in **“Industry Overview”** beginning on page no. 98 of this Draft Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, 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.

26. *Changes in technology may impact our business growth, market position and profitability.*

Our future success will depend in part on our ability to respond to technological advances and emerging industry standards and practices on a cost-effective and timely basis. Changes in technology may impact our business growth, market position and profitability or may require us to incur additional capital expenditures to upgrade our technology. However, our existing state-of-the-art manufacturing units have machineries with

latest technology and we strive to keep our technology, equipments and machinery in line with the latest technological standards. But in future, due to advancement in technology we may be required to implement new technology or upgrade the machineries and other equipment's which will lead to additional capital expenditure, so as to compete with our various competitors.

27. Our actual results could differ from the estimates and projections used to prepare our financial statements.

The estimates and projections are based on and reflect our current expectations, assumptions and/ or projections as well as our perception of historical trends and current conditions, as well as other factors that we believe are appropriate and reasonable under the circumstances. There can be no assurance that our expectations, estimates, assumptions and/or projections, including with respect to the future earnings and performance will prove to be correct or that any of our expectations, estimates or projections will be achieved.

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see the chapter titled ***"Dividend Policy"*** beginning on page no. 171 of this Draft Prospectus.

29. 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.

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

The Issue price is based on numerous factors. For further information, see the chapter titled ***"Basis for Issue Price"*** beginning on page no. 93 of this Draft Prospectus and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price are:

- Quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;

- Domestic and international economic, legal and regulatory factors unrelated to our performance.

31. Any future acquisitions, joint ventures, partnerships, strategic alliances, tie-ups or investments could fail to achieve expected synergies and may disrupt our business and harm our financial condition and operating results.

Our success will depend, in part, on our ability to expand our business in response to changing technologies, customer demands and competitive pressures. We have, in the past, explored and continue to explore opportunities on our own, through wholly owned subsidiaries, or through tie-ups, acquisitions, strategic alliances, partnerships or joint ventures across countries and regions of focus. In some circumstances, we may also decide to acquire, or invest in, complementary technologies instead of internal development. While we are currently evaluating opportunities and speaking to several potential partners, we have not entered into any definitive agreements in relation to this. Further, the identification of suitable acquisition candidates can be difficult, time-consuming and costly, and we may not be able to successfully complete acquisitions that we target in the future. The risks we face in connection with acquisitions may include integration of product and service offerings, co-ordination of R&D and sales and marketing functions and the diversion of management time and focus from operating our business to addressing acquisition integration challenges. Our failure to address these risks or other problems encountered in connection with our acquisitions and investments could cause us to fail to realise the anticipated benefits of these acquisitions or investments, cause us to incur unanticipated liabilities, and harm our business generally.

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

The success of our business will depend greatly on our ability to effectively implement our business and growth strategies. We may not be able to execute our strategies in the future. Further, our growth strategies could place significant demand on our management team and other resources and would require us to continuously develop and improve our operational, financial and other controls, none of which can be assured. Any failure on our part to scale up our infrastructure and management could cause disruptions to our business and could be detrimental to our long term business outlook. Further, we operate in a highly dynamic industry, and on account of changes in market conditions, industry dynamics, technological improvements or changes and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands. Our inability to implement our business strategies and sustain our growth may impair our financial growth and thus result in an adverse impact on our Company's share price.

33. The rate of interest for the loans obtained by us from the bank is variable and any increase in interest rates may adversely affect our results of operations and financial condition.

Our Company is susceptible to changes in interest rates and the risks arising there from. Our sanction letters provide for interest at variable rates with a provision for the periodic resetting of interest rates. Further the lenders are entitled to change the applicable rate of interest depending upon the policies of the RBI and a contractually agreed spread, and in the event of an adverse change in our Company's credit risk rating. For further details of interest payable on our borrowings, please refer to the chapter titled "**Financial Indebtedness**" beginning on page no. 244 of this Draft Prospectus. Further, in recent years, the Government of India has taken measures to control inflation, which have included tightening the monetary policy by raising interest rates. As such, any increase in interest rates may have an adverse effect on our business, results of operations, cash flows and financial condition.

34. Managing employee benefit pressures in India may prevent us from sustaining our competitive advantage which could adversely affect our business prospects and future financial performance.

Employee benefits represent a major expense for us and our ability to maintain or reduce such costs is critical for our business operations. We may be required to increase employee compensation levels to remain competitive and manage attrition, and consequently we may need to increase the prices of our products and services. An increase in wages/ salaries paid to our employees may result in a material adverse effect on our profits in the event that we are unable to pass on such increased expenditure to our users or customers without losing their business to our competitors. Likewise, if we are unable to sustain or increase the number of employees as necessary to meet growing demand, our business, financial condition and results of operations could be adversely affected.

35. Our employees may unionize in the future, thereby restricting the flexibility of our labour policies.

As on date, our employees are not represented by any labour union. However, our employees may unionise in the future. While we consider our current labour relations to be satisfactory there can be no assurance that we will not experience future disruptions to our operations due to disputes including strikes, work stoppages, or increase wage demands by our employees or other problems with work force which may adversely affect our business or operations. In that case, there may be restrictions on the flexibility of our labour policies.

36. 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 shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India, upto an amount of Rs. 1 Lakh, if the securities transaction tax ("STT") has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. 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, if securities transaction tax has been paid on the transaction. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. In addition, changes in the terms of tax treaties or in their interpretation, as a result of renegotiations or otherwise, may affect the tax treatment of capital gains arising from a sale of Equity Shares.

37. We may not be able to secure sufficient financing on favourable terms, or at all, to meet our future capital needs.

In the future, we may require additional capital to pursue business opportunities or acquisitions or respond to challenges, competition and unforeseen circumstances. We may also decide to engage in equity or debt financings or enter into credit facilities for other reasons. We may not be able to secure debt or equity financing in a timely manner, on favourable terms, or at all. Any debt financing obtained by us in the future could involve restrictive covenants relating to our capital raising activities and other financial and operational matters, which may make it more difficult for us to obtain additional capital and to pursue business opportunities, including potential acquisitions.

38. We do not have access to records and data pertaining to certain historical legal and secretarial information in relation to certain disclosures.

We do not have access to documentation pertaining to certain of our historical, legal and secretarial data or information and consequently, the share capital-build up included in the section "*Capital Structure*" beginning on page no. 62 are based on certain available statutory records maintained by us.

We are unable to trace (including through the RoC search undertaken by us) certain corporate and other documents such as copies of certain prescribed forms filed with the RoC relating to (i) allotment of shares from the date of our incorporation up to December, 2006, (ii) changes in our authorised share capital from the date of our incorporation up to December, 2006. While we believe that we had filed these forms with the RoC in a timely manner, we have not been able to obtain copies of these forms. While there is no outstanding litigation or regulatory proceeding on the date of this Draft Prospectus which requires these

forms, there can be no assurance that these forms will not be required in the legal proceedings in the future. We cannot assure you that we will be able to locate or obtain access to the documentation pertaining to such historical, legal and secretarial data or information or that we will not be subject to any penalty imposed by any relevant regulatory authority due to our inability to locate or obtain access to such documentation.

39. *Some of our transfer forms relating to shares transfer of previous years are not traceable.*

Some of transfer forms relating to the transfer of equity shares, which were being carried out before 30th December, 2006 are not traceable. Accordingly, in relation to disclosures on such matters, we have relied on the documents provided by the Management, including relevant statutory registers of members, as applicable. We cannot assure you that the relevant corporate records will become available in the future or that we will not be subject to any penalty imposed by the competent regulatory authority in this respect.

Moreover, we cannot assure you that we will not undergo any regulatory scrutiny or any claim from transferee/transferor and investor in the future and related requirements, in connection with the foregoing.

40. *We and our Group Companies have made delay in relation to regulatory filings to be made with the ROC.*

Our company has made delay and irregularity in filing of Forms with Registrar of Companies, Ahmedabad. Further, our group companies have made delay in filing Annual Return and Financial Statements for the preceding Financial Years. Our Board of directors and management continuously endeavour to maintain good corporate governance standards & principles.

We cannot predict the effect of such late filings made by our Company and this may lead to certain difficulties and/or contingences however the same shall not have any major adverse impact on the business and growth of our Company.

41. *Certain Filing done by the company with MCA/ROC in last three years are having errors and the same has been rectified by the Company.*

In the Annual Filing of the Company for the Financial Year 2015-2016 and 2016-2017, it came to the notice of the Company that in the list of members of the Company, the Company has shown the equity holding of “Satishchand Sampatraj HUF” in the name of “Satish Sampatraj Shah jointly with Kusum Satish Shah”, as the share certificate can not be issued in the name of HUF. During the year 2018-19, the Company has received an application from the Karta of the said HUF for the purpose of clarity and convenience, they would like to request to the Company that the Company should change the denomination of these share certificates and issue the same in the name of “Satish Sampatraj Shah, Karta of Satishchand Sampatraj HUF” instead of “Satish Sampatraj Shah jointly with Kusum Satish Shah. The Board of Directors of the Company, in their meeting held on 11/12/2018 approved to change the denomination of the shares owned and hold by “Satishchand Sampatraj HUF” from “Satish Sampatraj Shah jointly with Kusum Satish Shah to “Satish Sampatraj Shah, Karta of Satishchand Sampatraj HUF”. Accordingly, to rectify the error done in the Annual Filing of the year 2015-2016- and 2016-2017, the Company did the rectified filings of the said financial year.

We cannot predict the effect of such rectified filings with the Registrar of Companies/MCA and this may lead to certain difficulties and/or contingences however the same shall not have any major adverse impact on the business and growth of our Company

42. *Our Company failed to constitute the Corporate Social Responsibility (CSR) Committee and even not disclosed the requisite details in the Directors Report for the Financial Year 2014-15.*

As per the provisions of section 135 (1) of the Companies Act, 2013, our Company was required to constitute a Corporate Social Responsibility (CSR) Committee and was required to submit the details

relating to Corporate Social Responsibility as provided under the provisions of section 135(3) of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 in the Directors Report for the Financial Year 2014-15.

Our Company failed to constitute the CSR Committee and also not formed any CSR Policy and further, the Company has also not done the CSR expenses in the financial year 2014-15. We have received a show-cause notice from the Office of the Registrar of Companies for non-compliance of under the provisions of section 135 of the Companies Act, 2013 and ROC has also initiated prosecution for the said violation. The Company has complied with all applicable provisions of the CSR in the Financial Year 2015-16 onwards. We cannot predict the effect of such prosecution about, however, the same shall not have any major adverse impact on the business and growth of our Company. For further details, please refer to the chapter titled ***“Outstanding Litigations and Material Developments”*** beginning on page no. 256 of this Draft Prospectus.

43. Certain forms filed with regards to appointment and/or cessation and/or change in designation are having errors and the Company can not rectify those errors now.

The Company in previous years had filed forms relating to the appointment of its director with the Office of the Registrar of Companies, Gujarat and out of that filed forms, certain forms are filed with error. The Company has not rectified those error occurred in those filed forms and presently the forms with such errors are on the records and available on the website of Ministry of Corporate Affairs, which provide wrong information relating to appointment of some of its directors in previous years. Generally, the error in those filed forms pertains to wrong attachments.

The Company has filed one form MGT-14 vide SRN No. H41348475 dated 07/01/2019 for registration of various resolution passed in the shareholder's Extra Ordinary General Meeting held on 07/01/2019 and the attachment relating to the said form has one attachment pertaining to appointment of Mr. Gautam G. Parekh as an independent director w.e.f. 07/01/2019. The minutes of the EGM held on -07/01-/2019 does not have any information/business carried out in the said meeting, therefore, the attachment filed with the said MGT-14 provides wrong information relating to appointment of Mr. Gautam G. Parekh as an independent director. The said error in attachment is inadvertent in nature. The correct date of appointment of Mr. Gautam G. Parekh is 11/02/2019, which is truly reflected in the Form DIR-12 filed with the MCA vide SRN H45827672 dated 11/02/2019, therefore, all concern are has to take the note of such inadvertent error in filing of MGT-14 filed vide SRN H41348475 dated 07/01/2019.

Further, in previous years, in certain cases, the Company failed to file Form 23B and/or MR-1 relating to appointment/re-appointment of Managing Director and/or whole Time Director with the office of the Registrar of Companies, Ahmedabad.

We cannot predict the effect of such filings with error made by our Company and/or such non filing of forms with the Registrar of Companies/MCA and this may lead to certain difficulties and/or show cause notice and/or prosecution and/or contingences however the same shall not have any major adverse impact on the business and growth of our Company.

44. The Company is engaged in very sensitive segment i.e. chemical with regard to various pollution regulations and any change in pollution regulations may affect the business of the Company.

Dye chemical business involves use of numerous toxic acids and its related chemical components. Usage of such intermediates are hazardous to the environment as a whole. This leads to excessive government focus and regulations to be followed in such business model. With increased compliances and regulations, Company faces challenges on many aspects such as control on use of materials, discharge of effluent treatment which may affect the business directly. Any such non-compliances may lead to imposition of penalties, fines or imprisonment. Further, operations of the Company may be suspended; manufacturing licenses may be suspended, withdrawn or terminated.

45. The Company proposes to carry out new expansion in its wholly owned subsidiary and part of the IPO Proceeds will be utilized by doing investment in it and any future change in shareholding in the nature of dilution in wholly owned subsidiary of the company would affect financials of our company.

The company has incorporated a wholly owned subsidiary company namely Clairvoyance Chemtech Private Limited. The company proposes to expand its manufacturing facility by establishing a new manufacturing facility for dyes and dyes intermediates at Plot No. D-2/CH/29, GIDC Industrial Phase II, Dahej, Dist – Bharuch. The said new manufacturing facility will be established in Clairvoyance Chemtech Private Limited. Out of IPO Proceeds, the Company will invest certain funds into equity shares of Clairvoyance Chemtech Private Limited. The financial statements of the said wholly owned subsidiary company will be consolidated with the financial statements of our company. The company does not have any plan to dilute its holding in said wholly owned subsidiary company but such possibility cannot be ruled out in future and any such dilution in shareholding of our company in wholly owned subsidiary company would affect the consolidated financial statements of the company.

EXTERNAL RISK FACTORS

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

Our performance is dependent on the health of the overall Indian economy. There have been periods of slowdown in the economic growth of India. India economic growth is affected by various factors including domestic consumption and savings, balance of trade movements primarily resulting from export demand and movements in key imports, such as oil and oil products, and annual rainfall, which affect agricultural production. For example, in the monsoon of 2009 several parts of the country experienced below average rainfall, leading to reduced farm output which impaired economic growth. In the past, economic slowdowns have harmed industries and industrial development in the country. Any future slowdown in the Indian economy could harm our business, financial condition and results of operations.

2. Financial Instability and disruptions in Indian financial markets could materially and adversely affect our results of operations and financial condition.

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets.

Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

3. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, results of operations, financial condition and prospects.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

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

The company is subject to various regulations and policies. For details see chapter titled “**Key Industry Regulations**” beginning on page no. 121 of this Draft Prospectus. The company's current businesses and

prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that it will succeed in obtaining all requisite regulatory approvals in the future for its operations or that compliance issues will not be raised in respect of its operations, either of which could have a material adverse effect on the business, financial condition and results of operations.

5. *Our business is subject to a significant number of tax regimes and changes in legislation governing the rules implementing them or the regulator enforcing them in any one of those jurisdictions could negatively and adversely affect our results of operations.*

The revenues recorded and income earned is taxed on differing bases, including net income actually earned, net income deemed earned and revenue-based tax withholding. The final determination of the tax liabilities involves the interpretation of local tax laws as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. Changes in the operating environment, including changes in tax laws, could impact the determination of the tax liabilities of our Company for any year.

6. *Natural calamities and force majeure events may have a negative impact on the Indian economy and cause our business to suffer.*

India has experienced natural calamities such as earthquakes, tsunamis, floods and drought in the past few years. These natural disasters may cause significant interruption to our operations, and damage to the environment that could have a material adverse impact on us. The extent and severity of these natural disasters determines their impact on the Indian economy. Further prolonged spells of deficient or abnormal rainfall or other natural calamities in the future could have a negative impact on the Indian economy, adversely affecting our business and the price of the Equity Shares.

7. *Terrorist attacks, civil unrests and other acts of violence in India and around the region could adversely affect the markets, resulting in loss of consumer confidence and adversely affect the business, results of operations, financial condition and cash flows.*

Terrorist attacks, civil unrests and other acts of violence or war in India and around the region may adversely affect worldwide financial markets and result in a loss of consumer confidence and ultimately adversely affect the business, results of operations, financial condition and cash flows. Political tensions could create a perception that an investment in Indian companies involves higher degrees of risk and on the business and price of the Equity Shares.

8. *In future the company may depend on banks and financial institutions and other sources for meeting its short and medium term financial requirements.*

Any delay in the disbursement of funds from these financial institutions can act as a bottleneck to the project execution capabilities and thereby its results of operations. The company cannot assure that it will be able to do so on commercially reasonable terms. Any increase in interest expense may have a material adverse effect on its business prospects, financial condition and results of operations.

9. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and the Industry contained in the Draft Prospectus.*

While facts and other statistics in the Draft Prospectus relating to India, the Indian economy and the Industry has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no

representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled **“Industry Overview”** beginning on page no. 98 of this Draft Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

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

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

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

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

12. Last but not the least, Equity Investment per-se is itself a Risk Investment.

The Stock Market is affected by numerous factors both controllable and non-controllable affected by any market either domestic or international. For instance, the recent financial crisis developed in Greek and the collapse of the Chinese Stock Market affected adversely to the Indian Stock Market as well as all other Stock Markets Internationally. The said developments also affected currency markets all over the world. The commodity market was also not spared from such developments. Hence investors are advised to make their own judgement depending upon their risk appetite and invest wisely in stock market.

SECTION IV – INTRODUCTION

THE ISSUE

PRESENT ISSUE IN TERMS OF THIS DRAFT PROSPECTUS	
Equity Shares Issued: Public Issue of Equity Shares by our Company	Upto 37,04,000 Equity Shares of Face Value of Rs. 10/- each for Cash at a Price of Rs. [●]/- Per Equity Share (Including a Share Premium of Rs. [●]/- per Equity Share) aggregating to Rs. [●] lakhs.
<i>of which</i>	
Issue Reserved for the Market Makers	Upto 1,87,200 Equity Shares of Rs.10/- each for cash at a price of Rs. [●]/-per share aggregating to Rs. [●] lakhs.
Net issue to the Public*	Upto 35,16,800 Equity Shares of Rs.10/- each for cash at a price of Rs. [●]/- per share aggregating to Rs. [●] lakhs
<i>of which</i>	
Retail investors portion	Upto [●] Equity Shares of Rs.10/- each for cash at a price of Rs. [●]/- per share (including a premium of Rs. [●]/- per Equity Share) will be available for allocation for allotment to Retail Individual Investors of up to Rs.2.00 lakhs
Non-Retail investors portion	Upto [●] Equity Shares of Rs.10/- each for cash at a price of Rs. [●]/-per share (including a premium of Rs. [●]/- per Equity Share) will be available for allocation for allotment to other Investors of Above Rs.2.00 lakhs
Equity Shares outstanding prior to the Issue	99,99,800 Equity Shares of face value of Rs.10/- each
Equity Shares outstanding after the Issue	1,37,03,800 Equity Shares of face value of Rs.10/- each
Objects of the Issue/ Use of Issue Proceeds	Please see the chapter titled “ <i>Objects of the Issue</i> ” beginning on page no. 87 of this Draft Prospectus

(1) Fresh Issue of 37,04,000 Equity Shares in terms of this Draft Prospectus has been authorized pursuant to a resolution of our Board of Directors dated February 02, 2019 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of the members held on February 25, 2019.

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please see the section titled “*Issue Related Information*” beginning on page no. 287 of this Draft Prospectus

*As per Regulation 253 (2) of the SEBI (ICDR) Regulations, 2018 as amended, the present issue is a fixed price issue ‘the allocation’ is the net issue to the public category shall be made as follows:

- a) minimum fifty per cent to retail individual investors; and
- b) remaining to:
 - (i) individual applicants other than retail individual investors; and
 - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in any other category:

Explanation. - For the purpose of sub-regulation (2), if the retail individual investor category is entitled to more than fifty per cent. of the issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

For further details please refer to the chapter titled ***“Issue Structure”*** beginning on page no. 294 of this Draft Prospectus.

SUMMARY OF FINANCIALS

Annexure –I : Restated Standalone Statement of Assets & Liabilities

Particulars		As At 31st Dec, 2018	As at 31 st Mar, 2018	As at 31 st Mar, 2017	As at 31 st Mar, 2016
A)	<u>Equity and Liabilities</u>				
1.	Shareholders' Funds				
(a)	Share Capital	9,99,98,000	4,99,99,000	5,00,00,000	5,00,00,000
(b)	Reserves & Surplus	45,90,40,316	44,94,78,944	37,90,19,498	33,16,35,058
	Sub Total	55,90,38,316	49,94,77,944	42,90,19,498	38,16,35,058
2.	Non Current Liabilities				
(a)	Long Term Borrowings	6,03,29,139	6,17,99,226	4,76,85,839	4,14,74,549
(b)	Deferred Tax Liabilities (Net)	1,34,12,521	1,68,55,306	1,92,90,359	1,82,60,083
(c)	Long Term Provisions	24,42,627	21,13,522	14,54,823	12,90,297
	Sub Total	7,61,84,287	8,07,68,054	6,84,31,021	6,10,24,929
3.	Current Liabilities				
(a)	Short Term Borrowings	55,92,50,530	39,19,82,279	19,58,70,648	17,66,25,499
(b)	Trade Payables	24,51,93,609	28,51,34,400	16,08,05,037	11,93,37,824
(c)	Other Current Liabilities	4,60,07,269	2,71,29,205	1,25,63,449	1,75,62,343
(d)	Short Term Provisions	2,00,27,391	3,27,44,514	1,90,58,990	1,66,23,419
	Sub Total	87,04,78,799	73,69,90,398	38,82,98,124	33,01,49,085
	TOTAL	1,50,57,01,402	1,31,72,36,394	88,57,48,642	77,28,09,072
B)	<u>ASSETS</u>				
1.	Non- Current Assets				
(a)	Fixed Assets				
	Tangible Assets	18,20,06,653	16,98,99,563	18,34,49,862	18,77,61,928
	Capital Work in Progress	7,02,76,232	1,33,30,516	-	-
	Sub Total	25,22,82,885	18,32,30,079	18,34,49,862	18,77,61,928
(b)	Non-Current Investment	16,60,94,763	11,22,25,041	29,25,485	4,49,000
(c)	Deferred Tax Assets (Net)				
(c)	Long Term Loans and Advances	7,20,11,898	1,33,92,008	49,44,407	1,12,67,553
(d)	Other Non Current Assets	-	-	-	-
	Sub Total	23,81,06,660	12,56,17,049	78,69,892	1,17,16,553
2.	Current investments	-	-	5,53,23,698	5,19,74,800
	Sub Total	-	-	5,53,23,698	5,19,74,800
3	Current Assets				
(a)	Inventories	45,39,16,441	34,67,43,349	20,73,57,618	17,66,27,908
(b)	Trade Receivables	30,91,69,962	36,09,26,474	17,69,66,484	15,54,07,754
(c)	Cash and Cash	1,53,05,875	17,65,696	44,78,404	3,01,59,032

	equivalents					
(d)	Short-Term Loans and Advances		18,43,77,748	25,62,03,540	20,78,55,110	12,40,50,685
(e)	Other Current Assets		5,25,41,831	4,27,50,208	4,24,47,573	3,51,10,413
		Sub Total	1,01,53,11,857	1,00,83,89,266	63,91,05,189	52,13,55,792
	TOTAL		1,50,57,01,402	1,31,72,36,394	88,57,48,642	77,28,09,072

Annexure –II : Restated Standalone Statement of Profit & Loss

Particulars			As At 31st Dec, 2018	As at 31 st Mar, 2018	As at 31 st Mar, 2017	As at 31 st Mar, 2016
1	Revenue From Operation (Gross)		1,29,22,54,886	1,63,26,82,902	1,52,76,33,107	1,31,04,21,099
	Less: Excise Duty		-	68,41,438	5,15,68,048	3,31,46,776
	Revenue From Operation (Net)		1,29,22,54,886	1,62,58,41,464	1,47,60,65,059	1,27,72,74,323
2	Other Income		2,58,08,995	3,57,18,657	2,90,02,785	2,18,54,889
	Total Revenue (1+2)		1,31,80,63,881	1,66,15,60,121	1,50,50,67,844	1,29,91,29,212
3	Expenditure					
(a)	Cost of Goods Consumed		74,26,45,029	92,02,07,426	99,98,58,868	90,23,73,738
(b)	Purchase of Traded Goods		11,60,24,651	29,19,94,786	15,63,52,894	1,92,39,527
(c)	Changes in Inventories of finished goods, work in progress and stock -in-trade		(6,60,41,222)	(9,32,88,756)	(3,05,09,687)	(1,27,92,332)
(d)	Employee Benefit Expenses		5,68,53,653	6,90,61,029	6,09,62,034	5,90,30,123
(e)	Finance Cost		5,04,78,652	1,45,15,701	1,43,26,290	2,19,52,880
(f)	Depreciation and Amortisation Expenses		1,67,21,486	2,09,17,100	2,02,85,773	1,79,27,647
(g)	Other Expenses		32,71,93,899	34,12,52,206	21,85,64,671	22,24,01,592
4	Total Expenditure 3(a) to 3(b)		1,24,38,76,148	1,56,46,59,492	1,43,98,40,843	1,23,01,33,175
5	Profit/(Loss) Before Tax (2-4)		7,41,87,734	9,69,00,629	6,52,27,001	6,89,96,037
6	Tax Expense:					
(a)	Tax Expense for Current Year		1,61,30,000	2,89,73,300	1,67,40,000	1,46,60,000
(b)	Short/(Excess) Provision of Earlier Year		8,69,248	(1,05,059)	72,285	(9,30,797)
(c)	Deferred Tax		(34,42,786)	(24,35,052)	10,30,276	1,61,396
	Net Current Tax Expenses		1,35,56,462	2,64,33,189	1,78,42,561	1,38,90,599
7	Profit/(Loss) for the Year (5-6)		6,06,31,272	7,04,67,440	4,73,84,440	5,51,05,438

Annexure –III : Restated Standalone Statement of Cash Flows

Particulars		As At 31st Dec, 2018	As at 31 st Mar, 2018	As at 31 st Mar, 2017	As at 31 st Mar, 2016
A) Cash Flow From Operating Activities :					
Net Profit before tax		74,187,734	96,900,635	65,227,001	68,996,037
Adjustment for :					
Depreciation		16,721,486	20,917,099	20,285,773	17,927,647
Interest Paid		21,109,407	17,681,681	11,054,257	14,115,340
Loss on Sale of assets		-	1,075,049	315,273	309,860
Profit on Sale of assets			-	(38,935)	(43,530)
gain/loss on mutual fund		(806,021)	(1,072)	-	(5,470,337)
Dividend		(491,184)			
Interest received		(10,907,168)	(11,683,979)	(6,816,746)	(8,230,759)
Operating Profit Before Working Capital Changes		99,814,254	124,889,413	90,026,623	87,604,258
Adjustment for:					
Trade & other receivables		55,158,058	(238,375,440)	(105,985,866)	139,057,171
Inventories		(107,173,093)	(139,385,732)	(30,729,710)	4,672,236
Trade payables		(22,051,780)	140,001,897	41,631,236	(43,045,051)
Cash generated from operations		25,747,440	(112,869,862)	(5,057,717)	188,288,614
Less:- Income Taxes paid		(28,973,300)	(16,740,000)	(14,660,000)	(19,500,000)
Cash Flow Before Extraordinary Item		(3,225,860)	(129,609,862)	(19,717,717)	168,788,614
Prior year's Adjustment		(869,248)	105,059	(72,285)	930,797
Net cash flow from operating activities	A	(4,095,108)	(129,504,803)	(19,790,002)	169,719,411
B) Cash Flow From Investing Activities :					
Dividend received		491,184	-	-	-
Purchase of fixed assets		(85,774,291)	(23,063,858)	(19,100,042)	(22,803,916)
Purchase of investment		(53,869,722)	(53,975,858)	(5,825,383)	2,150,811
Sale of fixed aseets		-	1,291,492	2,849,999	950,006
gain/loss on mutual fund		806,021	1,072	-	5,470,337
Interest received		10,907,168	11,683,979	6,816,745	8,230,759
Cash used in investing activities	B	(127,439,640)	(64,063,173)	(15,258,681)	(6,002,003)
C) Cash Flow From Financing Activities :					
Bought back shares during the year					
Equity share capital		-	(1,000)	-	-
Share premium		-	(8,000)	-	-
Share issue expense		(1,070,900)	-	-	-

Proceeds from long term borrowings & Working capital finance			171,392,499	211,229,164	20,813,620	(128,956,032)
Interest Paid			(21,109,407)	(17,681,681)	(11,054,257)	(14,115,340)
Net cash flow from financing activities		C	149,212,192	193,538,483	9,759,363	(143,071,372)
D) Net Increase/(Decrease) In Cash & Cash Equivalents			17,677,444	(29,493)	(25,289,320)	20,646,036
E) Cash equivalents at the beginning of the year			1,026,347	1,055,840	26,345,161	5,699,125
F) Cash equivalents at the end of the year			18,703,791	1,026,347	1,055,841	26,345,161
Notes :-						
Reconciliation of Cash and Cash equivalents:			As on 31st December, 2018	As on 31st March, 2018	As on 31st March, 2017	As on 31st March, 2016
A) Cash on hand			10,705	95,330	91,504	121,251
B) Balance With banks						
(i) In current accounts			14,543,087	931,016	964,336	26,223,910
(i) In deposit accounts						

Annexure –I : Restated Consolidated Statement of Assets & Liabilities

Particulars			As At 31st Dec. 2018
A)	<u>Equity And Liabilities</u>		
1.	<u>Shareholders' Funds</u>		
(a)	Share Capital		9,99,98,000
(b)	Reserves & Surplus		45,90,40,315
	Sub Total		55,90,38,315
2.	<u>Non Current Liabilities</u>		
(a)	Long Term Borrowings		6,03,29,139
(b)	Deferred Tax Liabilities (Net)		1,34,12,521
(c)	Long Term Provisions		24,42,627
	Sub Total		7,61,84,287
3.	<u>Current Liabilities</u>		
(a)	Short Term Borrowings		55,92,50,530
(b)	Trade Payables		24,51,93,610
(c)	Other Current Liabilities		4,60,07,269
(d)	Short Term Provisions		2,00,27,391
	Sub Total		87,04,78,800
	Total		1,50,57,01,402
B)	<u>ASSETS</u>		
1.	<u>Non Current Assets</u>		
(a)	<u>Fixed Assets</u>		
	Tangible Assets		23,58,05,178
	Capital Work in Progress		7,02,76,232

		Sub Total	30,60,81,410
(b)	Non-Current Investment		16,59,94,763
(c)	Deferred Tax Assets (Net)		
(c)	Long Term Loans and Advances		1,49,09,448
(d)	Other Non Current Assets		-
		Sub Total	18,09,04,211
2.	Current Assets		
(a)	Inventories		45,39,16,440
(b)	Trade Receivables		30,91,69,962
(c)	Cash and Cash equivalents		1,53,79,315
(d)	Short-Term Loans and Advances		18,76,80,438
(e)	Other Current Assets		5,25,69,626
		Sub Total	1,01,87,15,782
		Total	1,50,57,01,402

Annexure –II : Restated Consolidated Statement of Profit & Loss

Particulars		For the Period ended 31 st Dec.,2018
A)	<u>Equity And Liabilities</u>	
1	Revenue From Operation (Gross)	1,29,22,54,886
	Less: Excise Duty	-
	Revenue From Operation (Net)	1,29,22,54,886
2	Other Income	2,58,08,993
	Total Revenue (1+2)	1,31,80,63,879
3	Expenditure	
(a)	Cost of Goods Consumed	74,26,45,028
(b)	Purchase of Traded Goods	11,60,24,651
(c)	Changes in Inventories of finished goods, work in progress and stock -in-trade	(6,60,41,222)
(d)	Employee Benefit Expenses	5,68,53,653
(e)	Finance Cost	5,04,78,652
(f)	Depreciation and Amortisation Expenses	1,67,21,486
(g)	Other Expenses	32,71,93,898
4	Total Expenditure 3(a) to 3(b)	1,24,38,76,146
5	Profit/(Loss) Before Tax (2-4)	7,41,87,733
6	Tax Expense:	
(a)	Tax Expense for Current Year	1,61,30,000
(b)	Short/(Excess) Provision of Earlier Year	8,69,248
(c)	Deferred Tax	(34,42,786)
	Net Current Tax Expenses	1,35,56,462
7	Profit/(Loss) for the Year (5-6)	6,06,31,271

Annexure –III : Restated Consolidated Statement of Cash Flows

Particulars	For the Period ended 31 st Dec.,2018	
A) Cash Flow From Operating Activities :		
Net Profit before tax		7,41,87,733
Adjustment for :		
Depreciation		1,67,21,486
Interest Paid		2,11,09,407
Loss on Sale of assets		
Profit on Sale of assets		
Gain on sale of investment		(8,06,021)
gain/loss on mutual fund		
Dividend		(4,91,184)
Interest received		(1,09,07,168)
Operating Profit Before Working Capital Changes		10,03,05,438
Adjustment for:		
Trade & other receivables		10,89,30,025
Inventories		(10,71,73,092)
Trade payables		(2,20,51,779)
Cash generated from operations		8,00,10,591
Less:- Income Taxes paid		(2,89,73,300)
Cash Flow Before Extraordinary Item		5,10,37,291
Prior year's Adjustment		(8,69,248)
Net cash flow from operating activities	A	5,01,68,043
B) Cash Flow From Investing Activities :		
Purchase of fixed assets		(13,95,72,815)
Purchase of investment		(5,29,63,701)
Sale of fixed assets		0
gain/loss on mutual fund		0
Dividend		4,91,184
Interest received		1,09,07,168
Cash used in investing activities	B	(18,16,29,348)
C) Cash Flow From Financing Activities :		
Bought back shares during the year		
Equity share capital		-
Share premium		-
Share issue expense		(10,70,900)
Proceeds from long term borrowings & Working capital finance		16,72,42,499
Interest Paid		(2,11,09,407)
Net cash flow from financing activities	C	14,50,62,191
D) Net Increase/(Decrease) In Cash & Cash Equivalents		1,36,00,886

E) Cash equivalents at the beginning of the year			10,26,346
F) Cash equivalents at the end of the year			1,46,27,232
Reconciliation of Cash and Cash equivalents:			for the 31st Dec, 2018
A) Cash on hand			10,705
B) Balance With banks			-
(i) In current accounts			14,616,527

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

GENERAL INFORMATION

Our Company was originally incorporated in Ahmedabad as “M.S. Papers Private Limited” on September 26, 1986 under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat. The name of our Company was changed to “Indo Colchem Private Limited” and a fresh Certificate of Incorporation consequent to the change of name was granted to our Company on October 18, 1991 by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat. The status of our Company was changed to a public limited company and the name of our Company was further changed to “Indo Colchem Limited” by a special resolution passed on September 28, 1992. A fresh certificate of incorporation consequent upon Conversion of Company to “Indo Colchem Limited” was issued on November 05, 1992 by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat. The status of our Company was changed to a Private limited company and the name of our Company was further changed to “Indo Colchem Private Limited” by a special resolution passed on July 25, 2013. A fresh certificate of incorporation consequent upon Conversion of Company to “Indo Colchem Limited” was issued on January 22, 2019 by the Registrar of Companies, Ahmedabad. The Company’s Corporate Identity Number is U24100GJ1986PLC009016. The registered office of our company is situated at Plot No. 36, Phase II, GIDC Vatva, Ahmedabad – 382445, Gujarat, India.

Mr. Satish Shah and Mr. Rajkumar Parekh were the initial subscribers to the MoA of the Company.

For further details, please refer to the chapter titled “**Business Overview**” and “**History and Certain Corporate Matters**” beginning on page nos. 106 and 130 of this Draft Prospectus.

Registered Office of our Company	
CIN	: U24100GJ1986PLC009016
Registration Number	: 009016
Registered Office	: Plot No. 36, Phase II, GIDC Vatva, Ahmedabad – 382445, Gujarat, India.
Tel No.	: 079- 40083221
Email Id	: cs@indocol.com
Website	: www.indocol.com
Contact Person	: Mrs. Rajshri Indoria

Registrar of Companies	
Address	: Registrar of Companies, RoC Bhawan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpur, Ahmedabad – 380013, Gujarat, India.
Tel No.	: 079-27437597
Fax No.	: 079-27438371
Email Id	: roc.ahmedabad@mca.gov.in
Website	: www.mca.gov.in

Designated Stock Exchange	
Name	: Emerge Platform of National Stock Exchange of India Limited (NSE SME Platform)
Address	: Exchange Plaza, Plot no. C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051, India.
Tel No.	: (022) 26598100 - 8114
Website	: www.nseemerge.com

Our Board of Directors

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

Sr. No.	Name and Designation	Age	DIN	PAN Card No.	Address
1.	Mr. Satish Shah (Chairman & Managing Director)	66	00257121	AGDPS3253J	7, Sugam Banglows, Prahladnagar, Tekro, Aanandnagar, Ahmedabad - 380051, Gujarat, India.
2.	Mr. Chirag Shah (Whole-time Director)	28	02642152	CFQPS1639E	7, Sugam Banglows, Prahladnagar, Tekro, Aanandnagar, Ahmedabad - 380051, Gujarat, India.
3.	Mrs. Kusum Shah (Executive Director)	61	03276576	AGDPS4250R	7, Sugam Banglows, Prahladnagar, Tekro, Aanandnagar, Ahmedabad - 380051, Gujarat, India.
4.	Mr. Anilkumar Saraf (Non-Executive & Non-Independent Director)	61	00507464	AFDPS7131L	111, Iris Exotica, Corporate Road, Prahalaad Nagar, Opp. Royal Orchid, Ahmedabad - 380015, Gujarat, India.
5.	Mr. Dineshkumar Hundia (Independent Director)	69	01754948	AAEPH1920N	285/B, Manekbag Soceity, B/H Manekbag Hall, Ambawadi, Ahmedabad - 380015, Gujarat, India.
6.	Mr. Gautam Parekh (Independent Director)	67	00365417	AABPP6647F	501, Vinayak Angan, 5 th Floor, 1236, Old Prabhadevi Road, Mumbai – 400025.

For detailed profile of our Board of Directors, please refer to chapter titled **‘Our Management’** beginning on page no. 140 of this Draft Prospectus.

Company Secretary & Compliance Officer	
Name	: Ms. Rajshri Indoria
Address	: Plot No. 36, Phase II, GIDC Vatva, Ahmedabad – 382445, Gujarat, India.
Tel No.	: 079- 40083221
Email Id	: cs@indocol.com

Chief Financial Officer	
Name	: Mr. Shrenik Parekh
Address	: Plot No. 36, Phase II, GIDC Vatva, Ahmedabad – 382445, Gujarat, India.
Tel No.	: 079- 40083221
Email Id	: Shrenik@indocol.com

Note:

Investors may contact our Company Secretary & Compliance Officer and/or the Registrar to the Issue, i.e. *Big share Services Private Limited* and/ or the Lead Manager, i.e. *Monarch Network Capital Limited*, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account or UPI linked account number, or/and non-receipt of funds by electronic mode etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediaries to whom the Application was submitted (at ASBA Bidding Locations), giving full details such as name of the sole or first Applicant, address of the applicant, number of Equity Shares applied for, Application Amount blocked, ASBA Account number and the Designated Branch of the relevant

SCSBs to whom the ASBA Application Form was submitted. ASBA Account number in which the amount equivalent to the application Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

Lead Manager to the Company	
Name	: Monarch Network Capital Limited (Earlier known as Network Stock Broking Limited)
Corporate Office	: Monarch House, Opp. Ishwar Bhuwan, Commerce Six Roads, Navrangpura, Ahmedabad- 380014, Gujarat, India.
Tel No.	: 079 – 6600 0500 / 588
Fax No.	: 079 – 26666599
Email Id	: gajara.joshi@mnclgroup.com
Contact Person	: Ms. Gajara Joshi
Website	: www.mnclgroup.com
SEBI Registration No.	: MB/INM000011013
CIN	: L65920MH1993PLC075393

Registrar to the Issue	
Name	: Bigshare Services Private Limited
Address	: E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai – 400072, India.
Tel No.	: 022 – 6263 8200
Fax No.	: 022 – 6263 8299
Email Id	: ipo@bigshareonline.com
Contact Person	: Mr. Jibu John
Website	: www.bigshareonline.com
SEBI Registration No.	: INR000000221
CIN	: U99999MH1994PTC076534

Legal Advisor to the Company	
Name	: Samvitti Legal
Address	: No. 119, “B” Wing, First Floor, Mittal Tower, No. 6, M. G. Road, Bangalore – 560001.
Tel No.	: + 91 9727716667
Email Id	: shreyadesai@samvittilegal.com
Contact Person	: Ms. Shreya Desai
Certificate of Practice No.	: Mah/1453/2009

Statutory Auditors of the Company		
Name	: M/s. Kishan M. Mehta & Co.	: M/s. A. H. Jain & CO.
Address	: 6, Premchand House Annexe, Old High Court Way, Ashram Road, Ahmedabad – 380009, Gujarat, India.	: 9, Aradhana Park Society, Opp. Nutan High School, Jawahar Chawk, Sabarmati, Ahmedabad – 380005, Gujarat, India.
Tel No.	: 079 – 26581570	: +91 – 94281 02985
Email Id	: kishanmehtaco@gmail.com	: ashish.h.jain33@gmail.com
Contact Person	: Mr. U. P. Bhavsar	: Mr. Ashish Jain
Membership No.	: 043559	: 142660
Firm Registration No.	: 105229W	: 133295W

Peer Review Auditor of the Company	
Name	: M/s. B. S. Rajput & Associates
Address	: 309, ATMA House, Opp. Old RBI Ashram Road, Ahmedabad – 380009.
Tel No.	: +91-9426014155
Email Id	: bhupendrasingh.rajput@rediffmail.com
Contact Person	: Bhupendra Singh Rajput
Membership No.	: 106729
Firm Registration No.	: 119760W

Banker(s) to the Company			
Name	:HDFC Bank Limited	:Kotak Mahindra Bank Limited	:Axis Bank Limited
Address	: 1 st Floor, Astral House, Near Mithakhali Six Road, Navrangpura, Ahmedabad – 380009.	: SME Division, 7 th Floor, Venus Amadeus, Jodhpur Cross Road, Satellite, Ahmedabad – 380015.	: 2 nd Floor 3 rd Eye one, Near Panchvati cross road, CG road, Ahmedabad - 380009
Tel No.	: + 91 9099947277	: + 91 079 67168001	: 079-26409322
Email Id	: kedia.vishal@hdfcbank.com	: yogesh.jain1@kotak.com	: Sudhanshu.Sinha@axisbank.com
Contact Person	: Mr. Vishal Kedia	: Mr. Yogesh Jain	: Mr. Sudhanshu Sinha
Website	: www.hdfcbank.com	: www.kotak.com	: www.axisbank.com

Underwriter(s) to the Issue	
Name	: Monarch Networth Capital Limited (Earlier known as Networth Stock Broking Limited)
Address	: Monarch House, Opp. IshwarBhuwan, Commerce Six Roads, Navrangpura, Ahmedabad- 380014.
Tel No.	: 079 – 6600 0500 / 588
Fax No.	: 079 – 26666599
Email Id	: gajara.joshi@mnclgroup.com
Contact Person	: Ms. Gajara Joshi
Website	: www.mnclgroup.com
SEBI Registration No.	: MB/INM000011013
CIN	: L65920MH1993PLC075393

Market Marker(S) to the Issue	
Name	: Monarch Networth Capital Limited (Earlier known as Networth Stock Broking Limited)
Address	: Monarch House, Opp. IshwarBhuwan, Commerce Six Roads, Navrangpura, Ahmedabad- 380014.
Tel No.	: 079 – 6600 0500 / 588
Fax No.	: 079 – 26666599
Email Id	: gajara.joshi@mnclgroup.com
Contact Person	: Ms. Gajara Joshi
Website	: www.mnclgroup.com
SEBI Registration No.	: INZ000008037
CIN	: L65920MH1993PLC075393

Banker(S) to the Issue/ Escrow Collection Bank/ Refund Bank	
Name	[•]
Address	[•]
Tel No.	[•]
Fax No.	[•]
Email Id	[•]
Contact Person	[•]
Website	[•]
SEBI Registration No.	[•]

Issue Programme

Issue Opening Date	[•]
Issue Closing Date	[•]
Finalization of Basis of Allotment with the Designated Stock Exchange	[•]
Initiation of Allotment / Refunds / Unblocking of Funds	[•]
Credit of Equity Shares to demat accounts of Allottees	[•]
Commencement of trading of the Equity Shares on the Stock Exchange	[•]

Self Certified Syndicate Banks (SCSB's)

The list of SCSBs, as updated till date, is available on website of Securities and Exchange Board of India at below link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>
<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

Investors are requested to refer the SEBI website for updated list of SCSBs and their designated branches.

Brokers to the Issue

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

Registrar to the Issue and Share Transfer Agents

The list of the Registrar to Issue and Share Transfer Agents (RTAs) eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of Stock Exchange at National Stock Exchange of India Limited, as updated from time to time.

Collecting Depository Participants

The list of the Collecting Depository Participants (CDPs) eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange at National Stock Exchange of India Limited, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Inter-Se Allocation of Responsibilities

Since Monarch Network Capital Limited is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Lead Managers is not applicable.

Credit Rating

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

IPO Grading

Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 there is no requirement of appointing an IPO Grading agency.

Debenture Trustees

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

Monitoring Agency

As per Regulation 262 of SEBI (ICDR) Regulations, 2018 the requirement of Monitoring Agency is not mandatory if the issue size is below Rs. 100 Crore. Since this Issue Size is only of Rs. [●] Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per the SEBI (LODR) Regulations, 2015 to be entered into with NSE upon listing of the Equity Shares and the corporate governance requirements, inter-alia, the audit committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

Appraisal Agency

Our Company has not appointed any appraising agency for appraisal of the project.

The objects of the Issue and deployment of funds are not appraised by any independent agency/ bank/ financial institution.

Filing of Draft Prospectus with the Board and the Registrar of Companies

A soft copy of Draft Prospectus is being submitted to SEBI. However, SEBI will not issue any observation on the offer document in term of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Further, a soft copy of the Prospectus along with due diligence certificate including additional confirmations shall be filed with SEBI at Western Regional Office, Unit No. 002, Ground Floor, SAKAR I, Near Gandhigram Railway Station, Opp. Nehru Bridge, Ashram Road, Ahmedabad – 380 009.

A copy of the Prospectus, along with the material contracts and documents referred elsewhere in the Draft Prospectus, will be delivered to the RoC Office situated at RoC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus-Stop, Naranpura, Ahmedabad – 380 013.

Expert Opinion

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

Our Company has received consent from the Peer Review Auditors of the Company to include their name as an expert in this Draft Prospectus in relation to the (a) reports on the restated financial statements; and (b) statement of tax benefits and such consent has not been withdrawn as on the date of this Draft Prospectus.

Underwriting Agreement

This Issue is 100% Underwritten. The Underwriting agreement is dated April 24, 2019 Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriters	No. of Equity Shares underwritten	Amount Underwritten (Rs. in lacs)	% of the total Issue Size Underwritten
Monarch Network Capital Limited Monarch House, Opp. Ishwar Bhuvan, Commerce Six Roads, Navrangpura, Ahmedabad- 380014, India, Tel No. : 79 26666500/588, 66000500 Email : gajara.joshi@mnclgroup.com Investor Grievance Email: cs@mnclgroup.com Website: www.mnclgroup.com Contact Person: Ms. Gajara Joshi SEBI Registration No. MB/INM000011013 CIN No: L65920MH1993PLC075393	37,04,000	[●]	100%
Total	37,04,000	[●]	100%

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

Changes in auditors during the last three financial years

There has been no change in the Auditors of the company during the last three years.

Details of the Market Making Arrangement for this Issue

Our Company and the Lead Manager have entered into an agreement dated April 24, 2019, with the Market Maker – Monarch Network Capital Limited, duly registered with NSE Limited to fulfill the obligations of Market Making.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018, and its amendments thereto and the circulars issued by the NSE 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. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25%. (Including the 5% of Equity Shares of the Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 5% of Issue Size would not be taken in to consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
5. There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
6. There would not be more than 5 (Five) Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
7. 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.
8. The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
9. The securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days as per circular no. CIR/MRD/DP/02/2012 dated January 20, 2012.
10. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non controllable reasons. The decision of the Exchange for deciding controllable and non- controllable reasons would be final.
11. The Market Maker(s) shall have the right to terminate said arrangement by giving a three months notice or on mutually acceptable terms to the 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 261 of the SEBI (ICDR) Regulations, 2018. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers not exceeding 5 (Five) or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

12. **Risk containment measures and monitoring for Market Makers:** NSE SME Exchange will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin,

Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.

13. 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 price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

14. In accordance with the SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012; it was decided to make applicable limits on the upper side for the Market Makers during market making process taking into consideration the Issue size in the following manner:

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

15. **Punitive Action in case of default by Market Makers:** NSE 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.

CAPITAL STRUCTURE

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

(Amt in Rs.)

Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Issue price
A.	Authorized Share Capital		
	1,40,00,000 Equity Shares of Rs. 10/- each	14,00,00,000	-
B.	Issued, Subscribed and Paid-Up Share Capital before the Issue		
	99,99,800 Equity Shares of Rs. 10/- each	9,99,98,000	-
C.	Present Issue in terms of this Draft Prospectus*		
	Issue of upto 37,04,000 Equity Shares of face value of Rs. 10/- each at a Issue price of Rs. [●] per Equity Share	3,70,40,000	[●]
	<i>Which comprises:</i>		
	(a) Reservation for Market Maker(s) upto 1,87,200 Equity Shares of face value of Rs. 10/- each reserved as Market Maker portion at a price of Rs. [●] per Equity Share	18,72,000	[●]
	(b) Net Issue to the Public of upto 35,16,800 Equity Shares of face value of Rs. 10/- each at a price of Rs. [●] per Equity Share	3,51,68,000	[●]
	Of the Net Issue to the Public		
	Upto [●] Equity Shares of Rs. 10/- each at an Issue Price of Rs. [●]/- per Equity Share will be available for allocation for Investors investing amount up to Rs. 2.00 Lakh	[●]	[●]
	Upto [●] Equity Shares of Rs. 10/- each at an Issue Price of Rs. [●]/- per Equity Share will be available for allocation for Investors investing amount above Rs. 2.00 Lakh	[●]	[●]
D.	Issued, Subscribed and Paid-up Share Capital after the Issue		
	1,37,03,800 Equity Shares of Rs. 10/- each	13,70,38,000	[●]
E.	Securities Premium Account		
	Before the Issue		1,78,44,300
	After the Issue		[●]

*The Present Issue has been authorized pursuant to a resolution of our Board dated February 02, 2019 and by Special Resolution passed under Section 23(1)(a) and 62(1) (c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting of our shareholders held on February 25, 2019.

NOTES TO THE CAPITAL STRUCTURE

1. Details of increase in Authorized Share Capital:

Since the incorporation of our Company, the authorized Share Capital of our Company has been altered in the manner set forth below:

Sr. No.	Date of the Meeting	Particulars		Type of Meeting
		From	To	
1.	On Incorporation	---	15,000 Shares of Rs. 100 each (11,000 Equity Shares & 4,000 Preference Shares)	NA
2.	August, 19 1991	15,000 Equity Shares of Rs. 100 each	50,000 Equity Shares of Rs. 100 each	EGM
3.	Not Available	Sub-division of 50,000 Equity shares of Rs. 100 to 5,00,000 Equity shares of Rs. 10		Not Available
4.	September 28, 1992	5,00,000 Equity Shares of Rs. 10 each	50,00,000 Equity Shares of Rs. 10 each	AGM
5.	May 31, 1994	50,00,000 Equity Shares of Rs. 10 each	60,00,000 Equity Shares of Rs. 10 each	EGM
6.	September 29, 2018	60,00,000 Equity shares of Rs. 10 each	1,40,00,000 Equity shares of Rs. 10 each	AGM

*Since we do not have Authorised Share capital related forms and the same are also not available/destroyed at the office of the RoC before the year 2006. The other information's have been relied upon from information provided by Company and management representations. For further information, refer risk factor "***We do not have access to records and data pertaining to certain historical legal and secretarial information in relation to certain disclosures***" in section titled "***Risk Factors***" beginning on page no. 27 of this Draft Prospectus.

2. Share Capital History of the Company:

Sr. no.	Date of Allotment of Equity Shares	No. of shares Allotted	Cumulative No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Consideration	Cumulative Share Capital (Rs.)	Nature of / Reasons for Allotment
1	As per Memorandum	20	20	100	100	Cash	2,000	On Subscription to MOA
2	16/10/1991	20	40	100	100	Cash	4,000	Further Allotment
3.	22/11/1991	18,000	18,040	100	100	Cash	18,04,000	Further Allotment
4.	30/12/1991	6,500	24,540	100	100	Cash	24,54,000	Further Allotment
5.	03/09/1992	4,908	29,448	100	NA	Other than Cash	29,44,800	Bonus Issue
6.	28/09/1992	NA	2,94,480	Sub-division of 29,448 Equity shares of Rs. 100 to 2,94,480 Equity shares of Rs. 10				
7.	07/12/1992	1,60,000	4,54,480	10	10	Cash	45,44,800	To take over

								M/s. Rang Udhyog
8.	22/02/1993	24,000	4,78,480	10	10	Cash	47,84,800	To take over Special Board Manufacturing Co.
9.	20/08/1993	3,00,000	7,78,480	10	10	Cash	77,84,800	Further Allotment
10.	06/11/1993	7,78,480	15,56,960	10	NA	Other than Cash	1,55,69,600	Bonus Issue
11.	11/01/1994	4,26,000	19,82,960	10	10	Cash	1,98,29,600	Further Allotment
12.	29/10/1994	9,23,840 93,200	30,00,000	10	10 26	Cash	3,00,00,000	Further Allotment
13.	03/12/1994	20,00,000	50,00,000	10	27	Cash	5,00,00,000	Further Allotment
14.	05/12/2012	(12,50,000)	37,50,000	10	40	Cash	3,75,00,000	Buyback of Shares
15.	25/02/2013	12,50,000	50,00,000	10	NA	Other than Cash	5,00,00,000	Bonus Issue
16.	30/12/2017	(100)	49,99,900	10	90	Cash	4,99,99,000	Buyback of Shares
17.	09/10/2018	49,99,900	99,99,800	10	NA	Other than Cash	9,99,98,000	Bonus Issue

*Since we do not have Allotment forms we could not ascertain the nature of allotment. The other information's have been relied upon from information provided by Company and management representations. The same are also not available/destroyed at the office of the RoC before the year 2006. For further information, refer risk factor "*We do not have access to records and data pertaining to certain historical legal and secretarial information in relation to certain disclosures*" in section titled "*Risk Factors*" beginning on page no. 27 of this Draft Prospectus.

- 1) Subscribers to MOA are as follows:

Sr. No.	Name of the Allotees	No. of shares Allotted
1.	Satish Shah	10
2.	Rajkumar Parekh	10
	Total	20

- 2) The list of Allotees to whom the shares were allotted as on 16th October , 1991 as per details given below:

Sr. No.	Name of the Allotees	No. of shares Allotted
1.	Sampatraj Shah	20
2.	Mohanlal Parekh	20
	Total	40

- 3) The list of Allotees to whom the shares were allotted as on 22nd November, 1991 as per details given below:

Sr. No.	Name of the Allotees	No. of shares Allotted
1.	Sampatraj Shah	5,000
2.	Satishchand Sampatraj HUF	3,350
3.	Mohanlal Parekh	5,100

Sr. No.	Name of the Allotees	No. of shares Allotted
4.	Rajkumar Parekh	4,550
	Total	18,000

- 4) The list of Allotees to whom the shares were allotted as on 30th December, 1991 as per details given below:

Sr. No.	Name of the Allotees	No. of shares Allotted
1.	Sampatraj Shah	1,125
2.	Satishchand Sampatraj HUF	2,775
3.	Mohanlal Parekh	1,025
4.	Rajkumar Parekh	1,575
	Total	6,500

- 5) The list of Allotees to whom the shares were allotted as on 03rd September, 1992 as per details given below:

Sr. No.	Name of the Allotees	No. of shares Allotted
1.	Sampatraj Shah	1,227
2.	Satishchand Sampatraj HUF	1,127
3.	Mohanlal Parekh	1,137
4.	Hiralal Parekh	1,227
5.	Rajkumar Parekh	60
6.	Kusumdevi Shah	20
7.	Shantadevi Parekh	30
8.	Swaroopdevi Shah	80
	Total	4,908

- 6) The list of Allotees to whom the shares were allotted as on 28th September, 1992 (Sub-division of shares) as per details given below:

Sr. No.	Name of the Shareholders	No. of shares
1.	Sampatraj Shah	73,620
2.	Satishchand Sampatraj HUF	67,620
3.	Mohanlal Parekh	68,220
4.	Hiralal Parekh	73,620
5.	Rajkumar Parekh	3,600
6.	Kusumdevi Shah	1,200
7.	Shantadevi Parekh	1,800
8.	Swaroopdevi Shah	4,800
	Total	2,94,480

- 7) The list of Allotees to whom the shares were allotted as on 07th December, 1992 as per details given below:

Sr. No.	Name of the Allotees	No. of shares Allotted
1.	Sampatraj Shah	55,700

Sr. No.	Name of the Allotees	No. of shares Allotted
2.	Satishchand Sampatraj HUF	3,200
3.	Mohanlal Parekh	49,000
4.	Hiralal Parekh	22,800
5.	Rajkumar Parekh	2,500
6.	Kusumdevi Shah	5,600
7.	Shantadevi Parekh	5,700
8.	Swaroopdevi Shah	15,500
	Total	1,60,000

- 8) The list of Allotees to whom the shares were allotted as on 22nd February, 1993 as per details given below:

Sr. No.	Name of the Allotees	No. of shares Allotted
1.	Mohanlal Parekh	10,000
2.	Rajkumar Mohanlal HUF	2,000
3.	Kusumdevi Shah	8,000
4.	Swaroopdevi Shah	4,000
	Total	24,000

- 9) The list of Allotees to whom the shares were allotted as on 20th August, 1993 as per details given below:

Sr. No.	Name of the Allotees	No. of shares Allotted
1.	Satish Shah	50,000
2.	Sampatraj Shah	28,300
3.	Mohanlal Parekh	23,500
4.	Rajkumar Parekh	50,000
5.	Kusumdevi Shah	35,000
6.	Shantadevi Parekh	12,500
7.	Swaroopdevi Shah	36,700
8.	Latadevi Parekh	14,000
9.	Sharmiladevi Parekh	50,000
	Total	3,00,000

- 10) The list of Allotees to whom the shares were allotted as on 06th November, 1993 as per details given below:

Sr. No.	Name of the Allotees	No. of shares Allotted
1.	Satish Shah	50,000
2.	Satishchand Sampatraj HUF	70,820
3.	Sampatraj Shah	1,57,620
4.	Mohanlal Parekh	1,50,720
5.	Hiralal Parekh	96,420
6.	Rajkumar Parekh	56,100
7.	Rajkumar Mohanlal HUF	2,000

Sr. No.	Name of the Allotees	No. of shares Allotted
1.	Satish Shah	50,000
2.	Satishchand Sampatraj HUF	70,820
8.	Kusumdevi Shah	49,800
9.	Shantadevi Parekh	20,000
10.	Swaroopdevi Shah	61,000
11.	Latadevi Parekh	14,000
12.	Sharmiladevi Parekh	50,000
	Total	7,78,480

- 11) The list of Allotees to whom the shares were allotted as on 11th January, 1994 as per details given below:

Sr. No.	Name of the Allotees	No. of shares Allotted
1.	Sampatraj Shah	44,000
2.	Kusumdevi Shah	30,000
3.	Sampatraj Satishchand HUF	44,000
4.	Satish Shah	40,000
5.	Chirag Shah	35,000
6.	Hiralal Jagdishchand HUF	30,000
7.	Latadevi Parekh	36,000
8.	Mohanlal Bhoorchand HUF	27,000
9.	Mohanlal Jagdishchand HUF	20,000
10.	Rajkumar Parekh	20,000
11.	Rajkumar Mohanlal HUF	50,000
12.	Shantadevi Parekh	30,000
13.	Swaroopdevi Shah	20,000
	Total	4,26,000

- 12) The whole list of Allotees to whom the shares were allotted as on 29th October, 1994 for allotment of 10,17,040 Equity Shares are not traceable.

- 13) The list of Allotees to whom the shares were allotted as on 03rd December, 1994 as per details given below:

Sr. No.	Name of the Allotees	No. of shares Allotted
1.	Gujarat Lease Financing Ltd.	8,00,000
2.	Indbank Merchant Banking Services Ltd.	8,00,000
3.	Videocon leasing & industrial financing Ltd.	4,00,000
	Total	20,00,000

- 14) The Company has done Buy-back of 12,50,000 Equity Shares for Rs. 40 Per Share as on 05th December, 2012 as per details given below:

Sr. No.	Name of the Shareholders	No. of shares Brought Back
1.	Sampatraj Satishchand HUF	30,900
2.	Satishchand Sampatraj HUF	1,61,600
3.	Bhoorchand Mohanlal HUF	2,47,200
4.	Hiralal Parekh	3,38,400
5.	Hiralal Jagdishchand HUF	72,100

6.	Latadevi Parekh	46,100
7.	Shantadevi Parekh	2,36,100
8.	Vaibhav Parekh	20,400
9.	Varun Parekh	20,400
10.	Vandani Parekh	20,400
11.	Nishita Parekh	20,400
12.	Vinny Overseas Pvt. Ltd.	36,000
	Total	12,50,000

- 15) The list of Allotees to whom the shares were allotted as on 25th February, 2013 as per details given below:

Sr. No.	Name of the Allotees	No. of shares Allotted
1.	Satishchand Sampatraj HUF	4,80,834
2.	Kusumdevi Shah	1,84,700
3.	Sampatraj Satishchand HUF	14,783
4.	Satish Shah	4,24,433
5.	Chirag Shah	1,45,000
6.	Anilkumar Saraf	125
7.	Dineshkumar Hundia	125
	Total	12,50,000

- 16) The Company has done Buy-back of 100 Equity Shares for Rs. 90 Per Share as on 30th December, 2017 as per details given below:

Sr. No.	Name of the Shareholder	No. of shares Brought Back
1.	Satishchand Sampatraj HUF	100
	Total	100

- 17) The list of Allotees to whom the shares were allotted as on 09th October, 2018 as per details given below:

Sr. No.	Name of the Allotees	No. of shares Allotted
1.	Satishchand Sampatraj HUF	19,23,234
2.	Kusumdevi Shah	7,38,800
3.	Sampatraj Satishchand HUF	59,133
4.	Satish Shah	16,97,733
5.	Chirag Shah	5,80,000
6.	Anilkumar Saraf	500
7.	Dineshkumar Hundia	500
	Total	49,99,900

3. *Equity Shares issued for consideration other than cash by Our Company:*

Except for as mentioned below, our Company has not issued any other equity shares for consideration other than cash as on the date of filing of this Draft Prospectus.

Sr. no.	Date of Allotment of Equity Shares	No. of shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature of / Reasons for Allotment	Benefits accrued to our Company	Allotees	No. of Shares Allotted
1.	03/09/1992	4,908	100	NA	Bonus	Capitalisa	Sampatraj Shah	1,227

					Issue	-tion of Reseves	Satishchand Sampatraj HUF	1,127
							Mohanlal Parekh	1,137
							Hiralal Parekh	1,227
							Rajkumar Parekh	60
							Kusumdevi Shah	20
							Shantadevi Parekh	30
							Swaroopdevi Shah	80
2.	07/12/1992	1,60,000	10	10	To take over M/s. Rang Udhyog	Expansion of Business	Sampatraj Shah	55,700
							Satishchand Sampatraj HUF	3,200
							Mohanlal Parekh	49,000
							Hiralal Parekh	22,800
							Rajkumar Parekh	2,500
							Kusumdevi Shah	5,600
							Shantadevi Parekh	5,700
							Swaroopdevi Shah	15,500
3.	22/02/1993	24,000	10	10	To take over Special Board Manufac- turing Co.	Expansion of Business	Mohanlal Parekh	10,000
							Rajkumar Mohanlal HUF	2,000
							Kusumdevi Shah	8,000
							Swaroopdevi Shah	4,000
4.	06/11/1993	7,78,480	10	NA	Bonus Issue	Capitalisa- -tion of Reseves	Satish Shah	50,000
							Satishchand Sampatraj HUF	70,820
							Sampatraj Shah	1,57,620
							Mohanlal Parekh	1,50,720
							Hiralal Parekh	96,420
							Rajkumar Parekh	56,100
							Rajkumar Mohanlal HUF	2,000
							Kusumdevi Shah	49,800
							Shantadevi Parekh	20,000
							Swaroopdevi Shah	61,000
							Latadevi Parekh	14,000
							Sharmiladevi Parekh	50,000
5.	25/02/2013	12,50,000	10	NA	Bonus Issue	Capitalisa- -tion of Reseves	Mrs. Kusum Shah	1,84,700
							Sampatraj Satishchand HUF	14,783
							Mr. Satish Shah	4,24,433
							Satishchand Sampatraj HUF	4,80,834
							Mr. Chirag Shah	1,45,000
							Mr. Anilkumar Saraf	125
							Mr. Dineshkumar Hundia	125
6.	09/10/2018	49,99,900	10	NA	Bonus Issue	Capitalisa- -tion of Reseves	Mrs. Kusum Shah	7,38,800
							Sampatraj Satishchand HUF	59,133
							Mr. Satish Shah	16,97,733
							Satishchand Sampatraj HUF	19,23,234
							Mr. Chirag Shah	5,80,000
							Mr. Anilkumar Saraf	500
							Mr. Dineshkumar Hundia	500

4. Our Company has not made any allotment of Equity Shares pursuant to any scheme approved under section 391- 394 of the Companies Act, 1956 or Section 230-234 of the Companies Act, 2013.
5. Our Company does not have any Employee Stock Option Scheme/ Employee Stock Purchase Plan for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the Issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
6. Except as mentioned below, Our Company has not made any allotment of Equity Shares at price below the Issue Price during a period of one year preceding the date of this Draft Prospectus.

Sr. no.	Date of Allotment of Equity Shares	No. of shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature of / Reasons for Allotment	Allottees	No. of Shares Allotted
1.	09/10/2018	49,99,900	10	NA	Bonus Issue	Mrs. Kusum Shah	7,38,800
						Sampatraj Satishchand HUF	59,133
						Mr. Satish Shah	16,97,733
						Satishchand Sampatraj HUF	19,23,234
						Mr. Chirag Shah	5,80,000
						Mr. Anilkumar Saraf	500
						Mr. Dineshkumar Hundia	500

7. Capital Build up of the Promoters:

Name of the Allottee's	Date of Allotment/ Transfer	No. of Equity Shares	FV (Rs.)	Issue/ Transfer Price (Rs.)	Consideration	Source of Contribution**	Nature of Allotment/ Transfer	% of the Paid-up Capital	
								Pre-Issue	Post-Issue
Mr. Satish Shah	On Incorporation	10	100	100	Cash	Own	On Subscription to the MoA	Negligible	Negligible
	NA*	(10)	100	100	Cash	NA	Transfer	(Negligible)	(Negligible)
	20/08/1993	50,000	10	10	Cash	Own	Further Allotment	0.50	0.36
	06/11/1993	50,000	10	NA	Other than Cash	NA	Bonus Issue	0.50	0.36
	11/01/1994	40,000	10	10	Cash	Own	Further Allotment	0.40	0.29
	29/10/1994	66,250	10	10	Cash	Own	Further Allotment	0.66	0.48
	29/06/1995	7,000	10	10	Cash	Own	Transfer	0.07	0.05
	23/08/2001	2,48,900	10	10	Cash	Own	Transfer	2.49	1.82
	10/10/2001	1,20,000	10	10	Cash	Own	Transfer	1.20	0.88
	28/03/2002	2,90,900	10	10	Cash	Own	Transfer	2.91	2.12
	29/03/2006	250	10	10	Cash	Own	Transfer	Neg-	Neg-

Name of the Allottee's	Date of Allotment/ Transfer	No. of Equity Shares	FV (Rs.)	Issue/ Transfer Price (Rs.)	Consideration	Source of Contribution**	Nature of Allotment/ Transfer	% of the Paid-up Capital	
								Pre-Issue	Post-Issue
								ligible	ligible
	31/03/2009	4,00,000	10	0.50	Cash	Own	Transfer	4.00	2.92
	25/02/2013	4,24,433	10	NA	Other than Cash	NA	Bonus Issue	4.24	3.10
	09/10/2018	16,97,733	10	NA	Other than Cash	NA	Bonus Issue	16.98	12.39
	Total	33,95,466	-	-	-	-	-	33.95	24.78
Mr. Chirag Shah	11/01/1994	35,000	10	10	Cash	Own	Further Allotment	0.35	0.26
	11/08/2011	4,00,000	10	1.25	Cash	Own	Transfer	4.00	2.92
	25/02/2013	1,45,000	10	NA	Other than Cash	NA	Bonus Issue	1.45	1.06
	09/10/2018	5,80,000	10	NA	Other than Cash	NA	Bonus Issue	5.80	4.23
	14/12/2018	(100)	10	54.51	Cash	NA	Transfer	(Neg-ligible)	(Neg-ligible)
	Total	11,59,900	-	-	-	-	-	11.60	8.47
Total Promoters Holding		45,55,366	-	-	-	-	-	45.55	33.25

*Since we do not have Allotment forms and Transfer forms, we could not ascertain the nature of Transaction. The other information's have been relied upon from information provided by Company and management representations. The same are also not available/destroyed at the office of the RoC before the year 2006. For further information, refer risk factor "*We do not have access to records and data pertaining to certain historical legal and secretarial information in relation to certain disclosures*" in section titled "*Risk Factors*" beginning on page no. 27 of this Draft Prospectus.

**Source of Contribution as certified by M/s. A. H. Jain & Company, Chartered Accountant, Ahmedabad vide their certificate dated May 10, 2019.

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares.

None of the Equity Shares held by our Promoters are pledged.

8. Details of Promoters' contribution and Lock-in

As per Regulation 236 (1) of the SEBI (ICDR) Regulations, 2018, an aggregate of 20% of the post-issue equity share capital held by our Promoters shall be considered as Promoter's Contribution ('Promoters contribution') and shall be locked in for a period of 3 (Three) years from the date of Allotment of Equity Shares issued pursuant to this issue. The lock-in of the Promoters' Contribution would be created as per the applicable law and procedure and details of the same shall also be provided to the Stock Exchange before the Listing of the Equity Shares.

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, Minimum Promoters' Contribution shall be locked-in for a period of three years from the date of commencement of commercial production or date of allotment in the Initial Public Offer, whichever is later.

Explanation: The expression "date of commencement of commercial production" means the last date of the month in which commercial production of the project in respect of which the funds raised are proposed to be utilised as stated in the offer document, is expected to commence.

The Promoters' contribution has been brought in to the extent of not less than the specified minimum amount and has been contributed by the persons defined as Promoter under the SEBI (ICDR) Regulations, 2018.

Our Company has obtained written consent dated May 29, 2019 from our Promoters for the lock-in of 27,50,000 equity shares for a period of 3 (Three) years from the date of Allotment in the Issue. The details of the equity shares held by our Promoters, which are locked in for a period of 3 (Three) years from the date of Allotment in the Issue are given below:

Promoters Contribution and Lock-in Details

For 3 Years

Name of the Promoters	Date of Allotment/ Transfer of Fully Paid-up Shares	No. of Equity Shares Locked-in	Nature of Issue/ Acquisition	FV (Rs.)	Issue/Transfer Price (Rs.)	% of the Paid-up Capital	
						Pre-Issue	Post- Issue
Mr. Satish Shah	20/08/1993	50,000	Further Allotment	10	10	0.50	0.36
	06/11/1993	50,000	Bonus Issue	10	NA	0.50	0.36
	11/01/1994	40,000	Further Allotment	10	10	0.40	0.29
	29/10/1994	66,250	Further Allotment	10	10	0.66	0.48
	29/06/1995	7,000	Transfer	10	10	0.07	0.05
	23/08/2001	2,48,900	Transfer	10	10	2.49	1.82
	10/10/2001	1,20,000	Transfer	10	10	1.20	0.88
	28/03/2002	2,90,900	Transfer	10	10	2.91	2.12
	29/03/2006	250	Transfer	10	10	Negligible	Negligible
	31/03/2009	4,00,000	Transfer	10	0.50	4.00	2.92
	25/02/2013	4,24,433	Bonus Issue	10	NA	4.24	3.10
	09/10/2018	3,52,267	Bonus Issue	10	NA	3.52	2.57
	Total	20,50,000	-	-	-	20.50	14.95
Mr. Chirag Shah	11/01/1994	35,000	Further Allotment	10	10	0.35	0.26
	11/08/2011	4,00,000	Transfer	10	1.25	4.00	2.92
	25/02/2013	1,45,000	Bonus Issue	10	NA	1.45	1.06
	09/10/2018	1,20,000	Bonus Issue	10	NA	1.20	0.88
	Total	7,00,000	-	-	-	7.00	5.12
Total Promoters contribution to Lock-in of Shares		27,50,000	-	-	-	27.50	20.07

The Equity Shares that are being locked in are not ineligible for computation of Promoter's contribution in terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018. Equity Shares offered by the Promoter for the minimum Promoters' contribution are not subject to pledge. Lock-in period shall commence from the date of Allotment of Equity Shares in the Issue.

We confirm that the minimum Promoters' contribution of 20% which is subject to lock-in for 3 (Three) years does not consist of:

- a) Equity shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalization of intangible assets;
- b) Equity shares acquired during the preceding three years resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoters' contribution;
- c) Equity shares acquired by Promoters during the preceding one year at a price lower than the price at which equity shares are being offered to public in the Issue;
- d) All the Equity shares held by the Promoters and offered for minimum Promoter's contribution are not subject to pledged with any creditor.
- e) No Equity shares have been issued to our promoters upon conversion of a Partnership firm during the preceding one year at a price lower than the Issue Price.
- f) All the Equity shares of our Company held by the Promoters are in the process of being dematerialized; and

Further, (i) no equity shares have been allotted pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956 or Section 230-233 of the Companies Act, 2013 and (ii) our Company has not been formed by the conversion of a partnership firm into a company.

The share certificates for the equity shares in physical form, which are subject to lock-in, shall carry the inscription 'non-transferable' and the non-transferability details shall be informed to the depositories.

Equity shares locked-in for one year

As per Regulation 238(b) of the SEBI (ICDR) Regulations, 2018, in addition to 20% of the post-issue shareholding of our Company ('minimum Promoters' contribution') locked-in for 3 (Three) years, the balance equity shares, i.e. 18,05,366 equity shares, held by the Promoters in excess of minimum Promoters' contribution shall be locked in for a period of 1 (One) year from the date of Allotment in the Issue. Further, such lock-in of the equity shares would be created as per the bye laws of the Depositories.

Also, as per Regulation 239 of the SEBI (ICDR) Regulations, 2018, 54,44,434 equity share capital of the Company held by persons other than Promoters shall be locked-in for a period of 1 (One) year.

Other requirements in respect of 'lock-in'

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by our Promoters which are locked in as per the provisions of Regulation 238 of the SEBI (ICDR) Regulations, 2018, may be transferred to and amongst Promoters / members of the Promoter Group or to a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of Takeover Code, as applicable.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by persons other than the Promoters' prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code, as applicable.

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, subject to the following:

If the specified securities are locked-in in terms of Regulation 238(a) of the SEBI (ICDR) Regulations, 2018 the loan has been granted by such bank or institution for the purpose of financing one or more of the objects of the Issue and the pledge of specified securities is one of the terms of sanction of the loan;

If the specified securities are locked-in in terms of Regulation 238(b) of the SEBI (ICDR) Regulations, 2018 and the pledge of specified securities is one of the terms of sanction of the loan.

Provided that such lock –in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the specified securities till the lock-in period stipulated in these regulations has expired.

We further confirm that our Promoter's Contribution of 20.07% of the Post Issue Equity Share Capital does not include any contribution from Alternative Investment Fund, Foreign Venture Capital investors, scheduled commercial banks, public financial institutions or insurance companies registered with Insurance Regulatory and Development Authority of India.

9. Our Shareholding Pattern:

The table below presents the current shareholding pattern of our Company as per Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Summary Statement – Holding of Specified Securities

Category	Category of Shareholder	Nos. of shareholders	No. of fully paid up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in Equity shares			Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of equity shares held in dematerialized form
						No of Voting Rights (Pre-issue)				No	As a % of total Shares held	
						Equity Shares	Total	Total as % of Total				
(A)	Promoters & Promoter Group	6	99,97,800	99,97,800	99.98	99,97,800	99,97,800	99.98	99.98	Nil	Nil	Nil
(B)	Public	2	2,000	2,000	0.02	2,000	2,000	0.02	0.02	Nil	Nil	Nil
(C)	Non Promoter-Non Public	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(C1)	Shares underlying DRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(C2)	Shares held by Employee Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total	8	99,99,800	99,99,800	100	99,99,800	99,99,800	100	100	Nil	Nil	Nil

*None of the shares are partly paid up

*None of the shares are underlying Depository Receipts

*None of the shares are underlying Outstanding Convertible Securities (including warrants)

*None of the shares are/have been Pledged

Statement showing shareholding pattern of Promoters and Promoter Group

	Category & Name of the Shareholders	Nos. of shareholders	No. of fully paid up equity shares held	Total nos. shares held	Share-holding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in equity shares			Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of equity shares held in dematerialized form
						No of Voting Rights				No (a)	As a % of total Shares held (b)	
						Equity shares	Total	Total as % of (A)				
1	Indian											
(a)	Individuals/Hindu undivided Family	6										
	Mr. Satish Shah		33,95,466	33,95,466	33.95	33,95,466	33,95,466	33.95	33.95	Nil	Nil	Nil
	Mr. Chirag Shah		11,59,900	11,59,900	11.60	11,59,900	11,59,900	11.60	11.60	Nil	Nil	Nil
	Mrs. Kusum Shah		14,77,600	14,77,600	14.78	14,77,600	14,77,600	14.78	14.78	Nil	Nil	Nil

8	Mrs. Masoom Shah		100	100	Negligible	100	100	Negligible	Negligible	Nil	Nil	Nil
	Satishchand Sampatraj HUF		38,46,468	38,46,468	38.47	38,46,468	38,46,468	38.47	38.47	Nil	Nil	Nil
	Sampatraj Satishchand HUF		1,18,266	1,18,266	1.18	1,18,266	1,18,266	1.18	1.18	Nil	Nil	Nil
(b)	Central Government/ State Government(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Financial Institutions/ Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Any Other	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub-Total (A)(1)	6	99,97,800	99,97,800	99.98	99,97,800	99,97,800	99.98	99.98	Nil	Nil	Nil
2	Foreign											
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b)	Government	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Institutions	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Foreign Portfolio Investor	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(f)	Any Other (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub-Total (A)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Total Shareholding of Promoters and Promoter Group (A)= (A)(1)+(A)(2)	6	99,97,800	99,97,800	99.98	99,97,800	99,97,800	99.98	99.98	Nil	Nil	Nil

*None of the shares are partly paid up

*None of the shares are underlying Depository Receipts

*None of the shares are underlying Outstanding Convertible Securities (including warrants)

*None of the shares are/have been Pledged

Statement showing Shareholding pattern of Public-

	Category & Name of the Shareholder	Nos. of share holders	No. of fully paid up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)	Number of Voting Rights held in equity shares			Shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in shares		Number of equity shares held in dematerialized form
						No of Voting Rights				No	As a % of total Shares held	
						Equity shares	Total	Total as% of total voting rights				
1	Institutions											
(a)	Mutual Funds/	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b)	Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Alternate Investment Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Foreign Venture Capital Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e)	Foreign Portfolio Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(f)	Financial Institutions/ Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(g)	Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(h)	Provident Funds/ Pension Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(i)	Any Other (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub-Total (B)(1)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2	Central Government/ State Government(s)/ President of India	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub-Total (B)(2)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
3	Non-institutions	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(a)	Individuals -	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	2	2,000	2,000	0.02	2,000	2,000	0.02	0.02	Nil	Nil	Nil
	Mr. Anilkumar Saraf		1,000	1,000	0.01	1,000	1,000	0.01	0.01	Nil	Nil	Nil
	Mr. Dineshkumar Hundia		1,000	1,000	0.01	1,000	1,000	0.01	0.01	Nil	Nil	Nil
	Others less than 1 %	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

	Others less than 1 %	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b)	NBFCs registered with RBI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Employee Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Overseas Depositories (holding DRs) (balancing figure)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
		Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e)	Any Other (Body Corporate / Entity)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Hindu Undivided Family (HUF)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Sub-Total (B)(3)	2	2,000	2,000	0.02	2,000	2,000	0.02	0.02	Nil	Nil	Nil
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	2	2,000	2,000	0.02	2,000	2,000	0.02	0.02	Nil	Nil	Nil

*None of the shares are partly paid up;

*None of the shares are underlying Depository Receipts;

*None of the shares are underlying Outstanding Convertible Securities (including warrants);

*None of the shares are/have been Pledged

Our Company will file the shareholding pattern of our Company, in the form prescribed under SEBI (LODR) Regulations, 2015, one day prior to the listing of Equity Shares. The shareholding pattern will be uploaded on the website of Stock Exchanges before commencement of trading of such Equity Shares.

- As on the date of this Draft Prospectus, there are no partly paid-up shares/ outstanding convertible securities/ warrants in our Company.
- The details of the holding of securities (including shares, warrants, convertible securities) of persons/entity belonging to the category “Public” and holding more than 1% of the total number of shares.: - NIL
- The details of the holding of securities (including shares, warrants, convertible securities) of persons/entity belonging to the category “Public” and holding more than 5% of the total number of shares.: - NIL
- There are no equity shares against which depository receipts have been issued.
- Other than the equity shares, there are no other class of securities issued by our Company.

10. The shareholding pattern of our Company showing the aggregate shareholding of Promoters and Promoter Group before and after the Issue is set forth below:

Sr. No.	Name of the Shareholders	Pre-Issue		*Post-Issue	
		No. of equity shares	As a % of Issued Equity	No. of equity shares	As a % of Issued Equity
A	Promoters				
1	Mr. Satish Shah	33,95,466	33.95%	33,95,466	24.78%
2	Mr. Chirag Shah	11,59,900	11.60%	11,59,900	8.47%
	Total (A)	45,55,466	45.55%	45,55,466	33.25%
B	Promoter Group & Relatives				
1	Mrs. Kusum Shah	14,77,600	14.78%	14,77,600	10.79%
2	Mrs. Masoom Shah	100	Negligible%	100	Negligible%
3	Satishchand Sampatraj HUF	38,46,468	38.47%	38,46,468	28.08%
4	Sampatraj Satishchand HUF	1,18,266	1.18%	1,18,266	0.86%
	Total (B)	54,42,334	54.43%	54,42,334	39.73%
C	Other Associates Acting in Concert	NIL	NIL	NIL	NIL
	Total (C)	NIL	NIL	NIL	NIL
D	TOTAL (A+B+C)	99,97,800	99.98%	99,97,800	72.98%

*Rounded off

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

Name of Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
Mr. Satish Shah	33,95,466	2.45
Mr. Chirag Shah	11,59,900	0.74

12. Details of Major Shareholders:

(a) List of Shareholders holding 1.00% or more of the Paid –up Capital of the Company as on date of this Draft Prospectus:

Sr. No.	Name of the Shareholders	No. of equity shares	As a % of Pre- Issued Equity Share Capital
1	Mr. Satish Shah	33,95,466	33.95%
2	Mr. Chirag Shah	11,59,900	11.60%
3	Mrs. Kusum Shah	14,77,600	14.78%
4	Satishchand Sampatraj HUF	38,46,468	38.47%
5	Sampatraj Satishchand HUF	1,18,266	1.18%
	Total	99,97,700	99.98%

(b) List of Shareholders holding 1.00% or more of the Paid –up Capital of the Company 10 days prior to the date of filing this Draft Prospectus:

Sr. No.	Name of the Shareholders	No. of equity shares	As a % of Pre- Issued Equity Share Capital
1	Mr. Satish Shah	33,95,466	33.95%
2	Mr. Chirag Shah	11,59,900	11.60%
3	Mrs. Kusum Shah	14,77,600	14.78%
4	Satishchand Sampatraj HUF	38,46,468	38.47%
5	Sampatraj Satishchand HUF	1,18,266	1.18%
	Total	99,97,700	99.98%

(c) List of Shareholders holding 1.00% or more of the Paid –up Capital of the Company 1 years prior to the date of filing this Draft Prospectus:

Sr. No.	Name of the Shareholders	No. of equity shares	As a % of Pre- Issued Equity Share Capital
1	Mr. Satish Shah	16,97,733	33.95%
2	Mr. Chirag Shah	5,80,000	11.60%
3	Mrs. Kusum Shah	7,38,800	14.78%
4	Satishchand Sampatraj HUF	19,23,234	38.46%
5	Sampatraj Satishchand HUF	59,133	1.18%
	Total	49,98,900	99.97%

(d) List of Shareholders holding 1.00% or more of the Paid –up Capital of the Company 2 years prior to the date of filing this Draft Prospectus:

Sr. No.	Name of the Shareholders	No. of equity shares	As a % of Pre- Issued Equity Share Capital
1	Mr. Satish Shah	16,97,733	33.95%
2	Mr. Chirag Shah	5,80,000	11.60%
3	Mrs. Kusum Shah	7,38,800	14.78%
4	Satishchand Sampatraj HUF	19,23,334	38.47%
5	Sampatraj Satishchand HUF	59,133	1.18%
	Total	49,99,000	99.98%

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

14. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI Share Based Employee Benefits Regulations, 2014.
15. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from the date of this Draft Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of the Issue, by way of split/ consolidation of the denomination of Equity Shares or further issue of equity shares (including issue of securities convertible into exchangeable, directly or indirectly, for our equity shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use equity shares as a currency for acquisition or participation in such joint ventures.
16. During the past 6 (Six) months immediately preceding the date of this Draft Prospectus, there have been transactions in our equity shares, which have been purchased/ sold/ transferred by our Promoters, their relatives and associates, persons in Promoter Group [as defined under Regulation 2(1)(pp) of SEBI (ICDR) Regulations, 2018] or the directors of the company who are Promoter of the Company and/or the Directors of the Company. The details for the same have been mentioned under the heading of the capital buildup of the promoter in the chapter titled **“Capital Structure”** beginning on page no. 62 of this Draft Prospectus.
17. The members of the Promoter Group, our Directors or the relatives of our Directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the 6 (Six) months preceding the date of this Draft Prospectus .
18. Our Company, our Promoters, our Directors and the Lead Manager to the Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.
19. There are no safety net arrangements for the Issue.
20. An oversubscription to the extent of 10% of the Issue can be retained for the purposes of rounding off to the minimum allotment lot, while finalizing the Basis of Allotment. Consequently, the actual Allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of Allotment so made. In such an event, the Equity Shares held by our Promoters and subject to lock-in shall be suitably increased; so as to ensure that a minimum of 20% of the post issue paid-up capital is locked in.
21. In case of over-subscription in all categories the allocation in the Issue shall be in accordance with the requirements of regulation 253 (2) of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
22. Under-subscription, if any, in any portion would be met out of the spillover from other categories at the sole discretion of our Company in consultation with the Lead Manager and the Designated Stock Exchange.
23. As on the date of filing of this Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our equity shares.

24. All the equity shares of our Company are fully paid up as on the date of this Draft Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be allotted fully paid-up equity shares.
25. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoters' Group between the date of filing the Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
26. As per RBI regulations, OCBs are not allowed to participate in the Issue.
27. The Issue is being made through Fixed Price method.
28. Our Company has not raised any bridge loan against the proceeds of the Issue.
29. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
30. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
31. An Applicant cannot make an application for more than the number of Equity Shares being issued through the Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
32. No payment, direct or indirect in the nature of discount, commission, allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in the Issue.
33. We have 8 shareholders as on the date of filing of this Draft Prospectus.
34. None of the Promoters and members of our Promoter Group will participate in this Issue.
35. Our Company has not made any public issue since its incorporation.
36. There are no Equity Shares against which depository receipts have been issued.
37. Neither the Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of this Draft Prospectus.
38. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing this Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
39. For the details of transactions by our Company with our Promoter Group, Group Companies during the last financial years i.e. 2018, 2017 and 2016 for the 9 months period ended on December 31, 2018 refer to paragraph titled '**Annexure R: Statement of Related Parties' Transactions**' in the chapter titled '**Restated Financial Statement**' beginning on page no. 172 of this Draft Prospectus.
40. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled "**Our Management**" beginning on page no. 140 of this Draft Prospectus.

41. The unsubscribed portion in any reserved category may be added to any other reserved category.
42. The unsubscribed portion, if any after such inter-se adjustments among the reserved categories shall be added back to the net offer to the public portion.
43. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.

OBJECTS OF THE ISSUE

This Issue is being undertaken to meet the objects, as set forth herein, and to realize the benefits of listing of our Equity Shares on Stock Exchanges, which in our opinion would enhance our Company's visibility, brand name and enable us to avail of future growth opportunities. The other Objects of the Issue also include creating a public trading market for the Equity Shares of our Company by listing them on Emerge Platform of NSE.

The Net Proceeds from the Issue are proposed to be utilized by our company for the following objects:

1. Investment in Equity Shares of Clairvoyance Chemtech Private Limited, a wholly owned subsidiary of the Company.
2. General corporate purpose.
3. To meet issue expenses

Our company believes that listing will enhance our company's corporate image, brand name and create a public market in India. It will also make future financing easier and affordable in case of expansion of the business.

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

Our funding requirements are dependent on a number of factors, which may not be in the control of our management, changes in our financial condition and current commercial conditions. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

FUND REQUIREMENTS

We intend to utilize the proceeds of the Fresh Issue, in the manner set forth below:

(Rs. In Lakhs)

Sr. No.	Particulars	Amount	% of the total Issue size
1.	Investment in Equity Shares of Clairvoyance Chemtech Private Limited, a wholly owned subsidiary of the Company	[•]	[•]
2.	General Corporate Purpose	[•]	[•]
3.	Issue Expenses	[•]	[•]
Total		[•]	100.00

The fund requirements mentioned above are based on internal management estimates of our Company and the Lead Manager do not have any opinion on the justification for the same with regards to its exact requirement or appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, cost of commodities and interest or exchange rate fluctuations. The figures are relied on the documentary evidences provided by the Company, upto the extent available. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the issue proceeds as stated above, our Company may re-allocate the

issue proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the issue proceeds or cost overruns, our management may explore a range of options including utilizing our internal accruals or seeking debt financing.

MEANS OF FINANCE

(Rs. In Lakhs)

Sr. No.	Particulars	Amount
1.	Public Issue proceed	[•]
2.	Internal Accruals	Nil
TOTAL		[•]

We propose to meet the entire requirement of funds for the Objects from the Net Proceeds of the Issue. Accordingly, the requirement under Regulation 230 (1) (e) of the SEBI ICDR Regulations, 2018 of firm arrangements of finance through verifiable means towards 75% of the stated means of finance excluding the amount to be raised through Issue Proceeds or Internal Accruals is not applicable.

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

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

For further details on the risks involved in our business plans and executing our business strategies, please see in the section titled **"Risk Factors"** beginning on page no. 27 of this Draft Prospectus.

FUNDS DEPLOYED

Details of funds already deployed till date and sources of funds deployed:

(Rs. In Lakhs)

Sr. No.	Particulars	Funds already Deployed	Funds to be Deployed	Total Funds Required
1.	Investment in Equity Shares of Clairvoyance Chemtech Private Limited, a wholly owned subsidiary of the Company	-	[•]	[•]
2.	General Corporate Purpose	-	[•]	[•]
3.	Issue Expenses	9.26	[•]	[•]
Total		9.26	[•]	[•]

- i. The Funds deployed for issue expense upto April 30, 2019 as certified by the statutory auditor of our company viz. M/s. A. H. Jain & Co. Chartered Accountants Pursuant to their certificate dated May 21, 2019. The Funds Deployed for issue expenses will be recouped from the issue proceeds.

DETAILS OF THE REQUIREMENT OF FUNDS

1. Investment in Equity Shares of Clairvoyance Chemtech Private Limited, a wholly owned subsidiary of the Company:

Our Company is into manufacturing of dyestuff and we plan to expand our manufacturing facilities by setting up new manufacturing facility for production of raw materials of our products. The new manufacturing facility will be established in Clairvoyance Chemtech Pvt Ltd, a wholly owned subsidiary of our Company at D-2/CH/29, GIDC, Industrial Phase II Dahej, Bharuch, Gujarat. Our Company proposes to utilize Rs. [●] Lakhs from the Net Proceeds towards investment into equity shares of Clairvoyance Chemtech private Limited and Clairvoyance Chemtech Private Limited proposes to utilize this equity infusion towards part funding of the Project as mentioned below.

The total estimated cost of project is as mentioned below:

(Rs. In Lakhs)

Sr. No.	Particulars	Estimated project cost
Project Work in progress:		
1.	Land Acquisition	538
	Land Filling & compound wall	96
	Application for Fresh water (24*70000000*18%GST)	285
	Effluents Discharge (34*6000000*18%GST)	203
	Security Charges & Refundable Security Deposit 1500 KVA for line fill for transformer (75*18%GST) & (75*18% GST)	177
2.	Building and construction cost (including GST)	1380
3.	Procurement of machineries (including GST)	4180
4.	Furniture & Fixtures (including GST)	89.7
5.	Feasible cost/ preliminary expense to set up project	100
	TOTAL	7048.7

The company proposes to expand its manufacturing facility by establishing a new manufacturing facility for Dyes and Dyes Intermediates Plant to be set up at Dahej, Bharuch, Gujarat. The main object of raising funds through this public issue is to put a plant for manufacturing of H. Acid, Vinny sulphonyl, N- Ethyl Meta Base & N-Ethyl Para Base, Bromamine Acid, Quinizarine, Disperse Dyes, MPDSA, 2- Pyridone, Chloranil, FC Acid, DASA, Tobias Acid, J. Acid, K Acid, Gamma Acid, DASDA, Re. Blue 19, 3 Amino 4 Methoxy Acetanilide and other intermediates plant to fulfill the requirement of holding Company and addition quantity will be sold/export in the market. This expansion will bring down the selling prices of our products as we have to purchase these intermediates from outside. This will allow us to capture more market.

Our Wholly Owned Subsidiary proposes set up raw material godown, coal godown, RCC lime Godown and Gypsum godown. Apart from this, for better environment conditions we are planning to establish Effluents Treatment Plant made available through proven and standardized models of various technologies and sizes.

2. **General Corporate Purpose:**

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating Rs. [●] Lakhs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in this Draft Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

3. **Issue Expense:**

The expenses of this Issue include, among others, underwriting and Issue management fees, Intermediaries fees, printing and stationery expenses, advertisement expenses and legal fees etc. The total estimated expenses are Rs. [●] Lakhs which is [●] % of Issue Size. The details of Issue expenses are tabulated below:

(Rs. In Lakhs)

Sr. No.	Particulars	Amount	% of the total issue size
1.	Issue management fees including fees and reimbursements of Market Making fees and Underwriting.	[●]	[●]
2.	Regulatory expenses and payment to other intermediaries, Advertisement & Marketing Expenses and other out of pocket expenses, selling commissions, brokerages.	[●]	[●]
Total		[●]	[●]

The above mentioned amount deployed by our Company towards the aforementioned objects shall be recouped by our Company from the Issue Proceeds of the Issue.

Schedule of Implementation –

The Company intends to implement and execute its total object of the Issue in the Financial Year 2019-20.

The Management of the Company, in accordance with the policies set up by the Board, will have flexibility in deploying the Net Proceeds of the Issue.

BRIDGE FINANCING FACILITIES

As on the date of this Draft Prospectus, we have currently not raised any bridge loans against the Proceeds of the Issue.

SHORTFALL OF FUNDS

In case of any shortfall in the proceeds to meet the objects mentioned above, our management may explore a range of options, including utilizing internal accruals or seeking debt or additional equity. In case of surplus funds either due to lower utilization than what is stated above or surplus Net Proceeds after meeting all the above mentioned objects, such surplus shall be utilized towards general corporate purposes. Alternatively, if surplus funds are unavailable or in the event of cost overruns, we expect that a shortfall will be met by way of such means available to our Company including internal accruals and/or appropriate debt or equity arrangements.

APPRAISAL

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on available quotations and management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

INTERIM USE OF FUNDS

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act. Such deposits will be approved by our management from time to time. Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets.

MONITORING OF ISSUE PROCEEDS

As the Net Proceeds of the Issue will be less than Rs. 10,000 Lakhs, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency.

Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of Listing Regulations, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoter, our Directors or Key Management Personnel, except as may be required in the usual course of business.

VARIATION IN OBJECTS

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the

prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

OTHER CONFIRMATIONS

There is no material existing or anticipated transactions with our Promoter, our Directors, our Company's key Managerial personnel and Group Entities, in relation to the utilization of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoter, our Directors or key managerial personnel or our Group Entities, except in the normal course of business and in compliance with the applicable laws.

BASIS FOR ISSUE PRICE

The Issue Price is determined by our Company in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is Rs. 10 and Issue Price is Rs. [●]/-per Equity Share and is [●] times the face value.

The financial data presented in this section are based on our Company's restated financial statements. Investors should also refer to the sections titled '**Risk Factors**' and '**Financial Statements**' beginning on page nos. 27 and 172 respectively of this Draft Prospectus to get a more informed view before making the investment decision.

QUALITATIVE FACTORS

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

- Experienced promoters and Management Expertise;
- Quality projects and committed operations;
- Independent Execution capabilities ; and
- Networking strength

For details of Qualitative factors please refer to the paragraph '**Our Competitive Strengths**' in the chapter titled '**Business Overview**' beginning on page no. 106 of this Draft Prospectus.

QUANTITATIVE FACTORS

The information presented in this section relating to the Company is based on the restated financial statements of the Company for the period ended December 31, 2018 and for the Financial Year 2017-18, 2016-17 and 2015-16 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

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

Period	Standalone Basic and Diluted EPS (In Rs.)	Weights	Consolidated Basic and Diluted EPS (In Rs.)	Weights
Fiscal 2018	14.11	3	N.A.	-
Fiscal 2017	9.48	2	N.A.	-
Fiscal 2016	11.02	1	N.A.	-
Weighted Average	12.04		N.A.	
Fiscal Dec 2018	6.06		6.06	

Notes:

- (i) The figures disclosed above are based on the restated financial statements of the Company.
- (ii) The face value of each Equity Share is Rs. 10.00.
- (iii) Earnings per Share has been calculated in accordance with Accounting Standard 20 – “Earnings per Share” issued by the Institute of Chartered Accountants of India.
- (iv) The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in “Annexure IV” in the chapter titled “Restated Financial Statements” beginning on page no.172 of this Draft Prospectus.

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

Particulars	P/E at the Issue Price of Rs. [●]-:
Based on the Basic and Diluted EPS of Rs. 14.11, as per restated standalone financial statements for the year ended March 31, 2018	[●]
Based on the Basic and Diluted EPS of Rs.9.48, as per restated standalone financial statements for the year ended March 31, 2017	[●]
Based on the weighted average EPS of Rs.11.02, as per restated standalone financial statements	[●]
Industry PE	
Highest	15.04
Lowest	7.49
Industry Composite PE	11.89

3. Return on Net Worth#:

Period	Standalone Basic and Diluted Return on Networth (%)	Weights	Consolidated Basic and Diluted Return on Networth (%)	Weights
Fiscal 2018	14.11	3	N.A.	-
Fiscal 2017	11.04	2	N.A.	-
Fiscal 2016	14.44	1	N.A.	-
Weighted Average	13.14		N.A.	
Fiscal Dec 2018	10.84		10.84	

#Restated Profit after Tax/Net Worth

4. Minimum Return on increased Net Worth required to maintain Pre-Issue EPS

- a) Based on Basic and Diluted EPS, as adjusted of FY 2017-18 of Rs. 14.09 at the Issue Price of Rs. [●]
- [●]% on the restated financial statements.
 - Based on Weighted Average Basic and Diluted EPS, as adjusted of Rs.12.04 at the Issue Price of Rs. [●] - [●]% on the restated financial statements.

5. Net Asset Value (NAV) per Equity Share:

Particulars	Standalone Amt. (in Rs.)	Consolidated Amt. (in Rs.)
As on March 31, 2018	99.90	N.A.
As on March 31, 2017	85.80	N.A.
As on March 31, 2016	76.32	N.A.
As on December 31, 2018	55.9	55.9

6. Comparison of Accounting Ratios with Industry Peers:

Sr. No.	Particulars	Face Value	EPS 31/3/18	P/E 03/06/19	RONW	NAV 31/3/18	CMP 03/06/19
		(In Rs.)	(In Rs.)	Ratio	(%)	(In Rs.)	
1	Kiri Industries	10	35.8	15.04	22.64%	42.04	538.60
2	Bhageria Industries	5	18.45	14.81	13.66%	185.98	273.25
3	Akshar Chemiclas	10	37.33	8.46	12.88%	289.84	315.85
4	Dynemic Products Ltd.	10	15.38	7.49	19.10%	80.89	115.20
5	Indo Colchem Pvt. Ltd	10	14.09	[●]	14.11%	99.89	[●]

Note: Since there are no listed peers available with the same line of business, the nearest listed peers matching with the business models of our Company has been considered and disclosed for the Investors to take better investment decisions.

- 1) Based on March 31, 2018 financial statements as reported to BSE & NSE
- 2) Based on March 31, 2018 restated standalone financial statement.
- 3) Basic & Diluted Earnings per share (EPS), as adjusted
- 4) Price Earning (P/E) Ratio in relation to the Issue Price of Rs. [●]

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

The Issue Price of Rs. [●] is determined by our Company in consultation with the Lead Manager and is justified based on the above accounting ratios. For further details, please refer to the section titled '**Risk Factors**', and chapters titled '**Business Overview**' and '**Restated Financial Statement**' beginning on page nos.27, 106 and 172, respectively of this Draft Prospectus.

*Investors should read the above mentioned information along with section titled "**Business Overview**", "**Risk Factors**" and "**Financial Information of the Company**" beginning on page nos.106, 27 and 172 respectively including important profitability and return ratios, as set out in "Annexure Q" in the chapter titled "Restated Financial Statements" beginning on page no.172 of this Draft Prospectus to have a more informed view.*

STATEMENT OF TAX BENEFITS

To,
The Board of Directors,
INDO COLCHEM LIMITED
Ahmedabad, Gujarat.

Dear Sir,

Subject: Statement of possible tax benefits ('the Statement') available to Indo Colchem Limited ('the Company') and its shareholders prepared in accordance with the requirement in Schedule VI – Clause (9) (L) of Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended ('the Regulation')

We hereby report that the enclosed annexure prepared by the Company, states the possible special Tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 ('Act'), 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 Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that, 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 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 proposed initial public offering of equity shares ("the Issue") by the Company.

We do not express any opinion or provide any assurance as to whether: a) The Company or its Equity Shareholders will continue to obtain these benefits in future; or b) 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 our understanding of the business activities and operations of the Company. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For M/s B.S.Rajput & Associates
Chartered Accountants
Firm Registration No. 119760W

(Bhupendra Singh Rajput)
Partner
Membership No. 106729

Date: 16.05.2019
Place: Ahmedabad

ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS

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

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.

A. SPECIAL TAX BENEFITS TO THE COMPANY :- NIL

Except as above there is no Special Tax Benefits to the Company.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER :- NIL

Note:

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

SECTION V – ABOUT THE ISSUER COMPANY

INDUSTRY OVERVIEW

The information in this section has not been independently verified by us, the Lead Manager or any of our or their respective affiliates or advisors. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Accordingly, investment decisions should not be based on such information.

GLOBAL ECONOMIC SCENARIO

One year ago economic activity was accelerating in almost all regions of the world and the global economy was projected to grow at 3.9 percent in 2018 and 2019. One year later, much has changed: the escalation of US–China trade tensions, macroeconomic stress in Argentina and Turkey, disruptions to the auto sector in Germany, tighter credit policies in China, and financial tightening alongside the normalization of monetary policy in the larger advanced economies have all contributed to a significantly weakened global expansion, especially in the second half of 2018. With this weakness expected to persist into the first half of 2019, the World Economic Outlook (WEO) projects a decline in growth in 2019 for 70 percent of the global economy. Global growth, which peaked at close to 4 percent in 2017, softened to 3.6 percent in 2018, and is projected to decline further to 3.3 percent in 2019. Although a 3.3 percent global expansion is still reasonable, the outlook for many countries is very challenging, with considerable uncertainties in the short term, especially as advanced economy growth rates converge toward their modest long-term potential.

While 2019 started out on a weak footing, a pickup is expected in the second half of the year. This pickup is supported by significant policy accommodation by major economies, made possible by the absence of inflationary pressures despite closing output gaps. The US Federal Reserve, in response to rising global risks, paused interest rate increases and signaled no increases for the rest of the year. The European Central Bank, the Bank of Japan, and the Bank of England have all shifted to a more accommodative stance. China has ramped up its fiscal and monetary stimulus to counter the negative effect of trade tariffs. Furthermore, the outlook for US–China trade tensions has improved as the prospects of a trade agreement take shape.

With improvements expected in the second half of 2019, global economic growth in 2020 is projected to return to 3.6 percent. This return is predicated on a rebound in Argentina and Turkey and some improvement in a set of other stressed emerging market and developing economies, and therefore subject to considerable uncertainty. Beyond 2020 growth will stabilize at around 3½ percent, bolstered mainly by growth in China and India and their increasing weights in world income. Growth in advanced economies will continue to slow gradually as the impact of US fiscal stimulus fades and growth tends toward the modest potential for the group, given ageing trends and low productivity growth. Growth in emerging market and developing economies will stabilize at around 5 percent, though with considerable variance between countries as subdued commodity prices and civil strife weaken prospects for some.

This is a delicate year for the global economy. If the downside risks do not materialize and the policy support put in place is effective, then global growth will return to 3.6 percent in 2020. If, however, any of the major risks materialize, then the expected recoveries in stressed economies, export-dependent economies, and highly indebted economies may not occur. In that case, policymakers will need to adjust. Depending on circumstances,

this may require synchronized, country-specific policy stimulus across economies, complemented by accommodative monetary policy. Synchronization can make fiscal stimulus more effective through signaling effects that raise household and business confidence, and through the mitigation of leakages via imports. Finally, adequate resources for multilateral institutions remain essential to retain an effective global safety net, which would help stabilize the global economy.

Global Growth Forecast

The global forecast rests on the following key assumptions on policies, financial conditions, and commodity prices:

- **Fiscal policy:** Fiscal policy is assumed to be expansionary across advanced economies in 2019 and expected to turn contractionary in 2020 as the US stimulus starts unwinding. Similarly, fiscal policy is assumed to be expansionary across the emerging market and developing economy group in 2019 (in part reflecting a projected fiscal stimulus in China to offset some of the negative effects of higher tariffs), before turning contractionary in 2020 (Figure 1.11).
- **Monetary policy:** The US federal funds rate is expected to increase to about 2.75 percent by the end of 2019, with one hike projected this year. Policy rates are assumed to remain at close to zero in Japan through 2020 and negative in the euro area until mid-2020.
- **Financial conditions:** The baseline forecast assumes a gradual tightening of global financial conditions with the relative intensity varying across economies, based on underlying economic and political fundamentals.
- **Commodity prices:** Based on oil futures contracts, average oil prices are projected at \$59.2 in 2019 and \$59.0 in 2020 (down from \$68.8 and \$65.7, respectively, in the October 2018 WEO). Oil prices are expected to remain in that range, reaching about \$60 a barrel by 2023 (broadly unchanged from the October 2018 WEO forecast), consistent with subdued medium-term demand prospects and offsetting production adjustments that avoid large excess supply. Metal prices are expected to increase 2.4 percent year over year in 2019 and decline by 2.2 percent in 2020 (compared with a decrease of 3.6 percent followed by a slight pickup of 0.4 percent in the October WEO). Price forecasts of most major agricultural commodities have been revised down. Food prices are projected to decline 2.9 percent year over year in 2019 before increasing 2.1 percent in 2020 (compared with the projected increases of 1.7 percent and 0.3 percent in the October 2018 WEO).

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2019/03/28/world-economic-outlook-april-2019#Full%20Report%20and%20Executive%20Summary>)

INDIAN ECONOMIC SCENARIO

Real gross domestic product (GDP) is likely to grow at 7.4 per cent in 2018-19 up from 6.7 per cent in 2017-18 and is expected to further accelerate by 20 basis points (bps) in 2019-20 on the back of support from private consumption and investment. The investment rate, proxied by gross fixed capital formation, is expected to improve in 2018-19 and further in 2019-20, albeit at a lower rate than the upturn in the saving rate. Real gross value added (GVA) is expected to grow by 7.1 per cent in 2018-19 and by 7.4 per cent in 2019-20, supported by activity in the industry and services sectors.

Table 1: Median Forecast of Growth in Real GDP, GVA and Components (in per cent)		
	2018-19	2019-20
Real GDP Growth	7.4 (+0.1)	7.6
Private Final Consumption Expenditure (nominal) (growth rate in per cent)	11.0 (-0.2)	11.3
Gross Fixed Capital Formation Rate (per cent of GDP)	29.0 (0.0)	29.2
Real GVA Growth	7.1 (0.0)	7.4
a. Agriculture and Allied Activities	3.0 (-0.1)	3.0
b. Industry	6.8 (0.0)	6.8
c. Services	8.3 (-0.1)	8.6
Gross Saving Rate [per cent of gross national disposable income (GNDI)]	30.0 (-0.5)	30.5
Note: In all the tables, the figures in parentheses indicate the extent of revision in median forecasts (percentage points) relative to the previous SPF round.		

Turning to the growth outlook, various indicators suggest that economic activity has continued to be strong. The progress of the monsoon so far and a sharper than the usual increase in MSPs of kharif crops are expected to boost rural demand by raising farmers' income. Robust corporate earnings, especially of fast moving consumer goods (FMCG) companies, also reflect buoyant rural demand. Investment activity remains firm even as there has been some tightening of financing conditions in the recent period. Increased FDI flows in recent months and continued buoyant domestic capital market conditions bode well for investment activity. The Reserve Bank's IOS indicates that activity in the manufacturing sector is expected to remain robust in Q2, though there may be some moderation in pace. Rising trade tensions may, however, have an adverse impact on India's exports. Based on an overall assessment, GDP growth projection for 2018-19 is retained, as in the June statement, at 7.4 per cent, ranging 7.5-7.6 per cent in H1 and 7.3-7.4 per cent in H2, with risks evenly balanced; GDP growth for Q1:2019-20 is projected at 7.5 per cent.

Even as inflation projections for Q2 have been revised marginally downwards vis-à-vis the June statement, projections for Q3 onwards remain broadly unchanged. Several risks persist. First, crude oil prices continue to be volatile and vulnerable to both upside and downside risks. In particular, while geopolitical tensions and supply disruptions remain an upside risk to oil prices, the fall in global demand due to further intensification of protectionist trade policies could pull down oil prices.

(Source: www.rbi.org.in/Scripts/PublicationsView.aspx?id=18265)

GLOBAL DYES AND CHEMICAL INDUSTRY

Dyes are colored substances applied in the form of an aqueous solution on various substrates. These are used as colorants in different industrial applications such as food processing, printing inks, wood stain, textile processing, and others. Dyes have high selective absorptivity for liquids as well as substrates as compared to other color-imparting materials such as pigments. Excellent absorption characteristics of dyes enable them to lose their physical and structural properties during their application on substrates. Low resistance to light and reduced shelf life are some of the other distinct features of dyes. Thus, they are generally used in surface coating, food, and printing applications that require high transparency levels for manufacturing finished products. Dyes can be classified on the basis of their solubility in a particular medium or substrate as basic dyes, fat-soluble dyes, and metal complex dyes.

The global market for dyes has been witnessing significant growth due to rising demand from end-user industries such as food, textile, printing inks, and paints & coatings. Developing economies such as China, India, Brazil, and Indonesia are likely to play a substantial role in boosting consumption of dyes in the next few years. India and Indonesia are gradually taking the lead in manufacturing dyes due to availability of raw materials as well as various organic intermediate chemicals. Countries in ASEAN such as Indonesia, Vietnam, and Singapore are expected to be emerging markets owing to development of key end-users such as paints & coatings and food processing. Furthermore, growth in these countries is expected to be boosted by shift in production of dyes from developed regions such as Europe and North America. Trends have changed during the

past 10 years due to several factors such as lower cost of production in Asia Pacific as well as rising prominence of the region, which acts as the hub for end-user industries such as textile, food, and paints & coatings. This shift in production trends from the West to East has caused the global market for dyes to become concentrated, particularly in Asia Pacific. This, in turn, has resulted in intense competition in the market.

However, concerns have been raised over excess cost of interest. This has lowered investment in research and development activities, which serve as the key source of service and product innovations. In addition, high energy costs have negatively impacted production units.

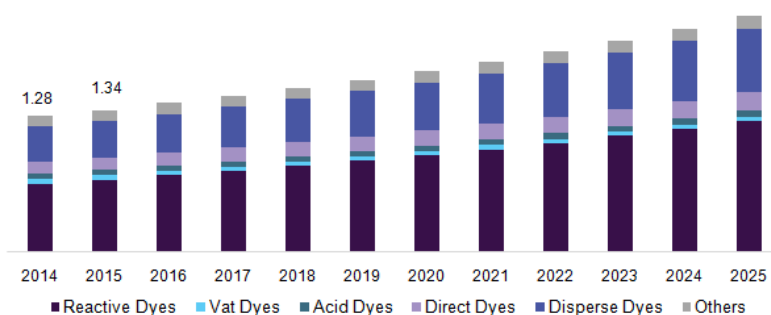
Asia Pacific accounted for the largest share of the dyes market, followed by developed regions such as Europe and North America in 2014. Increasing demand from various end-user industries coupled with growing population and governmental support is expected to boost demand for dyes in the next few years. In addition, growing preference of end-users for eco-friendly products is anticipated to drive growth of the dyes market during the forecast period. However, rising health concerns regarding hazardous usage of dyes is likely to decelerate growth of the market in Europe and North America. This has forced manufacturers toward producing environmentally-friendly dye products. Rising demand for innovative products such as high-performance dyes is projected to provide new opportunities for growth of the market in the near future. Furthermore, ease of transportation modes and support from the government and regulatory bodies to improve clearance tax re estimated to propel trade. This, in turn, is expected to boost consumption of dyes in the global market.

(Source: <https://www.transparencymarketresearch.com/dyes-market.html>)

The global dyes & pigments market size was valued at USD 30.42 billion in 2016, in terms of revenue. Increasing demand from various applications such as textiles, paints & coatings, construction, paints, and plastics are expected to drive the market growth.

Manufacturers of dyes & pigments are actively ventured into enhancing their products by utilizing advanced technologies for efficient removal of environmental and hazardous pollutants during the manufacturing process. Manufacturers of the product are likely to experience varied production costs due to volatility in the price of raw material such as benzene.

U.S. dye market revenue, by product, 2014 – 2025 (USD Billion)



Wide distribution channel in the market is achieved through both physical retail stores and online retailing. Availability of the product online has increased the consumer base for the companies and also witnesses higher reach which is anticipated to drive product demand.

The textile industry is witnessing growth due to several factors such as growing population, increasing disposable income, and changing consumer trends. Textile industry is one of the major application for dyes and is expected to provide a positive scope for the product demand over the forecast period

Factors such as high-water consumption in the textile industry to rinse the product, solubility of the product, high metal content in pigments, and water pollution during the manufacturing process are the major restraints for the market.

Increasing environmental concerns are resulting in policy changes across the globe which is anticipated to restrain the product demand over the forecast period. Stringent regulations have been imposed in regions such as Europe and China which are likely to restrain the market growth.

(Source: <https://www.grandviewresearch.com/industry-analysis/dyes-and-pigments-market>)

Basic chemicals and their related products (petrochemicals, fertilisers, paints, varnishes, glass, perfumes, toiletries, pharmaceuticals, etc.) constitute a significant part of the Indian economy. Among the most diversified industrial sectors, chemicals cover an array of more than 70,000 commercial products. In April-December 2017, total Foreign Direct Investments (FDI) in chemicals (excluding fertilisers) stood at US\$ 1,137 million whereas cumulative FDI till December 2017 from April 2000 was US\$ 14.430 billion.

India is the sixth largest producer of chemicals globally and third largest producer in Asia in terms of output. The country ranks third globally in the production of agro chemicals and contributes around 16 per cent to the global dyestuff and dye intermediates production.

Total exports of dyes and dye intermediates, organic and inorganic chemicals, including agro chemicals, cosmetics and toiletries, essential oils, incense sticks and castor oil, stood at US\$ 28.38 billion during the year 2017-18. The US, the UAE, the UK, Bangladesh and Saudi Arabia are the leading importers of cosmetics, toiletries and essential oils.

In the year 2017-18, exports of dyes and dye intermediaries increased 14 per cent year-on-year to US\$ 2.40 billion. During the period, exports of essential oils, cosmetics and toiletries increased 15 per cent to US\$ 1.80 billion and exports of castor oil stood at US\$ 1,044 million. Exports of inorganic, organic and agro chemicals stood at US\$ 10.67 billion, an increase of 38 per cent year-on-year.

The promotion of product groups such as dyes and dye intermediates, basic inorganic and organic chemicals, including agro-chemicals, cosmetics, toiletries, essential oils, incense sticks, castor oil and its derivatives, is handled by the Basic Chemicals, Pharmaceuticals and Cosmetics Export Promotion Council, which is popularly known as CHEMEXCIL. The Council organises promotional events and fairs to help exporters identify potential markets abroad and providing publicity and marketing back-up.

The chemical sector is expected to double to US\$ 300 billion by 2025, clocking an annual growth rate of 15-20 per cent. To achieve this, government is working on a draft chemical policy that will focus on meeting the rising demand for chemicals and reduce imports.

(Source: <https://www.ibef.org/exports/chemical-industry-india.aspx>)

INDIAN DYES AND CHEMICAL INDUSTRY

The dye & dyestuff industry plays an important role in the overall growth of the chemical industry. Major portion of dyes are used in the textile industry and textile, carpet and garment industry are one of the largest and most prominent sectors. Growth of the textile industry has a direct impact on the growth of dyes stuff industry.

Textile dyestuff had a worldwide market of around US \$ 5.7 billion last year. Largest categories are reactive and disperse dyes that accounts for about 44% of total value. Asia-Pacific represents largest share and accounts for about 40% of the global share, while the Indian dye stuff industry contributes to just 7% of the world's global production.

Dyes and dye intermediates consist of basic dyes: azo acid and direct dyes; disperse dyes; fast color bases; reactive dyes; sulphur dyes; vat dyes; organic pigments; naphthols; and optical brighteners. The organized sector dominates with 65% share of the total market, while the unorganized sector controls the remaining 35% of the market.

Indian Market Scenario

The Indian dyestuff industry plays a vital role in the economic development of the country. It is one of the core chemical industries in India. It is also the second highest export segment in the chemical industry. Maharashtra and Gujarat account for 90% of dyestuff production in India due to the availability of raw materials and dominance of textile industry in these regions. The major users of dyes in India are textiles, paper, plastics, printing ink and foodstuff industries. The textiles sector consumes around 80% of the total production due to high demand for polyester and cotton, globally.

Product-Wise Classification of the Indian dye & dyestuff industry is given below:



Globally, the dye & dyestuff industry has seen an impressive growth. Initially the industry's production bases were mostly in the west, but in the last few years, they have been shifting to the East. The Indian dyestuff sector, which previously used to cater to the needs of domestic textile industry, now has not only enhanced its reach in the domestic market but has gradually made a dent in the global zone.

Today, India exports dyes and dye intermediates to those countries on which it was once dependent for imports. All types of dyes, reactive, acid, inkjet, disperse, leather dyes are produced in India and are exported globally.

(Source: <https://www.tpci.in/blogs/product-profile-indian-dye-and-dye-stuffs-industry/>)

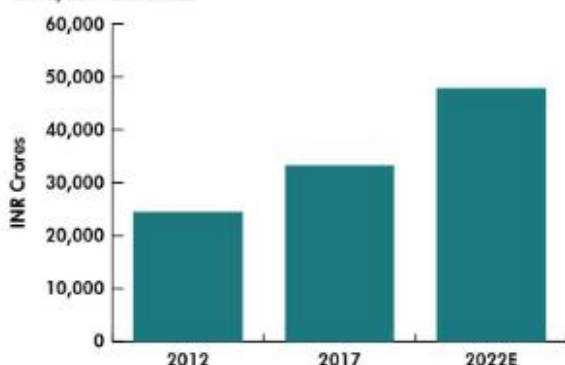
India Dyes Market Size

Indian dyes market is expected to generate revenues worth approximately Rs.48000 crore by the year ending 2022, thus growing at a positive CAGR in the forecasted year 2017-2022, a Ken Research report said.

The report said, the growth of dyestuff sector in the future will be highly dependent upon the performance of end user applications such as textiles, printing inks, paper, plastics, foodstuff and others.

India Dyes Market Structure

Figure 1.1: India Dyes Market Size on the Basis of Revenue in INR Crores, 2012, 2017 and 2022E



Source: Ken Research Analysis



(Source: <http://www.uniindia.com/india-dyes-market-poised-to-generate-rs-48k-revenue-by-2022-survey/business-economy/news/1246831.html>)

Dyes Used in Textiles

Dyes used in textiles are used to color the original raw material and therefore product. Dyes can be synthetic, which means they're scientifically made with chemicals, or natural, meaning made with things found in nature. Dyeing is usually processed into textiles through a combination of water and the synthetic or natural dyes. The water used for this process in textile manufacturing is immense, which has created the need to have other dry processing for dyes, but none of them are as effective as wet dyeing.

Natural dyes are made from plants and minerals, then are combined with starches and seaweed to make sure it takes to the material.

Synthetic dyes are usually made from coal tar and petroleum. They vary so much because different materials require different chemicals to make the dye adhere. For example, you can't use the same dye for leather that you would for cotton, due to the extreme difference in material.

According to their nuclear makeup, dyes can be anionic or cationic. Some types of synthetic dyes include:

- **Acid:** Acid-based dyes are used mostly on nylons and wool.
- **Sulfur:** These dyes are combines with caustic soda and water to color clothing, but they lighten quickly.
- **Reactive:** These dyes only dye clothing as a reaction to certain fibers, and are best used on silk, wool, and acrylics.
- **Azoic:** Lighter colored dyes that fade quickly but are cheap to use.
- **Oxidation:** These dyes start off without color and are combined with specific chemicals to create new colors. This type of dye is used a lot for hair coloring.
- **Mordent:** This is a chrome based dye that has to be blended with different types of acid to color wools and cotton.

- Solvent: This dye is usually used in organic dyeing processes because it can be used with organic compounds.
- Vat: These dyes require four steps of processing, starting off in a vat, and then being combined with certain chemicals.

Each dye has a different process to properly color the material, and none of them are as simple as taking the dye, combining it with water, and soaking the material. Instead they have to be combined with chemicals to make the dye react or adhere to the material. Additionally, some dyes can be combined together to make a better solution to color difficult materials, such as polyester and rayon. Dyes are a chemical, but they aren't the only chemical that is used in producing textiles.

(Source: <https://study.com/academy/lesson/chemicals-dyes-used-in-the-textile-industry.html>)

Union Budget 2019-20

- Under Union Budget 2019-20, Government of India allocated around Rs 5,831.48 crore (US\$ 808.24 million) for the Ministry of Textiles.
- Rs 1,058.55 crore (US\$ 146.72 billion) into Textile Infrastructure.
- Rs 700 crore (US\$ 97.02 million) have been allocated for the Amended Technology Upgradation Fund Scheme (ATUFS).
- The allocation for Remission of State Levies (ROSL) is Rs 1,000 crore (US\$ 138.60 million), which is expected to be beneficial for exporters of made-ups and apparels, as backlog will be cleared and working capital will be released.
- The government has allocated Rs 159.08 crore (US\$ 22.05 million) towards schemes for powerloom units.
- The government has allocated Rs 20 crore (US\$ 2.77 million) for the Scheme for Integrated Textile Parks.
- The National Handloom Development Programme will get Rs 456.80 crore (US\$ 63.31 million) and the Integrated Processing Development Scheme will get Rs 3.50 crore (US\$ 0.49 million).

(Source: <https://www.ibef.org/download/textiles-and-apparel-mar-2019.pdf>)

BUSINESS OVERVIEW

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Prospectus, including the information contained in the section titled ‘Risk Factors’, beginning on page no. 27 of this Draft Prospectus.

This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section titled ‘Risk Factors’ and the chapters titled ‘Restated Financial Statement’ and ‘Management Discussion and Analysis of Financial Conditions and Results of Operations’ beginning on page nos. 27, 172 and 250 respectively, of this Draft Prospectus.

Unless the context otherwise requires, in relation to business operations, in this section of this Draft Prospectus, all references to “we”, “us”, “our” and “our Company” are to Indo Colchem Limited and Group Entities as the case may be.

OVERVIEW

Our Company was originally incorporated in Ahmedabad as “M.S. Papers Private Limited” on September 26, 1986 under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat. The name of our Company was changed to “Indo Colchem Private Limited” and a fresh Certificate of Incorporation consequent to the change of name was granted to our Company on October 18, 1991 by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat. The status of our Company was changed to a public limited company and the name of our Company was further changed to “Indo Colchem Limited” by a special resolution passed on September 28, 1992. A fresh certificate of incorporation consequent upon Conversion of Company to “Indo Colchem Limited” was issued on November 05, 1992 by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat. The status of our Company was changed to a Private limited company and the name of our Company was further changed to “Indo Colchem Private Limited” by a special resolution passed on July 25, 2013. A fresh certificate of incorporation consequent upon Conversion of Company to “Indo Colchem Limited” was issued on January 22, 2019 by the Registrar of Companies, Ahmedabad. The Company’s Corporate Identity Number is U24100GJ1986PLC009016. The registered office of our company is situated at Plot No. 36, Phase II, GIDC Vatva, Ahmedabad – 382445, Gujarat, India. For details of the changes in our name and registered office, please refer to the chapter titled “History and Certain Corporate Matters” beginning on page no. 130 of this Draft Prospectus.

We have started in 1980 as two small dyes unit in the name of Rangudyog & Indo Dyes Chemical Industries to take advantage of exemption limit of excise of Rs. 5 lakh p.a. the plant’s capacity in the initial stage was 2 tons per month, we gradually increased to 50 tons per month in the next 7 years. In the year 1987, we put up a small H-Acid unit for captive consumption. We further expanded one more unit in Naroda and one in Odhav. All these units were classified as SSI units. In the year 1995, we stopped the production of H-Acid as it was not viable for such capacity and considering the opportunities in the market we started manufacturing another intermediate i.e. C-Acid in the same unit.

There were some good and bad phases in the dyes industry, but with C-Acid we kept on progressing and were able to stay competitive in the global market. In the year 2000, we bought an adjacent plot measuring 6,500 sq. meters which totaled our entire plot area to 11,137 sq. meters. After the acquisition of land in Vatva, we stopped all other units and concentrated at Vatva. With upcoming pollution problems and Chinese competition in the dye intermediates, we stopped the production of C-Acid. The production in the plant during that time was 350 tons per month dyes unit in Crude form and Standardized dyes was around 500 tons per month.

Our Company is in the business of manufacturing of Reactive Dyes since 1986. The Company manufactures Reactive Dyes also known as Synthetic Organic Dyes having an integrated process. Having a specialisation in Various Reactive Dyes. The product of the company caters to textiles & garments manufacturers. The company also offer specialty performance chemicals to the Textile Dyeing and printing industry. We have a production capacity and Permission of GPCB of approx. 1050 tons per month. The manufacturing facility of the company is situated at Vatva GIDC in Gujarat. The facility is spread over 11,137 sq. meters in area. We are member of C.E.T.P. (Common Effluents Treatment Plant) of Vatva. So we are safe and comparatively our norms are relaxed. We strive to embrace and comply with modern requirements and global standards, making us upgrade our ways and resources systematically, setting new benchmarks for others to follow.

The company is an ISO 9001:2015, ISO 14001:2015, OHSAS 18001: 2018, ECO-Passport and GOTS certified company certifying the quality of the product our company manufactures.

Our Company is promoted and managed by Mr. Satish Sampatraj Shah and Mr. Chirag Satish Shah. The executive leadership team manages the corporation as a whole and is responsible for defining and implementing a strategy to maximize long-term benefits. Strategic management is looked after by setting short and long-term objectives and goals, devising the plans and tools to achieve them and finally helping our employees to implement them. In addition, we have established a corporate-wide policy. Our promoters are actively and fully involved in the day-to-day affairs of our company's operations. The experience of our company's management is reflected in company's performance where Revenue has grown from Rs. 1,47,60,65,059 in F.Y. 2016-17 to Rs. 1,62,58,41,464 in F.Y. 2017-18 and Profit before Tax has grown from Rs. 6,52,27,001 to Rs. 9,69,00,629 in the same period. Under the leadership of the promoters, our company have seen remarkable growth both in operations and financial performance.

Our Company manufactures dyes of various concentrations which is the deciding factor for the pricing of the product. We procure quality raw materials from Chemical industries like, Bodal Chemicals Limited, Bhagaria industries limited, Mayur Dye chem industries Ltd., Kiri dyes & chemicals ltd. Etc. The company focuses on continuously exploring opportunities in the dyes and dye intermediate industry. Within a span of two decades our company has expanded its manufacturing capacity at exceptional rate along with high end infrastructure to address the growing needs of existing and new market. Understanding customer needs along with the spirit of Innovation is the foundation on which Indo Colchem stands today. Our company generates most of its revenue from export operations and products of the company are exported to countries like, Turkey, Egypt, Bangladesh, Brazil, Canada, Thailand, USA etc. We have a dedicated technical team which looks after the quality and consistency of the product we manufacture. We ensure that manufacturing meets all environment, health and safety standards. Sales wise we also shifted from domestic sales to indirect exports and then to direct exports to almost all parts of the world. We now have got a clearance of 1050 tons crude, synthetic, organic dye stuff with many more options for manufacturing purpose. In order to achieve this we have made huge expansion at our current plant with some backward integration and a separate Turquoise plant.

Our Financial Snapshot is as under:
















Particulars	For the period ended 30 th Dec. 2018	F.Y. 2017-18	F.Y. 2016-17	F.Y. 2015-16
Revenue	1,29,22,54,886	1,62,58,41,464	1,47,60,65,059	1,27,72,74,323
EBITDA	14,13,87,872	13,23,33,430	9,98,39,064	10,88,76,564
Profit After Tax	6,06,31,272	7,04,67,440	4,73,84,440	5,51,05,438

Our Company's location and manufacturing facilities are as below:

Registered Office and Manufacturing facility: Plot No. 36, Phase II, GIDC Vatva, Ahmedabad – 382445, Gujarat, India.

Corporate office : 606-A, Sukh Sagar Complex, Near Hotel Fortune Landmark, Usmanpura, Ahmedabad – 380013, Gujarat, India.

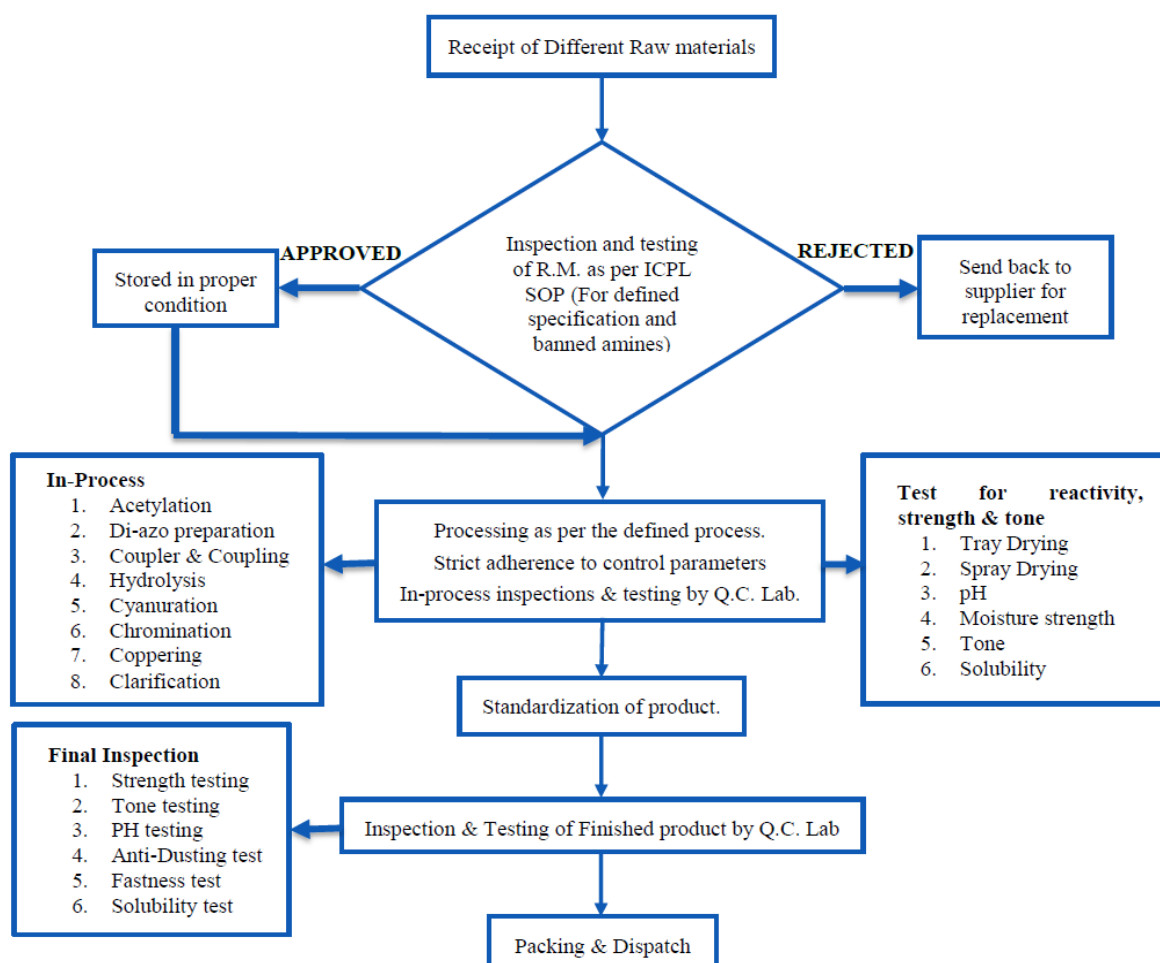
OUR MAJOR PRODUCTS

Sr. No.	Name of Product	Image of Product
1	Reactive Black WNN	
2	Reactive Blue 203	
3	Reactive Red 195	
4	Reactive Blue R	
5	Reactive Yellow 145	
6	Reactive Blue 250	
7	Reactive Orange 122	
8	Reactive Blue 21	
9	Reactive Orange 13	
10	Reactive Black 39	
11	Reactive Red 250	
12	Reactive Red CD	
13	Reactive Red 223	
14	Reactive Black 8	
15	Reactive Red 111	

16	Reactive Orange R(Daba)	
17	Reactive Red 198	
18	Reactive Red 21S	
19	Reactive Red 120	
20	Reactive Red 222	
21	Reactive Blue 160	
22	Reactive Blue 222	
23	Reactive Blue 221	
24	Reactive Red 141	
25	Reactive Blue 198	
26	Reactive Yellow 160	
27	Reactive Blue FNG	
28	Reactive Blue 194	
29	Reactive Blue 220	
30	Reactive Blue 171	
31	Reactive Yellow 44	
32	Reactive Black 31	
33	Reactive Orange 107	

34	Reactive Orange 12	
35	Reactive Yellow 84	
36	Reactive Violet 5	
37	Reactive Yellow 18	
38	Reactive Orange 84	
39	Reactive Yellow 15	
40	Direct Black 22	
41	Reactive Yellow XLR	
42	Acid Black 210	
43	Reactive Yellow HEXL	
44	Acid Black 194	
45	Direct Blue 201	
46	Direct Blue 199	

OUR PRODUCTION PROCESS



Description:

Indo Colchem Limited has indigenous “state-of-the-art” R&D Centre accredited by Department of Science and Technology, Govt. of India. Moreover, Q.C laboratory is fully equipped with all the modern equipment and instruments for carrying out all the necessary steps.

Our Process for quality assurance as follows.

Step 1: All the procured raw materials are tested as per our defined Standard Operating Procedure (for specification and banned amines). Rejected materials send back to Supplier and approved materials are further taken in to the production.

Step 2: Production is carried out as per our defined process under strict adherence of control parameter. During the process, quality of interim is also tested at Laboratory.

Step 3: We then standardize the product as per the specification and requirements.

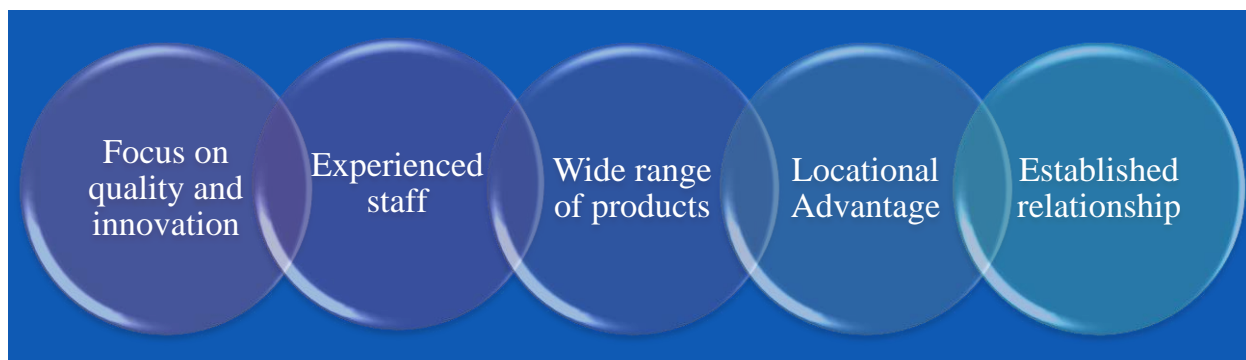
Step 4: Finished products are tested in Q.C. Lab for ensuring quality.

Step 5: After testing, they are packed into baggage as per the requirement of the customer.

Step 6: After proper packaging as per the customer's order, they are either directly loaded into trucks for shipment or they are stored inside the premises itself.

We do have and follow all the preventive measures at every step to ensure that the finished product should be as per the desired specification and defined parameter.

OUR COMPETITIVE STRENGTHS



Focus on quality and innovation

All products that we manufacture are inspected by our Quality Control Department and the inspection is also done for both raw materials and finished products to ensure the adherence to desired specifications. Since, our Company is dedicated towards quality of the products, it enables our Company to maintain the brand image. We have a dedicated R&D team which constantly works for waste effluent management, improving the quality and the likes. We are consistently endeavouring by supplying quality material of the exact specifications at the right time, thus establishing a long lasting relationship with the customers. Our Company is dedicated towards quality of products, processes and inputs; we get repetitive orders from our buyers, as we are capable of meeting their quality standards.

Experienced Promoters and Management

We have an experienced management team including our promoters who have more than 3 decade of experience in dye industry. Our Company is led by our promoters, Mr. Satish Shah and Mr. Chirag Shah who has strong experience and knowledge of the industry. We rely on our senior management vision and experience in the industry. Our Promoters and Directors have played a key role in driving the growth of our business. Our management and operational team has strong industrial and operational experience that has helped drive our growth.

Wide range of products

Beside manufacturing of numerous types of Reactive Dyes products, Our Company has large number of products and offers an entire range of specialty chemicals used in Textiles & Garments Processing namely the Pre-treatment, Printing, Dyeing and Finishing Process. We also offer specialty performance chemicals to the Leather & Agrochemicals industry.

Locational Advantage

The manufacturing facility of the Company is located at Vatva, Ahmedabad, Gujarat. We ensure that manufacturing meets all environment, health and safety standards. All infrastructure facilities like skilled labour, raw material, technology, transportation etc. are easily available due to extensive industrialization in the area. We procure more than 100 kind of raw materials which are used in our manufacturing process and they are procured mostly from domestic players having their facility/warehouses in close proximity to our manufacturing

facility hence reducing the cost of transportation substantially without compromising on the quality of the raw material procured.

Well established relationship with clients

We have developed a strong client base for our product and services and enjoy certain level of an established relationship with them. Our business and growth are significantly depending on our ability to maintain the client relationship. We understand the dye industry is highly competitive and maintaining healthy relationship with them will help us to beat the competition. We have gained significant experience and have established track record and reputation for efficient and timely delivery of our product and services

BUSINESS STRATEGY

The key elements of our strategies are as follows:

Reduction of Operational costs

Apart from expanding business and revenues we have to look for areas to reduce costs and achieve efficiencies in order to remain a cost competitive company. We focus on power reduction by use of latest technology and modification in production process. However, our management will be devising a plan of intermediates manufacturing by which we can reduce our cost significantly. This will not only reduce the cost of production but also reduce the dependency on third party suppliers.

Vertical integration of production process

The company intends to increase the research and development efforts to develop manufacturing process for a wider range of dyes products, by vertically integrating the production processes, to meet customers' specific requirements and needs. This will serve as an effective expansion measure. This can be done through continual improvement in technology, cut manufacturing costs through process improvement, develop new product lines which are environmentally responsible.

Widening of customer base

With the growing opportunities available in the market, we will endeavour to continue to grow our business by adding new customers in existing and new geographies and also new market segments & products. We are also making efforts and diagnosing the domestic markets for our own brand product. The strategy going forward is to cater the market of other international locations, viz., Vietnam, Mexico, Brazil, Africa, USA and Europe. The demand for dye is ever increasing even in India where catering to newer customer will be comparatively an easier task.

Capacity Utilization

Our Maximum production capacity as per GPCB consent is 1050 M.T. per month. The Company utilizes approximately average of 355 M.T. per month out of its total production capacity.

We produce 40-50 products in total. Our production is subject to the demand by our customers. So, the production keeps fluctuating. We are not continuous single product manufacturer. In the case of commodity products, the production capacity is different and in special products the production capacity is different.

Strong Branding

Branding is a critical part of the marketing strategy for not only consumer goods, but also in B2B communication. Customers in the chemical industry are ready to switch brands if they get the chemically equivalent product. Indo Colchem Limited is consistently striving hard to create a unique brand-name in the

market by delivering quality product consistently and providing support and consultancy can help build a reputable brand name. As a result, branding is highly dependent on pricing and performance of the supplier and thus is an important aspect of the business strategy of the company.

Direct Sales

Since chemicals are a complex commodity, there is a lot of information that needs to be conveyed to a prospective customer before finalizing a sale. Mass marketing mediums don't work well as it can only communicate a limited amount of information. Consequently, we at Indo Colchem Limited have a strong sales team to persuade the client to purchase by presenting company's superior product portfolio. It is essential that all members of the sales team are on the same page with each one of them trying to promote the same key product delivering similar messages. This strategy helps us to cater to a wide market as well as capture the international markets.

CORPORATE SOCIAL RESPONSIBILITY

Being a part of the dyes industry, there is an increasing demand to develop sustainable production and more sustainable products. We as a responsible company have realized these challenges already a long time ago and are continuously working towards improving environmental protection and enhancing resource conservation. We are also engaged in several charitable activities such as education, health and well-being of the common people to improve their quality of life. The challenge is to make our planet a better place, and we will keep on stone unturned to achieve our goals, come what may.

- During financial year 2016 – 2017, CSR expenditure amounted to RS. 16,81,500.
- During financial year 2017 – 2018, CSR expenditure amounted to RS. 11,53,000.

SWOT ANALYSIS

Strength:-

- **Product Quality Compliances** – We supply our Products to traders which have to meet International Standard. Hence all our products are 'ISO, GOTS, ECO PASSPORT' certified in enjoying the greatest acceptability in the global market.
- **Wide Product range** – We supply Various products i.e, ME Brand, HE brand, VS brand, M brand, H brand, ED series, WR series, RGB Series, RR series, direct Dyes, Acid dyes which fulfill our customer demand. Hence it's a major advantage for attracting customers in repetitive orders. This industry being a highly competitive industry requires strong customer base to grow and stay ahead.
- **Experienced management** – Our promoters are in the dye industry for more than 3 decade. Our technical team is led by qualified people who have the relevant technical knowledge. Their rich knowledge and experience gives our company a major benefit in devising and implementing the perfect strategy to stand above the competition.
- **Good R&D base and quality Human Resource** – Our lab has been recognised as R&D centre by the Government of India through council of scientific and industrial research. We are also having well experienced and trained personnel working with us. Thus skilled labour has also been our strength from the start.
- **Global Branding** – We are currently in the process of obtaining the Blue Sign Certification which would indeed be a prerequisite for us in the current scenario. After having obtained the certificate, it will not only boost our product performance but also help us to capitalise a wider and potential business market.

Weakness:-

- **Dependent on third party suppliers for raw material** – Our Company procures Dye intermediates from third party producers. It does not have its own manufacturing facility for producing intermediates and hence is largely dependent on third parties. Thus, we are setting up a new backward integration plant to eliminate this weakness in our journey to becoming the leaders in dye and dye intermediaries industry.

Opportunities:-

- **Decreasing competition from China** –Dye industry has only 2 major players across the globe, India and China. With increasing environmental norms and strict government regulations w.r.t operating a chemical industry, the competition which was being faced by China is slowly eroding. There have been many shutdowns in China positively impacting the dye industry in India which has also witnessed growth in Dye prices. There have been a rapid increase in labour cost of late which has given the India a competitive advantage over China. With decrease in total supply, dye manufacturers have huge opportunity both in terms of volume and value.
- **Penetration in new market** – due to our new backward integration plan we are looking forward to penetrate in new markets of commodity products which have not been captured by us. We will also be able to sell products which we were not able to sell before.

Threats:

- **Increasing competition** – Dye industry is highly competitive which faces competition from both organized and unorganized player. Our company faces tough competition from them in terms of pricing and customer base. Also, there are always the chances of new players entering this sector since barriers to entry are low. However, our company has been successful enough to compete with them with increasing market share.
- **Regulatory risks** – Our Company deals in hazardous chemicals. H-acid, one of the products that is used in dye manufacturing is amongst the most polluting industrial effluent. It is toxic and no biodegradable. Hence here there is huge amount of compliance risk wherein it is obvious to state that if the Company fails to comply with Environmental Laws and Regulations, the results of operations will be adversely affected. However, this can be handled with proper treatment plant in factory and Common Treatment plant.

UTILITIES AND INFRASTRUCTURE FACILITIES

Our Offices are well equipped with computer systems and other communication equipment, power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly;

Water

We have local water source at factory to meet our water requirements.

Power

Our company purchases its electricity from Torrent Power Limited.

Raw Material

We require various raw materials to carry on the manufacturing activities which are procured by import as well as from domestic market.

LIST OF MAJOR CUSTOMERS

Our major list of customers are as follow for the period ended on December, 2018:

Sr. No.	Name of Customers	Amount in Rs.
1.	Kyung – in synthetic Corporation – Korea	12,65,15,877.56
2.	Blooming Group Co. Ltd.	5,93,29,463.08
3.	Rifa Co. Ltd. – Korea	4,56,45,094.25
4.	Color Brasil Importacao E Exportacao Ltda- Brasil	3,46,10,639.25
5.	Miguel Oliveira Sucessores S.A. – Portugal	3,18,25,763.30
6.	Kisco India Pvt. Ltd.	2,43,40,430.00
7.	Top Trade Exim	2,16,68,093.00
8.	Fumo Chem Pvt. Ltd.	1,97,85,650.00
9.	Vinny Overseas Ltd.	1,22,07,397.00
10.	Namrata Enterprise	51,03,500.00

LIST OF MAJOR SUPPLIERS

Our major list of suppliers are as follow for the period ended on December, 2018:

Sr. No.	Name of Suppliers	Amount in Rs.
1.	Bansal Alkalies Pvt. Ltd	11,58,05,218.00
2.	Hindprakash Tradelink Pvt. Ltd.	31,71,00,661.00
3.	Dipsi Chemicals & Industries Pvt. Ltd.	4,22,36,809.00
4.	Tulsi Dychem Pvt. Ltd.	3,86,78,621.00
5.	National Intermediates Corporation	3,79,82,271.00
6.	Anjani Dyes & Intermediates Pvt. Ltd.	3,39,37,423.00
7.	Navil Exims Pvt. Ltd.	3,23,14,173.00
8.	Crystal Quinone Pvt. Ltd.	1,47,03,761.00
9.	Bhavin Industries	1,88,41,768.00
10.	Bluetron	1,59,72,013.00

MAJOR PLANT AND MACHINERY

Our key plant and machineries are listed below;

- Filter Press Machine (Blue Plant)
- Goods Lift
- Storage Tank
- New Centrifuges Machine- Blue Plant
- New Plant for Blue Nutch
- New Plant For Blue Vessal
- Centrifuges
- New Chiling Plant
- Storage Tank of Spray Drayer plant
- New RO Plant
- S.S.Reactor Vessals
- New Steam Boilar
- Old MS Tenk
- Hot Air Generator Boiler
- FBC Pollution Control Evaporation
- Pulveriser Machine

- Spectro Photo Meter
- Storage Tank of RO Plant
- Storage Tank
- laboratory Equipment
- Chilling Plant
- filter press (blue plant)
- Hot air pack machine
- Ice crusher Machine
- Ice maker plant
- MS clarifier
- Pipe & pipe fitting
- Spectro photo meter
- Fluidised bed type combustion furnace
- fork lift
- HAG Pipeline
- Chilling Plant
- Air Compressor
- Blender
- Boiler
- Filter press Machine
- pipe line valve & pumps
- Reverse Osmosis System
- Water pollution treatment plant
- Hot air generator Boiler
- Spin Flash Dryer
- Blue storage vessel
- Blue Vessel
- Centrifuge Machine
- spray Dryer
- Vessels
- MS storage tank sulphuric
- MS Storage tank OLEUM
- Old Tank
- Dyes plant vessel
- ETP storage tank
- Centrifuge Machine
- Dryer

HUMAN RESOURCES/ EMPLOYEES

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our company looks for specific skill-sets, interests and background that would be an asset for our business. Our business model comprises of senior level executives, professionals, experienced, qualified and semi qualified personnel. Our company has HR department which recruits and manages this division and ensures that personnel required are made available in time, train them and make them ready according to their job profile. Our Company currently has 148 employees in total. Our work processes and

skilled/ semi-skilled/ unskilled resources together with our strong management team have enabled us to successfully implement our growth plans. Further, the company does not employ workers on contract basis.

The details of manpower employed as on date are as under:

Category	Company Pay Roll
Executive Directors	3
Senior Managerial Team / KMP	2
Administrative staff	33
Skilled Workers	32
Semi-Skilled Workers	35
Unskilled Workers	43
TOTAL	148

COMPETITION

Dye and chemical industry being a large and global industry, we face competition from various domestic and international players. The industry is largely organized and fragmented with many small and medium sized companies and entities. Most of our competitors in the regional level are from the organized sector of the Dye industry. Even with a diversified product portfolio, quality approach, processing flexibility and modern technology we may have to face competitive pressures. We intend to continue competing vigorously to capture more market share and manage our growth in an optimal way. We believe the principal elements of competition in Dye industry are price, quality, timely delivery and reliability.

EXPORT AND IMPORT OBLIGATION

The Company confirms that they do not have any export and import obligations as on the date of this Draft Prospectus.

MARKETING AND DISTRIBUTION ARRANGEMENT

Our success lies in the strength of our relationship with our customers who have been associated with our company for continues period. We get the orders from our customers who are domestic as well as overseas based. Our Promoters Director through their experience and good relations with customers owing to timely and quality delivery of products plays an instrumental role in creating and expanding a work platform for our Company.

We are ISO 9001:2015, 14001:2015 and OHSAS 18001: 2018 certified Company. We have also registered our company under Textile Certification Global Organic Textile Standard (GOTS) Standard. Our customers are located in the India as well as out of India like Turkey, Egypt, Bangladesh, Brazil, Canada, Thailand, USA etc.

COLLABORATIONS

As on the date of this Draft Prospectus, the Company has not entered into any Collaboration.

PROPERTIES



Immovable properties

We own and lease certain properties for our corporate operations and projects. The brief details of some of the material properties owned/leased by our Company are set out below:

Sr. No.	Location of the property	Owned/ Leased/ Licence	Lessor/Owner	Consideration/ Lease Rental/ Licence Fees (Rs.)
1.	Survey No. 504 paiki of village (Mouje) Vinzol, Taluka Dasroi: Area of 6,500 sq. mts. Out of Plot No. 36, Phase II, GIDC, Vatva, Ahmedabad.	Owned (Order passed by District Collector, Ahmedabad Order No. CB/LND – 2/ V-1456/Ka-5225/02 dated August 17, 2002)	Indo Colchem Limited	Rs. 37,37,500/- (Amount after including premium, NA tax and fine is Rs. 40,77,450/-)
2.	Area of 4,637 sq. mts. Out of Plot No. 36, Phase II, GIDC, Vatva, Ahmedabad.	Leased (order dated December 2, 1995 issued by GIDC approving transfer of the said land in favour of the Company with effect from November 29, 1995) (Expire in the year 2074 = 99 years)	GIDC	As per Original Lease Deed: Rs. 97,377/- as the premium price and the yearly rent of Rs. 6/- (Rupees six only) as per the original lease deed.
3.	903-A, Sukh Sagar Complex, Near Hotel Fortune Landmark, Usmanpura, Ahmedabad – 380013	Leave & Licence (23 Months and 29 days from commencing November 1, 2018.)	Mr. Kantilal Choudhary	Licensee Fees: Rs. 13,000/- per month Security Deposit: Non-interest bearing security deposit of Rs. 26,000/-

Intellectual Properties

Our Company does not have any Intellectual Property rights and has not entered into any trade mark registration except as mentioned below.

Sr. No.	Trademark	Type	Classes	Applicant	Application No.	Date of Application	Registration Status
1		Wordmark	2	Indo Colchem Limited	2415606	October 22, 2012	Registered (Valid till October 22, 2022)
2		Wordmark	2	Indo Colchem Limited	4087167	February 14, 2019	Accepted & Advertised

INSURANCE POLICIES

Except as mentioned below, our Company does not have any Insurance Policy as on date of this Draft Prospectus.

Sr. No.	Policy No.	Policy Details	Expiry date	Sum Assured Amt (In Rs.)	Insurance Company
1	2457/00100433/000/00	Marine Cargo Sales turnover Policy	30.04.2020	2,00,00,00,000	Cholamandalam MS General Insurance Company Limited
2	2018-C1841360-MLO	Empty Container Policy	24.07.2019	1,00,00,000	Future Generali India Insurance Company Limited
3	21060048180300000021	Money Insurance	30.8.2019	1,40,00,000	The New India Assurance Company Limited
4	0304002736	Public Liability	27.09.2019	5,00,00,000	Tata AIG General Insurance Company Limited
5	0236431620	Group Personal Accident	11.07.2019	6,68,21,400	Tata AIG General Insurance Company Limited
6	0236431620	Group Personal Accident	11.07.2019	18,00,000	Tata AIG General Insurance Company Limited
7	21060011180100001900	Standard Fire & Special Perils Policy	15.10.2019	84,20,00,000	The New India Assurance Company Limited
8	21060011180100001899	Standard Fire & Special Perils Policy	15.10.2019	46,00,00,000	The New India Assurance Company Limited
9	21060046180100000299	Burglary Insurance	15.10.2019	46,00,00,000	The New India Assurance Company Limited
10	3118/00000488/000/00	Public Liability Insurance	12.03.2020	10,00,00,000	Cholamandalam MS General Insurance Company Limited
11	2280095947	Workmens Compansation	04.11.2019	1,20,00,000	Tata AIG General Insurance Company Limited

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the chapter titled “Government and other Approvals” beginning on page no. 265 of this Draft Prospectus.

The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local bye-laws. The following is an overview of the important laws, regulations and policies which are relevant to our business in India. Certain information detailed in this chapter has been obtained from publications available in the public domain. The description of law, regulations and policies set out below are not exhaustive, and are only intended to provide general information to bidders and is neither designed nor intended to be a substitute for professional legal advice.

In addition to what has been specified in this Draft Prospectus, taxation statutes such as the Income Tax Act, 1961 and Central Goods and Services Tax Act, 2017, various labor laws and other miscellaneous laws apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled “Government and Other Approvals” beginning on page no. 265 of this Draft Prospectus.

Depending upon the nature of the activities undertaken by our Company the following are the various regulations are applicable to our company

INDUSTRY RELATED LAW:

LAWS AND GOVERNMENT SCHEMES APPLICABLE TO THE INDUSTRY/ALLIED INDUSTRIES THAT AFFECT THE COMPANY

(i) *National Textiles Policy, 2000 (“NTxP – 2000”)*

The Government of India in November 2000 announced the National Textile Policy – 2000, thereby replacing the previous Textile Policy of 1985. The main objective of the NTxP – 2000 is to enable the industry to attain and sustain a pre-eminent global standing in the manufacture and export of clothing. The NTxP – 2000 finds place in this Section of our Report as the motive of the NTxP – 2000 is to develop a vision statement for the growth of the textile industry and the textile industry is the largest consumer of the dyes manufactured by the Company. The features of the NTxP – 2000 highlighted below are therefore limited only to the extent that they affect the business of the Company. The government is contemplating revising the NTxP – 2000, however, the revised scheme has not been notified yet. The objectives of the NTxP – 2000 (to the extent relevant are as under):

- In the context of carpet making, government intervention will be on technology upgradation including indigenisation of machines; development of testing facilities; and use of natural dyes
- In the context of made-ups, the approach for the growth of the segment would be to expand facilities for machine dyeing and finishing of the yarn that is used for made ups from handloom fabrics

- In the context of processing and finishing, in order to bring about the necessary improvement, the thrust will be given on development of eco-friendly dyes, including natural and vegetable dyes, and on energy conservation

(ii) *Scheme for Assistance to Strengthen Specific Sectors in the Textile Value Chain, dated January 10, 2019, Government of Gujarat (“Gujarat Scheme”)*

Applicable to the state of Gujarat, the Gujarat Scheme is effective from September 4, 2018 to December 31, 2023 and is applicable *inter alia* to dyeing manufacturing. Some of the main benefits available under the GUJARAT scheme are as under:

- Credit linked interest subsidy (@6% for MSMEs) upto a maximum of Rs. 20 crore per annum for 5 years (subject to certain other conditions set out therein)
- Power tariff subsidy of Rs. 2 per billed unit (kwh) to enterprise having LT or HT connection for 5 years from date of commencement of commercial production (subject to certain other conditions set out therein)
- Assistance for Energy Conservation, Water Conservation and Environmental Compliance by giving (i) assistance of 20% of cost of machinery and equipment, maximum up to Rs. 30 lakhs which will be applicable separately in each case of Energy Conservation, Water Conservation and Environment Compliance and (ii) assistance of 50% of the fee paid towards Energy Audit/ Water Audit, up to maximum Rs. 1 lakh, which will be applicable separately in each case of audit. This incentive shall be allowed once in 2 years.

BUSINESS/TRADE RELATED LAWS/REGULATIONS

1. *The Micro, Small and Medium Enterprises Development Act, 2006 (“MSMED Act”)*

The MSMED Act is an act to provide for facilitating the promotion, development and enhancing the competitiveness of micro, small and medium enterprises. This statute constitutes a board called the ‘National Board for Micro, Small and Medium Enterprises’ (MSME Board) and lays down the constitution, powers and function of the MSME Board. The MSMED Act under section 7 specifies the classification of various enterprises and sets up an advisory committee to examine the matters referred to it by the MSME Board. In order to achieve the promotion, development and enhancing the competitiveness of micro, small and medium enterprises, MSMED Act provides various benefits to the registered entities through introduction of various subsidies, schemes and incentives; grant of credit facilities; introduce various skill development programmes for the workers, employees, management, technology up-gradation, cluster development schemes; provide funds by way of government grants, etc.

2. *Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010 (“CEA Regulations”)*

The CEA Regulations are regulations framed by Central Electricity Authority of India under Electricity Act, 2003 and came into effect on September 20, 2010. The objective of the CEA Regulations is to regulate the measures relating to safety and supply of electricity in India. Rule 43 of the CEC Regulations makes a provision for obtaining the approval of the Electrical Inspector for any electrical installation, if the voltage of that installation exceeds 650 volts.

LAWS APPLICABLE TO THE MANUFACTURING UNIT AND OTHER LABOUR RELATED LAWS

1. *The Factories Act, 1948*

The Factories Act, 1948 (“Factories Act”) aims at regulating labour employed in factories. The Factories Act defines a ‘factory’ to be any premises including the precincts thereof, on which on any day in the previous 12 months, 10 or more workers are or were working and in which a manufacturing process is being carried on or is ordinarily carried on with the aid of power; or where at least 20 workers are or were working on any day in the preceding 12 months and on which a manufacturing process is being carried on or is ordinarily carried on without the aid of power. State governments prescribe rules with respect to the prior submission of plans, their approval for the establishment of factories and the registration and –licensing of factories.

The Factories Act provides that the ‘occupier’ of a factory (defined as the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors) shall ensure the health, safety and welfare of all workers while they are at work in the factory, especially in respect of safety and proper maintenance of the factory such that it does not pose health risks, the safe use, handling, storage and transport of factory articles and substances, provision of adequate instruction, training and supervision to ensure workers’ health and safety, cleanliness and safe working conditions. If there is a contravention of any of the provisions of the Factories Act or the rules framed thereunder, the occupier and manager of the factory may be punished with imprisonment or with a fine or with both. Further, the state government has enacted the Gujarat Factories Rules, 1963, which seek to regulate labour employed in factories in the State of Gujarat and makes provisions for the safety, health and welfare of the workers. The said Rules also mandate maintenance of certain statutory registers in the factory.

2. *The Payment of Bonus Act, 1965 (“POB Act”)*

The PoB Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed. An employee becomes entitled to be paid bonus in accordance with the provisions of the PoB Act if he has worked for at least 30 days in a year.

3. *Minimum Wages Act, 1948*

The Minimum Wages Act, 1948 was enacted to establish minimum wages for certain categories of employees. Under this Act, the Central and the State Governments stipulate the scheduled industries and establishments and fix minimum wages. Workers are required to be paid for overtime at overtime rates stipulated by the appropriate State Government. Further, employees who have been paid less than the minimum wages are entitled to the payment of the shortfall amount, together with compensation, which may extend up to ten times the shortfall amount.

4. *The Employees State Insurance Act, 1948 (“ESIC Act”)*

The ESIC Act aims to provide for certain benefits to employees in case of sickness, maternity, employment injury disablement and to make provision for certain other matters in relation thereto. The Act provides for the establishment of a Corporation to be known as the Employees’ State Insurance Corporation for the purpose of the administration of Employees State Insurance Scheme. The Corporation shall be a body corporate by the name of Employees’ State Insurance Corporation having perpetual succession and a common seal and shall by the said name sue and be sued.

5. *The Payment of Gratuity Act, 1972 (“Gratuity Act”)*

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which 10 (ten) or more persons are employed or were employed on any day of the preceding 12 (twelve) months and in such other establishments in which 10 (ten) or more employees are employed or were employed on any day of the

preceding 12 (twelve) months, as notified by the Central Government from time to time. Under the Gratuity Act, an employee who has been in continuous service for a period of 5 (five) years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service.

6. *The Industrial Disputes Act, 1947*

The Industrial Disputes Act, 1947 provides the procedure for investigation and settlement of industrial disputes. When a dispute exists or is apprehended, the appropriate Government may refer the dispute to a labour court, tribunal or arbitrator, to prevent the occurrence or continuance of the dispute, or a strike or lock-out while a proceeding is pending. The labour courts and tribunals may grant appropriate relief including ordering modification of contracts of employment or reinstatement of workmen. Further, as per Section 9C, every industrial undertaking employing more than 20 workmen is required to appoint a grievance redressal committee for the resolution of disputes arising out of individual grievance. Such committee shall consist of equal number of representatives of the employer and workmen, in aggregate not exceeding 6 members.

7. *Contract Labour (Regulation and Abolition) Act, 1970*

Contract Labour (Regulation and Abolition) Act, 1970 is enacted to regulate the employment of contract labour in certain establishments and also provides for its abolition in certain circumstances. This statute applies to every establishment where 20 (twenty) or more workmen are employed or were employed on any day of the preceding 12 (twelve) months as contract labour and to every contractor who employs or who employed on any day of the preceding 12 (twelve) months 20 (twenty) or more workmen. The statute casts a duty on every principal employer of such establishment to whom the act applies to obtain registration certificate and with any subsequent change in the number of workmen employed, the same needs to be renewed/amended. The Contract Labour (Regulation and Abolition) Act, states that it is the responsibility and liability of every principal employer and contractor of contract labour to maintain the health and welfare of workmen in terms of their canteens, drinking water, rest-rooms, first-aid facilities, payment of wages and other ancillary facilities. This statute also prescribes penalty provisions for non-compliance or contravention of the provisions of the Contract Labour (Regulation and Abolition) Act.

8. *Employees Provident Fund And Miscellaneous Provisions Act, 1952 (“EPF Act”)*

Under the EPF Act, compulsory provident fund, employee’s pension fund and deposit linked insurance are payable to employees in factories and other establishments. The EPF Act inter-alia provides that a factory mentioned in Schedule I employing 20 (twenty) or more persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee’s provident fund. The Central Government may notify other establishments to which the EPF Act shall apply. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee’s contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also inter-alia imposes punishments on any person who avoids making payments required to be made under the schemes made under the EPF Act and specifically on employers who contravene or default in complying with certain provisions of the EPF Act.

9. *Employees’ Compensation Act, 1923 (“ECA”)*

The ECA has been enacted with the objective to provide for the payment of compensation by certain classes of employers to their workmen or their survivors for injuries resulting in (i) the death or (ii) permanent total

disablement (iii) permanent partial disablement (iv) temporary disablement whether total or partial, or who has contracted an occupational disease of such workmen. The ECA makes every employer liable to pay compensation in accordance with the provisions of the ECA if any injury is caused to a workman (including those employed through a contractor) by an accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the ECA within one month from the date it falls due, the Commissioner may direct the employer to pay the compensation amount along with simple interest and may also impose a penalty.

10. *Payment of Wages Act, 1936 (“Payment of Wages Act”)*

The Payment of Wages Act applies inter alia to the persons employed in any factory and to persons employed in industrial or other establishments. Under sub-section (6) of section 1 of the Payment of Wages Act, the Central Government is empowered to enhance the wage-limit for its applicability, after every five years, on the basis of the Index of Consumer Expenditure Survey brought out by the National Sample Survey Office of Ministry of Statistics Programme Implementation, by notification in the Office Gazette. The existing wage limit for applicability of the Act has recently been enhanced from Rs.18,000/- per month to Rs.24,000/- per month vide Gazette Notification S.O. No. 2806 I dated 28th August, 2017. The Payment of Wages Act confers on the person(s) responsible for payment of wages certain obligations with respect to the maintenance of registers and the display in such factory/establishment, of the abstracts of the Payment of Wages Act and Rules made there under.

11. *The Maternity Benefit Act, 1961*

The Maternity Benefit Act, 1961 was enacted by Parliament in the Twelfth Year of the Republic of India to regulate the employment of women in certain establishments for certain periods before and after child-birth and to provide for maternity benefit and certain other benefits.

12. *The Equal Remuneration Act, 1976 and Equal Remuneration Rules, 1976 (“Equal Remuneration Act”)*

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

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

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

14. *Child Labour Prohibition and Regulation Act, 1986*

This statute prohibits employment of children (defined as being below 14 years of age) in any occupations and processes and the employment of adolescent (defined as being above 14 but below 18 years of age) in any hazardous occupation or processes specified in the said Act. The Central Government, may by notification, specify the non-hazardous work to which an adolescent may be employed.

15. *Industrial Employment (Standing Orders) Act, 1946*

The Industrial Employment (Standing Orders) Act, 1946 require employers in industrial establishments formally to define conditions of employment under them and applies to every industrial establishment wherein one hundred or more workmen are employed, or were employed on any day of the preceding twelve months. The Act inter alia requires an establishment to submit draft standing orders to the Certifying Officer for approval/certification which orders shall deal with all matters applicable to the establishment as specified in the Act.

TAX RELATED LEGISLATIONS

1. *Income Tax Act, 1961*

Income Tax Act, 1961 is applicable to every company whose income is taxable under the provisions of the Income Tax Act or Rules made thereunder depending upon its residential status and the type of income involved. Under section 139(1) every company is required to file its income tax return for every 'Previous Year' (as defined under the Act) within the specified due date.

2. *Central Goods and Services Tax Act, 2017 (the "GST Act")*

The GST Act deals with the levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. The Company is required to be registered under the GST Act. Prior to implementation of the GST Act, other taxes like the Value Added Tax Act, Service Tax, Central Excise were also applicable to the Company.

3. *Customs Act, 1962*

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

4. *The Gujarat State Tax on Professions, Trade, Callings and Employments Act, 1976*

Companies registered under the Companies Act and engaged in any profession, trade or calling is required to obtain a registration under the captioned Act and to pay professional tax at prescribed rates to the state government.

LAWS RELATING TO INTELLECTUAL PROPERTY

1. *The Trademarks Act, 1999 ("Trademarks Act")*

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

While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favouring ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Once registered, the copyright protection of a work lasts for 60 years.

The remedies available in the event of infringement of a copyright under the Copyright Act include civil proceedings for damages, account of profits, injunction and the delivery of the infringing copies to the copyright owner.

IMPORTANT GENERAL LAWS

1. *The Companies Act, 2013*

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

2. *The Negotiable Instruments Act, 1881 (NI Act)*

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

3. *The Sale of Goods Act, 1930 (“Sale of Goods Act”)*

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional. According to the provisions of this Act, a contract of sale is made by an offer to buy or sell the goods for a price and the acceptance of such offer. The Act further provides that the contract may provide for the immediate delivery of the goods or immediate payment of the price or both or for the delivery or

payment by installments or that the delivery or payment or both shall be postponed. Provisions are made in this Act for existing or future goods, perishable goods, ascertainment of price, conditions and warranties, effects of the contract, delivery to courier, duties of seller and buyer, buyer's right of examining the goods, liability of buyer for neglecting or refusing the delivery of goods, rights of unpaid seller, suits for breach of the contract, sale, etc.

4. *The Indian Contract Act, 1872*

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as "void" or "voidable". The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

ENVIRONMENTAL LEGISLATIONS

1. *The Environment Protection Act, 1986 ("Environment Protection Act")*

The Environment Act has been enacted for the protection and improvement of the environment. The Environment Act empowers the government of India (GOI) to take measures to protect and improve the environment such as by laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas in which any Industries, operations or processes or class of industries, operations or processes shall not be carried out or shall be carried out subject to certain safeguards and so on. The GOI may make rules for regulating environmental pollution. The Environment (Protection) Rules, 1986 (Environment Rules), as amended, further the purpose of the Environment Act. Rule 3 of the Environment Rules read with the Schedules to the Rules lay down the standards of emission or discharge of environmental pollutants. Rule 3 also permits the central board or state boards to prescribe even more stringent emission/discharge standards. Rule 5 sets out the procedure and considerations to be taken into account by the Central Government while passing an order prohibiting or restricting the location of industries.

2. *Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")*

The central and state pollution control boards constituted under the Water Act are also to perform functions as per the Air Act for the prevention and control of air pollution. The Air Act aims for the prevention, control and abatement of air pollution. In terms of the Air Act, it is mandated that no person can, without the previous consent of the state board, establish or operate any industrial plant in an air pollution control area.

3. *Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")*

The Water Act aims to prevent and control water pollution. This legislation provides for the constitution of a central pollution control board and state pollution control boards for the performance of various functions relating to prevention and control of water pollution. Prior consent of the State Board is required before the establishment of a new operation which is likely to discharge sewage or trade effluent into a stream, well, sewer or on land. The Water Act prohibits the use of a stream or well for the disposal of any polluting matter. The State Boards have the power of entry and inspection and to take samples of effluents passing from any plant into any stream or well for the purposes of determining such violation.

4. *Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016*

In exercise of the powers conferred to the Central Government under the Environment Act, the Central Government has also made certain rules thereunder, one of them being the Hazardous and Other Waste (Management and Transboundary Movement) Rules, 2016. The said Rules apply to hazardous wastes as specified in the various Schedules of the said Rules. Every occupier engaged in handling, generation, collection, storage, packaging, transportation, use, treatment, processing, recycling, recovery, pre-processing, co-processing, utilisation, offering for sale, transfer or disposal of the hazardous and other wastes such waste is required to obtain necessary authorisation from the State Pollution Control Board. Further, section 25 of the said Rules makes the occupier liable for any damages caused to the environment or third party due to improper handling of hazardous wastes including payment of financial penalties. There is a duty cast on the occupier to report accident if any occurring as a result of such hazardous waste and also to maintain adequate records and returns in the manner as specified in the rules.

5. *The Public Liability Insurance Act, 1991*

Public Liability Insurance Act, 1991 provides for public liability insurance for the purpose of providing immediate relief to the persons affected by accident occurring while handling any hazardous substance and for matters connected therewith or incidental thereto. It is the duty of the owner to take out one or more insurance policies providing for contracts of insurance whereby he is insured against liability to give relief.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated in Ahmedabad as “M.S. Papers Private Limited” on September 26, 1986 under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat. The name of our Company was changed to “Indo Colchem Private Limited” and a fresh Certificate of Incorporation consequent to the change of name was granted to our Company on October 18, 1991 by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat. The status of our Company was changed to a public limited company and the name of our Company was further changed to “Indo Colchem Limited” by a special resolution passed on September 28, 1992. A fresh certificate of incorporation consequent upon Conversion of Company to “Indo Colchem Limited” was issued on November 05, 1992 by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat. The status of our Company was changed to a Private limited company and the name of our Company was further changed to “Indo Colchem Private Limited” by a special resolution passed on July 25, 2013. A fresh certificate of incorporation consequent upon Conversion of Company to “Indo Colchem Limited” was issued on January 22, 2019 by the Registrar of Companies, Ahmedabad. The Company’s Corporate Identity Number is U24100GJ1986PLC009016. The registered office of our company is situated at Plot No. 36, Phase II, GIDC Vatva, Ahmedabad – 382445, Gujarat, India.

ABOUT OUR COMPANY

We have started in 1980 as two small dyes unit in the name of Rangudyog & Indo Dyes Chemical Industries to take advantage of exemption limit of excise of RS 5 lakh p.a. the plant’s capacity in the initial stage was 2 tons per month, we gradually increased to 50 tons per month in the next 7 years. In the year 1987, we put up a small H-Acid unit for captive consumption. We further expanded one more unit in Naroda and one in Odhav. All these units were classified as SSI units. In the year 1995, we stopped the production of H-Acid as it was not viable for such capacity and considering the opportunities in the market we started manufacturing another intermediate i.e. C-Acid in the same unit. This decision turned out to be a success as we were the only producer of C-Acid in the world except the MNC’s.

There were some good and bad phases in the dyes industry, but with C-Acid we kept on progressing and were able to stay competitive in the global market. In the year 2000, we bought an adjacent plot measuring 6,500 sq. meters which totaled our entire plot area to 11,137 sq. meters. After the acquisition of land in Vatva, we stopped all other units and concentrated at Vatva. With upcoming pollution problems and Chinese competition in the dye intermediates, we stopped the production of C-Acid. The production in the plant during that time was 350 tons per month dyes unit in Crude form and Standardized dyes was around 500 tons per month.

Our Company is in the business of manufacturing of Reactive Dyes since 1986. The Company manufactures Reactive Dyes also known as Synthetic Organic Dyes having an integrated process. Having a specialization in Various Reactive Dyes. The product of the company caters to textiles & garments manufacturers. The company also offer specialty performance chemicals to the Textile Dyeing and printing industry. We have a production capacity and Permission of GPCB of approx 1050 tons per month. The manufacturing facility of the company is situated at Vatva GIDC in Gujarat. The facility is spread over 11,137 sq. meters in area. We are member of C.E.T.P. (Common Effluents Treatment Plant) of Vatva. We strive to embrace and comply with modern requirements and global standards, making us upgrade our ways and resources systematically, setting new benchmarks for others to follow.

The company is an ISO 9001:2015, ISO 14001:2015, OHSAS 18001: 2018 and GOTS certified company certifying the quality of the product our company manufactures.

Our Company is promoted and managed by Mr. Satish Sampatraj Shah and Mr. Chirag Satish Shah. The executive leadership team manages the corporation as a whole and is responsible for defining and implementing

a strategy to maximize long-term benefits. Strategic management is looked after by setting short and long-term objectives and goals, devising the plans and tools to achieve them and finally helping our employees to implement them. In addition, we have established a corporate-wide policy. Our promoters are actively and fully involved in the day-to-day affairs of our company's operations. The experience of our company's management is reflected in company's performance where Revenue has grown from Rs. 1,47,60,65,059 in F.Y. 2016-17 to Rs. 1,62,58,41,464 in F.Y. 2017-18. Under the leadership of the promoters, our company have seen remarkable growth both in operations and financial performance.

Our Company manufactures dyes of various concentrations which is the deciding factor for the pricing of the product. We procure quality raw materials from Chemical industries like, Bodal Chemicals Limited, Bhagaria industries limited, Mayur Dye chem industries Ltd., Kiri dyes & chemicals ltd. Etc. The company focuses on continuously exploring opportunities in the dyes and dye intermediate industry. Within a span of two decades our company has expanded its manufacturing capacity at exceptional rate along with high end infrastructure to address the growing needs of existing and new market. Understanding customer needs along with the spirit of Innovation is the foundation on which Indo Colchem stands today. Our company generates most of its revenue from export operations and products of the company are exported to countries like, Turkey, Egypt, Bangladesh, Brazil, Canada, Thailand, USA etc. We have a dedicated technical team which looks after the quality and consistency of the product we manufacture. We ensure that manufacturing meets all environment, health and safety standards. Sales wise we also shifted from domestic sales to indirect exports and then to direct exports to almost all parts of the world. We now have got a clearance of 1050 tons crude, synthetic, organic dye stuff with many more options for manufacturing purpose. In order to achieve this we have made huge expansion at our current plant with some backward integration and a separate Turquoise plant. This plant would initiate production by January 2019 and full fledged production would start in 2019-20.

Our Financial Snapshot is as under:

Particulars	For the period ended 30 th Dec. 2018	F.Y. 2017-18	F.Y. 2016-17	F.Y. 2015-16
Revenue	1,29,22,54,886	1,62,58,41,464	1,47,60,65,059	1,27,72,74,323
EBITDA	14,13,87,872	13,23,33,430	9,98,39,064	10,88,76,564
Profit After Tax	6,06,31,272	7,04,67,440	4,73,84,440	5,51,05,438

For further details pertaining to our financial performance, please see ***“Financial Information”*** beginning on page no. 172 of this Draft Prospectus.

For details on the government approvals, please refer to the chapter titled ***“Government and Other Approvals”*** on page no. 265 of this Draft Prospectus.

For further details of our Company's activities, services and the growth of our Company, please refer to the chapters titled ***“Business Overview”*** and ***“Management's Discussion and Analysis of Financial Conditions and Results of Operations”*** beginning on page nos. 106 and 250 respectively of this Draft Prospectus.

The total number of members of our Company as on the date of filing of this Draft Prospectus is 8 (Eight only). For further details, please refer the chapter titled ***“Capital Structure”*** beginning on page no. 62 of this Draft Prospectus.

CHANGES IN REGISTERED OFFICE

The registered office of the Company is situated at Plot No. 36, Phase II, GIDC Vatva, Ahmedabad – 382445, Gujarat, India. Except as mentioned below, the registered office address has remained the same and there is no change in the registered office address as on the date of filing this Draft Prospectus. For further details of our

Properties, please refer to the chapter titled **“Business Overview”** beginning on page no. 106 of this Draft Prospectus.

- From 47, Hirabhai Market, Diwan Ballubhai Marg, Ahmedabad to 36/2, GIDC phase II, Vatva, Ahmedabad with effect from 01.07.1991.

MAJOR EVENTS IN THE HISTORY OF OUR COMPANY

Financial Year	Major Events/ Achievements
1991	Change of name of Company from “M.S. Papers Private Limited” to “Indo Colchem Private Limited”.
1992	Change in the name of Company from “Indo Colchem Private Limited” to “Indo Colchem Limited” consequent upon Conversion of the Company from “Pvt. Ltd.” To “Limited”.
1995	Award from World Trade center, Bombay
2001	Achieves Chemexcil’s Annual Awards
2005	Award from ECGC, Ahmedabad for focus on Exports
2007	Certified as an ISO 14001:2015 Company
2008	Certified as an ISO 9001:2015 Company
2013	Change in the name of Company from “Indo Colchem Limited” to “Indo Colchem Private Limited” consequent upon Conversion of the Company from “Limited” To “Pvt. Ltd.”.
2015	Award from The Gujarat Dyestuff Manufacturers Association for self-manufactured direct export of dyes
2018	Letter of approval from CU Inspections & Certifications India Private Limited for Global Organic Textile Standard
2018	Certified as BS OHSAS 18001:2007 Company
2019	Change in the name of Company from “Indo Colchem Private Limited” to “Indo Colchem Limited” consequent upon Conversion of the Company from “Pvt. Ltd.” To “Limited”.

MAIN OBJECT OF THE COMPANY

To carry on the business of manufacturing and dealing in dyes, dye intermediates, pigments, chemicals, chemicals compounds (organic and inorganic) in all forms and chemical products of any nature and kind whatsoever and all by-products and joint products thereof and to manufacture, set up in-house research and developments centre, Research and Development efforts for reducing pollution particularly Bio Oxygen Demand(BOD), Chemical Oxygen Demand(COD) and also to design special machines, process to evaporate non-biodegradable CODs and to remove colouring matter and to design special machines, process to evaporate high Total Dissolved Solids (TDS) effluent with no air pollution, buy, sell, import, export and deal in chemical, chemical compounds, chemical products carry on business as chemical engineers, analytical chemists, importers, exporters, manufacturers and dealers in dyes, dyes intermediates, pigments, heavy chemicals, acid alkalies, petro chemicals, chemical compounds and chemicals of all kind (solid, liquid and gaseous), drugs, medicines, pharmaceuticals, antibiotics, tannins, tannin extracts, essences, solvents, plastics of all types, dye stuff, intermediates, textile auxiliaries, cellophanes, colour dyes, paints, varnishes, vat and other organic dyestuff, chemical auxiliaries, disinfectants, insecticides, fungicides, deodorants, bio-chemicals and pharmaceuticals, medicinal, sizing, bleaching, photographic and other preparation and articles, acids, alkalies, petrochemicals, chemical medicines, drugs, pharmaceuticals, antibiotics, tannin, tannin extracts, ssences, solvents, plastic of all types, dyes, dye stuff, intermediate, paints, varnishes, disinfectants, insecticides, fungicides, deodrants, bio-chemicals, and sizing, bleaching and photographic materials.

To carry on the business as manufactures, producers, casters, importers, exporters, buyers, sellers, converters, masters, consultant, advisors and engineers of Ferrous and all other related products and process and to manufacture, trade, import, export and assemble machineries using different technologies, that are used to produce, purify and process the metals and other related products and to encourage, aid and assist and conduct the research and development and discovery in metals or related products, process and methods.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY IN LAST TEN YEARS

The following changes have been made to our Memorandum of Association, in the last ten years from the date of filing of this Draft Prospectus;

Sr. No.	Changes In M.O.A	Date & Type of Meeting
1	Change in the name of Company from “Indo Colchem Private Limited” to “Indo Colchem Limited” consequent upon Conversion of the Company from “Pvt. Ltd.” To “Limited” and change of object by adding new object.	January 07, 2019 ; EGM
2	Increase in authorised capital from Rs. 6,00,00,000 divided into 60,00,000 Equity Shares of Rs.10 each to Rs. 14,00,00,000 divided into 140,00,000 Equity Shares of Rs.10 each	September 29, 2018 ; AGM
3	Change of main object by replacing the existing object of the Company.	December 02, 2013 ; EGM
4	Change in the name of Company from “Indo Colchem Limited” to “Indo Colchem Private Limited” consequent upon Conversion of the Company from “Limited” To “Pvt. Ltd.”.	July 25, 2013 ; EGM

HOLDING COMPANY

Our Company does not have any holding Company.

SUBSIDIARIES COMPANY

As on date of this Draft Prospectus we have only one (1) Subsidiary Company which is Clairvoyance Chemtech Private Limited. The details of our subsidiary Company are as follow:

1. Clairvoyance Chemtech Private Limited (“CCPL”)

Incorporation	CCPL was incorporated on May 22, 2018 as Clairvoyance Chemtech Private Limited under the Companies Act, 2013.
CIN	U24304GJ2018PTC102466
Registration Number	102466
Registered Office	36, 2 Phase II, G.I.D.C. Estate, Vatva, Ahmedabad – 382445.
Nature of Business	To carry on the business of manufacturing and dealing in dyes, dye intermediates, pigments, chemicals, chemicals compounds (organic and inorganic) in all forms and chemical products of any nature and kind whatsoever and all by-products and joint products thereof and to manufacture, set up in-house research and developments centre, Research and Development efforts for reducing pollution particularly Bio Oxygen Demand(BOD), Chemical Oxygen Demand(COD) and also to design special machines, process to evaporate non-biodegradable CODs and to remove colouring matter and to design special machines, process to

	evaporate high Total Dissolved Solids (TDS) effluent with no air pollution, buy, sell, import, export and deal in chemical, chemical compounds, chemical products carry on business as chemical engineers, analytical chemists, importers, exporters, manufacturers and dealers in dyes, dyes intermediates, pigments, heavy chemicals, acid alkalies, petro chemicals, chemical compounds and chemicals of all kind (solid, liquid and gaseous), drugs, medicines, pharmaceuticals, antibiotics, tannins, tannin extracts, essences, solvents, plastics of all types, dye stuff, intermediates, textile auxiliaries, cellophanes, colour-dyes, paints, varnishes, vat and other organic dyestuff, chemical auxiliaries, disinfectants, insecticides, fungicides, deodorants, biochemical and pharmaceuticals, medicinal, sizing, bleaching, photographic and other preparation and articles, acids; alkalies, petrochemicals, chemical medicines, drugs, pharmaceuticals, antibiotics, tannin, tannin extracts, essences, solvents, plastic of all types, dyes, dyestuff, intermediate, paints, varnishes, disinfectants, insecticides, fungicides, deodorants, biochemical and sizing, bleaching and photographic materials.
Registrar of Companies	Registrar of Companies, ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad - 380013.

Board of Directors

- Satish Shah
- Chirag Shah
- Piyushkumar Patel
- Jaydeepsinh Devda

Capital Structure of the Company

Particulars	No. of Equity shares of Rs. 10 each
Authorised Capital	10,000
Issued, Subscribed and Paid-up Capital	10,000

Shareholding Pattern

Our Company holds 100% of the Equity Share Capital of the CCPL.

Brief Financial Information

(Amt. In Rs.)

Particulars	December 31, 2018	2017 – 18	2016 – 17	2015 - 16
Equity Capital	1,00,000	-	-	-
Reserves (excluding revaluation reserve) and Surplus	-	-	-	-
Net Worth	1,00,000	-	-	-
Income including other income	-	-	-	-
Profit/ (Loss) after tax	-	-	-	-
Earnings per share (face value of Rs. 10 each)	-	-	-	-
Net asset value per share	10	-	-	-

Other disclosures:

- The equity shares of CCPL are not listed on any stock exchange;

- CCPL is neither a sick Company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up.
- No application has been made to RoC for striking off the name of CCPL;
- CCPL is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.

JOINT VENTURES OF OUR COMPANY

Our Company has not entered into any joint ventures as on date of filing of this Draft Prospectus.

REVALUATION OF ASSETS IN THE LAST TEN YEARS

Our Company has not revalued its assets in the last ten years from the date of filing of this Draft Prospectus.

MERGERS, ACQUISITIONS AND UNDERTAKINGS IN THE HISTORY OF OUR COMPANY

There has been no merger or acquisition of businesses or undertakings in the history of our Company and we have not acquired any business/undertakings till date.

SHAREHOLDERS' AGREEMENT

As on the date of this Draft Prospectus, our company does not have any shareholders' agreement.

OTHER AGREEMENTS

Except as mentioned below, our Company has not entered into any specific or special agreements that have been entered into in ordinary course of business as on the date of filing of this Draft Prospectus.

1. Contract or Labour Work Agreement dated November 19, 2018, executed by the Company with Narayan Netiram Rabari:

- Stamp Duty: Non-judicial stamp paper of Rs.100/- (Rupees hundred only)
- Scope of work covered: Work of dyes packing.
- Term: 2 (two) years w.e.f. November 1, 2018 to October 31, 2020.
- Commencement date: November 1, 2018.
- Termination: Before the completion of the period of the contract, either of the parties can terminate the contract by giving one month's notice to the other party. Also if Mr. Narayan or his workers breaches any condition of this contract then the Company shall have the right to terminate the contract with immediate effect; and no compensation in lieu of the notice shall be paid by the Company to Mr. Narayan.
- Important terms and conditions:
 - The person/men brought by Mr. Narayan for the work will be treated as his workmen and if in future such person/men brings any industrial dispute against the Company, the same will be treated as the responsibility of Mr. Narayan. Also if pursuant to the dispute there is any increase in the financial responsibility of the Company or if any amount is required to be paid by the Company, then the same can be recovered from Mr. Narayan;
 - Mr. Narayan shall not engage more than 9 (nine) persons on the work at the Company on an given day;
 - Such people brought for the work by Mr. Narayan shall be appointed by him, and the terms and conditions of their appointment, payment of wages, and other benefits will be paid by Mr. Narayan; Company will not have any financial responsibility pertaining to the same. However, if the

Company is required to make the payment regarding the same then the same can be recovered by the Company from Mr. Narayan;

- iv. It shall be the responsibility of Mr. Narayan to comply with the obligations arising out of the various statutes like Factories Act, 1948; Employees Provident Fund Act, 1952; E.S.I Act, 1948; Payment of Wages Act, etc and all other statutes applicable from time to time. However, if for such responsibilities, the amount is paid by the Company, then the Company shall recover such amount from the amount bills to be paid to Mr. Narayan;
- v. It shall be the responsibility of Mr. Narayan to maintain adequate records and register and to produce the same as and when required by the Company;
- vi. The wages paid by Mr. Narayan to such person/men will be paid in the presence of the representative of the Company and also needs to obtain signature of the representative of the Company in the wage register as the proof thereof;
- vii. Mr. Narayan shall be solely responsible for the payment of compensation to the worker if the worker meets with an accident; also responsible to look after the equipments supplied by the Company, property of the Company and prevent them from any damage or any type of loss, however if damage or loss is caused then the same shall be recovered as the amount of loss from the amount of the bill; initiate disciplinary action against workers not working in accordance with the rules and regulations formulated; pay wages and other benefits to the workers employed;
- viii. The provisions of the Factories Act, 1948 applies to the Company and hence Mr. Narayan will not engage any person who is below 18 (eighteen) years of age in the factory of the Company. In addition, Mr. Narayan, shall also bring physical fitness certificate for every such workers employed showing that he is physically fit to do the work.
- ix. The Company being a Chemical Industry is also covered under Minimum Wages Act, 1948 and therefore whatever minimum wages is fixed by the Government to be paid to the worker of such Chemical Industry, shall be paid to the workers by Mr. Narayan. Further under the Minimum Wages Act whatever documents, registers that is required to be maintained is also the responsibility of Mr. Narayan.

2. *Contract or Labour Work Agreement dated March 27, 2018, executed by the Company with Mahesh Rampratap Chauhan:*

- a) Stamp Duty: Non-judicial stamp paper of Rs.100/- (Rupees hundred only) dated March 22, 2018.
- b) Scope of work covered: Loading, unloading and material shifting: Labour Work with the Company.
- c) Term: 2 (two) years w.e.f April 1, 2018 to March 31, 2020.
- d) Extension of the initial contract period: The contract of Mr. Mahesh as contract labourer was getting expired on March 31, 2018 as per the previous agreement with the Company and Mr. Mahesh on expressing his willingness to work for the Company agreed to extend the original contract for a further period of 2 (two) years on the terms and conditions as agreed in this contract dated March 27, 2018.
- e) Commencement date: April 1, 2018.
- f) Termination: If before the completion of the period of the contract, either of the parties can terminate the contract by giving one month's notice to the other party. Also if Mr. Mahesh or his workers breaches any condition of this contract then the Company shall have the right to terminate the contract with immediate effect; and no compensation in lieu of the notice shall be paid by the Company to Mr. Mahesh.
- g) Important terms and conditions:
 - i. The person/men brought by Mr. Mahesh for the work will be treated as his workmen and if in future such person/men brings any industrial dispute against the Company, the same will be treated as the responsibility of Mr. Mahesh. Also if pursuant to the dispute there is any increase in the financial responsibility of the Company or if any amount is required to be paid by the Company, then the same can be recovered from Mr. Mahesh;

- ii. Mr. Mahesh shall not engage more than 30 (thirty) workmen on the work at the Company;
- iii. It shall be the duty of Mr. Mahesh to obtain necessary license as per the rules framed by the State Government under Contract Labour (Regulation and Eradication) Act, 1970 and the proof (certified copy of such license) for the same shall be submitted to the Company. Only on the proof of such license can Mr. Mahesh start the work and it shall be his duty to renew the license from time to time and also provide the copy of such renewed license to the Company;
- iv. It shall be the responsibility of Mr. Mahesh to get the license under Contract Labour (Regulation and Eradication) Act, 1970, renewed from time to time. However, if Mr. Mahesh is not able to renew the license then for that reason whatever loss is occurred to the Company will be the responsibility of Mr. Mahesh;
- v. Such people brought for the work by Mr. Mahesh shall be appointed by him, and the terms and conditions of their appointment, payment of wages, and other benefits will be paid by Mr. Mahesh; Company will not have any financial responsibility pertaining to the same. However, if the Company is required to make the payment regarding the same then the same can be recovered by the Company from Mr. Mahesh;
- vi. It shall be the responsibility of Mr. Mahesh to comply with the obligations arising out of the various statues like Factory Act, 1948; Employees Provident Fund Act, 1952; E.S.I Act, 1948; Payment of Wages Act, etc and all other statues applicable from time to time. However, if for such responsibilities, the amount is paid by the Company, then the Company shall recover such amount from the amount bills to be paid to Mr. Mahesh;
- vii. It shall be the responsibility of Mr. Mahesh to maintain adequate records and register and to produce the same as and when required by the Company;
- viii. The wages paid by Mr. Mahesh to such person/men will be paid in the presence of the representative of the Company and also needs to obtain signature of the representative of the Company in the wage register as the proof thereof;
- ix. Mr. Mahesh shall be solely responsible for the payment of remuneration to the worker if the worker meets with an accident; also responsible to look after the equipments supplied by the Company, property of the Company and prevent them from any damage or any type of loss, however if damage or loss is caused then the same shall be recovered as the amount of loss from the amount of the bill; initiate disciplinary action against workers not working in accordance with the rules and regulations formulated; pay wages and other benefits to the workers employed;
- x. The provisions of the Factories Act, 1948 applies to the Company and hence Mr. Mahesh will not engage any person who is below 18 (eighteen) years of age in the factory of the Company. In addition, Mr. Mahesh, shall also bring physical fitness certificate for every such workers employed showing that he is physically fit to do the worke;
- xi. The Company being a Chemical Industry is also covered under Minimum Wages Act, 1948 and therefore whatever minimum wages is fixed by the Government to be paid to the worker of such Chemical Industry, shall be paid to the workers by Mr. Mahesh. Further under the Minimum Wages Act whatever documents, registers that is required to be maintained is also the responsibility of Mr. Mahesh.

TIME AND COST OVERRUNS IN SETTING UP PROJECTS

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

STRATEGIC/ FINANCIAL PARTNERS

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

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS

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

PROMOTERS OF OUR COMPANY

The Promoters of our Company are Mr. Satish Sampatraj Shah and Mr. Chirag Satish Shah. For details, please refer to the Chapter titles ***“Our Promoters and Promoter Group”*** beginning on page no. 156 of this Draft Prospectus.

FUND RAISING THROUGH EQUITY OR DEBT

For details in relation to our fund raising activities through equity and debt, please refer to the chapters titled ***“Restated Financial Statement”*** and ***“Capital Structure”*** beginning on page nos. 172 and 62 respectively, of this Draft Prospectus.

CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING A MATERIAL EFFECT

Other than as mentioned above in the chapters titled ***“Business Overview”*** and ***“History and Certain Corporate Matter”*** beginning on page nos. 106 and 130 respectively, of this Draft Prospectus, there has been no change in the activities being carried out by our Company which may have a material effect on the profits/ loss of our Company, including discontinuance of the current lines of business, loss of projects or markets and similar factors.

INJUNCTIONS OR RESTRAINING ORDERS

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

STRIKES AND LOCK-OUTS

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

NUMBER OF SHAREHOLDER IN THE COMPANY

Our Company has 8 (Eight only) shareholders, as on the date of this Draft Prospectus. For further details of our shareholding pattern, please see Chapter titled ***“Capital Structure”*** beginning on page no. 62 of this Draft Prospectus.

CORPORATE PROFILE OF OUR COMPANY

For details on the description of our Company’s activities, the growth of our Company, please see ***“Business Overview”***, ***“Management’s Discussion and Analysis of Financial Conditions and Results of Operations”*** and ***“Basis for Issue Price”*** Beginning on pages nos. 106, 250 and 93 of this Draft Prospectus.

OTHER DECLARATIONS AND DISCLOSURES

Our Company is not a listed entity and its securities have not been refused listing at any time by any recognized stock exchange in India or abroad. Further, our Company has not made any Public Issue or Rights Issue (as defined in the SEBI (ICDR) Regulations) in the past. No action has been taken against our Company by any Stock Exchange or by SEBI. Our Company is not a sick company within the meaning of the term as defined in

the Sick Industrial Companies (Special Provisions) Act, 1985. Our Company is not under winding up nor has it received a notice for striking off its name from the relevant Registrar of Companies.

OUR MANAGEMENT

The Board of Directors of our Company

Our Company has six (6) Directors consisting of three (3) Executive Directors, one (1) Non-Executive & Non-Independent Director and Two (2) Independent Directors. We confirm that the composition of our Board of Directors complies with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The following table and the brief biographies set forth the details of our Board of Directors as on the date of this Draft Prospectus.

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Date of Birth and Age	Other Directorships
Mr. Satish Sampatraj Shah <i>Chairman & Managing Director</i> Address: 7, Sugam Banglows, Prahladnagar, Tekro, Anandnagar, Ahmedabad-380051, Gujarat. Date of appointment as Director: 26/09/1986 Date of Re-appointment as Chairman and Managing Director: 01/01/2019 Term: for 5 Years till 31/12/20 23 Occupation: Business DIN: 00257121	Indian	08/11/1952 66 Years	<ul style="list-style-type: none"> • Karnavati Club Limited • The Rang Udhog Private Limited • Marudhar Industries Limited • Clairvoyance Chemtech Private Limited • Strategic Investors LLP
Mr. Chirag Satish Shah <i>Whole time Director</i> Address: 7, Sugam Banglows Prahladnagar, tekra, Anandnagar, Ahmedabad-380051, Gujarat. Date of appointment as Director: 01/06/2012 Date of Re-appointment as Whole time Director: 01/01/2019 Term: for 5 Years till 31/12/20 23 Occupation: Business DIN: 02642152	Indian	17/02/1991 28 Years	<ul style="list-style-type: none"> • The Rang Udhog Private Limited • Clairvoyance Chemtech Private Limited • Strategic Investors LLP • Titanium Logistics & Industrial Park LLP (Nominee Director on behalf of body corporate) • Redshift Engineering LLP (Nominee Director on behalf of body corporate) • Enigma Logistics and Warehousing LLP (Nominee Director on behalf of body corporate)
Mrs. Kusum Satish Shah <i>Executive Director</i> Address: 7, Sugam Banglows Prahladnagar, Tekra, Anandnagar, Ahmedabad-380051, Gujarat. Date of appointment as Director:	Indian	18/08/1957 61 Years	<ul style="list-style-type: none"> • Strategic Investors LLP

<p>30/09/2010</p> <p>Date of Re-appointment as Executive Director: 27/11/2017</p> <p>Term: Liable to retire by rotation</p> <p>Occupation: Business</p> <p>DIN: 03276576</p>			
<p>Mr. Anilkumar Kanhaiyalal Saraf <i>Non-Executive & Non-Independent Director</i></p> <p>Address: 111, IRIS Exotica, Corporate Road, Prahalad Nagar, Opp Royal Orchid, Ahmedabad-380015, Gujarat.</p> <p>Date of appointment as Director: 11/06/2011</p> <p>Date of Re-appointment as Non-Executive & Non-Independent Director: 24/05/2019</p> <p>Term: Liable to retire by rotation</p> <p>Occupation: Business</p> <p>DIN: 00507464</p>	Indian	<p>02/11/1957</p> <p>61 Years</p>	<ul style="list-style-type: none"> • Ratnam Granites and Marbles Private Limited • Titanium Logistics & Industrial Park LLP • Unyplus Quartz Surfaces LLP
<p>Dineshkumar Chhotalal Hundia <i>Independent Director</i></p> <p>Address: 285/B , Manekbag Soccity, Behind Manekbag Hall, Ambawadi, Ahmedabad 380015, Gujarat.</p> <p>Date of appointment as Independent Director: 30/06/2007</p> <p>Date of Re-appointment as Independent Director: 12/10/2018</p> <p>Term: for 5 years till 11/10/2023</p> <p>Occupation: Business</p> <p>DIN: 01754948</p>	Indian	<p>03/04/1950</p> <p>69 Years</p>	NIL
<p>Mr. Gautam Gulabchand Parekh <i>Independent Director</i></p> <p>Address: 501, Vinayak Angan, 5th Floor, 1236, Old Prabhadevi Road, Mumbai – 400025.</p> <p>Date of appointment as Independent Director: 11/02/2019</p> <p>Date of Re-appointment as Independent Director: N.A.</p>	Indian	<p>11/01/1952</p> <p>67 Years</p>	<ul style="list-style-type: none"> • Indchemie Health Specialities Private Limited • Mahindra Trustee Company Private Limited

Term: for 5 years till 10/02/2024			
Occupation: Business			
DIN: 00365417			

As on the date of this Draft Prospectus:

1. Further, none of our Directors are or were directors of any company whose shares have been/were a) suspended from trading by any of the stock exchange(s) during his/her tenure in that Company in the last five years prior to the date of filing this Draft Prospectus or (b) delisted from the stock exchanges during his/her tenure in such Company.

2. Relationship between Directors

Except as mentioned below; none of the Directors of our Company are related to each other:

Sr. No	Name	Related to	Relationship
1.	Satish sampatraj shah	Kusum Satish Shah	Wife
		Chirag satish shah	Son
2.	Kusum Satish Shah	Satish sampatraj shah	Husband
		Chirag satish shah	Son
3.	Chirag satish shah	Satish sampatraj shah	Father
		Kusum Satish Shah	Mother

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

4. Details of Service Contracts

However, there is no service contracts entered into by the Directors with the Company providing for benefits upon termination of employment.

5. None of the above mentioned Directors are on the RBI List of willful defaulters as on date of this Draft Prospectus.

6. None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or Our Company are debarred by SEBI from accessing the capital market.

7. None of the Promoters, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

Brief Profile of the Directors of our Company

MR. SATISH SAMPATRAJ SHAH – MANAGING DIRECTOR

Mr. Satish Sampatraj Shah, aged 66 years, is the promoter, Chairman and managing Director of our company. He completed his B. Sc.(Chemistry) from Gujarat University in the year 1974. He has also completed LLB from Gujarat University in the year 1976. He has 42 years of experience in this sector. He entered into entrepreneurship by starting SSI unit namely Special Boards Manufacturing Company. An eternal sense of

innovative business ideas and abundance zeal directed for diversification, started dyestuff trading business under the names of “Ran Udhyog” & “Indo dyes chemical Industries” (two SSI units with 2 tons/ month capacity in each unit in year 1980. Over a span of time, Indo Colchem Private Limited has been expanded and flourished holistically. Since incorporation he has been instrumental in the consistent growth of Company’s performance and implement a robust overall framework for the organization as a whole. He is a result oriented and resourceful managing director with a proven ability to develop and strengthen management team in order to maximize company profitability and efficiency. As the Managing Director of our Company, he is responsible for the overall growth, strategy and day to day management of the Company. He has been the main guiding force behind the growth and business strategy of our Company.

MR. CHIRAG SATISH SHAH – WHOLE TIME DIRECTOR

Mr. Chirag Satish Shah, aged 28 years, is the promoter and whole time director of the company. He holds bachelor degree of Business Administration issued from Gujarat University in the year 2012. He started his career in Indo Colchem Pvt. Ltd. As a part time trainee in year 2009. He underwent training for 3 years wherein he worked in all departments like production, Quality control, R&D, Accounts, Export- Import, HRD etc. to get a feel of company’s operation. Eventually he has been on board since 2012. He has taken many decisive steps for the growth of the company. ICL has opted backward integration and diversification path under his flagship. The legacy of leadership and entrepreneurship have been cultivated and articulated from gene itself.

MRS. KUSUM SATISH SHAH – EXECUTIVE DIRECTOR

Mrs. Kusum Satish Shah, aged 61 years, is the Executive Director of our Company. She completed her Bachelor of Arts form Rajasthan University. She has 8 years of experience in the field of administrative and management work. She is one of the shareholders of our Company.

MR. ANILKUMAR KANHAIYALAL SARAF – NON-EXECUTIVE & NON-INDEPENDENT DIRECTOR

Mr. Anilkumar Kanhaiyalal Saraf, aged 61 years, is the Non-Executive & Non-Independent Director of the Company. He has completed his Bachelor of Commerce form Jodhpur University in the year 1977. He has more than 35 years of experience in the field of marketing of Dyes Industries and then shifted to granite and marbal business with one unit in Pali, Rajasthan and 100% export into various countries.

MR. DINESHKUMAR CHHOGALAL HUNDIA – INDEPENDENT DIRECTOR

Mr. Dineshkumar Chhogalal Hundia, aged 69 years, is the Independent Director of the Company. He has completed his B.S.C.(Chemistry) from Gujarat University in the year 1969 and B. Tech in plastics technology from USA in the year 1973. He has more than 43 years of experience in manufacturing and trading activities in plastic.

MR. GAUTAM GULABCHAND PAREKH – INDEPENDENT DIRECTOR

Mr. Gautam Gulabchand Parekh, aged 67 years, is the Independent Director of the Company. He holds degree of Chartered Accountants issued from the Institute of Chartered Accountants of India in the year 1983. He has more than 39 years of experience in the fields of Accounting, Corporate law and the Direct taxes. Also he is advisor and consultants to the several business and industrial entities.

Borrowing Powers of our Board of Directors

Our Company at its Extra-Ordinary General Meeting held on January 07, 2019 passed a resolution authorizing Board of Directors pursuant to the provisions of section 180 (1) I of the Companies Act, 2013 for borrowing from time to time any sum or sums of money from any person(s) or bodies corporate (including holding Company) or any other entity, whether incorporated or not, on such terms and conditions as the Board of Directors may deem fit for the purpose of the Company’s business. The monies so borrowed together with the

monies already borrowed by our Company (apart from temporary loans obtained from the banks in the ordinary course of business) may exceed the aggregate of the paid up share capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of such borrowings together with the amount already borrowed and outstanding shall not, at any time, exceed Rs. 300 crores.

Remuneration/ Compensation of our Directors

Set forth below is the remuneration received by our Directors in F.Y. 2019.

Sr. No.	Name of Director	Designation	Amt in Rs.(p.a.)
1.	Mr. Satish Shah	Chairman & Managing Director	1,63,50,000
2.	Mr. Chirag Shah	Whole time Director	88,50,000
3.	Mrs. Kusum Shah	Executive Director	36,00,000

Terms and conditions of employment of our Managing Director

Mr. Satish Shah, Chairman & Managing Director of the Company

Mr. Satish Shah, was designated as the Chairman & Managing Director for a term of five years commencing, w.e.f. January 01, 2019.

Compensation of our Managing Director – upto Rs. 12 Lakhs per month (including all perquisites)

Terms and conditions of employment of our Whole-time Director

Mr. Chirag Shah, Whole-time Director of the Company

Mr. Chirag Shah, was designated as the Whole-time Director for a term of five years commencing, w.e.f. January 01, 2019.

Compensation of our Whole-time Director – Upto Rs. 10 Lakhs per month (including all perquisites)

Compensation of Non-Executive and Independent Directors by way of sitting fees

Pursuant to a resolution passed at the Board of Directors Meeting held on May 25, 2019, the Non-Executive Independent Directors will be paid Rs. 2,500/- for attending every meeting of Board of Directors and Committees thereof.

Further, no remuneration was paid to our Non-Executive Directors in Fiscal 2018 as well.

Shareholding of Directors in our Company

As per our Articles of Association, Directors is not required to hold qualification shares.

As on date of filing of this Draft Prospectus, except the following, none of our Directors hold any Equity Shares of our Company:

Sr. No.	Name of the Directors	Designation	No. of Shares held in our Company	% of pre-issue paid-up Equity Share Capital
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Sr. No.	Name of the Directors	Designation	No. of Shares held in our Company	% of pre-issue paid-up Equity Share Capital
1.	Mr. Satish Shah	Chairman & Managing Director	33,95,466	33.95%
2.	Mr. Chirag Shah	Whole-time Director	11,59,900	11.60%
3.	Mrs. Kusum Shah	Executive Director	14,77,600	14.78%
4.	Mr. Anilkumar Saraf	Non-Executive & Non-Independent Director	1,000	0.01%
5.	Mr. Dineshkumar Hundia	Independent Director	1,000	0.01%

Interest of Directors

All of our 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 remuneration payable to them for their services as Director of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/ paid or any loans or advances provided to anybody corporate including companies and firms, and trusts, in which they are interested as directors, members, partners or trustees.

All our Directors may also be deemed to be interested to the extent of equity shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the Issue and also to the extent of any dividend payable to them and other distribution in respect of the said equity shares.

The Directors may also be regarded as interested in the equity shares, if any, held or that may be subscribed by and allocated to the companies, firms and trusts, if any, in which they are interested as directors, members, partners, and/ or trustees.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of 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 them and the companies, firms, in which they are interested as directors, members, partners and promoters, pursuant to the Issue.

All our Directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Director himself or other company in which they hold directorship or any partnership firm in which they are partners, as declared in their respective declarations.

Interest in promotion of Our Company

Except for, being Promoters and to the extent to remuneration received/ to be received and to the extent of the Equity Shares held by them, none of our Directors have any interest in the promotion of our Company. For further details, refer under the heading of the ***“Related Party Transaction”*** in the chapter titled ***“Restated Financial Statement”*** beginning on page no. 172 of this Draft Prospectus.

Interest in the property of Our Company

Except as stated otherwise in ***‘Annexure R: Statement of Related Parties’ Transactions*** in the chapter titled ***‘Restated Financial Statement’*** beginning on page no. 172 of this Draft Prospectus, Our Directors have no

interest in any property acquired or proposed to be acquired by our Company as on date of this Draft Prospectus nor do they have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

Interest in the business of Our Company

Further, save and except as stated otherwise in ‘**Annexure R: Statement of Related Parties’ Transactions**’ in the chapter titled ‘**Restated Financial Statement**’ beginning on page no. 172 of this Draft Prospectus, our Directors do not have any other interests in our Company as on the date of this Draft Prospectus. Our Directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

Bonus or Profit Sharing Plan for the Directors

There is no bonus or profit sharing plan for the Directors of our Company.

Contingent and Deferred Compensation payable to Directors

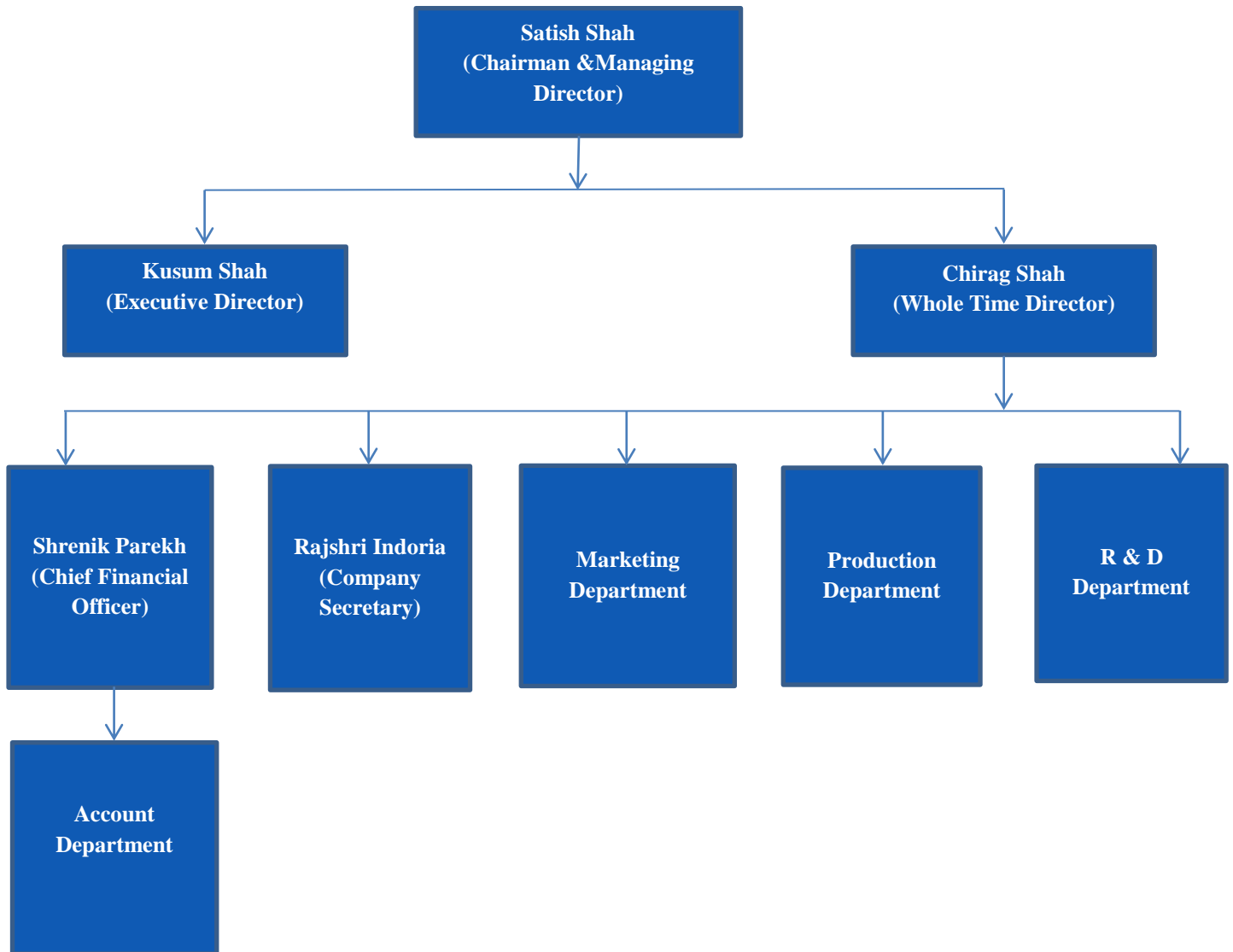
No Director has received or is entitled to any contingent or deferred compensation.

Changes in the Board for the last three years

Except as mentioned below, there has been no change in the Board of Directors during the last three (3) years:

Sr. No.	Name	Date of Change	Reason for Change
1.	Mr. Anilkumar Saraf	May 24, 2019	Change in designation to Non-Executive & Non-Independent Director
2.	Mr. Jayesh Jadawala	May 15, 2019	Cessation from Directorship
3.	Mrs. Masoom Shah	May 15, 2019	Cessation from Directorship
4.	Mr. Gautam Parekh	February 11, 2019	Appointment as an Independent Director
5.	Mr. Satish Shah	January 01, 2019	Change in designation to Chairman & Managing Director
6.	Mrs. Masoom Shah	January 01, 2019	Regularise as an Executive Director
7.	Mr. Chirag Shah	January 01, 2019	Change in designation to Whole-time Director
8.	Mrs. Masoom Shah	October 19, 2018	Appointment as an Additional Executive Director
9.	Mr. Jaydeepsinh Devda	October 19, 2018	Cessation from Directorship
10.	Mr. Dineshkumar Hundia	October 12, 2018	Re-appointment as an Independent Director
11.	Mr. Anilkumar Saraf	August 18, 2018	Change in designation to Independent Director
12.	Mr. Chirag Shah	November 27, 2017	Change in designation to Executive Director
13.	Mrs. Kusum Shah	November 27, 2017	Change in designation to Executive Director
14.	Mr. Jaydeepsinh Devda	November 27, 2017	Change in designation to Executive Director
15.	Mr. Jayesh Jadawala	November 27, 2017	Change in designation to Executive Director
16.	Mr. Sunil Singhi	July 26, 2016	Cessation as a Director

Organizational Structure of the Company



Corporate Governance

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. Further, our Company undertakes to comply with all the necessary requirements relating to Corporate Governance as prescribed under Companies Act, 2013 and SEBI Regulations.

However, our Company is in compliance with the corporate governance code in accordance with Companies Act, 2013, particularly those relating to composition of Board of Directors, constitution of committees such as Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committees. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas.

In addition to the applicable provision of the Companies Act, 2013 with respect to corporate governance, the provisions of the SEBI (LODR) Regulations, 2015 will be applicable to our Company upon the listing of the Equity Shares on Emerge Platform of NSE.

Composition of Board of Directors

Currently, our Board has Six (6) Directors. In compliance with the requirements of the Companies Act we have three (3) Executive Directors, one (1) Non-Executive & Non-Independent Director and two (2) Non-Executive Independent Directors including Women Director on our Board.

In terms of Companies Act, 2013, our Company has constituted the following Committees of the Board:

- 1) Audit Committee;
- 2) Nomination and Remuneration Committee;
- 3) Stakeholders Relationship Committee; and
- 4) Corporate Social Responsibility Committee

1) Audit Committee

The Audit Committee was constituted *vide* Board resolution dated May 25, 2019. As on the date of this Draft Prospectus the Audit Committee consists of the following Directors:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Gautam Parekh	Chairman	Independent Director
Mr. Dineshkumar Hundia	Member	Independent Director
Mr. Satish Shah	Member	Chairman & Managing Director

Our Company Secretary, Ms. Rajshri Indoria is the secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013.

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

- 4) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
- 5) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause I of sub-section 3 of Section 134 of the Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by management
 - Significant adjustments made in the financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions
 - Qualifications in the draft audit report.
- 6) Reviewing, with the management, the half yearly financial statements before submission to the board for approval
- 7) 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/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- 8) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- 9) Approval or any subsequent modification of transactions of the company with related parties;
- 10) Scrutiny of inter-corporate loans and investments;
- 11) Valuation of undertakings or assets of the company, wherever it is necessary;
- 12) Evaluation of internal financial controls and risk management systems;
- 13) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- 14) 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.
- 15) Discussion with internal auditors any significant findings and follow up there on.
- 16) 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.
- 17) 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.
- 18) 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.
- 19) To review the functioning of the Whistle Blower mechanism.
- 20) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- 21) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee enjoys following powers:

- a) To investigate any activity within its terms of reference
 - b) To seek information from any employee
 - c) To obtain outside legal or other professional advice
 - d) To secure attendance of outsiders with relevant expertise if it considers necessary
- The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of internal

audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

Quorum and Meetings

The audit committee shall meet at least four times in a year and not more than four months shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be a minimum of two independent members present. The Company Secretary of the Company acts as the Secretary to the Committee.

2) Nomination and Remuneration Committee

The constitution of the Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on May 25, 2019.

As on the date of this Draft Prospectus the Remuneration Committee consists of the following Directors:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Dineshkumar Hundia	Chairman	Independent Director
Mr. Gautam Parekh	Member	Independent Director
Mr. Anilkumar Saraf	Member	Non-Executive & Non-Independent Director

Our Company Secretary, Ms. Rajshri Indoria is the secretary of the Nomination and Remuneration Committee.

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- 1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- 2) Formulation of criteria for evaluation of Independent Directors and the Board;
- 3) Devising a policy on Board diversity;
- 4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report;
- 5) To recommend to the Board, the remuneration packages i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc. of the executive directors;
- 6) To implement, supervise and administer any share or stock option scheme of our Company; and
- 7) To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

Quorum and Meetings

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater. The Company Secretary of our Company acts as the Secretary to the Committee. The Committee is required to meet at least once a year.

3) Stakeholders Relationship Committee

The Stakeholders Relationship Committee has been formed by the Board of Directors at the meeting held on May 25, 2019.

As on the date of this Draft Prospectus the Stakeholders Relationship Committee consists of the following

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Dineshkumar Hundia	Chairman	Independent Director
Mr. Anilkumar Saraf	Member	Non-Executive & Non-Independent Director
Mr. Chirag Shah	Member	Whole time Director

Our Company Secretary, Ms. Rajshri Indoria is the secretary of the Stakeholder's Committee.

This Committee will address all grievances of Shareholders and Investors in compliance with provisions of section 178 (5) of the Companies Act, 2013 and its terms of reference include the following:

1. Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares;
2. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
3. Allotment of shares, monitoring and approving transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
4. Reference to statutory and regulatory authorities regarding investor grievances;
5. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
6. And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers; and
7. Carrying out any other function contained in the SEBI (LODR) Regulations as and when amended from time to time.

Quorum and Meetings

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be two members or one third of the members, whichever is greater. The Company Secretary of our Company acts as the Secretary to the Committee. The Committee is required to meet at least once a year.

4) Corporate Social Responsibility Committee

The members of the Corporate Social Responsibility Committee are:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Satish S Shah	Chairman	Chairman & Managing Director
Mrs. Kusum S Shah	Member	Executive Director
Mr. Dineshkumar Hundia	Member	Independent director

The Corporate Social Responsibility Committee was constituted by our Board of Directors at its meeting held on March 01, 2015 and was thereafter reconstituted on May 04, 2019. The terms of reference of the Corporate Social Responsibility Committee of our Company shall include the following:

- a) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by our Company in accordance with the provisions of the Companies Act, 2013;
 - b) Review and recommend the amount of expenditure to be incurred on activities to be undertaken by our Company;
 - c) Monitor the Corporate Social Responsibility Policy of our Company and its implementation from time to time; and
 - d) Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.
- The Company Secretary of our Company acts as the Secretary to the Committee.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

Our Company undertakes to comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 after listing of our Company's shares on the Stock Exchanges. Our Company Secretary, Ms. Rajshri Indoria, is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of price sensitive information and in the implementation of the code of conduct under the overall supervision of the Board.

KEY MANAGERIAL PERSONNEL

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

Name	Designation	Age	Qualification	Exp. In Yrs	Date Of Joining	Functional Responsibility	Current CTC (In Rs.)	Previously Employed
Mr. Satish Sampatraj Shah	Chairman & Managing Director	66	B.Sc.(Chemistry), LLB	42	01/07/2009	Handles the overall functioning of the company with direct involvement in sales, marketing, strategy, logistics, business development, and product categories.	9.50 Lakhs per month	N.A.
Mr. Chirag Satish Shah	Whole time Director	28	Bachelor Business Administration	7	01/06/2012	Handle all department like production, quality control, export-import, R&D, HRD etc.	8.50 Lakhs per month	NA
Mr. Shrenik Anil Parekh	Chief Financial Officer	26	Chartered Accountant from ICAI	6	18/08/2018	Statutory Audit, Tax Audit, Stock Audit, accounts and all financial work etc.	0.79 Lakh per month	- Firefly Batteries Pvt. Ltd. - Electrotherm (India) Ltd. - S. R. Batliboi & Co. LLP
Ms. Rajshri Indoria	Company Secretary & Compliance Officer	27	Company Secretary from ICSI	NIL	19/10/2018	Handles all secretarial compliance related to Company	0.30 Lakh per month	NIL

Notes:

- All of our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no agreement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the above mentioned personnel was selected as a Key Managerial Personnel of senior management.
- Except as mentioned below none of the Key Managerial Personnel are “related” to each other of our Company as defined under the Companies Act, 2013.

- Mr. Satish Sampatraj Shah is the father of Mr. Chirag Satish Shah.

Bonus and/ or Profit Sharing Plan for the Key Managerial Personnel

Our Company does not have any bonus and/ or profit sharing plan for the Key Managerial Personnel. However, Our Company makes bonus payments to the employees based on their performances, which is as per their terms of appointment.

Contingent and Deferred Compensation payable to Key Managerial Personnel

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

Shareholding of the Key Managerial Personnel

Except as mentioned below, none of our KMPs holds any Equity Shares of our Company as on date of filing of this Draft Prospectus.

Sr. No.	Name of the Directors	Designation	No. of Shares held in our Company	% of pre-issue paid-up Equity Share Capital
1.	Mr. Satish Shah	Chairman & Managing Director	33,95,466	33.96%
2.	Mr. Chirag Shah	Whole-time Director	11,59,900	11.60%

Remuneration paid to Key Managerial Personnel

Except as mentioned below, None of our KMPs have received remuneration during the period ended on March 31, 2019.

Sr. No.	Name of the KMPs	Designation	Amount in (Rs.)
1.	Mr. Satish Shah	Chairman & Managing Director	1,63,50,000
2.	Mr. Chirag Shah	Whole-time Director	88,50,000
3.	Mr. Shrenik Parekh	Chief Financial Officer	4,02,129
4.	Ms. Rajshri Indoria	Company Secretary & Compliance Officer	1,13,695

Changes in Key Managerial Personnel during the last three years

Following have been the changes in the Key Managerial Personnel during the last three years:

Sr. No.	Name	Date of Change	Reason for Change
1.	Mr. Satish Shah	January 01, 2019	Appointment as Chairman & Managing Director
2.	Mr. Chirag Shah	January 01, 2019	Appointment as Whole-time Director
3.	Ms. Rajshri Indoria	October 19, 2018	Appointment as Company Secretary & Compliance Officer
4.	Mr. Shrenik Parekh	August 18, 2018	Appointment as Chief Financial Officer

Interest of Key Managerial Personnel (Property given on lease)

None of our key managerial personnel has any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business.

Our key managerial personnel may also be deemed to be interested to the extent of Equity Shares that may be subscribed for and allotted to them, pursuant to this Issue. Such key managerial personnel 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.

None of our key managerial personnel has been paid any consideration of any nature, other than their remuneration.

Scheme of Employee Stock Options or Employee Stock Purchase (ESOP/ESPS SCHEME)

Our Company does not have any Employee Stock Option Scheme or other similar scheme giving options in our Equity Shares to our employees.

Employees

As on the date of this Draft Prospectus, our Company has 148 employees including the Executive Directors. For details of the Employees/ Manpower of our Company, please refer to the paragraph titled 'Manpower' under the chapter titled "***Business Overview***" beginning on page no. 106 of this Draft Prospectus.

Loans to Key Managerial Personnel

There are no loans outstanding against the Key Managerial Personnel as on the date of this Draft Prospectus.


Payment of Benefits to officers of our Company (non-salary related)

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, we have not paid/ given any benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Draft Prospectus.


OUR PROMOTERS & PROMOTER GROUP

The Promoters of our Company are:

1. MR. SATISH SAMPATRAJ SHAH

		<p>Mr. Satish Sampatraj Shah, aged 66 years, is the promoter and Chairman & Managing Director of our company. He completed his B. Sc.(Chemistry) from Gujarat University in the year 1974. He has also completed LLB from Gujarat University in the year 1976. Ha has 42 years of experience in this sector. He entered into entrepreneurship by etarting SSI unit namely Special Boards Manufacturing Company. An eternal sense of innovative business ideas and abundance zeal directed for diversification, started dyestuff trading business under the names of “Ran Udhyog” & “Indo dyes chemical Industries” (two SSI units with 2 tons/ month capacity in each unit in year 1980. Over a span of time, Indo Colchem Private Limited has been expanded and flourished holistically. Since incorporation he has been instrumental in the consistent growth of Company’s performance and implements a robust overall framework for the organization as a whole. He is a result oriented and resourceful managing director with a proven ability to develop and strengthen management team in order to maximize company profitability and efficiency. As the Managing Director of our Company, he is responsible for the overall growth, strategy and day to day management of the Company. He has been the main guiding force behind the growth and business strategy of our Company.</p>
Date of Birth	November 08, 1952	
DIN	00257121	
PAN	AGDPS3253J	
Aadhar Card No.	6564 4396 5603	
Driving License	GJ01 20030032546	
Passport Number	Z1735865	
Nationality	Indian	
Address	7, Sugam Banglows, Tekro, Prahladnagar, Ahmedabad-380051, Gujarat.	

2) MR. CHIRAG SATISH SHAH

		<p>Mr. Chirag Satish Shah, aged 28 years, is the promoter and whole time director of the company. He holds bachelor degree of Business Administration issued from Gujarat University in the year 2012. He started his career in Indo Colchem Pvt. Ltd. As a part time trainee in year 2009. He underwent training for 3 years wherein he worked in all departments like production, Quality control, R&D, Accounts, Export- Import, HRD etc. to get a feel of company’s operation. Eventually he has been on board since 2012. He has taken many decisive steps for the growth of the company. ICL has opted backward integration and diversification path under his flagship. The legacy of leadership and entrepreneurship have been cultivated and articulated from gene itself.</p>
Date of Birth	February 17, 1991	
DIN	02642152	
PAN	CFQPS1639E	
Aadhar Card No.	9638 3788 5826	

Driving License	GJ01 20090349148	
Passport Number	N8935222	
Nationality	Indian	
Address	7, Sugam Banglows, Prahladnagar, Tekro, Aanandnagar, Ahmedabad- 380051, Gujarat.	

*For additional details on the age, background, personal address, educational qualifications, experience, positions / posts, other ventures and Directorships held in the past including terms of appointment, please see the chapter titled “**Our Management**” beginning on page no. 140 of this Draft Prospectus and “**Our Promoters and Promoter Group**” beginning on page no.156 of this Draft Prospectus.*

*For details of the build-up of our Promoters’ shareholding in our Company, please see Notes to Capital Structure in the chapter titled “**Capital Structure**” beginning on page no. 62 of this Draft Prospectus.*

Other Declaration and Confirmations

Our Company hereby confirms that the personal details of our Individual Promoter viz., Permanent Account Number, Passport Number and Bank Account Number have been submitted to Stock Exchange, at the time of filing this Draft Prospectus with them.

Our Promoters and Promoter Group Companies have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authorities. None of our Promoters was or also is a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI.

Further, our Promoters have not been identified as a willful defaulter by RBI or any other Government authority and there are no violations of securities laws committed by the Promoters in the past or any such proceedings are pending against the Promoters.

Further, none of our promoters have given material guarantees to the third party with respect to the specified securities of the Company, except mentioned in the section titled “**Financial Information of the Company**” beginning on page no. 172 of this Draft Prospectus.

Payment or Benefit to Promoters of Our Company

No payment has been made or benefit given to our Promoters in the two years preceding the date of this Draft Prospectus or is intended to be given by us except mentioned / referred to in this Chapter under the heading of Related Party Transactions, in the Section titled “**Financial Information of our company**” beginning on page no. 172 of this Draft Prospectus.

Common Pursuits of our Promoters

Our Promoters have promoted our Group entities i.e.1) The Rang Udhyog Private Limited and 2) Mirash Industries Private Limited being company, established with Common objective. For details please refer to chapter titled “**Our Promoters Group Companies**” beginning on page no. 160 of this Draft Prospectus.

Immediate relatives of our Promoters have not promoted any Group entities being company, established with similar objective.

Further, our promoters have not established any Limited Liability Partnership / Sole proprietor firm / HUF, established with similar objective, except as mentioned below;

- Redshift Engineering LLP

However, as on the date of this Draft Prospectus, our Company has not signed any non-compete or any other agreement / document with any of above mentioned entities.

However, we cannot assure that our Promoters who have common interest in such other entities will not favor the interests of the said entities over our interest which may adversely affect our business operations. For details of our Promoter Group and Group Company/entities, please refer to chapter titled ***“Our Promoter Group and Group Companies / Entities”*** beginning on page no.156 and page no. 160 of this Draft Prospectus.

INTEREST OF PROMOTERS

Interest in promotion of Our Company

Our Promoters jointly hold 45,55,366 Equity Shares aggregating to 45.55 % of pre-issue Equity Share Capital in our Company and they are interested to the extent that they have promoted our Company and to the extent of their shareholding in our Company & dividend payable thereon, if any. The Promoters of our company who may be deemed to be interested to the extent of remuneration, as per the terms of their appointment and reimbursement of expenses payable to them or sitting fees paid to them. Our Promoters may be interested to the extent of unsecured loans granted to our Company. Further our Promoters may also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners. Further they may be deemed to be interested to the extent of transactions carried on / payment made by our Company to the proprietorship firm / partnership firm / companies in which they are Proprietor/ Partner / Promoter and/or Directors. For further details, please refer to ***“Related Party Transactions”*** in the section titled ***“Financial Information of the Company”*** beginning on page no. 172 and ***“Interest of Directors”*** on page no. 145 of this Draft Prospectus.

Interest in the property of Our Company

Except as disclosed in the chapters titled ***“Business Overview”*** and ***“Restated Financial Statements – Related Party Transactions”*** beginning on page nos. 106 and 172 respectively of this Draft Prospectus, our Promoters do not have any interest in any property acquired three years prior to the date of this Draft Prospectus. Further, our Promoters are not currently interested in any transaction with our Company involving acquisition of land, construction of building or supply of any machinery.

Interest as a creditor of Our Company

Except as stated under the ***‘Annexure R: Statement of Related Parties’ Transactions*** in the chapter titled ***“Restated Financial Statement”*** beginning on page no. 172 of this Draft Prospectus, our Company has not availed any loans from the Promoters of our Company as on the date of this Draft Prospectus.

Interest as Director of our Company

Except as stated under the ‘**Annexure R: Statement of Related Parties’ Transactions**’ in the chapter titled “**Restated Financial Statement**” beginning on page no. 172 of this Draft Prospectus, our Promoters/ Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of our Board or Committees thereof as well as to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of our AOA.

Interest in transactions involving acquisition of land

Our Promoters are not currently interested in any transaction with our Company involving acquisition of land, construction of building or supply of any machinery.

Other Ventures of our Promoters

Except as disclosed in the chapter titled ‘**Promoters and Group Companies**’ beginning on page no. 156 of this Draft Prospectus, there are no other ventures of our Promoters in which they have business interests/other interests.

Payment or benefit to Promoters

For details of payments or benefits paid to our Promoters, please refer in the chapter titled ‘**Our Management**’ beginning on page no. 140 of this Draft Prospectus and as disclosed under ‘**Annexure R: Statement of Related Parties’ Transactions**’ in the chapter titled “**Restated Financial Statement**” beginning on page no. 172 of this Draft Prospectus, there has been no payment or benefit to Promoters of our Company.

Related Party Transactions

For details of related party transactions entered into by our Company, please refer to ‘**Annexure R: Statement of Related Parties’ Transactions**’ in the chapter titled “**Restated Financial Statement**” beginning on page no. 172 of this Draft Prospectus.

Litigation details pertaining to our Promoters

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “**Outstanding Litigations**” beginning on page no. 256 of this Draft Prospectus.

OUR PROMOTER GROUP AND GROUP COMPANIES

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

1. Natural Persons who are part of the Promoter Group

As per Regulation 2(1)(PP)(ii) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoters), other than the Promoters, are as follows:

Relationship	Mr. Satish Sampatraj Shah	Mr. Chirag Satish Shah
Father	Shampatraj shah	Satish Shah
Mother	Swaroopdevi Shah	Kusum Shah
Spouse	Kusum Shah	Masoom Shah
Brother	-	-
Sister	Bela k Natha	-
	Sandhya Parekh	
	Rajni Maloo	
	Karuna Bhandari	
Son	Chirag Shah	-
Daughter-in-Law	Masoom Shah	-
Daughter	-	-
Son-in-Law	-	-
Spouse's Father	Mishrimal Burad	Manik Karnavat
Spouse's Mother	Madandevi Burad	Sangita Karnavat
Spouse's Sister	Pushpa Baliya	-
	Tara Lunker	
	Chandra Parekh	
Spouse's Brother	Rajendra Burad	Chirag Karnavat
	Gautam Burad	Prathmesh Karnavat
	Ashok Burad	
	Pradeep Burad	

2. Corporate Entities or Firms forming part of the Promoter Group:

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

Nature of Relationship	Entity
Any Body corporate in which twenty percent or more of the equity share capital is held by the promoters or an immediate relative of the promoters or a firm or HUF in which the promoter or any one or more of his immediate relative is a member.	1. The Rang Udhyog Private Limited 2. Mirash Industries Private Limited 3. Strategic Investors LLP
Any Body corporate in which a body corporate as provided above holds twenty percent or more of the equity share capital.	4. Titanium Logistics & Industrial Park LLP 5. Enigma Logistics and Warehousing LLP
Any HUF or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than twenty percent of the total	6. Satishchand Sampatraj HUF 7. Sampatraj Satishchand HUF

In accordance with the provisions of the SEBI (ICDR) Regulations, 2018 for the purposes of identification of “Group Companies” Our company has considered companies covered under the applicable Accounting Standard i.e. Accounting Standard 18 issued by Institute of Chartered Accountant of India and such other companies as considered material by the Board. Pursuant to Resolution Dated May 25, 2019 our board vide a policy of materiality has resolved that except as mentioned in related parties prepared in accordance with Accounting Standard 18 no Firm as mentioned below is material in nature.

Other entities forming part of Promoter Group

Details of Group Companies/LLP

The following companies, are our Group Companies as defined under regulation 2(1)(t) of the SEBI ICDR Regulations, 2018:

1. The Rang Udhyog Private Limited

No equity shares of our above mentioned Group Company is listed on any stock exchange and it has not made any public or rights issue of securities in the preceding three years.

CIN	: U24110GJ1992PTC017532
Date of Incorporation	: 13/04/1992
Registered Office Address	: Plot No. 36, phase – ii, g.i.d.c. vatva, Ahmedabad – 382445, Gujarat, India.
Name of the Promoters	: Mr. Satish Sampatraj Shah and Mr. Chirag Satish Shah

Main Object of the Company

The main objects of the Company to be pursued by the Company on its incorporation:

To carry on the business as manufacturers, processors, importers, exporters, dealers, sellers, buyers, consignors, consignees, agents stockists, suppliers, of all classes, kinds, types and nature of chemicals, dyes, pigments and auxillaries, intermediates including but without limiting the generality of the forgoing, colour, heavy chemicals, fine chemicals, organic and inorganic chemicals.

Interest of our Promoters and Promoter Group

Our Promoters and Promoter Group, Mr. Satish Shah holds 48,940 equity shares, Mr. Chirag Shah holds 1,230 Equity shares and Mrs. Kusum Shah holds 10 equity shares constituting 100 % of the issued and paid up share capital of the Rang Udhyog Private Limited.

Board of Directors of the Company

- Satish Sampatraj Shah
- Chirag Satish Shah
- Miteshkumar Kanubhai Patel

Capital Structure of the Company

Particulars	No. of Equity shares of Rs. 10 each
Authorised Capital	3,000,000

Issued, Subscribed and Paid-up Capital	50,180
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Shareholding Pattern of the Company

Sr. No.	Name of the Shareholder	No. of Shares Held	% of Holding
1.	Mr. Satish Shah	48,940	97.53
2.	Mr. Chirag Shah	1,230	2.45
3.	Mrs. Kusum Shah	10	0.02
	Total	50,180	100%

Brief Financials

(Amt. In Rs.)

Particulars	2017 – 18	2016 – 17	2015 - 16
Equity Capital	5,01,800	5,01,800	5,01,800
Reserves (excluding revaluation reserve) and Surplus	6,73,931	6,46,735	6,01,807
Net Worth	11,75,731	11,48,535	11,03,607
Income including other income	70,716	72,417	76,721
Profit/ (Loss) after tax	27,196	44,928	46,155
Earnings per share (face value of Rs. 10 each)	0.54	0.90	0.92
Net asset value per share	23.43	22.89	21.99

Other Disclosures:

- The Rang Udhyog Private Limited is not a listed Company.
- The Rang Udhyog Private Limited is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up.
- There are no defaults in meeting any statutory/bank/institutional dues.
- No proceedings have been initiated for economic offences against The Rang Udhyog Private Limited.
- No application has been made to ROC for striking off the name of The Rang Udhyog Private Limited.
- The Rang Udhyog Private Limited has not negative net worth in the immediately preceding years.
- The Rang Udhyog Private Limited is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.

2. Mirash Industries Private Limited

No equity shares of our above mentioned Group Company is listed on any stock exchange and it has not made any public or rights issue of securities in the preceding three years.

CIN	: U24110GJ2016PTC094058
Date of Incorporation	: 13/10/2016
Registered Office Address	: 5, Malay Villa Bungalows, NR. Silver Crust Bungalows, Science City Road, Sola Ahmedabad – 380060, Gujarat, India.
Name of the Promoters	: Mr. Prashant Ramgopal Gupta and Mr. Shaunak Sandipbhai Parikh

Main Object of the Company

The main objects of the Company to be pursued by the Company on its incorporation:

To carry on the business as manufacturers, buyers, sellers, re-sellers, traders, importers, exporters, distributors, suppliers, fermentators, distillers, refiners, stockists, agents, merchants, developers, consultants, commissioning and dealers, in all kinds of chemicals, chemical compounds (organic and inorganic) heavy chemicals, acids, alkalies, tannis, tanin extracts, solvents, dyestuffs, dyes, pigments, colours, chemicals auxiliaries, bio chemicals, microcrystalline, bio and colloidal chemicals, including coating materials natural and synthetic depolymerised products, spray dried products synthesised coating spreads, intermediates derivatives suspensions, gels, powders, formulations, downstreams, ingredients.

Interest of our Promoters and Promoter Group

Our Promoters and Promoter Group, Mrs. Masoom Shah holds 48,954 equity shares and Indo Colchem Limited holds 1,54,753 Equity shares constituting 6% and 18.99% of the issued and paid up share capital of the Mirash Industries Private Limited.

Board of Directors of the Company

- Prashant Ramgopal Gupta
- Shaunak Sandipbhai Parikh

Capital Structure of the Company

Particulars	No. of Equity shares of Rs. 10 each
Authorised Capital	2,000,000
Issued, Subscribed and Paid-up Capital	8,14,827

Shareholding Pattern of the Company

Sr. No.	Name of the Shareholder	No. of Shares Held	% of Holding
1.	Indo Colchem Limited	1,54,753	18.99
2.	Masoom Shah	48,954	6.00
3.	Mittul Patel	35,085	4.30
4.	Shaunak Parikh	12,334	1.51
5.	Sandip Parikh	11,536	1.42
6.	Ramgopal Gupta	26,858	3.30
7.	Prashant Gupta	22,858	2.81
8.	Viral Gupta	23,858	2.93
9.	Prakash Gupta	20,358	2.50
10.	Anil Gupta	20,358	2.50
11.	Ritu Patel	28,072	3.45
12.	Gaurav Enterprise Private Limited	48,676	5.97
13.	Navya M Patel (Guardian Bela Patel)	3,250	0.40
14.	Tishya M Patel (Guardian Ramesh Patel)	3,250	0.40
15.	Heyansh S Parikh (Guardian Nidhi Parikh)	8,500	1.04
16.	Tulsi Dyechem Pvt. Ltd.	3,46,127	42.48
	Total	8,14,827	100%

Brief Financials

(Amt. In Rs.)

Particulars	2017 – 18	2016 – 17	2015 - 16
Equity Capital	1,00,000	1,00,000	NIL
Reserves (excluding revaluation reserve) and Surplus	43,81,922	44,16,022	NIL
Net Worth	44,81,922	45,16,022	NIL
Income including other income	2,59,027	68,02,454	NIL
Profit/ (Loss) after tax	(34,100)	44,16,022	NIL
Earnings per share (face value of Rs. 10 each)	(3.41)	441.60	NIL
Net asset value per share	448.19	451.60	NIL

Other Disclosures:

- Mirash Industries Private Limited is not a listed Company.
- Mirash Industries Private Limited is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up.
- There are no defaults in meeting any statutory/bank/institutional dues.
- No proceedings have been initiated for economic offences against the Mirash Industries Private Limited.
- No application has been made to ROC for striking off the name of the Mirash Industries Private Limited.
- Mirash Industries Private Limited has not negative net worth in the immediately preceding years.
- Mirash Industries Private Limited is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.
- Apart from Related Party Transactions as provided on Page no. 204 of this draft prospectus, Indo Colchem Limited has given unsecured loan of Rs. 10.25 Crore to Mirash Industries Private Limited which is one of the group companies.

3. Strategic Investors LLP

PAN	: ACYFS8384H
LLPIN	: AAF-3989
Date of Incorporation	: 29/12/2015
Registered Address	: 7, Sugam Bungalows, Prahladnagar Tekra, Anand Nagar, Ahmedabad-380059, Gujarat, India.

Main Objects of the LLP

To carry on the business in India or abroad to take on and give on lease, rent, hire and to construct, build, establish, erect, promote, undertake, acquire, own operate, equip, manage, renovate, recondition, turn to account, maintain and to run warehouse, godowns, open platforms, refrigeration houses. Cold storages, stores and other establishments to provide facilities for storage of commodities, goods, articles and things, and for the purpose to act as C & F agent, custodian, warehouseman, transportation and distribution agent.

To carry on the business in India or abroad of buying & selling of shares & securities investment in the firms, corporate of etc.

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. To carry on the business of 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 or traded by the Company.

Partners of Strategic Investors LLP

- Mr. Satish Sampatraj Shah
- Mr. Chirag Satish Shah
- Mrs. Kusum Satish Shah

Interest of Partners in Strategic Investors LLP

Profit sharing ratio of Partners in Strategic Investors LLP is as under:

Sr.No.	Name of the Partner	Profit/Loss Sharing Ratio
1.	Mr. Satish Sampatraj Shah	34.00%
2.	Mr. Chirag Satish Shah	33.00%
3.	Mrs. Kusum Satish Shah	33.00%
Total		100.00%

Brief Financials

Particulars	2017 – 18	2016 – 17	2015 – 16
Total Capital Contribution	4,92,42,967	1,15,48,840	1,00,000
Total Income	-	-	-
Total Expenditure	7,99,873	8,103	12,557
Profit/ (Loss) after tax	(7,99,873)	(8,103)	(12,557)

Other Disclosures:

- There are no defaults in meeting any statutory/bank/institutional dues.
- No proceedings have been initiated for economic offences against Strategic Investors LLP.
- No application has been made to ROC for striking off the name of Strategic Investors LLP.
- Strategic Investors LLP has not negative net worth in the immediately preceding years.

4. Enigma Logistics and Warehousing LLP

PAN	: AAHFE2726L
LLPIN	: AAJ-5544
Date of Incorporation	: 30/05/2017
Registered Address	: 403-A, Pinnacle, Prahladnagar Area, Opp. Royal Archade, Auda Garden, Ahmedabad – 380015, Gujarat, India.

Main Objects of the LLP

To carry on the business in India or abroad to take on lease, rent, hire and to construct, build, establish, erect, promote, undertake, acquire, own operate, equip, manage, renovate, recondition, turn to account, maintain and to run warehouse, godowns, open platforms, refrigeration houses, hotel, stores and other similar establishments to provide facilities for storage of commodities, goods, articles and things, and for the purpose to act as C & F agent, custodian, warehouseman, transportation and distribution agent, stockiest, financier, auctioneer, importer, exporter or otherwise to deal in all sorts of commodities, vegetables, fruits, edibles and similar goods.

Designated Partners of Enigma Logistics and Warehousing LLP

- Mr. Navinkumar Ramgopal Aggarwal
- Mr. Prashant Ramgopal Gupta
- Mrs. Urmila Anil Saraf
- M/s. Strategic Investors LLP (Mr. Chirag Satish Shah is nominee partner on behalf of SI LLP)

Interest of Partners in Enigma Logistics and Warehousing LLP

Profit sharing ratio of Partners in Enigma Logistics and Warehousing LLP is as under:

Sr.No.	Name of the Partner	Profit/Loss Sharing Ratio
1.	Mr. Prashant Ramgopal Gupta	40.00%
2.	M/s. Strategic Investors LLP	32.50%
3.	Mr. Navinkumar Ramgopal Aggarwal	15.00%
4.	Mrs. Urmila Anil Saraf	12.50%
Total		100.00%

Brief Financials

Particulars	2017 – 18	2016 – 17	2015 – 16
Total Capital Contribution	1,00,000	-	-
Total Income	-	-	-
Total Expenditure	-	-	-
Profit/ (Loss) after tax	-	-	-

Other Disclosures:

- There are no defaults in meeting any statutory/bank/institutional dues.
- No proceedings have been initiated for economic offences against Enigma Logistics and Warehousing LLP
- No application has been made to ROC for striking off the name of Enigma Logistics and Warehousing LLP
- Enigma Logistics and Warehousing LLP has not negative net worth in the immediately preceding years.

5. Titanium Logistics & Industrial Park LLP

PAN	: AAKFT2652F
LLPIN	: AAE-2037

Date of Incorporation	: 18/06/2015
Registered Address	: Office No. 403/A, 4th Floor, Pinnacle, Survey no. 807/810/888, FP No. 32,28 & 98, Prahladnagar, Ahmedabad – 380015, Gujarat, India.

Main Objects of the LLP

To carry on the business in India or abroad to take on and give on lease, rent, hire and to construct, build, establish, erect, promote, undertake, acquire, own operate, equip, manage, renovate, recondition, turn to account, maintain and to run warehouse, godowns, open platforms, refrigeration houses, Cold storages, stores and other establishments to provide facilities for storage of commodities, goods, articles and things, and for the purpose to act as C & F agent, custodian, warehouseman, transportation and distribution agent.

The LLP may also carry on any other business or businesses as may be unanimously agreed upo by the partners from time to time at the duly convened, held and conducted partners meeting.

Designated Partners of Titanium Logistics & Industrial Park LLP

- Mr. Dharam Navinkumar Aggarwal
- Mr. Anilkumar Kanhaiyalal Saraf
- Mr. Ramgopal Ramsahay Gupta
- M/s. Strategic Investors LLP (Mr. Chirag Satish Shah is nominee partner on behalf of SI LLP)

Interest of Partners in Titanium Logistics & Industrial Park LLP

Profit sharing ratio of Partners in Titanium Logistics & Industrial Park LLP is as under:

Sr.No.	Name of the Partner	Profit/Loss Sharing Ratio
1.	M/s. Strategic Investors LLP	38.10%
2.	Mr. Ramgopal Ramsahay Gupta	29.65%
3.	Mr. Anilkumar Kanhaiyalal Saraf	14.69%
4.	Mr. Navinkumar Ramgopal Aggarwa	11.70%
5.	Mr. Dharam Navinkumar Aggarwal	5.86%
Total		100.00%

Brief Financials

Particulars	2017 – 18	2016 – 17	2015 – 16
Total Capital Contribution	14,74,17,842	8,85,69,844	4,68,33,510
Total Income	2,18,50,766	35,07,458	-
Total Expenditure	2,46,02,250	55,42,839	-
Profit/ (Loss) after tax	(27,51,484)	(20,35,381)	-

Other Disclosures:

- There are no defaults in meeting any statutory/bank/institutional dues.
- No proceedings have been initiated for economic offences against Titanium Logistics & Industrial Park LLP.

- No application has been made to ROC for striking off the name of Titanium Logistics & Industrial Park LLP.
- Titanium Logistics & Industrial Park LLP has not negative net worth in the immediately preceding years.

NATURE AND EXTENT OF THE INTEREST OF THE GROUP COMPANIES IN OUR COMPANY

Common Pursuits/Conflict of Interest

Our all group companies/Entities are not engaged in same line of business activity as our company but our group companies/Entities have some of the objects similar to that of our company's business. The details of group companies which are in similar line of business activities, as carried out by our Company, are stated below;

- Rang Udhyog Private Limited
- Mirash Industries Private Limited

We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

For details relating to sales or purchases our Company and any of our Group entities, please refer to “*Annexure R: Statement of Related Parties’ Transactions*” in the chapter titled “*Restated Financial Statements*” beginning on page no. 172 of this Draft Prospectus.

Interest in the Promotion of our Company

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

Business Interest of Group Companies/ Subsidiaries/ Associates companies in our Company

Other than as disclosed under the heading of “**Related Party Transactions**” in the chapter titled “*Restated Financial Statements*” beginning on page no. 172 of this Draft Prospectus, None of the Group Companies/ Subsidiaries/ Associates companies have any interest in the business of our Company or interest of any other nature as on date of this Draft Prospectus.

Companies / Firms from which the Promoters have disassociated themselves in last 3 (three) years

Except as mentioned below, none of our Promoters have been disassociated themselves from any company in which they were promoters, in last three years.

Name of Entity	Name of Promoter	Date of Appointment	Date of Cessation
Mirash Industries Private Limited	Mr. Chirag Satish Shah	13/10/2016	30/03/2017

Defunct and Struck-off Company

None of the Group Companies are defunct and no application has been made to the Registrar of Companies for striking off the name of any of the Group Companies during the five years preceding the date of this Draft Prospectus.

Interest in the properties acquired by our Company

Except as mentioned in the chapter titled **“Business Overview”** beginning on page no. 106 of this Draft Prospectus, none of our Group Companies have any interest in the properties acquired or proposed to be acquired by our Company in the three years preceding the filing of this Draft Prospectus.

Interest in the transaction for acquisition of Land, construction of building and supply of machinery

None of our Group Companies are interested in any transaction for acquisition of Land, construction of building and supply of machinery.

Sick Companies/ Winding up

None of Group Entities listed above have been declared as a sick company under the Sick Industrial Companies (Special Provisions) Act, 1985. There are no winding up proceedings against any of the Promoter Group Entities.

Litigation

For details relating to legal proceedings involving our Group Company/Entities, if any, please refer to the chapter titled **“Outstanding Litigation”** beginning on page no. 256 of this Draft Prospectus.

Related business transactions within the Group Companies and its significance on the financial performance of Our Company

For details, please see the chapter titled **“Financial Statements- Annexure R - Related Party Transactions”** beginning on page no. 172 of this Draft Prospectus.

Payment or benefit to our Group Companies

Except as stated in chapter titled **“Financial Statement”** beginning on page no. 172 of this Draft Prospectus, there has been no payment or benefit to our Group Companies during the period ended on December 31, 2018 and financial years ended, March 31, 2018, March 31, 2017, March 31, 2016.

Undertaking / confirmations

None of our Promoters or Promoter Group or Group Companies/entities or person in control of our Company has been

- (i) Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or
- (ii) Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

None of our Promoters, person in control of our Company or have ever been a Promoter, Director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group Companies /entities have been declared as a willful defaulter by the RBI or any other government

authority and there are no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings for violation of securities laws are pending against them.

DIVIDEND POLICY

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by the shareholders at the general meeting of our Company. The Articles of Association of our Company give our shareholders, the right to decrease, and not to increase, the amount of dividend recommended by the Board of Directors.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have any formal dividend policy for declaration of dividend in respect of the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and may depend on a number of factors, including the results of operations, earnings, Company's future expansion plans, capital requirements and surplus, general financial condition, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not paid any dividend on the Equity Shares for the period ended on December, 2018, March 2018, March 2017 and March 2016. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

SECTION VI - FINANCIAL INFORMATION OF THE COMPANY

AUDITORS REPORT ON RESTATED FINANCIAL STATEMENT

AUDITORS REPORT ON STANDALONE RESTATED FINANCIAL STATEMENTS

To,
The Board of Directors,
INDO COLCHEM LIMITED
Ahmedabad, Gujarat.

Dear Sir,

1. We have examined the attached Restated Standalone Financial Information of **M/s. Indo Colchem Limited** (hereinafter referred as “the Company”), which comprise of the Restated Summary Statement of Assets and Liabilities as at **December 31, 2018 and 31 March, 2018, 2017, 2016**, The Restated Summary Statements of Profits and Loss and the Restated Summary Statement of Cash Flows for the **period ended on December 31, 2018 and each of the years ended March 31, 2018, 2017, 2016**, and the Summary of Significant Accounting Policies as approved by the Board of Directors of the Company prepared in terms of the requirements of :
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (“ the Act”), read with the applicable provisions within Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (“the Rules”);
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the Regulation”) (“SEBI ICDR Regulations”) as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 (“ICDR Regulations”).

The preparation of the Restated Financial Information is the responsibility of the Management of the Company for the purpose set out in paragraph 8 below. The Management’s responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Rules and ICDR Regulations.

2. We have examined such Restated Financial Information taking into consideration:
 - (a) The terms of reference to our engagements with the Company requesting us to examine financial statements referred to above and proposed to be included in the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of NSE (“IPO” or “SME IPO”); and
 - (b) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by ICAI (“The Guidance Note”).
3. These Restated Financial information of the Company have been compiled by the management from the Audited Financial Statements of the Company for the Stub Period ended on December 31, 2018 and financial year ended on March 31, 2018, March 31, 2017, March 31, 2016, which have been approved by the Board of Directors.
4. The Statutory Audit of the Company are for the stub period ended on December 31, 2018 and financial year ended on March 31, 2018, 2017, 2016, which have been conducted by Joint statutory Auditor M/s Kishan M Mehta & Co, Chartered Accountants, Ahmedabad and A H Jain & Co, Chartered Accountants, Ahmedabad and accordingly, reliance has been placed on the financial information examined by them. We have examined the books of account underlying those financial statements and other records of the Company, to the extent considered necessary by us, for the presentation of the Restated Summary Statements under the requirements of Schedule III of the Act.

5. Based on our examination, we report that:

- a) The **“Restated Statement of Assets and Liabilities”** as set out in **Annexure I** to this report, of the Company for the Period ended as at December 31, 2018 and financial year ended as at March 31, 2018, March 31, 2017, March 31, 2016 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.
- b) The **“Restated Statement of Profit and Loss”** as set out in **Annexure II** to this report, of the Company for the Period ended on December 31, 2018 and financial year ended on March 31, 2018, March 31, 2017, March 31, 2016, 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.
- c) The **“Restated Statement of Cash Flow”** as set out in **Annexure III** to this report, of the Company for the Period ended on December 31, 2018 and financial year ended on March 31, 2018, March 31, 2017, March 31, 2016 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.

Based on the above and also as per the reliance placed by us on the audited financial statements of the company and Auditors Report thereon which have been prepared by Statutory Auditor of the Company for the Period ended on December 31, 2018 & financial years ended on March 31, 2018, March 31, 2017, March 31, 2016 we are of the opinion that **“Restated Financial Statements”** or **“Restated Summary Statements”** have been made after incorporating:

- (i) Adjustments for any material amounts in the respective financial years have been made to which they relate; and
 - (ii) There are no Extra-ordinary items except as shown in the Restated Profit & Loss Statement of that need to be disclosed separately in the Restated Summary Statements.
 - (iii) Adjustments on account of the statutory audit qualifications, if any, have been adjusted and regrouped 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.
 - (iv) Adjustments in Financial Statements have been made in accordance with the correct accounting policies, which includes the impact of provision of gratuity made on actuarial valuation basis in the Restated Financial statements.
 - (v) There are revaluation reserves, which have been disclosed separately in the **“Restated Financial Statements”**.
 - (vi) The Company has not paid dividend on its equity shares during the reporting period.
6. In terms of Schedule VI of the SEBI (ICDR) Regulations, 2018 and other provisions relating to accounts, We, B. S Rajput & Associates, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid **Certificate No. 009336 dated 16/09/2016** issued by the “Peer Review Board” of the ICAI.

7. **Other Financial Information:**

- a) We have also examined the following financial information as set out in annexure prepared by the Management and as approved by the Board of Directors of the Company for the Period ended on December 31, 2018, financial year ended on March 31, 2018, March 31, 2017, March 31, 2016.

Restated Statement of Share Capital, Reserves And Surplus	Annexure-A
Restated Statement of Long Term And Short Term Borrowings	Annexure-B, B(A) and B(B)
Restated Statement of Deferred Tax (Assets) / Liabilities	Annexure-C
Restated Statement of Long Term Provisions	Annexure-D
Restated Statement of Trade Payables	Annexure-E
Restated Statement of Other Current Liabilities And Short Term Provisions	Annexure-F
Restated Statement of Fixed Assets	Annexure-G
Restated Statement of Non-Current Investments	Annexure-H, H(A)
Restated Statement of Long-Term Loans And Advances	Annexure-I
Restated Statement of Inventory	Annexure-J
Restated Statement of Trade Receivables	Annexure-K
Restated Statement of Cash & Cash Equivalents	Annexure-L
Restated Statement of Short-Term Loans And Advances	Annexure-M
Restated Statement of Other Current Assets	Annexure-N
Restated Statement of Other Income	Annexure-O
Restated Statement of Turnover	Annexure-P
Restated Statement of Mandatory Accounting Ratios	Annexure-Q
Restated Statement of Related party transaction	Annexure-R
Restated Statement of Capitalization	Annexure-S
Restated Statement of Tax shelter	Annexure-T
Restated Statement of Contingent liabilities	Annexure-U

- b) The Restated Financial Information contain all the disclosures required by the SEBI ICDR regulations and partial disclosures as required by Accounting Standards notified under the Companies Act, 1956 of India read with the General Circular 15/ 2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
- c) We have not audited any financial statements of the Company as of any date or for any period subsequent to December 31, 2018. Accordingly, we do not express any opinion on the financial position, results or cash flows of the Company as of any date or for any period subsequent to December 31, 2018.
- d) 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.
- e) In our opinion, the above financial information contained in Annexure I to Annexure III and Annexure A to S of this report read along with the Restated Statement of Significant Accounting Policies and related Notes as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with Section 26 of the Act, read with the applicable provisions within Rule - 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the SEBI Regulations, The Revised Guidance Note on Reports in Company Prospectuses and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India ("ICAI") to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with you. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.
- f) Consequently the financial information has been prepared after making such regroupings and retrospective adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not

necessarily be same as those appearing in the respective audited financial statements for the relevant years.

- g) 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.
- h) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- i) Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO-SME for Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior consent in writing.

For B S Rajput & Associates
Chartered Accountants
FRN:119760W
PRC No. 009336.

(Bhupendra Singh Rajput)
Partner
M. No. 106729

Place: Ahmedabad
Date: 16.05.2019

ANNEXURE- I
RESATED BALANCE SHEET STANDALONE

Particulars			As At 31st Dec, 2018	As at 31 st Mar, 2018	As at 31 st Mar, 2017	As at 31 st Mar, 2016
A)	<u>Equity And Liabilities</u>					
1.	Shareholders' Funds					
(a)	Share Capital		9,99,98,000	4,99,99,000	5,00,00,000	5,00,00,000
(b)	Reserves & Surplus		45,90,40,316	44,94,78,944	37,90,19,498	33,16,35,058
		Sub Total	55,90,38,316	49,94,77,944	42,90,19,498	38,16,35,058
2.	Non Current Liabilities					
(a)	Long Term Borrowings		6,03,29,139	6,17,99,226	4,76,85,839	4,14,74,549
(b)	Deferred Tax Liabilities (Net)		1,34,12,521	1,68,55,306	1,92,90,359	1,82,60,083
(c)	Long Term Provisions		24,42,627	21,13,522	14,54,823	12,90,297
		Sub Total	7,61,84,287	8,07,68,054	6,84,31,021	6,10,24,929
3.	Current Liabilities					
(a)	Short Term Borrowings		55,92,50,530	39,19,82,279	19,58,70,648	17,66,25,499
(b)	Trade Payables		24,51,93,609	28,51,34,400	16,08,05,037	11,93,37,824
(c)	Other Current Liabilities		4,60,07,269	2,71,29,205	1,25,63,449	1,75,62,343
(d)	Short Term Provisions		2,00,27,391	3,27,44,514	1,90,58,990	1,66,23,419
		Sub Total	87,04,78,799	73,69,90,398	38,82,98,124	33,01,49,085
	TOTAL		1,50,57,01,402	1,31,72,36,394	88,57,48,642	77,28,09,072
B)	<u>ASSETS</u>					
1.	Non- Current Assets					
(a)	Fixed Assets					
	Tangible Assets		18,20,06,653	16,98,99,563	18,34,49,862	18,77,61,928
	Capital Work in Progress		7,02,76,232	1,33,30,516	-	-
		Sub Total	25,22,82,885	18,32,30,079	18,34,49,862	18,77,61,928
(b)	Non-Current Investment		16,60,94,763	11,22,25,041	29,25,485	4,49,000
(c)	Deferred Tax Assets (Net)					
(c)	Long Term Loans and Advances		7,20,11,898	1,33,92,008	49,44,407	1,12,67,553
(d)	Other Non Current Assets		-	-	-	-
		Sub Total	23,81,06,660	12,56,17,049	78,69,892	1,17,16,553
2.	Current investments		-	-	5,53,23,698	5,19,74,800
		Sub Total	-	-	5,53,23,698	5,19,74,800
3	Current Assets					
(a)	Inventories		45,39,16,441	34,67,43,349	20,73,57,618	17,66,27,908
(b)	Trade Receivables		30,91,69,962	36,09,26,474	17,69,66,484	15,54,07,754
(c)	Cash and Cash equivalents		1,53,05,875	17,65,696	44,78,404	3,01,59,032

(d)	Short-Term Loans and Advances		18,43,77,748	25,62,03,540	20,78,55,110	12,40,50,685
(e)	Other Current Assets		5,25,41,831	4,27,50,208	4,24,47,573	3,51,10,413
		Sub Total	1,01,53,11,857	1,00,83,89,266	63,91,05,189	52,13,55,792
	TOTAL		1,50,57,01,402	1,31,72,36,394	88,57,48,642	77,28,09,072

ANNEXURE-II

STATEMENT OF PROFIT AND LOSS

Particulars			As At 31st Dec, 2018	As at 31 st Mar, 2018	As at 31 st Mar, 2017	As at 31 st Mar, 2016
1	Revenue From Operation (Gross)		1,29,22,54,886	1,63,26,82,902	1,52,76,33,107	1,31,04,21,099
	Less: Excise Duty		-	68,41,438	5,15,68,048	3,31,46,776
	Revenue From Operation (Net)		1,29,22,54,886	1,62,58,41,464	1,47,60,65,059	1,27,72,74,323
2	Other Income		2,58,08,995	3,57,18,657	2,90,02,785	2,18,54,889
	Total Revenue (1+2)		1,31,80,63,881	1,66,15,60,121	1,50,50,67,844	1,29,91,29,212
3	Expenditure					
(a)	Cost of Goods Consumed		74,26,45,028	92,02,07,426	99,98,58,868	90,23,73,738
(b)	Purchase of Traded Goods		11,60,24,651	29,19,94,786	15,63,52,894	1,92,39,527
(c)	Changes in Inventories of finished goods, work in progress and stock -in-trade		(6,60,41,222)	(9,32,88,756)	(3,05,09,687)	(1,27,92,332)
(d)	Employee Benefit Expenses		5,68,53,653	6,90,61,029	6,09,62,034	5,90,30,123
(e)	Finance Cost		5,04,78,652	1,45,15,701	1,43,26,290	2,19,52,880
(f)	Depreciation and Amortisation Expenses		1,67,21,486	2,09,17,100	2,02,85,773	1,79,27,647
(g)	Other Expenses		32,71,93,897	34,12,52,206	21,85,64,671	22,24,01,592
4	Total Expenditure 3(a) to 3(b)		1,24,38,76,145	1,56,46,59,492	1,43,98,40,843	1,23,01,33,175
5	Profit/(Loss) Before Tax (2-4)		7,41,87,734	9,69,00,629	6,52,27,001	6,89,96,037
6	Tax Expense:					
(a)	Tax Expense for Current Year		1,61,30,000	2,89,73,300	1,67,40,000	1,46,60,000
(b)	Short/(Excess) Provision of Earlier Year		8,69,248	(1,05,059)	72,285	(9,30,797)
(c)	Deferred Tax		(34,42,786)	(24,35,052)	10,30,276	1,61,396
	Net Current Tax Expenses		1,35,56,462	2,64,33,189	1,78,42,561	1,38,90,599
7	Profit/(Loss) for the Year (5-6)		6,06,31,272	7,04,67,440	4,73,84,440	5,51,05,438

ANNEXURE-III
CASH FLOW STATEMENT

Particulars		As At 31st Dec, 2018	As at 31 st Mar, 2018	As at 31 st Mar, 2017	As at 31 st Mar, 2016
A) Cash Flow From Operating Activities :					
Net Profit before tax		74,187,734	96,900,635	65,227,001	68,996,037
Adjustment for :					
Depreciation		16,721,486	20,917,099	20,285,773	17,927,647
Interest Paid		21,109,407	17,681,681	11,054,257	14,115,340
Loss on Sale of assets		-	1,075,049	315,273	309,860
Profit on Sale of assets			-	(38,935)	(43,530)
gain/loss on mutual fund		(806,021)	(1,072)	-	(5,470,337)
Dividend		(491,184)			
Interest received		(10,907,168)	(11,683,979)	(6,816,746)	(8,230,759)
Operating Profit Before Working Capital Changes		99,814,254	124,889,413	90,026,623	87,604,258
Adjustment for:					
Trade & other receivables		55,158,058	(238,375,440)	(105,985,866)	139,057,171
Inventories		(107,173,093)	(139,385,732)	(30,729,710)	4,672,236
Trade payables		(22,051,780)	140,001,897	41,631,236	(43,045,051)
Cash generated from operations		25,747,440	(112,869,862)	(5,057,717)	188,288,614
Less:- Income Taxes paid		(28,973,300)	(16,740,000)	(14,660,000)	(19,500,000)
Cash Flow Before Extraordinary Item		(3,225,860)	(129,609,862)	(19,717,717)	168,788,614
Prior year's Adjustment		(869,248)	105,059	(72,285)	930,797
Net cash flow from operating activities	A	(4,095,108)	(129,504,803)	(19,790,002)	169,719,411
B) Cash Flow From Investing Activities :					
Dividend received		491,184	-	-	-
Purchase of fixed assets		(85,774,291)	(23,063,858)	(19,100,042)	(22,803,916)
Purchase of investment		(53,869,722)	(53,975,858)	(5,825,383)	2,150,811
Sale of fixed assets		-	1,291,492	2,849,999	950,006
gain/loss on mutual fund		806,021	1,072	-	5,470,337
Interest received		10,907,168	11,683,979	6,816,745	8,230,759
Cash used in investing activities	B	(127,439,640)	(64,063,173)	(15,258,681)	(6,002,003)
C) Cash Flow From Financing Activities :					
Bought back shares during the year					
Equity share capital		-	(1,000)	-	-
Share premium		-	(8,000)	-	-
Share issue expense		(1,070,900)	-	-	-

Proceeds from long term borrowings & Working capital finance			171,392,499	211,229,164	20,813,620	(128,956,032)
Interest Paid			(21,109,407)	(17,681,681)	(11,054,257)	(14,115,340)
Net cash flow from financing activities		C	149,212,192	193,538,483	9,759,363	(143,071,372)
D) Net Increase/(Decrease) In Cash & Cash Equivalents			17,677,444	(29,493)	(25,289,320)	20,646,036
E) Cash equivalents at the beginning of the year			1,026,347	1,055,840	26,345,161	5,699,125
F) Cash equivalents at the end of the year			18,703,791	1,026,347	1,055,841	26,345,161
Notes :-						
Reconciliation of Cash and Cash equivalents:			As on 31st December, 2018	As on 31st March, 2018	As on 31st March, 2017	As on 31st March, 2016
A) Cash on hand			10,705	95,330	91,504	121,251
B) Balance With banks						
(i) In current accounts			14,543,087	931,016	964,336	26,223,910
(i) In deposit accounts						

ANNEXURE-IV

SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED SUMMARY STATEMENTS

A. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF PREPARATION OF STANDALONE FINANCIAL STATEMENTS

The Restated Summary Statement of Assets and Liabilities of the Company as on December 31, 2018, March 31, 2018, March 31, 2017, March 31, 2016, and the Restated Summary Statement of Profit and Loss and Restated Summary Statements of Cash Flows for the stub period ended on December 31, 2018 and financial year ended on March 31, 2018, March 31, 2017, March 31, 2016, and the annexure thereto (collectively, the “**Restated Financial Statements**” or “**Restated Summary Statements**”) have been extracted by the management from the Financial Statements of the Company for the stub period ended on December 31, 2018 and financial year ended March 31, 2018, March 31, 2017, March 31, 2016.

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, 1956 (up to March 31, 2014), and notified sections, schedules and rules of the Companies Act 2013 (with effect from April 01, 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of Companies (Accounts) Rules, 2014).

2. USE OF ESTIMATES

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities, if any, as at the date of the financial statements and reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful debts, employee retirement benefit plans, provision for income tax and the useful lives of fixed assets. The difference between the actual results and estimates are recognized in the period in which results are known or materialized.

3. FIXED ASSETS

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

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Projects under which assets are not ready for their intended use are shown as Capital Work-in-Progress. Cost includes cost of land, materials, construction, services, borrowing costs and other overheads relating to projects.

Intangible assets are stated at acquisition cost, Net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives.

Gains or losses arising from the retirement or disposal proceeds and the carrying amount of the asset and recognized as income or expense in the Statement of Profit & Loss.

4. PROPERTY, PLANT & EQUIPMENTS

Tangible Fixed Assets

In accordance with AS-6 “Depreciation”, depreciation on tangible fixed assets is computed on considering useful life provided in the Schedule - II of the Act. During the preceding years, the Company was providing depreciation on Straight Line Basis at the rate prescribed in Schedule XIV of the Companies Act, 1956.

Pursuant to Companies Act, 2013 ('the Act') being effective from April 1, 2014, the Company has revised depreciation rates on tangible fixed assets as per useful life specified in Part 'C' of Schedule II of the Act. And due to the same there has been a change in the estimated useful life of depreciable tangible assets which affects the depreciation in the current period and in each period during the remaining useful life of the assets. As the change is only in regard to accounting estimate requiring an adjustment of the carrying amount of tangible assets.. The Company has consistently calculated depreciation based on Straight Line Method.

In respect of assets whose useful life had already exhausted as on 1 April 2014, Rs. 12.01 lakhs has been adjusted in Reserves and Surplus as on 31.03.2015 in accordance with requirements of Para 7 of Part C of Schedule II of the Act.

5. DEPRECIATION AND AMORTISATION

Depreciation on property, plant and equipment is calculated on a written down value method using the rates arrived at based on the useful lives as prescribed under Schedule II of Companies Act, 2013.

6. TAXATION

Tax expense comprises of current tax and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

7. BORROWING COSTS

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

8. IMPAIRMENT OF ASSETS

- (i) The company assesses, at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's (including goodwill) recoverable amount is the higher of an assets net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.
- (ii) After impairment, depreciation/ amortization is provided on the revised carrying amount of the asset over its remaining useful life.

9. INVESTMENTS

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

10. INVENTORIES

Inventories are valued as under:

- a) Raw Material: At lower of cost or net realizable value
- b) Finished goods: At lower of cost or net realizable value
- c) Stores & spares parts: At cost price

Cost of inventories comprise of all cost of purchase. Cost of conversion and other cost incurred in bringing them to their respective present location and condition. Cost is Calculated on Weighted Average Basis Except Stores & consumables on FIFO basis.

11. REVENUE RECOGNITION

Revenue in respect of purchases/sale of product and scraps is recognized on the transfer of risk and reward to buyers.

Income and expenditures are recognized on accrual basis. However, since it is not possible to ascertain with reasonable accuracy/ the quantum of accrual in respect of discount receivable/payable from/to parties, the same continue to be accounted for as and when received/settled.

12. TREATMENT OF EXPORT ENTITLEMENT BENEFITS:

Export entitlement benefits under the scheme of the Exim policy are accounted for on the basis of entitlement against eligible exports made during the year.

13. FOREIGN CURRENCY TRANSACTIONS

Transactions denominated in Foreign Currency are recorded at the exchange rate prevailing on the date of transaction. In respect of transaction covered by forward exchange contracts, the difference between the forward rate and the exchange rate at the date of the transaction is recognized as income or expenses over the life of the contracts. Any income or expenses on account of exchange rate differences either on settlement or on transaction is recognized in statement of Profit & Loss A/C, Assets & Liabilities remaining unsettled at the end of the year, other than covered by forward exchange contracts are translated at exchange rate prevailing at the end of the year and the difference is adjusted in Statement of Profit & Loss.

14. EMPLOYEE BENEFITS

- (i) Contribution to Provident fund and provision for leave encashment is charged to Profit & loss A/c
- (ii) Provisions for Gratuity Liability is made on actuarial valuation as at the Balance Sheet Date.

(iii) All other short term benefits for employees are recognized as expenses at the undiscounted amount in the Statement of Profit & Loss of the year in which the related service is rendered.

15. ACCOUNTING FOR TAXES ON INCOME

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount that are enacted or substantively enacted, at the reporting date.

(i) Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

(ii) Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

16. CONTINGENT LIABILITIES AND PROVISIONS

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

Contingent Liability is disclosed for:-

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

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.

17. EARNINGS PER SHARE:

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

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

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the

proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

18. CASH FLOW:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

19. SEGMENT REPORTING:

(i) Business Segment

- (a) The business segment has been considered as the primary segment.
- (b) The Company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.
- (c) The Company's primary business comprises of manufacturing of, intermediate dyes and other allied chemical products and since it is the only reportable segment as envisaged in Accounting Standard 17 'Segment Reporting'. Accordingly, no separate disclosure for Segment reporting is required to be made in the financial statements of the Company.

B. CHANGES IN ACCOUNTING POLICIES IN THE PERIODS/YEARS COVERED IN THE RESTATED FINANCIALS

There is No change in significant accounting policies adopted by the Company.

C. NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS

1. The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
2. The Company does not have information as to which of its supplier are Micro small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006. Consequently the liability, if any, of interest which would be payable under The Micro small and Medium Enterprise Development Act 2006, cannot be ascertained. However, the Company has not received any claims in respect of such interest and as such, no provision has been made in the books of account

3. Employee benefits:

(a) Defined Contribution Plans:

The company made contribution towards provident fund to a defined contribution retirement benefit plan for qualifying employees. The provident fund is operated by the regional provident fund commissioner. The company recognize amount as below for provident fund contributions in the profit & loss account.

Particulars	31 st Dec .2018	31 ST March 2018	31 ST March 2017	31 ST March 2016
Co. recognize for p.f.c. in the p & l	586,685	750,732	553,026	439,858

(b) Defined Benefit plans:

The company provision for gratuity liability which is un-funded. The scheme provides for payment to vested Employees at retirement, death while in employment or termination of employment of an amount equivalent to 15 Days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs upon completion of five years of service.

The present value of defined benefit obligation and the related current service cost were measured using the projected unit credit method as per actuarial valuation carried out at the balance sheet date.

The following table sets out the gratuity plan as required under AS-5 and the amounts recognized in the company's Financial statement as at 31st December, 2018.

Particulars	31 st Dec .2018	31 st March 2018	31 st March 2017	31 st March 2016
Change In Present Value of Obligations:				
Obligations at beginning of the year	58,84,736	37,73,813	32,53,716	21,14,790
Service cost	4,29,548	4,52,947	3,90,243	4,22,959
Interest cost	2,18,952	1,76,466	1,72,673	1,23,902
NET actuarial (gain)/loss	1,61,569	(3,46,774)	(42,819)	5,92,065
Prior year changes	-	18,86,842	-	-
Benefits paid	(3,54,787)	(58,558)	-	-
Obligations at the end of the year	63,40,018	58,84,736	37,73,813	32,53,716
Reconciliation of present value of Obligation & the fair value of plan Assets:				
Present value of the defined benefit obligation at the end of the year	63,40,018	58,84,736	37,73,813	35,53,716
LESS: Fair value of plan Assets	-	-	-	-
Unfunded status amount of liability recognized in the Bal. sheet	63,40,018	58,84,736	37,73,813	32,53,716
GARTUITY COST OF THE YEAR:				
Service cost	4,29,548	4,52,947	3,90,243	4,22,959
Interest cost	2,18,952	1,76,466	3,90,243	1,23,902
Net actuarial (gain)/loss	1,61,569	(3,46,774)	(42,819)	5,92,065
Net gratuity cost charged to p & l	8,10,069	2,82,639	21,20,097	11,38,926
ASSUMPTIONS:				
Discount rate	8.05%	7.30%	6.75%	7.60%
Annual increases in salary costs	5.0%	5.0%	5.0%	5.0%

4. Segment Reporting (AS 17)

As the Management information system of the company recognizes and monitors “chemicals” as the only business segment, the accounting standard “segment Reporting” does not apply.

5. Provisions, Contingent Liabilities and Contingent Assets (AS 29)

Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities except as mentioned in Annexure -U, for any of the years covered by the statements.

6. Related Party Disclosure (AS 18)

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Standalone Restated Financial Statement Annexure - R of the enclosed financial statements.

7. Accounting For Taxes on Income (AS 22)

Deferred Tax liability/Asset in view of Accounting Standard – 22: “Accounting for Taxes on Income” as at the end of the year/period is reported as under

Particulars	(Amount in Rs.)			
Deferred Tax Liability	As At 12/31/2018	As At 3/31/2018	As At 3/31/2017	As At 3/31/2016
Net WDV as Per Companies Act	25,22,82,885	18,32,30,079	18,34,49,862	18,77,61,928
Net WDV As per Income Tax Act	12,24,03,598	10,79,84,220	11,62,80,554	12,42,28,818
Timing Difference Due to Depreciation	5,45,51,811	5,68,64,098	6,21,18,063	5,84,81,865
Deferred Tax Liability (A)	1,51,76,314	1,88,00,977	2,05,38,095	1,93,35,859
Incremental Due to Depreciation	36,24,663	17,37,118	(12,02,236)	(17,72,843)
Gratuity Expenses Disallowed	-	-	-	-
Disallowance u/s 43B	-	-	-	-
Unabsorbed Losses of Specified Business	-	-	-	-
Timing Difference Due to Gratuity/Disallowances/Losses	63,40,018	58,84,736	37,73,813	32,53,716
Deferred Tax Assets (B)	17,63,793	19,45,670	12,47,736	10,75,776
Incremental Due to Unabsorbed Depreciation/Gratuity/Exp	-	-	-	-
Net of Deferred Tax Liability/(Deferred Tax Assets) (A-B)	1,34,12,521	1,68,55,307	1,92,90,359	1,82,60,083
Opening Deferred Tax Liability / (Asset)	1,68,55,307	1,92,90,359	1,82,60,083	1,80,98,687
Debited/(Credit) to Restated Statement of Profit and Loss Account	(34,42,786)	(24,35,052)	10,30,276	1,61,396

8. Earnings Per Share (AS 20):

Earnings per Share have been calculated is already reported in the Standalone Restated Accounts Annexure – Q of the enclosed financial statements.

9. THE COMPANY IN ITS IN HOUSE RESEARCH & DEVELOPMENT HAS INCURRED THE FOLLOWING EXPENDITURE:

Particulars	31 st Dec. 2018	31 st March 2018	31 st March 2017	31 st March 2016
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A)Capital Expenditure	73,21,291	301,740	1,36,916	5,95,412
B) Revenue expenditure	2,63,06,382	3,33,86,567	14,216,592	18,252,448
Total	3,36,27,673	33,688,307	14,353,508	18,847,860

10. The expense towards corporate social responsibility is RS. 8,00,000/- (previous year 17-18, rs. 11,53,000)
The expense towards corporate social responsibility is RS. 16,81,500/- (previous year 16-17, rs. NIL)
The expense towards corporate social responsibility is NIL. (previous year 15-16, rs. NIL)

11. C.I.F. VALUE OF IMPORTS:

Particulars	31 st Dec. 2018	31 ST March 2018	31 ST March 2017	31 ST March 2016
Raw Materials	11,11,44,816	13,75,82,024	246,063,525	305,534,086

12. FOB VALUE OF EXPORTS:

Particulars	31 st Dec. 2018	31 ST March 2018	31 ST March 2017	31 ST March 2016
F.O.B. Value Of Exports	78,74,90,789	901,774,950	921,715,698	894,467,414

13. EXPENDITURE IN FOREIGN CURRENCY ON ACCOUNT OF:

Particulars	31 st Dec. 2018	31 ST March 2018	31 ST March 2017	31 ST March 2016
Travelling expenses	12,14,683	656,717	542,209	1,201,435
Sales commission	35,32,197	4,318,018	3,348,710	7,595,383
Fees for professional & technical service	-	3,220,086	97,105	97,631
Trading goods	62,76,780	87,192,139	203,774	732,420
Capital goods	-	-	12,501,185	14,552,992
Advertisement	-	-	110,432	-
R & D Equipment	21,18,293	-	-	-
Total	1,31,41,953	95,386,960	16,803,415	24,179,861

14. CONSUMPTION OF RAW MATERIAL & % (PERCENTAGE):

Particulars	31 st Dec. 2018	31 ST March 2018	31 ST March 2017	31 ST March 2016
Imported	7,41,88,567	16,59,20,622	321,369,868	468,133,124
	(9.99%)	(18.03%)	(32.14%)	(51.88%)
Indegenious	66,84,56,462	75,42,86,803	678,489,001	434,240,614
	(90.01%)	(81.97%)	(67.86%)	(48.12%)
Total	742,645,028	920,207,425	999,858,869	902,373,738
	(100%)	(100%)	(100%)	(100%)

15. Register of companies, Gujarat has issued show cause notice to the company for non compliance of provisions of section 135 read with section 134 (3) (0) of the company act 2013 in relation to corporate social responsibility of the company for the financial year 2014-15 & the case is pending for offence in relation thereto in the session court, Ahmedabad against the company & it's six directors.
16. In earlier year due to flood at the factory premises, claim is made with insurance company for loss of Material & company except to get the claim of Rs. 66,81,526/- from the insurance company.

17. MATERIAL ADJUSTMENTS [AS PER SEBI (ICDR) REGULATIONS, 2009]

Appropriate adjustments have been made in the restated Standalone financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Company Act 1956, and as replaced by Company Act 2013 after 01st April 2014 and Accounting Standards.

The Summary of results of restatements made in the audited Standalone financial statements of the Company for the respective period / years and their impact on the profit / (loss) and assets and liabilities of the Company is as under.

Standalone Statement of adjustments in the Financial Statements

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

Standalone Statement of Profit and Loss after Tax - Table -1

Particulars	31 st Dec. 2018	31 st March 2018	31 st March 2017	31 st March 2016
Net Profit After Tax as per audited Standalone accounts but before adjustments for restated accounts:	6,06,31,272	7,04,67,440	4,73,84,440	5,51,05,438
Decrease/(Increase) in Loss on sale of Fixed Assets	-	-	-	-
Decrease/(Increase) in Other Expenses - TDS Defaults as per 26AS	-	-	-	-
Decrease/(Increase) in Depreciation as per Companies Act	-	-	-	-
Decrease/(Increase) Provision for Gratuity	-	-	-	-
(Decrease)/Increase in Prior Period - Adjustment	-	-	-	-
Decrease/(Increase) of expenses due to Capitalisation of Exp	-	-	-	-
Decrease/(Increase) on Preoperative Expenses	-	-	-	-
Decrease/(Increase) in DTL	-	-	-	-
Net Increase/ (Decrease)	-	-	-	-
Profits after Tax as per Restated StandaloneAccounts	6,06,31,272	7,04,67,440	4,73,84,440	5,51,05,438

18. Realizations:

In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets, loans and advances will, in the ordinary course of business. These of business, not be less than the amounts at which they are stated in the Balance sheet.

19. Contractual liabilities

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

20. Amounts in the Standalone financial statements

Amounts in the financial statements are rounded off to nearest lakhs. Figures in brackets indicate negative values.

For B S Rajput & Associates
Chartered Accountants
FRN:119760W
PRC No. 009336

(Bhupendra Singh Rajput)
Partner
M. No. 106729
Place: Ahmedabad
Date: 16.05.2019

ANNEXURE – A

STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS

Particulars	As at 31st December 2018	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
Share Capital				
Authorised Share Capital				
Equity shares of Rs.10 each	1,40,00,000	60,00,000	60,00,000	60,00,000
Share Capital	14,00,00,000	6,00,00,000	6,00,00,000	6,00,00,000
Issued, Subscribed and Paid up Share Capital				
Equity Shares of Rs. 10 each fully paid up	99,99,800	49,99,900	50,00,000	50,00,000
Share Capital (in Rs.)	9,99,98,000	4,99,99,000	5,00,00,000	5,00,00,000
Total	9,99,98,000	4,99,99,000	5,00,00,000	5,00,00,000
Reserves and Surplus				
Share premium:				
As per the last bal. sheet	1,89,15,200	1,89,15,200	1,89,23,200	1,89,23,200
Less: Share Issue Expense	(10,70,900)	-	-	-
General reserve:				
As per the last bal. sheet	3,78,60,625	3,78,60,625	3,78,60,625	3,78,60,625
Profit/loss:				
As per the last bal. sheet	39,27,03,119	32,22,35,673	27,48,51,233	21,97,45,795
Less: Issue of bonus shares	4,99,99,000			
Profit during the year	6,06,31,272	7,04,67,446	4,73,84,440	5,51,05,438
Total	40,33,35,391	39,27,03,119	32,22,35,673	27,48,51,233
Total	459,040,316	44,94,78,944	37,90,19,498	33,16,35,058

Terms/rights attached to equity shares:

- The company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share. The dividend is declared & paid on being proposed by the Board of directors after the approval of shareholders in the ensuing Annual General meeting.
- In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets after payment or distribution of all liabilities. The distribution to equity share holders will be in proportion to the number of equity shares held by the shareholders

The reconciliation of the number of shares outstanding as at: -

Particulars	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2015
Number of shares at the beginning	49,99,900	50,00,000	50,00,000	50,00,000
Share issued as bonus during the year	49,99,900	(100)	-	-
Number of shares at the end	99,99,800	49,99,900	50,00,000	50,00,000

The detail of shareholders holding more than 5% of Shares: -

Name of Shareholders	Number of shares			
	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2016
Kusumdevi Satishchand Shah	14,77,600	7,38,800	7,38,800	7,38,800
Satishchand Sampatraj shah	33,95,466	16,97,733	16,97,733	16,97,733
Satishchand sampatraj shah JT with kusumdevi shah	-	19,23,234	19,23,334	19,23,334
Chiragsatishchand shah	11,59,900	5,80,000	5,80,000	5,80,000
Satishchand Sampatrajkarta of satishchand sampatraj HUF	38,46,468	-	-	-
Total	98,79,434	49,39,767	49,39,867	49,39,867

ANNEXURE – B

STATEMENT OF LONG TERM AND SHORT TERM BORROWINGS

Particulars	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2016
Long Term Borrowings :				
(Secured)				
From Banks	4,18,20,100.00	79,47,321.00	95,90,929.00	98,37,184.00
Total	4,18,20,100.00	79,47,321.00	95,90,929.00	98,37,184.00
(Unsecured)				
(I) From Related Parties ('Promoters' and 'Promoter Group Companies')	-	-	-	-
(II) From Directors	1,68,22,324	1,60,74,777	51,38,327	32,88,215
(III) Loan from bank	16,86,715	3,77,77,128	3,29,56,583	2,83,49,150
A) From Body Corporate				
Inter Corporate Loan	-	-	-	-
B) From Others				
From Share Holders:	-	-	-	-
(II) From Others	79,00,000	41,50,000	-	-
A) From Body Corporate	1,25,00,000	-	-	-
Inter Corporate Loan	-	-	-	-
Short Term Borrowings				
From Banks/Financial Institutions (Secured)				
Loan Repayable on Demand	48,70,27,104	34,45,35,414	17,01,65,806	17,66,25,499
Loan from bank against mutual fund	5,18,23,426	4,74,46,865	2,57,04,842	-
The above amount includes:				
Secured Borrowings	58,06,70,630	39,99,29,600	20,54,61,577	18,64,62,683
Unsecured Borrowings	3,89,09,039	5,80,01,905	3,80,94,910	3,16,37,365

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure IV, I, II and III.

- List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.
- The terms and conditions and other information in respect of Secured Loans as on 30.09.2018 are given in Annexure -B (A)
- The terms and conditions and other information in respect of Unsecured Loans as on 30.09.2018 are given in Annexure - B (B)

ANNEXURE – B(A)

STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

Name of Lender	Purpose	Sanctioned Amount (Rs.)	Rate of interest	Securities offered	Re-Payment Schedule	Moratorium	Outstanding amount as on (as per Books) 31 st Dec. 2018
HDFC BANK	Car Loan	5,00,000.00	8.25%	Against Vehicle		Nil	-
AXIS BANK	Car Loan	4,00,000.00	0%	Against Vehicle		Nil	2,11,109
AXIS BANK	Car Loan	7,50,000.00	8.90%	Against Vehicle		Nil	3,97,379
ICICI BANK	AUTO LOAN	85,00,000.00	8.50%	Against Vehicle		Nil	33,62,987
ICICI BANK	Car Loan	60,00,000.00	8.00%	Against Vehicle		Nil	7,91,198
HDFC BANK	TERM LOAN	4,80,00,000.00	8.95%			Nil	3,70,57,427
HDFC BANK	Working Capital Facilities	18,00,00,000.00	As Per Treasury Rates	PCFC LOAN		Nil	21,13,51,210
Kotakmahindra Bank	Working Capital Facilities	9,37,00,000.00	As Per Treasury Rates	DLOD LOAN	On Demand	Nil	8,64,56,109
Kotakmahindra Bank	Working Capital Facilities	20,00,00,000.00	As Per Treasury Rates	PCFC LOAN	On Demand	Nil	16,17,19,785
Kotakmahindra Bank	Working Capital Facilities	2,50,00,000.00	KMC LR3 M+1. 10% P.A	TERM LOAN	On Demand	Nil	2,75,00,000

HDFC BANK	Business Loan	5,50,00,000.00		Against Mutual Fund	On Demand	Nil	5,18,23,426
Sub Total (A)							58,06,70,630

ANNEXURE – B(B)

STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS

- Details of Unsecured Loans outstanding as at the end of the latest Reporting period from Directors/Promoters/Promoter Group /Associates/Relatives of Directors/Group Companies/other entities
- Unsecured Loans from Promoters/Directors are interest free and all are taken without any preconditions attached towards repayments.

Name of Lender	Purpose	Rate of interest	Re-Payment Schedule	Moratorium	Outstanding amount as on (as per Books) 31st dec. 2018
Yes Bank Ltd.	Business Loan	On MCLR	Repay in 60 Monthly installment	Nil	16,86,715
From Directors:					
Chirag s. Shah	Business Loan	12%	Payable after 31/03/2019	Nil	63,44,662
KusumSatish Shah	Business Loan	12%	Payable after 31/03/2019	Nil	82,66,589
Satishchand Sampatraj	Business Loan	12%	Payable after 31/03/2019	Nil	22,11,073
From Others					
Chirag s. Shah					8,00,000
KusumSatish Shah					5,00,000
Satishchand Sampatraj					66,00,000
Total					79,00,000
From Body corporates					
Loan from Tulsi Dye Chem					1,25,00,000
Sub Total (B)					3,89,09,039

ANNEXURE – C
STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES

Particulars	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2016
Major Components of deferred tax arising on account of timing differences are:				
Timing Difference Due to Depreciation	5,45,51,811	5,68,64,098	6,21,18,063	5,84,81,865
Deferred Tax Liability(A)	1,51,76,314	1,88,00,977	2,05,38,095	1,93,35,859
Provision of Gratuity outstanding as on the end of Period	63,40,018	58,84,736	37,73,813	32,53,716
Provision of Un utilized compensated absences outstanding as on the end of Period	-	-	-	-
Expenses Disallowed under Section 43B	-	-	-	-
TDS defaults not paid, disallowed Under Section 43 B	-	-	-	-
Timing Difference Due to Gratuity and Compensated Absences	63,40,018	58,84,736	37,73,813	32,53,716
Deferred Tax Assets (B)	17,63,793	19,45,670	12,47,736	10,75,776
Cumulative Balance of Deferred Tax Liability (Net) (A-B)	1,34,12,521	1,68,55,307	1,92,90,359	1,82,60,083

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

ANNEXURE – D
STATEMENT OF LONG TERM PROVISIONS

Particulars	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2016
Gratuity	24,42,627	21,13,522	14,54,823	12,90,297
Provision for Employee benefits	-	-	-	-
Compensated Absences	-	-	-	-
Others	-	-	-	-
Total	24,42,627	21,13,522	14,54,823	12,90,297

ANNEXURE – E
STATEMENT OF TRADE PAYABLES

Particulars	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2016
Trade Payables				
For Goods & Services				
Micro, Small and Medium Enterprises	-	-	-	-
Others	24,51,93,609	28,51,34,400	16,08,05,037	11,93,37,824
Total	24,51,93,609	28,51,34,400	16,08,05,037	11,93,37,824

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
3. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company. There was no amount due to any such entities which needs to be disclosed.

ANNEXURE – F

STATEMENT OF OTHER CURRENT LIABILITIES AND SHORT TERM PROVISIONS

Particulars	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2016
Other Current Liabilities:				
Current Maturities of Long Term Debts:	1,29,56,063	1,15,11,729	1,05,07,584	1,51,50,403
Statutory Liabilities	3,12,91,250	1,40,11,076	19,30,502	21,14,391
Advance from customers	7,22,874	3,57,499	-	-
Payables for capital goods	7,62,062	7,64,283	19,720	-
Interest accrued but not due	2,75,020	4,84,619	1,05,643	2,97,548
Total	4,60,07,269	2,71,29,206	1,25,63,449	1,75,62,342
Short Term Provisions:				
Provision for Income Tax	1,61,30,000	2,89,73,300	1,67,40,000	1,46,60,000
Provisions for Gratuity	38,97,391	37,71,214	23,18,990	19,63,419
Provisions for Compensated Absences	-	-	-	-
Total	2,00,27,391	3,27,44,514	1,90,58,990	1,66,23,419

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – G

STATEMENT OF FIXED ASSETS

Particulars	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2016
Tangible Assets				
Land	50,51,245	50,51,245	50,51,245	50,51,245
Factory Building	4,77,27,534	4,66,75,491	4,89,06,322	5,11,07,682
Plant and Machinery	8,78,64,111	7,55,88,137	8,62,81,114	9,52,18,496
Electric Installation	81,05,467	78,87,603	88,19,455	1,00,50,333
Furniture and Fittings	25,53,893	20,45,668	22,97,520	19,81,521
Computers	5,63,933	4,90,074	2,75,064	4,94,349
Office Equipments	7,72,717	7,03,116	8,55,416	11,29,583
Vehicle	2,93,67,753	3,14,58,229	3,09,63,727	2,27,28,721
(A)	18,20,06,653	16,98,99,563	18,34,49,863	18,77,61,930

Capital Work In Progress	7,02,76,232	1,33,30,516	-	-
(B)	7,02,76,232			
Total	25,22,82,885	18,32,30,079	18,34,49,863	18,77,61,930

Note:-

- Factory Building is including of cost of land, which is being depreciated at the rate which is applicable on Factory Building. There is no detail available with the Company about the cost of Land.
- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – H STATEMENT OF NON-CURRENT INVESTMENTS

Particulars	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2016
Non Current Investment:				
Non Trade investments - Unquoted				
2500(NIL)(NIL)(NIL) Shares of Clairvoyance Chemtech Pvt.Ltd. of Rs 10/- each fully paid	1,00,000	-	-	-
Associates in LLP				
Redshift Engineering LLP	45,93,410	38,50,828	28,95,485	4,44,000
1900(1900)(2500)(NIL) Shares of Mirash Industries Pvt.Ltd. of Rs 10/- each fully paid	5,69,79,400	19,000	25,000	-
500(500)(500)(500) Shares of Gujarat Dyestuff Mfrs Co-op Society Limited of Rs 10/- each fully paid	5,000	5,000	5,000	5,000
Non Trade investments:				
Investment in Equity Instruments - Quoted				
927813.052(927813.052)(NIL)(NIL)Units of HDFC Regular Savings Fund-Growth	3,00,00,000	3,00,00,000	-	-
2500000(2500000)(NIL)(NIL)Units of ICICI Prudentail Fixed Maturity Plan	2,50,00,000	2,50,00,000	-	-
5000(5000)(NIL)(NIL) Ashiana Housing Ltd.	8,93,200	8,93,200	-	-
7000(7000)(NIL)(NIL) Central Depository Services (INDIA) Ltd.	23,53,170	23,53,170	-	-
NIL(22634)(NIL)(NIL)Genus Power Infrastructures Ltd.	-	14,29,242	-	-
30000(30000)(NIL)(NIL) Grauer& Well	20,63,700	20,63,700	-	-

(INDIA) Ltd.				
14250(9250)(NIL)(NIL) Gujarat Narmada Valley Fertilizer	59,38,503	81,76,710	-	-
5232(5232)(NIL)(NIL) JagranPrakashan Ltd.	9,24,547	9,24,547	-	-
NIL(7500)(NIL)(NIL) JK Paper Ltd.	-	12,44,400	-	-
1400(1400)(NIL)(NIL) Maharashtra Scooters Ltd.	43,25,334	43,25,334	-	-
NIL(40000)(NIL)(NIL) MeghmaniOrganics Ltd.	-	34,59,600	-	-
5000(5000)(NIL)(NIL) Minda Corporation	10,12,280	10,12,280	-	-
75000(75000)(NIL)(NIL) MIRC Electronics Ltd.	34,70,750	34,70,750	-	-
NIL(1000)(NIL)(NIL)National Aliminium Co. Ltd	-	7,38,200	-	-
58396(58396)(NIL)(NIL) Pennar Industries Ltd.	37,25,787	37,25,787	-	-
14830(1100)(NIL)(NIL) The PeriaKarmalai Tea & Produce Co. Ltd. of Rs. 10 each fully paid	-	3,59,348	-	-
2910(2910)(NIL)(NIL) ProzonIntu Properties Ltd.	1,69,217	1,69,217	-	-
132864(32864)(NIL)(NIL) Sarla Performance Fibers Ltd.	74,23,528	63,51,876	-	-
12500(12500)(NIL)(NIL) Tata Coffee Ltd.	19,62,500	19,62,500	-	-
10000(10000)(NIL)(NIL)Texmaco Rail &Engeneering Ltd.	9,77,150	9,77,150	-	-
12906(12906)(NIL)(NIL) Uflex Ltd.	86,60,613	86,60,613	-	-
NIL(1020)(NIL)(NIL) Vindhya Telelinks Ltd. Shares	-	10,52,589	-	-
10000(NIL) Equity Shares of Puravanakara Projects Ltd. of Rs. 5/- each fully paid	16,30,869	-	-	-
14830(NIL) Equity Shares of the peraikaramalai tea & produce co.ltd. Of rs. 10 each fully paid	38,85,805	-	-	-
TOTAL	16,60,94,763	11,22,25,041	29,25,485	4,49,000

(Book Value of quoted Investment Rs. 10,44,16,952/- (Rs. 10,83,50,213/-)				
(Market Value of Quoted Investment on last date/ nearest of the year ended date is Rs. 9,70,06,973/- (Rs. 9,43,79,585/-)				

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – H(A)

STATEMENT OF CURRENT INVESTMENTS

Particulars	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2016
Nil (123768.131)units of Birla Sun Life Savings fund- Growth regular plan of RS.100/-each Fully paid up	-	-	-	2,72,50,386
NIL (927813.02) (NIL) units of HDFC Regular Savings Fund-Growth	-	-	30,00,000	-
NIL (2500000) (NIL) units of ICICI PRUDENTIAL FIXED MATURITY PLAN	-	-	25,00,000	-
NIL (31489.859) (2405018.022) Units of L & T ARBITRAGE OPPORTUNITIES FUND.Direct MONTHLY Dividend of RS> 10/- each fully paid up.	-	-	3,23,698	2,47,24,414
TOTAL	-	-	5,53,23,698	5,19,74,800

ANNEXURE – I

STATEMENT OF LONG-TERM LOANS AND ADVANCES

Particulars	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2016
Unsecured, Considered Good unless otherwise stated:				
Security Deposit	19,99,231	20,00,231	19,98,231	19,93,831
VAT Input credit	96,07,267	96,07,267	29,46,176	60,73,722
Capital advances	33,02,950	17,84,510	-	-
Income tax	-	-	-	32,00,000
loans to subsidiary	5,71,02,450	-	-	-
Total	7,20,11,898	1,33,92,008	49,44,407	1,12,67,553

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – J

STATEMENT OF INVENTORIES

Particulars	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2016
Raw Materials (Includes Goods in Transit Rs. NIL/- (49,84,980/-)(NIL)(NIL))	20,25,59,978	15,97,98,223	11,05,50,275	11,40,17,804
Semi Finished Goods	24,91,19,355	18,30,78,133	8,97,89,377	5,68,98,583
Fuel (Includes Goods in Transit Rs. NIL/- (NIL)(40,26,989/-)(NIL))	3,85,090	5,00,400	57,76,783	17,06,950
Stores & Spares	18,52,018	33,66,592	12,41,183	16,23,464
Organic Manure	-	-	-	-
Finished Goods	-	-	-	23,81,107
Total	45,39,16,441	34,67,43,348	20,73,57,618	17,66,27,908

Note:- Inventory has been physically verified by the management of the Company at the end of respective year/period

ANNEXURE – K

STATEMENT OF TRADE RECEIVABLES

Particulars	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2016
Outstanding for a period exceeding six months (Unsecured and considered Good)	-	-	-	-
From Directors/Promoters/Promoter Group/Associates/ Relatives of Directors/ Group Companies.	-	-	-	-
Others	40,05,275	1,09,167	37,79,854	47,21,690
Outstanding for a period not exceeding 6 months (Unsecured and considered Good)	-	-	-	-
From Directors/Promoters/Promoter	-	-	-	-

Group/Associates/ Relatives of Directors/ Group Companies.				
Others	30,51,64,687	36,08,17,307	17,31,86,630	15,06,86,064
Total	30,91,69,962	36,09,26,474	17,69,66,484	15,54,07,754

Notes:-

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
3. List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

ANNEXURE – L

STATEMENT OF CASH & CASH EQUIVALENTS

Particulars	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2016
Cash and Cash Equivalents: (as per Accounting Standard 3: Cash flow Statements)				
Balances with Banks in Current Accounts	1,45,43,087	9,31,016	9,64,336	2,62,23,910
Cash on Hand	10,705	95,330	91,504	1,21,251
Other Bank Balances :				
Deposits as security against guarantees and letter of credit	7,52,083	7,39,349	34,22,564	38,13,871
Total	1,53,05,875	17,65,695	44,78,404	3,01,59,032

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – M

STATEMENT OF SHORT-TERM LOANS AND ADVANCES

Particulars	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2016
Unsecured, Considered Good:				
To employees	6,94,618	26,07,123	7,54,505	5,04,191
Advances to Creditors	58,65,807	42,38,994	4,35,87,459	60,00,541
Loans to Associates	-	-	4,00,24,823	-
Loans to others	10,57,27,169	16,17,82,734	3,45,43,766	3,80,40,543
Other advances:				
Income tax	2,45,14,771	3,29,71,408	2,78,07,171	2,12,07,748
Excise Duty	-	-	1,40,16,407	1,95,34,137
GST Receivable	3,64,22,917	4,04,63,360	-	-
Service Tax	-	-	27,12,358	30,37,416
VAT Input Credit	88,99,743	1,28,10,851	4,32,36,517	3,40,47,549

Prepaid expenses	22,52,723	13,29,070	11,72,104	16,78,560
Total	18,43,77,748	25,62,03,540	20,78,55,110	12,40,50,685

Notes:-

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
3. List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

ANNEXURE – N

STATEMENT OF OTHER CURRENT ASSETS

Particulars	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2016
Accrued Income	1,17,05,681	1,22,704	10,49,882	11,67,796
Claim of GST Receivable	2,17,63,166	1,79,61,613	-	-
Claim of Excise Rebate Receivable	-	-	1,61,18,327	1,40,57,648
Duty Drawback Receivables	22,75,213	27,68,051	-	-
Insurance claim rece.	66,81,526	66,81,526	-	-
MEIS Export Benefit Receivable	1,01,16,245	1,52,16,314	2,52,79,364	1,98,64,969
Total	5,25,41,831	4,27,50,208	4,24,47,573	3,50,90,413

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – O
STATEMENT OF OTHER INCOME

Particulars	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2016
Related and Recurring Income:				
Interest Income	1,09,07,168	1,16,83,979	68,16,745	82,30,759
Exchange Rate Variation	1,23,22,985	1,39,78,904	1,57,34,158	69,94,511
Profit on sale of Assets	-	-	38,935	43,530
Dividend Received	4,91,184	2,18,784	16,52,024	4,16,511
Profit on sale of Investment	8,06,021	25,87,789	32,74,423	54,70,337
Prior period Income	-	-	-	1,17,639
Insurance Claim	-	66,81,526	-	3,16,712
Miscellaneous Income	3,61,635	2,11,438	8,98,543	2,07,905
Liabilities Written Back	9,20,002	3,56,237	5,87,957	56,985
Total	2,58,08,995	3,57,18,657	2,90,02,785	2,18,54,889

Notes:-

1. The classification of other income as recurring/not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.
2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – P
STATEMENT OF TURNOVER

Particulars	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2016
(i) Turnover of Products Manufactured by the Issuer Company	1,02,40,58,711	1,17,57,34,819	1,18,35,05,652	1,15,02,34,957
(ii) Turnover of Products Traded by the Issuer Company	12,95,28,270	30,33,44,165	16,02,18,814	2,31,30,163
(iii) Other Operating income				
Claim of Rebate Of Excise /GST	10,86,90,838	10,87,20,489	9,69,95,572	7,43,70,316
Duty Drawback	97,84,096	1,34,90,225	1,26,64,051	95,15,953
MEIS market Export Benefit	2,01,92,971	2,44,23,193	2,26,80,970	1,98,84,969
Vatav Kasar	-	1,28,573	-	1,37,965
Total	1,29,22,54,886	1,62,58,41,464	1,47,60,65,059	1,27,72,74,323

Notes:-

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – Q

STATEMENT OF MANDATORY ACCOUNTING RATIOS

Particulars	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2016
Net Worth (A)	55,90,38,316	49,94,77,944	42,90,19,498	38,16,35,058
Restated Profit after tax	6,06,31,272	7,04,67,440	4,73,84,440	5,51,05,438
Less: Prior Period Item				
Adjusted Profit after Tax (B)	6,06,31,272	7,04,67,440	4,73,84,440	5,51,05,438
Number of Equity Share outstanding as on the End of Year/Period (c)	99,99,800	49,99,900	50,00,000	50,00,000
Weighted average no of Equity shares at the time of end of the year (D)	66,66,533	49,99,975	50,00,000	50,00,000
Current Assets (E)	1,01,53,11,857	1,00,83,89,266	69,44,28,888	57,33,30,592
Current Liabilities (F)	87,04,78,799	73,69,90,398	38,82,98,124	33,01,49,085
Face Value per Share	10.00	10.00	10.00	10.00
Restated Basic and Diluted Earning Per Share (Rs.) (B/D)	6.06	14.09	9.48	11.02
Return on Net worth (B/A)	10.84%	14.11%	11.04%	14.44%
Net asset value per share (A/C) (Face Value of Rs. 10 Each	55.90	100.00	86.00	76.00
Net assets value per share (effect of bonus issue of equity shares) (A/D)	83.86	100.00	86.00	76.00
Current Ratio (E/F)	1.17	1.37	1.78	1.73

Notes:-

- 1) The ratios have been computed as below:
 - a) Basic earnings per share (Rs.) - : Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year.
 - b) Diluted earnings per share (Rs.):- Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS.
 - c) Return on net worth -: Net profit after tax (as restated) / Net worth at the end of the period or year.
 - d) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year.
 - e) Net assets value per share (effect of bonus issue of equity shares) - : Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year (after split and bonus issue)
- 2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.
- 3) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).
- 4) The Company has declared bonus shares in the ratio of 1:1 (1 share bonus for Every 1 shares held in Company) dated 09/10/2018 to all existing shares holders.
- 5) The figures disclosed above are based on the standalone restated summary statements of the Group.
- 6) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE - R

STATEMENT OF RELATED PARTY TRANSACTION

a)	Names of the related parties with whom transaction were carried out during the years and description of relationship:				
1	Key Managerial Person	Mr. Satish S. Shah Mrs. Kusum Shah Mr. Chirag S. Shah Mrs. Masoom C. Shah (From 19/10/2018) Mr. Jayesh R. Jadawala Mr. Jaydeep Devda (Till 19/10/2018)			
2	Relatives of Key Management Personnel with whom transactions have taken place	Mrs. Masoom C. Shah (Till 19/10/2018) Mr. Chirag Karnavat (From 19.10.2018) Mrs. Nayana Devda (Till 19/10/2018)			
3	Associates:	Redshift Engineering LLP Mirash Industries Pvt. Ltd (Till 31/03/2017)			
4	Subsidiary:	Clairvoyance Chemtech Pvt. Ltd.			
Sr. No.	Particulars	For the Period 31st Dec 2018	For the Period 30.03.2018	For the Period 31.03.2017	For the Period 31.03.2016
1	Remuneration:				
	Mr. Satish S. Shah	1,35,00,000	1,80,00,000	1,80,00,000	1,80,00,000
	Mr. Chirag S. Shah	63,00,000	84,00,000	84,00,000	84,00,000
	Mrs. Kusum Shah	27,00,000	36,00,000	36,00,000	36,00,000
	Mr. Jaydeep Devda	3,55,669	5,31,123	4,79,262	4,38,462
	Mr. Nayan Devda	-	4,34,639	3,54,261	3,00,092
	Mrs. Masoom C. Shah	2,42,309	15,00,339	2,81,538	-
	Mr. Jayesh R. Jadawala	4,88,319	5,54,661	5,99,077	5,39,813
	Total	2,35,86,297	3,30,20,762	3,17,14,138	3,12,78,367
2	Salary (Relatives Of Directors):				
	Nayanadevda	2,78,553	4,34,639	-	-
	Masoom C Shah	8,19,998	15,00,339	-	-
	Chiragkarnavat	71,539	-	-	-
	Total	11,70,090	19,34,978	-	-
3	Interest Paid:				
	Mr. Satish S. Shah	9,95,477	7,94,108	3,06,875	7,51,168
	Mr. Chirag S. Shah	10,76,929	7,43,799	3,12,432	2,11,898

	Mrs. Kusum Shah	6,29,429	3,36,216	74,034	2,76,484
	Total	27,01,835	18,74,123	6,93,341	12,39,550
4	Interest Received:				
	Mirash Industries Pvt. Ltd	-	-	2,16,470	-
	Total	-	-	2,16,470	-
5	Unsecured Loan Taken:				
	Mr. Satish S. Shah	1,40,00,480	2,51,27,500	1,71,60,000	1,87,50,000
	Mr. Chirag S. Shah	85,00,001	4,16,75,000	42,50,000	56,00,200
	Mrs. Kusum Shah	57,25,000	1,06,70,000	18,00,000	24,50,000
	Total	2,82,25,481	7,74,72,500	2,32,10,000	2,68,00,200
6	Loan Given To Associates/Subsidiary:				
	Redshift Engineering Llp	-	-	3,98,30,000	-
	Clairvoyance Chemtechpvt.Ltd.	5,71,02,450	-	-	-
	Total	5,71,02,450	-	3,98,30,000	-
7	Unsecured Loan Repaid:				
	Mr. Satish S. Shah	1,34,02,093	2,25,01,619	1,31,50,000	3,03,32,285
	Mr. Chirag S. Shah	1,02,50,840	3,35,41,141	50,00,000	67,18,217
	Mrs. Kusum Shah	75,000	80,30,000	30,00,000	56,50,000
	Total	2,37,27,933	6,40,72,760	2,11,50,000	4,27,00,502
8	Investment In LLP:				
	Redshift Engennering LLP	20,09,029	18,80,000	24,51,485	4,44,000
	Total	20,09,029	18,80,000	24,51,485	4,44,000
9	Investment In Associates/Subsidiary:				
	Mirash Industries Pvt. Ltd	-	-	25,000	-
	Clairvoyance Chemtechpvt.Ltd.	1,00,000	-	-	-
	Total	1,00,000	-	25,000	-
10	Loss On Share From LLP:				
	Redshift Engennering LLP	7,32,418	9,24,657	-	-
	Total	7,32,418	9,24,657	-	-
S.No .	Particulars	Balance o/s as on 31st	Balance o/s as on 31/3/2018	Balance o/s as on 31/3/2017	Balance o/s as on 31/3/2016

		Dec.2018			
1	Remuneration:				
	Mr. Satish S. Shah	-	8,59,800	12,70,800	8,99,800
	Mr. Chirag S. Shah	-	2,94,800	2,92,800	4,99,800
	Mrs. Kusum Shah	-	2,39,800	1,23,800	2,50,800
	Mr. Jaydeep Devda	-	28,623	(2,282)	(1,176)
	Mr. Nayan Devda	-	-	(1,464)	-
	Mrs. Masoom C. Shah	-	-	(22,500)	-
	Mr. Jayesh R. Jadawala	-	23,593	(4,622)	(5,018)
	Total	-	14,46,616	16,56,532	16,44,206
2	Salary (Relatives Of Directors):				
	Masoom C Shah	-	50,657	-	-
	Total	-	50,657	-	-
3	Unsecured Loan Taken:				
	Mr. Satish S. Shah	1,40,00,480	2,51,27,500	1,71,60,000	1,87,50,000
	Mr. Chirag S. Shah	85,00,001	4,16,75,000	42,50,000	56,00,200
	Mrs. Kusum Shah	57,25,000	1,06,70,000	18,00,000	24,50,000
	Total	2,47,22,324	2,02,24,777	2,32,10,000	2,68,00,200
4	Unsecured Loan Received.				
	Mr. Satish S. Shah	-	-	1,31,50,000	3,03,32,285
	Mr. Chirag S. Shah	-	-	50,00,000	67,18,217
	Mrs. Kusum S. Shah	-	-	30,00,000	56,50,000
	Total	-	-	2,11,50,000	4,27,00,502
5	Loan Given To Associates/Subsidiary:				
	Mirash Industries Pvt. Ltd (Till 31/03/2017)	-	-	4,00,24,823	-
	Clairvoyance Chemtechpvt.Ltd.	5,71,02,450	-	-	-
	Total	5,71,02,450	-	4,00,24,823	-
6	Investment In LLP:				
	Redshift Engennering LLP	20,09,029	38,50,828	28,95,485	4,44,000
	Total	20,09,029	38,50,828	28,95,485	4,44,000
7	Investment In Associates:				
	Clairvoyance Chemtechpvt.Ltd.	1,00,000	-	-	-

	Mirash Industries Pvt. Ltd		-	25,000	-
	Total	1,00,000	-	25,000	-

ANNEXURE – S
STATEMENT OF CAPITALISATION

Particulars	Pre Issue 31.12.2018	Post Issue
Debt		
Short Term Debt	55,92,50,530	XX
Long Term Debt	7,32,85,202	XX
Total Debt	63,25,35,732	XX
Shareholders' Fund (Equity)		
Share Capital	9,99,98,000	XX
Reserves & Surplus	45,90,40,316	XX
Less: Miscellaneous Expenses not w/off		
Total Shareholders' Fund (Equity)	55,90,38,316	XXX
Long Term Debt/Equity	0.13	XX
Total Debt/Equity	1.13	

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes instalment of term loans repayable within 12 months
2. Long term Debts represent debts other than Short term Debts as defined above but includes instalment of term loans repayable within 12 months grouped under other current liabilities
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/12/2018.

ANNEXURE – T
STATEMENT OF TAX SHELTER

Particulars	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2016
A Profit before taxes as restated	7,41,87,734	9,69,00,629	6,52,27,001	6,89,96,037
B Tax Rate Applicable %	27.82	33.06	33.06	33.06
C Tax Impact (A*B)	2,06,39,027.60	3,20,38,255.00	2,15,66,003.30	2,28,12,159.70
Adjustments:				
D Permanent Differences				
Expenses Disallowed	3,52,103.00	-	-	2,88,885.00
Donation	8,00,000.00	11,53,000.00	17,08,202.00	7,850.00
Dividend on Mutual Fund	(4,91,184.00)	(2,18,784.00)	(16,52,024.00)	(4,16,511.00)
Loss on Share of LLP	7,32,418.00	9,24,657.00		
STT	24,902.00	2,19,346.00		
Loss on sale of Investment		1,072.00		3,09,860.00
Profit on sale of Investment	(8,06,021.00)	(25,87,789.00)	(32,74,423.00)	(54,70,337.00)
Bonus as per Note	-	(34,042.00)	88,632.00	
Addition as per 3CD Report 21(a) & 21(h)	-	63,566.00	20,000.00	-
Profit /loss on sale of assets	-	10,75,049.00	2,76,338.00	2,66,330.00

	Expenses R&D deducted	(2,41,35,098.00)	1,68,03,893.00	1,44,90,424.00	1,94,43,272.00
	Total Permanent Differences	(2,35,22,880.00)	1,62,07,818.00	1,73,23,699.00	2,44,57,195.00
E	Timing Difference				
	Difference between tax depreciation and book depreciation	22,99,396.00	38,90,790.00	9,41,039.00	(35,95,207.00)
	Expenses Disallowed Under Section 43 B	44,09,774.00	-	-	-
	TDS defaults not paid, disallowed Under Section 43 B	-	3,807.00	-	-
	Gratuity Expenses Disallowed under Section 40A(7)	-	21,10,923.00	5,20,097.00	11,38,927.00
	Leave Encashment Disallowed under Section 43B	-	(21,306.00)	33,621.00	52,119.00
	Gratuity and Leave Encashment Expenses Allowed on payment basis under Section 40A(7) and 43B respectively	-	-	-	-
	Amount Disallowed u/s 43 B in preceding Previous Year, Now Allowed as per Section 43B	-	-	-	-
	CHAPER VI - DONATION 80G - 50%	-	5,76,500.00	8,54,101.00	3,925.00
	Total Timing Differences	67,09,170.00	65,60,714.00	23,48,858.00	(24,00,236.00)
	Brought Forward Losses	-	-	-	-
F	Net Adjustment (F) = (D+E)	(1,68,13,710.00)	(96,47,104.00)	1,49,74,841.00	2,68,57,431.00
G	Tax Expenses/ (Saving) thereon (F*B)	(46,77,574.12)	(31,89,622.00)	(49,51,131.68)	(88,79,872.41)
H	Tax Liability, After Considering the effect of Adjustment (C +G)	1,59,61,453.45	2,88,48,632.97	1,66,14,871.66	1,39,32,287.30
	Tax Effect on Capital Gain	1,34,541.00			
	MAT Credit Utilized	-	-	-	-
H	Tax Liability, After Considering the effect of MAT Credit	1,60,95,994.45	2,88,48,632.97	1,66,14,871.66	1,39,32,287.30
I	Book Profit as per MAT *	7,41,87,733.91	9,69,00,629.00	6,52,27,001.00	6,89,96,037.00
J	MAT Rate	20.39	20.39	20.39	20.39
K	Tax liability as per MAT (I*J)	1,51,26,025.79	1,97,56,923.90	1,32,99,035.39	1,40,67,498.49
L	Current Tax being Higher of H or K	1,60,95,994.45	2,88,48,632.97	1,66,14,871.66	1,40,67,498.49
M	MAT Credit Entitlement	-	-	-	-
N	Total Tax expenses (L+M+N)	1,60,95,994.45	2,88,48,632.97	1,66,14,871.66	1,40,67,498.49
			46,409.03	(17,120.66)	6,64,074.51
O	Total Tax as per Return of Income (Before Interest under Section 234A,B and C of Income Tax Act, 1961)	NA	2,88,95,042.00	1,65,97,751.00	1,47,31,573.00

P	Tax Paid Under (Normal/MAT) in Income Tax Return Filed by Company	Normal	Normal	Normal	Normal

* MAT refers to Minimum Alternative Tax as referred to in section 115 JB of the Income Tax Act, 1961.

Notes:

1. The aforesaid statement of tax shelters has been prepared as per the restated Summary statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax r respective years stated above. The changes in the tax liability and the interest thereon arising on account of assessment proceedings, notices, appeals etc has been adjusted in the tax liability of the year to which the liability pertains.
2. The figures for the year ended December 31, 2018 are based on the provisional computation of Total Income prepared by the Company
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – U

RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES

Particulars	As at 31st Dec. 2018	As at 30.03.2018	As at 31.03.2017	As at 31.03.2016
Contingent liabilities in respect of:				
Bank Gaurantees	37,31,500	35,00,676	32,37,382	32,91,895
Export obligations Under Customs	-	-	74,84,633	1,78,43,969
Letter on Credit	-	-	35,78,313	3,05,40,675
Income tax Disputed in Appeal	-	13,62,690	1,48,67,170	63,12,393
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2008-09	-	-	-	-
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2010-11	13,52,690		-	-
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2012-13	-	-		
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2013-14	-	-		
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2016-17	17,89,820	-		
Excise Duty Liability	-	-		
Commitments (to the extent not provided for)	-	-		
The Estimated amount of Capital commitment for Fixed assets	53,25,000	3,21,48,300		
Uncalled liability on shares and other investments partly paid	-	-		
Other commitments/liabilities	-	-		
Total	1,21,99,010	3,70,11,666	2,91,67,498	5,79,88,932

Notes:-

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

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

AUDITORS REPORT ON CONSOLIDATED RESTATED FINANCIAL STATEMENTS

To,
The Board of Directors,
INDO COLCHEM LIMITED
Ahmedabad, Gujarat.

Dear Sir,

1. We have examined the attached Consolidated Restated Financial Information of **M/s. Indo Colchem Private Limited** (hereinafter referred as “the Company”), which comprise of the Consolidated Restated Summary Statement of Assets and Liabilities as at **December 31, 2018**. The Restated Summary Statements of Consolidated Profits and Loss and the Restated Summary Statement of Consolidated Cash Flows for the **period ended on December 31, 2018**, and the Summary of Significant Accounting Policies as approved by the Board of Directors of the Company prepared in terms of the requirements of :
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (“ the Act”), read with the applicable provisions within Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (“the Rules”);
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the Regulation”) (“SEBI ICDR Regulations”) as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 (“ICDR Regulations”).

The preparation of the Consolidated Restated Financial Information is the responsibility of the Management of the Company for the purpose set out in paragraph 8 below. The Management’s responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Rules and ICDR Regulations.

2. We have examined such Consolidated Restated Financial Information taking into consideration:
 - (a) The terms of reference to our engagements with the Company requesting us to examine financial statements referred to above and proposed to be included in the Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of NSE (“IPO” or “SME IPO”); and
 - (b) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by ICAI (“The Guidance Note”).
3. These Consolidated Restated Financial information of the Company have been compiled by the management from the Audited Consolidated Financial Statements of the Company for the Stub Period ended on December 31, 2018. Which have been approved by the Board of Directors.
4. The Statutory Audit of the Company are for the stub period ended on December 31, 2018, which have been conducted by us and accordingly, reliance has been placed on the financial information examined by them. We have examined the books of account underlying those Consolidated financial statements and other records of the Company, to the extent considered necessary by us, for the presentation of the Consolidated Restated Summary Statements under the requirements of Schedule III of the Act.
5. Based on our examination, we report that:
 - a) The “**Restated Consolidated Statement of Assets and Liabilities**” as set out in **Annexure I** to this report, of the Company for the Period ended as at December 31, 2018, have been arrived at after making such adjustments and regroupings to the individual Consolidated Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Consolidated Restated Summary Statements as set out in **Annexure IV** to this Report.

- b) The “**Restated Consolidated Statement of Profit and Loss**” as set out in **Annexure II** to this report, of the Company for the Period ended as on December 31, 2018 have been arrived at after making such adjustments and regroupings to the individual Consolidated financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Consolidated Restated Summary Statements as set out in **Annexure IV** to this Report.
- c) The “**Restated Consolidated Statement of Cash Flow**” as set out in **Annexure III** to this report, of the Company for the Period ended as on December 31, 2018 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.

Based on the above and also as per the reliance placed by us on the audited Consolidated financial statements of the company and Auditors Report thereon which have been prepared by Statutory Auditor of the Company for the Period ended on December 31, 2018 we are of the opinion that “**Restated Consolidated Financial Statements**” or “**Restated Consolidated Summary Statements**” have been made after incorporating:

- (i) Adjustments for any material amounts in the respective financial years have been made to which they relate; and
 - (ii) There are no Extra-ordinary items except as shown in the Restated Consolidated Profit & Loss Statement of that need to be disclosed separately in the Restated Consolidated Summary Statements.
 - (iii) Adjustments on account of the statutory audit qualifications, if any, have been adjusted and regrouped to the individual Consolidated financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Consolidated Summary Statements as set out in **Annexure IV** to this Report.
 - (iv) Adjustments in Consolidated Financial Statements have been made in accordance with the correct accounting policies, which includes the impact of provision of gratuity made on actuarial valuation basis in the Restated Consolidated Financial statements.
 - (v) There are revaluation reserves, which have been disclosed separately in the “**Restated Consolidated Financial Statements**”.
 - (vi) The Company has not paid dividend on its equity shares during the reporting period.
6. In terms of Schedule VI of the SEBI (ICDR) Regulations, 2018 and other provisions relating to accounts, We, B. S Rajput & Associates, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid **Certificate No. 009336 dated 16/09/2016** issued by the “Peer Review Board” of the ICAI.

7. Other Financial Information:

- a) We have also examined the following financial information as set out in annexure prepared by the Management and as approved by the Board of Directors of the Company for the Period ended on December 31, 2018.
- b)

Restated Consolidated Statement of Share Capital, Reserves And Surplus	Annexure-A
Restated Consolidated Statement of Long Term And Short Term Borrowings	Annexure-B, B(A) and B(B)
Restated Consolidated Statement of Deferred Tax (Assets) / Liabilities	Annexure-C
Restated Consolidated Statement of Long Term Provisions	Annexure-D

Restated Consolidated Statement of Trade Payables	Annexure-E
Restated Consolidated Statement of Other Current Liabilities & Short Term Provisions	Annexure-F
Restated Consolidated Statement of Fixed Assets	Annexure-G
Restated Consolidated Statement of Non-Current Investments	Annexure-H
Restated Consolidated Statement of Long-Term Loans And Advances	Annexure-I
Restated Consolidated Statement of Inventory	Annexure-J
Restated Consolidated Statement of Trade Receivables	Annexure-K
Restated Consolidated Statement of Cash & Cash Equivalents	Annexure-L
Restated Consolidated Statement of Short-Term Loans And Advances	Annexure-M
Restated Consolidated Statement of Other Current Assets	Annexure-N
Restated Consolidated Statement of Other Income	Annexure-O
Restated Consolidated Statement of Turnover	Annexure-P
Restated Consolidated Statement of Mandatory Accounting Ratios	Annexure-Q
Restated Consolidated Statement of Related party transaction	Annexure-R
Restated Consolidated Statement of Capitalization	Annexure-S
Restated Consolidated Statement of Tax shelter	Annexure-T
Restated Consolidated Statement of Contingent liabilities	Annexure-U

- c) The Restated Consolidated Financial Information contain all the disclosures required by the SEBI ICDR regulations and partial disclosures as required by Accounting Standards notified under the Companies Act, 1956 of India read with the General Circular 15/ 2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
- d) We have not audited any Consolidated financial statements of the Company as of any date or for any period subsequent to December 31, 2016. Accordingly, we do not express any opinion on the financial position, results or cash flows of the Company as of any date or for any period subsequent to December 31, 2016.
- e) The preparation and presentation of the Financial Statements referred to above are based on the Audited Consolidated 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.
- f) In our opinion, the above Consolidated financial information contained in Annexure I to Annexure III and Annexure A to S of this report read along with the Restated Consolidated Statement of Significant Accounting Policies and related Notes as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with Section 26 of the Act, read with the applicable provisions within Rule - 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the SEBI Regulations, The Revised Guidance Note on Reports in Company Prospectuses and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India ("ICAI") to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with you. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.
- g) Consequently the financial information has been prepared after making such regroupings and retrospective adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited Consolidated financial statements for the relevant years.

- h) 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 Consolidated financial statements referred to herein.
- i) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- j) Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO-SME for Proposed Issue of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without our prior consent in writing.

For B S Rajput & Associates
Chartered Accountants
FRN:119760W
PRC No. 009336.

(Bhupendra Singh Rajput)
Partner
M. No. 106729

Place: Ahmedabad
Date: 16.05.2019

ANNEXURE-I

CONSOLIDATED BALANCE SHEET AS ON 31 ST DECEMBER 2018

Particulars			As At 31st Dec. 2018
A)	<u>Equity And Liabilities</u>		
1.	Shareholders' Funds		
(a)	Share Capital		9,99,98,000
(b)	Reserves & Surplus		45,90,40,315
	Sub Total		55,90,38,315
2.	Non Current Liabilities		
(a)	Long Term Borrowings		6,03,29,139
(b)	Deferred Tax Liabilities (Net)		1,34,12,521
(c)	Long Term Provisions		24,42,627
	Sub Total		7,61,84,287
3.	Current Liabilities		
(a)	Short Term Borrowings		55,92,50,530
(b)	Trade Payables		24,51,93,610
(c)	Other Current Liabilities		4,60,07,269
(d)	Short Term Provisions		2,00,27,391
			87,04,78,800
	Total		1,50,57,01,402
B)	<u>ASSETS</u>		
1.	Non Current Assets		
(a)	Fixed Assets		
	Tangible Assets		23,58,05,178
	Capital Work in Progress		7,02,76,232
	Sub Total		30,60,81,410
(b)	Non-Current Investment		16,59,94,763
(c)	Deferred Tax Assets (Net)		
(c)	Long Term Loans and Advances		1,49,09,448
(d)	Other Non Current Assets		-
	Sub Total		18,09,04,211
2.	Current Assets		
(a)	Inventories		45,39,16,440
(b)	Trade Receivables		30,91,69,962
(c)	Cash and Cash equivalents		1,53,79,315
(d)	Short-Term Loans and Advances		18,76,80,438
(e)	Other Current Assets		5,25,69,626
	Sub Total		1,01,87,15,782
	Total		1,50,57,01,402

ANNEXURE-II
CONSOLIDATED STATEMENT OF PROFIT AND LOSS

Particulars		For the Period ended 31 st Dec., 2018
A)	Equity And Liabilities	
1	Revenue From Operation (Gross)	1,29,22,54,886
	Less: Excise Duty	-
	Revenue From Operation (Net)	1,29,22,54,886
2	Other Income	2,58,08,993
	Total Revenue (1+2)	1,31,80,63,879
3	Expenditure	
(a)	Cost of Goods Consumed	74,26,45,028
(b)	Purchase of Traded Goods	11,60,24,651
(c)	Changes in Inventories of finished goods, work in progress and stock -in-trade	(6,60,41,222)
(d)	Employee Benefit Expenses	5,68,53,653
(e)	Finance Cost	5,04,78,652
(f)	Depreciation and Amortisation Expenses	1,67,21,486
(g)	Other Expenses	32,71,93,898
4	Total Expenditure 3(a) to 3(b)	1,24,38,76,146
5	Profit/(Loss) Before Tax (2-4)	7,41,87,733
6	Tax Expense:	
(a)	Tax Expense for Current Year	1,61,30,000
(b)	Short/(Excess) Provision of Earlier Year	8,69,248
(c)	Deferred Tax	(34,42,786)
	Net Current Tax Expenses	1,35,56,462
7	Profit/(Loss) for the Year (5-6)	6,06,31,271

ANNEXURE-III
CONSOLIDATED CASH FLOW STATEMENT

Particulars		For the Period ended 31 st Dec., 2018
A) Cash Flow From Operating Activities :		
Net Profit before tax		7,41,87,733
Adjustment for :		
Depreciation		1,67,21,486
Interest Paid		2,11,09,407
Loss on Sale of assets		
Profit on Sale of assets		
Gain on sale of investment		(8,06,021)
gain/loss on mutual fund		
Dividend		(4,91,184)
Interest received		(1,09,07,168)
Operating Profit Before Working Capital Changes		10,03,05,438
Adjustment for:		
Trade & other receivables		10,89,30,025
Inventories		(10,71,73,092)
Trade payables		(2,20,51,779)
Cash generated from operations		8,00,10,591
Less:- Income Taxes paid		(2,89,73,300)
Cash Flow Before Extraordinary Item		5,10,37,291
Prior year's Adjustment		(8,69,248)
Net cash flow from operating activities	A	5,01,68,043
B) Cash Flow From Investing Activities :		
Purchase of fixed assets		(13,95,72,815)
Purchase of investment		(5,29,63,701)
Sale of fixed assets		0
gain/loss on mutual fund		0
Dividend		4,91,184
Interest received		1,09,07,168
Cash used in investing activities	B	(18,16,29,348)
C) Cash Flow From Financing Activities :		
Bought back shares during the year		
Equity share capital		
Share premium		
Share issue expense		(10,70,900)
Proceeds from long term borrowings & Working capital finance		16,72,42,499
Interest Paid		(2,11,09,407)
Net cash flow from financing activities	C	14,50,62,191

D) Net Increase/(Decrease) In Cash & Cash Equivalents			1,36,00,886
E) Cash equivalents at the beginning of the year			10,26,346
F) Cash equivalents at the end of the year			1,46,27,232
Reconciliation of Cash and Cash Equivalents:			for the 31st Dec,2018
A) Cash on hand			10,705
B) Balance With banks			
(i) In current accounts			14,616,527

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

ANNEXURE-IV

SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE CONSOLIDATED RESTATED SUMMARY STATEMENTS

A. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

a) Consolidation of Accounts :

The consolidated financial statements are prepared in accordance with applicable Accounting standards referred to under section 133 of the Companies Act, 2013 read with rule “7” of the Companies (Accounts) Rules, 2014. The Consolidated financial statements relate to the Indo Colchem Ltd. (hereinafter referred to as Company) and its subsidiary “Clair Voyance Chemtech Pvt Ltd” incorporated during the period under audit and associate “Redshift Engineering LLP”.

b) Principles of Consolidation :

- (i) The financial statements of the subsidiary company and associate used in the consolidation are drawn up to the same reporting date as of the Company.
- (ii) The consolidated financial statements of the company and its subsidiary have been prepared in accordance with Accounting Standards AS 21 “Consolidate Financial Statements” combining on line to line basis by adding together like Items of assets, liabilities, income and expenses. Inter company balances, transaction and unrealized profits or losses have been fully eliminated.
- (iii) Associate wherein the company directly or indirectly through subsidiary holds more than 20% of interest are accounted for using equity method as per Accounting Standard 23- Accounting for investment in Association in Consolidated Financial Statements.

c) Particulars of subsidiary/associate included in consolidation :

Name of the Subsidiary /Associate	Nature of relationship	Country of Incorporation	% of Interest of Indo Colchem Ltd as at December 31, 2018
Clair Voyance Chemtech Pvt Ltd	Subsidiary	India	100.00%
Redshift Engineering LLP	Associate	India	If Loss 50%, Otherwise 33.33%

The Restated consolidated Summary Statement of Assets and Liabilities of the Company as on December 31, 2018, the Restated consolidated Summary Statement of Profit and Loss and Restated Summary Statements of consolidated Cash Flows for the stub period ended on December 31, 2018 the annexure thereto (collectively, the “**Restated consolidated Financial Statements**” or “**Restated consolidated Summary Statements**”) have been extracted by the management from the consolidated Financial Statements of the Company for the stub period ended on December 31, 2018.

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, 1956 (up to March 31, 2014), and notified sections, schedules and rules of the Companies Act 2013 (with effect from April 01, 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of Companies (Accounts) Rules, 2014).

2. USE OF ESTIMATES

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities, if any, as at the date of the financial

statements and reported amounts of income and expenses during the year. Examples of such estimates include provisions for doubtful debts, employee retirement benefit plans, provision for income tax and the useful lives of fixed assets. The difference between the actual results and estimates are recognized in the period in which results are known or materialized.

3. FIXED ASSETS

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

Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Projects under which assets are not ready for their intended use are shown as Capital Work-in-Progress. Cost includes cost of land, materials, construction, services, borrowing costs and other overheads relating to projects.

Intangible assets are stated at acquisition cost, Net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over their estimated useful lives.

Gains or losses arising from the retirement or disposal proceeds and the carrying amount of the asset and recognized as income or expense in the Statement of Profit & Loss.

4. PRORERTY, PLANT & EQUIPMENTS

Tangible Fixed Assets

In accordance with AS-6 “Depreciation”, depreciation on tangible fixed assets is computed on considering useful life provided in the Schedule - II of the Act. During the preceding years, the Company was providing depreciation on Straight Line Basis at the rate prescribed in Schedule XIV of the Companies Act, 1956.

Pursuant to Companies Act, 2013 (‘the Act’) being effective from April 1, 2014, the Company has revised depreciation rates on tangible fixed assets as per useful life specified in Part ‘C’ of Schedule II of the Act. And due to the same there has been a change in the estimated useful life of depreciable tangible assets which affects the depreciation in the current period and in each period during the remaining useful life of the assets. As the change is only in regard to accounting estimate requiring an adjustment of the carrying amount of tangible assets.. The Company has consistently calculated depreciation based on Straight Line Method.

In respect of assets whose useful life had already exhausted as on 1 April 2014, Rs. 12.01 lakhs has been adjusted in Reserves and Surplus as on 31.03.2015 in accordance with requirements of Para 7 of Part C of Schedule II of the Act.

5. DEPRECIATION AND AMORTISATION

Depreciation on fixed assets has been provided for on the basis of straight line method as per the useful life specified in Schedule-II of the Companies Act, 2013 on pro rata basis.

Depreciation on property, plant and equipment is calculated on a written down value method using the rates arrived at based on the useful lives as prescribed under Schedule II of Companies Act, 2013.

6. TAXATION

Tax expense comprises of current tax and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

7. BORROWING COSTS

Borrowing cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

8. IMPAIRMENT OF ASSETS

- (i) The company assesses, at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's (including goodwill) recoverable amount is the higher of an assets net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.
- (ii) After impairment, depreciation/ amortization is provided on the revised carrying amount of the asset over its remaining useful life.

9. INVESTMENTS

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

10. INVENTORIES

Inventories are valued as under:

- a) Raw Material: At lower of cost or net realizable value
- b) Finished goods: At lower of cost or net realizable value
- c) Stores & spares parts: At cost price

Cost of inventories comprise of all cost of purchase. Cost of conversion and other cost incurred in bringing them to their respective present location and condition. Cost is Calculated on Weighted Average Basis Except Stores & consumables on FIFO basis.

11. REVENUE RECOGNITION

Revenue in respect of purchases/sale of product and scraps is recognized on the transfer of risk and reward to buyers.

Income and expenditures are recognized on accrual basis. However, since it is not possible to ascertain with reasonable accuracy/ the quantum of accrual in respect of discount receivable/payable from/to parties, the same continue to be accounted for as and when received/settled.

12. TREATMENT OF EXPORT ENTITLEMENT BENEFITS:

Export entitlement benefits under the scheme of the exim policy are accounted for on the basis of entitlement against eligible exports made during the year.

13. FOREIGN CURRENCY TRANSACTIONS

Transactions denominated in Foreign Currency are recorded at the exchange rate prevailing on the date of transaction. In respect of transaction covered by forward exchange contracts, the difference between the forward rate and the exchange rate at the date of the transaction is recognized as income or expenses over the life of the contracts. Any income or expenses on account of exchange rate differences either on settlement or on transaction is recognized in statement of Profit & Loss A/C, Assets & Liabilities remaining unsettled at the end of the year, other than covered by forward exchange contracts are translated at exchange rate prevailing at the end of the year and the difference is adjusted in Statement of Profit & Loss.

14. EMPLOYEE BENEFITS

(i) Contribution to Provident fund and provision for leave encashment is charged to Profit & loss A/c

(ii) Provisions for Gratuity Liability is made on actuarial valuation as at the Balance Sheet Date.

(iii) All other short term benefits for employees are recognized as an expenses at the undiscounted amount in the Statement of Profit & Loss of the year in which the related service is rendered.

15. ACCOUNTING FOR TAXES ON INCOME

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount that are enacted or substantively enacted, at the reporting date.

(i) Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

(ii) Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

16. CONTINGENT LIABILITIES AND PROVISIONS

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

Contingent Liability is disclosed for

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

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.

17. EARNINGS PER SHARE:

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

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

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

18. CASH FLOW:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

19. SEGMENT REPORTING:

(i) Business Segment

- (a) The business segment has been considered as the primary segment.
- (b) The Company's primary business segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.
- (c) The Company's primary business comprises of manufacturing of, intermediate dyes and other allied chemical products and since it is the only reportable segment as envisaged in Accounting Standard 17 'Segment Reporting'. Accordingly, no separate disclosure for Segment reporting is required to be made in the financial statements of the Company.

B. CHANGES IN ACCOUNTING POLICIES IN THE PERIODS/YEARS COVERED IN THE RESTATED FINANCIALS

There is No change in significant accounting policies adopted by the Company.

C. NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS

1. The financial statements including financial information have been prepared after making such regroupings and adjustments, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.
2. The Company does not have information as to which of its supplier are Micro small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006. Consequently the liability, if any, of interest which would be payable under The Micro small and Medium Enterprise Development Act 2006, cannot be ascertained. However, the Company has not received any claims in respect of such interest and as such, no provision has been made in the books of account

3. Segment Reporting (AS 17)

As the Management information system of the company recognizes and monitors ‘‘chemicals’’ as the only business segment, the accounting standard ‘‘segment Reporting’’ does not apply.

4. Provisions, Contingent Liabilities and Contingent Assets (AS 29)

Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities except as mentioned in Annexure -U, for any of the years covered by the statements.

5. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at bank, cash in hand and short term deposits, which are subject to an insignificant risk of changes in value.

Cash and cash equivalent in the cash flow statement comprise cash at bank, cash in hand, short term deposits, which are subject to an insignificant risk of changes in value.

6. Related Party Disclosure (AS 18)

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure - R of the enclosed financial statements.

7. Earnings Per Share (AS 20):

Earnings per Share have been calculated is already reported in the Annexure – Q of the enclosed consolidated financial statements.

8. THE COMPANY IN ITS IN HOUSE RESEARCH & DEVELOPMENT HAS INCURRED THE FOLLOWING EXPENDITURE:

Particulars	31 st Dec. 2018 (Consol.)
A) Capital expenditure	73,21,291
B) Revenue expenditure	26,306,32
Total:	33,627,673

9. register of companies, gujarat ha issued show cause notice to the company for non compliance of provisions of section 135 read with section 134 (3) (0) of the company act 2013 in relation to corporate social responsibility of the company for the financial year 2014-15 & the case is pending for offence in relation thereto in the session court, ahmedabad against the company & it's six directors.
10. In earlier year due to flood at the factory premises, claim is made with insurance company for loss of Material & company except to get the claim of Rs. 66,81,526/- from the insurance company.

11. MATERIAL ADJUSTMENTS [AS PER SEBI (ICDR) REGULATIONS, 2018]

Appropriate adjustments have been made in the restated consolidated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Company Act 1956, and as replaced by Company Act 2013 after 01st April 2014 and Accounting Standards.

The Summary of results of restatements made in the audited consolidated financial statements of the Company for the respective period / years and their impact on the profit / (loss) and assets and liabilities of the Company is as under.

Consolidated Statement of adjustments in the Financial Statements

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

1. Consolidated Statement of Profit and Loss after Tax - Table -1

Particulars	31 ST DEC. 2018
Net Profit After Tax as per audited consolidated accounts but before adjustments for restated accounts:	60,631,271
Decrease/(Increase) in Loss on sale of Fixed Assets	0
Decrease/(Increase) in Other Expenses - TDS Defaults as per 26AS	0
Decrease/(Increase) in Depreciation as per Companies Act	0
Decrease/(Increase) Provision for Gratuity	0
(Decrease)/Increase in Prior Period - Adjustment	0
Decrease/(Increase) of expenses due to Capitalisation of Exp	0
Decrease/(Increase) on Preoperative Expenses	0
Decrease/(Increase) in DTL	0
Net Increase/ (Decrease)	0
Profits after Tax as per Restated consolidated Accounts	60,631,271

12. Realizations:

In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets, loans and advances will, in the ordinary course of business. These of business, not be less than the amounts at which they are stated in the Balance sheet.

13. Contractual liabilities

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

14. Amounts in the consolidated financial statements

Amounts in the financial statements are rounded off to nearest lakhs. Figures in brackets indicate negative values.

For B S Rajput & Associates
Chartered Accountants
FRN:119760W
PRC No. 009336.

(Bhupendra Singh Rajput)
Partner
M. No. 106729

Place: Ahmedabad
Date: 16.05.2019

ANNEXURE – A

CONSOLIDATED STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS

Particulars	As at 31st December 2018
Share Capital	
Authorized Share Capital	
Equity shares of Rs.10 each (60,00,000)	1,40,00,000
Share Capital	14,00,00,000
Issued, Subscribed and Paid up Share Capital	
Equity Shares of Rs. 10 each fully paid up(49,99,900)	99,99,800
Share Capital (in Rs.)	9,99,98,000
Total	9,99,98,000
Reserves and Surplus	
Share premium:	
As per the last bal. sheet	1,89,15,200
Less: Share Issue Expense	(10,70,900)
General reserve:	
As per the last bal. sheet	3,78,60,625
Profit/loss:	
As per the last bal. sheet	39,27,03,119
Less: Issue of bonus shares	4,99,99,000
Profit during the year	6,06,31,271
Total	40,33,35,390
Total	45,90,40,315

Terms/rights attached to equity shares:

- The company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share. The dividend is declared & paid on being proposed by the Board of directors after the approval of shareholders in the ensuing Annual General meeting.
- ii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets after payment or distribution of all liabilities. The distribution to equity share holders will be in proportion to the number of equity shares held by the shareholders

The reconciliation of the number of shares outstanding as at: -

Particulars	As at 31st December 2018
Number of shares at the beginning	49,99,900
Add: Shares issued as bonus during the year	49,99,900
Number of shares at the end	99,99,800

The detail of shareholders holding more than 5% of Shares: -

Name of Shareholders	As at 31st December 2018
Kusumdevi Satishchand Shah	14,77,600
SatishchandSampatraj shah	33,95,466
Satishchand sampatraj shah JT with kusumdevi shah	-

Chiragsatishchand shah	11,59,900
Satishchand Sampatrajkarta of satishchand sampatraj HUF	38,46,468
Total	98,79,434

ANNEXURE – B

CONSOLIDATED STATEMENT OF LONG TERM AND SHORT TERM BORROWINGS

Particulars	As at 31st December 2018
Long Term Borrowings :	
(Secured)	
From Banks	4,18,20,100
Total	4,18,20,100
(Unsecured)	
(I) From Related Parties ('Promoters' and 'Promoter Group Companies')	-
(II) From Directors	1,68,22,324
(III) Loan from bank	16,86,715
A) From Body Corporate	
Inter Corporate Loan	-
B) From Others	
From Share Holders:	-
Sub Total (I)	-
(II) From Others	79,00,000
(II) From Body Corporate	1,25,00,000
Sub Total (II)	-
Total (I+II)	-
Short Term Borrowings	
From Banks/Financial Institutions (Secured)	
Loan Repayable on Demand	48,70,27,104
Loan from bank against mutual fund	5,18,23,426
The above amount includes:	
Secured Borrowings	58,06,70,630
Unsecured Borrowings	1,85,09,039

Notes:-

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

- List of persons/entities classified as 'Promoters' and 'Promoter Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete
- The terms and conditions and other information in respect of Secured Loans as on 31.12.2018 are given in Annexure -B (A)
- The terms and conditions and other information in respect of Unsecured Loans as on 31.12.2018 are given in Annexure - B (B)

ANNEXURE – B(A)

CONSOLIDATED STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

Name of Lender	Purpose	Sanctioned Amount (Rs.)	Rate of interest	Securities offered	Re-Payment Schedule	Moratorium	Outstanding amount as on (as per Books) 31st Dec. 2018
HDFC BANK	Car Loan	5,00,000.00	8.25%	Against Vehicle		Nil	-
AXIS BANK	Car Loan	4,00,000.00	0%	Against Vehicle		Nil	2,11,109
AXIS BANK	Car Loan	7,50,000.00	8.90%	Against Vehicle		Nil	3,97,379
ICICI BANK	AUTO LOAN	85,00,000.00	8.50%	Against Vehicle		Nil	33,62,987
ICICI BANK	Car Loan	60,00,000.00	8.00%	Against Vehicle		Nil	7,91,198
HDFC BANK	TERM LOAN	48,000,000.00	8.95%				3,70,57,427
HDFC BANK	Working Capital Facilities	180,000,000.00	As Per Trasury Rates	PCFC LOAN	On Demand	Nil	21,13,51,210
KOTAK BANK	Working Capital Facilities	93,700,000.00	As Per Trasury Rates	DLOD LOAN	On Demand	Nil	8,64,56,109
KOTAK BANK	Working Capital Facilities	200,000,000.00	As Per Trasury Rates	PCFC LOAN	On Demand	Nil	16,17,19,785
KOTAK BANK	Working Capital Facilities	25,000,000.00	KMCLR3M +1.10% P.A	EPC LOAN	On Demand	Nil	2,75,00,000

HDFC BANK	Business Loan	5,50,00,000.00		Against Mutual Fund	On Demand	Nil	5,18,23,426
							58,06,70,630

ANNEXURE – B(B)

CONSOLIDATED STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS

- Details of Unsecured Loans outstanding as at the end of the latest Reporting period from Directors/Promoters/Promoter Group /Associates/Relatives of Directors/Group Companies/other entities
- Unsecured Loans from Promoters/Directors are interest free and all are taken without any preconditions attached towards repayments

Name of Lender	Purpose	Rate of interest	Re-Payment Schedule	Moratorium	Outstanding amount as on (as per Books) 31/12/ 2018
Yes Bank Ltd.	Business Loan	On MCLR	Repay in 60 Monthly installment	Nil	16,86,715
From Directors:					
Chirag s. Shah	Business Loan	12%	Payable after 31/03/2019	Nil	63,44,662
KusumSatish Shah	Business Loan	12%	Payable after 31/03/2019	Nil	82,66,589
SatishchandSampatraj	Business Loan	12%	Payable after 31/03/2019	Nil	22,11,073
From Others					
Chirag s. Shah					8,00,000
KusumSatish Shah					5,00,000
Satishchand Sampatraj					66,00,000
Total					79,00,000
From Body corporates					
Loan from Tulsi Dye Chem					1,25,00,000
Sub Total					3,89,09,039

ANNEXURE – C

CONSOLIDATED STATEMENT OF DEFERRED TAX (ASSETS) / LIABILITIES

Particulars	As at 31st December 2018(consol.)
Major Components of deferred tax arising on account of timing differences are:	
Timing Difference Due to Depreciation	54,551,810
Deferred Tax Liability(A)	15,176,314

Provision of Gratuity outstanding as on the end of Period	6,340,018
Provision of Un utilized compensated absences outstanding as on the end of Period	-
Expenses Disallowed under Section 43B	-
TDS defaults not paid, disallowed Under Section 43 B	-
Timing Difference Due to Gratuity and Compensated Absences	6,340,018
Deferred Tax Assets (B)	1,763,793
Cumulative Balance of Deferred Tax Liability (Net) (A-B)	13,412,521

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

ANNEXURE – D

CONSOLIDATED STATEMENT OF LONG TERM PROVISIONS

Particulars	As at 31st December 2018
Gratuity	24,42,627
Provision for Employee benefits	-
Compensated Absences	-
Others	-
Total	24,42,627

ANNEXURE – E

CONSOLIDATED STATEMENT OF TRADE PAYABLES

Particulars	As at 31st December 2018
Trade Payables	
For Goods & Services	
Micro, Small and Medium Enterprises	-
Others	24,51,93,610
Total	24,51,93,610

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
3. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company. There was no amount due to any such entities which needs to be disclosed

ANNEXURE – F

CONSOLIDATED STATEMENT OF OTHER CURRENT LIABILITIES AND SHORT TERM PROVISIONS

Particulars	As at 31st December 2018
Other Current Liabilities:	
Current Maturities of Long Term Debts:	1,29,56,063
Statutory Liabilities	3,12,91,250
Advance from customers	7,22,874
Payables for capital goods	7,62,062
Interest accrued but not due	2,75,020
Total	4,60,07,269
Short Term Provisions:	
Provision for Income Tax	1,61,30,000
Provisions for Gratuity	38,97,391
Provisions for Compensated Absences	-
Total	2,00,27,391

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – G

CONSOLIDATED STATEMENT OF FIXED ASSETS

Particulars	As at 31st December 2018
Tangible Assets	
Land	5,88,49,770
Factory Building	4,77,27,534
Plant and Machinery	8,78,64,111
Electric Installation	81,05,467
Furniture and Fittings	25,53,893
Computers	5,63,933
Office Equipments	7,72,717
Vehicle	2,93,67,753
(A)	23,58,05,178
Capital Work In Progress	7,02,76,232
(B)	7,02,76,232
Total (A)+(B)	30,60,81,410

*Note:- Factory Building is including of cost of land, which is being depreciated at the rate which is applicable on Factory Building. There is no detail available with the Company about the cost of Land.

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – H
CONSOLIDATED STATEMENT OF NON-CURRENT INVESTMENTS

Particulars	As at 31st December 2018
Non Current Investment:	
Non Trade investments - Unquoted	
Associates in LLP	
Redshift Engineering LLP	45,93,410
1,900 Shares of Mirash Industries Pvt.Ltd. of Rs 10/- each fully paid	5,69,79,400
500 Shares of Gujarat Dyestuff Mfrs Co-op Society Limited of Rs 10/- each fully paid	5,000
Non Trade investments:	
Investment in Equity Instruments - Quoted	
[A] MUTUAL FUND	
927813.052 Units of HDFC Regular Savings Fund-Growth	3,00,00,000
2500000 Units of ICICI Prudentail Fixed Maturity Plan	2,50,00,000
[B] EQUITY SHARES	
5,000 Ashiana Housing Ltd. Of rs. 2 each fully paid up	8,93,200
7,000 Central Depository Services (INDIA) Ltd. Of rs..10/- each fully paid up	23,53,170
30,000 Grauer & Well (INDIA) Ltd. Of rs. 1/- each fully paid up	20,63,700
14,250 Gujarat Narmada Valley Fertilizer ofrs. 10/- each fully paid	59,38,503
5,232 JagranPrakashan Ltd. Of rs. 2/- each fully paid	9,24,547
1,400 Maharashtra Scooters Ltd.of rs.10/- each fully paid	43,25,334
5,000 Minda Corporation of rs.2 /- each fully paid	10,12,280
75,000 MIRC Electronics Ltd.ofrs. 1/- each fully paid	34,70,750
58,396 Pennar Industries Ltd. Of rs. 5/- each fully paid	37,25,787
14,830 The PeriaKarmalai Tea & Produce Co. Ltd. Of rs. 10/- each fully paid	38,85,805
2,910 ProzonIntu Properties Ltd. Of rs. 2/- each fully paid	1,69,217
1,32,864 Sarla Performance FibersLtd.of rs.1 /- fully paid	74,23,528
12,500 Tata Coffee Ltd.ofrs. 1 /- each fully paid	19,62,500
10,000 Texmaco Rail &EngineeringLtd.ofrs. 1 /- each fully paid	9,77,150

12,906 Uflex Ltd. ofrs. 10/- each fully paid	86,60,613
10,000 Equity Shares of Puravanakara Projects Ltd. of Rs. 5/- each fully paid	16,30,869
TOTAL	16,59,94,763
(Book Value of quoted Investment Rs. 10,44,16,952/-)	
(Market Value of Quoted Investment on last date/ nearest of the year ended date is Rs. 9,70,06,973/-)	

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – I

CONSOLIDATED STATEMENT OF LONG-TERM LOANS AND ADVANCES

Particulars	As at 31st December 2018
Unsecured, Considered Good unless otherwise stated:	
Security Deposit	19,99,231
VAT Input credit	96,07,267
Capital advances	33,02,950
Income tax	-
Total	1,49,09,448

Notes:

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III

ANNEXURE – J
CONSOLIDATED STATEMENT OF INVENTORIES

Particulars	As at 31st December 2018
Raw Materials	20,25,59,978
Semi Finished Goods	24,91,19,355
Fuel	3,85,090
Stores & Spares	18,52,018
Total	45,39,16,440

Note:- Inventory has been physically verified by the management of the Company at the end of respective year/period

ANNEXURE – K
CONSOLIDATED STATEMENT OF TRADE RECEIVABLES

Particulars	As at 31st December 2018
Outstanding for a period exceeding six months (Unsecured and considered Good)	
From Directors/Promoters/Promoter Group/Associates/Relatives of Directors/ Group Companies.	-
Others	40,05,275
Outstanding for a period not exceeding 6 months (Unsecured and considered Good)	
From Directors/Promoters/Promoter Group/Associates/Relatives of Directors/ Group Companies.	-
Others	30,51,64,687
Total	30,91,69,962

Notes:

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
- List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

ANNEXURE – L
CONSOLIDATED STATEMENT OF CASH & CASH EQUIVALENTS

Particulars	As at 31st December 2018
Cash and Cash Equivalents: (as per Accounting Standard 3: Cash flow Statements)	
Balances with Banks in Current Accounts	1,46,16,527
Cash on Hand	10,705
Other Bank Balances :	
Deposits as security against guarantees and letter of credit	7,52,083
Total	1,53,79,315

Notes:-

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

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

ANNEXURE – M

CONSOLIDATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES

Particulars	As at 31st December 2018
Unsecured, Considered Good:	
To employees	6,94,618
Advances to Creditors	58,65,807
Loans to Associates	-
Loans to others	10,57,27,169
Other advances:	
Income tax	2,45,14,771
Excise Duty	-
GST Receivable	3,97,25,607
Service Tax	-
VAT Input Credit	88,99,743
Prepaid expenses	22,52,723
Total	18,76,80,438

Note:-

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.
- List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

ANNEXURE – N

CONSOLIDATED STATEMENT OF OTHER CURRENT ASSETS

Particulars	As at 31st December 2018
Accrued Income	1,17,05,681
Claim of GST Receivable	2,17,63,166
Claim of Excise Rebate Receivable	-
Duty Drawback Receivables	22,75,213
insurance claim rece.	66,81,526
MEIS Export Benefit Receivable	1,01,16,245
Preliminary exp.	27,795
Total	5,25,69,626

Notes:-

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

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

ANNEXURE – O
CONSOLIDATED STATEMENT OF OTHER INCOME

Particulars	For the Period Ended 31st December 2018
Related and Recurring Income:	
Interest Income	1,09,07,168
Exchange Rate Variation	1,23,22,984
Profit on sale of Assets	-
Dividend Received	4,91,184
Profit on sale of Investment	8,06,021
Prior period Income	-
Insurance Claim	-
Miscellaneous Income	3,61,635
Liabilities Written Back	9,20,002
Total	2,58,08,993

Notes:-

1. The classification of other income as recurring/not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.
2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – P
CONSOLIDATED STATEMENT OF TURNOVER

Particulars	For the Period Ended 31st December 2018
(i) Turnover of Products Manufactured by the Issuer Company	1,02,40,58,711
(ii) Turnover of Products Traded by the Issuer Company	12,95,28,270
(iii) Other Operating income	
Claim of Rebate Of Excise /GST	10,86,90,838
Duty Drawback	97,84,096
MEIS market Export Benefit	2,01,92,971
Vatav Kasar	-
Total	1,29,22,54,886

Notes:-

*As per information provided to us by the Issuer, there is no such item.

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – Q
CONSOLIDATED STATEMENT OF MANDATORY ACCOUNTING RATIOS

Particulars	As at 31st December 2018
Net Worth (A)	55,90,38,315
Restated Profit after tax	6,06,31,271
Less: Prior Period Item	
Adjusted Profit after Tax (B)	6,06,31,271
Number of Equity Share outstanding as on the End of Year/Period (c)	99,99,800
Weighted average no of Equity shares at the time of end of the year (D)	99,99,800
Current Assets (E)	1,01,87,15,782
Current Liabilities (F)	87,04,78,800
Face Value per Share	10
Restated Basic and Diluted Earning Per Share (Rs.) (B/D)	6.06
Return on Net worth (%) (B/A)	10.84%
Net asset value per share (A/C) (Face Value of Rs. 10 Each	55.9
Net assets value per share (effect of bonus issue of equity shares) (A/D)	55.9
Current Ratio (E/F)	1.17

Notes:-

- 1) The ratios have been computed as below:
 - a. Basic earnings per share (Rs.)-: Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year.
 - b. Diluted earnings per share (Rs.)-: Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS
 - c. Return on net worth (%) -: Net profit after tax (as restated) / Net worth at the end of the period or year
 - d. Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year
 - e. Net assets value per share (effect of bonus issue of equity shares) - : Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year (after split and bonus issue)
- 2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.
- 3) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).
- 4) The Company has declared bonus shares in the ratio of 1:1 (1 share bonus for Every 1 shares held in Company) dated 09/10/2018 to all existing shares holders.
- 5) The figures disclosed above are based on the Consolidated restated summary statements of the Group.
- 6) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – R
CONSOLIDATED STATEMENT OF RELATED PARTY TRANSACTION

a)	Names of the related parties with whom transaction were carried out during the years and description of relationship:	
1	Key Managerial Person	Mr. Satish S. Shah
		Mrs. Kusum Shah
		Mr. Chirag S. Shah
		Mrs. Masoom C. Shah (From 19/10/2018)
		Mr. Jayesh R. Jadawala
		Mr. Jaydeep Devda
2	Relatives of Key Management Personnel with whom transactions have taken place	Mrs. Masoom C. Shah (Till 19/10/2018)
		Mr. Nayan Devda
3	Associates:	Redshift Engineering Llp
		Mirash Industries Pvt. Ltd (Till 31/03/2017)
4	Subsidiary:	Clairvoyance Chemtech Pvt. Ltd.
Sr. No.	Particulars	For the Period Ended 31st dec 2018(consol.)
1	Remuneration:	
	Mr. Satish S. Shah	1,35,00,000
	Mr. Chirag S. Shah	63,00,000
	Mrs. Kusum Shah	27,00,000
	Mr. Jaydeep Devda	3,55,669
	Mr. Nayan Devda	0
	Mrs. Masoom C. Shah	2,42,309
	Mr. Jayesh R. Jadawala	4,88,319
	Total	2,35,86,297
2	Salary (Relatives Of Directors) :	
	Nayanadevda	2,78,553
	Masoom Shah	8,19,998
	Chiragkarnavat	71,539
	Total	11,70,090
2	Interest Paid:	
	Mr. Satish S. Shah	9,95,477
	Mr. Chirag S. Shah	10,76,929
	Mrs. Kusum Shah	6,29,429
	Total	27,01,835
3	Interest Received:	
	Mirash Industries Pvt. Ltd	-
	Total	-
4	Unsecured Loan Taken:	
	Mr. Satish S. Shah	1,40,00,480
	Mr. Chirag S. Shah	85,00,001
	Mrs. Kusum Shah	57,25,000
	Total	2,82,25,481
5	Loan Given To Associates/Subsidiary:	
	Total	

6	Unsecured Loan Repaid:	
	Mr. Satish S. Shah	1,34,02,093
	Mr. Chirag S. Shah	1,02,50,840
	Mrs. Kusum Shah	75,000
	Total	2,37,27,933
7	Investment In LLP:	
	Redshift Engennering LLP	20,09,029
	Total	20,09,029
8	Investment In Associates/Subsidiary:	
	Total	-
9	Loss On Share From LLP:	
	Redshift Engennering LLP	7,32,418
	Total	7,32,418
S.No.	Particulars	Balance outstanding as on 31st Dec. 2018(consol.)
1	Renumeration:	
	Mr. Satish S. Shah	-
	Mr. Chirag S. Shah	-
	Mrs. Kusum Shah	-
	Mr. Jaydeep Devda	-
	Mr. Nayan Devda	-
	Mrs. Masoom C. Shah	-
	Mr. Jayesh R. Jadawala	-
	Total	-
2	Unsecured Loan Taken:	
	Mr. Satish S. Shah	88,11,073
	Mr. Chirag S. Shah	71,44,662
	Mrs. Kusum Shah	87,66,589
	Total	2,47,22,324
3	Loan given to Associates/Subsidiary:	
	Total	
4	Investment In LLP:	
	Redshift engennering LLP	45,93,410
	Total	45,93,410
5	Investment In Associates:	
	Total	-

ANNEXURE – S
STATEMENT OF CAPITALISATION

(Amt. in Rs.)

Particulars	Pre Issue 12/31/2018	Post Issue
Debt		
Short Term Debt	55,92,50,530	NA
Long Term Debt	7,32,85,202	NA
Total Debt	63,25,35,732	0
Shareholders' Fund (Equity)		
Share Capital	9,99,98,000	NA

Reserves & Surplus	45,90,40,316	NA
Less: Miscellaneous Expenses not w/off	-	NA
Total Shareholders' Fund (Equity)	55,90,38,316	
Long Term Debt/Equity	0.13	NA
Total Debt/Equity	1.13	

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes instalment of term loans repayable within 12 months
2. Long term Debts represent debts other than Short term Debts as defined above but includes instalment of term loans repayable within 12 months grouped under other current liabilities.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/12/2018

ANNEXURE – T
STATEMENT OF TAX SHELTER

(Amt. in Rs.)

Particulars		As at 31st December 2018
A	Profit before taxes as restated	7,41,87,734.00
B	Tax Rate Applicable %	27.82
C	Tax Impact (A*B)	2,06,39,027.60
	Adjustments:	
D	Permanent Differences	
	Expenses Disallowed	3,52,103.00
	Donation	8,00,000.00
	Dividend on Mutual Fund	(4,91,184.00)
	Loss on Share of LLP	7,32,418.00
	STT	24,902.00
	Loss on sale of Investment	
	Profit on sale of Investment	(8,06,021.00)
	Bonus as per Note	-
	Addition as per 3CD Report 21(a) & 21(h)	-
	Profit /loss on sale of assets	-
	Expenses R&D deducted	(2,41,35,098.00)
	Total Permanent Differences	(2,35,22,880.00)
E	Timing Difference	
	Difference between tax depreciation and book depreciation	22,99,396.00
	Expenses Disallowed Under Section 43 B	44,09,774.00
	TDS defaults not paid, disallowed Under Section 43 B	-
	Gratuity Expenses Disallowed under Section 40A(7)	-
	Leave Encashment Disallowed under Section 43B	-
	Gratuity and Leave Encashment Expenses Allowed on payment basis under Section 40A(7) and 43B respectively	-
	Amount Disallowed u/s 43 B in preceding Previous Year, Now Allowed as per Section 43B	-
	CHAPER VI - DONATION 80G - 50%	-
	Total Timing Differences	67,09,170.00

	Brought Forward Losses	-
F	Net Adjustment (F) = (D+E)	(1,68,13,710.00)
G	Tax Expenses/ (Saving) thereon (F*B)	(46,77,574.12)
H	Tax Liability, After Considering the effect of Adjustment (C +G)	1,59,61,453.45
	Tax Effect on Capital Gain	1,34,541.00
	MAT Credit Utilized	-
H	Tax Liability, After Considering the effect of MAT Credit	1,60,95,994.45
I	Book Profit as per MAT *	7,41,87,733.91
J	MAT Rate	20.39
K	Tax liability as per MAT (I*J)	1,51,26,025.79
L	Current Tax being Higher of H or K	1,60,95,994.45
M	MAT Credit Entitlement	-
N	Total Tax expenses (L+M+N)	1,60,95,994.45
O	Total Tax as per Return of Income (Before Interest under Section 234A,B and C of Income Tax Act, 1961)	NA
P	Tax Paid Under (Normal/MAT) in Income Tax Return Filed by Company	Normal

* MAT refers to Minimum Alternative Tax as referred to in section 115 JB of the Income Tax Act, 1961.

Notes:

1. The aforesaid statement of tax shelters has been prepared as per the restated Summary statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax r respective years stated above. The changes in the tax liability and the interest thereon arising on account of assessment proceedings, notices, appeals etc has been adjusted in the tax liability of the year to which the liability pertains.
2. The figures for the year ended December 31, 2018 are based on the provisional computation of Total Income prepared by the Company
3. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

ANNEXURE – U

CONSOLIDATED RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES

Particulars	As at 31st December 2018
Contingent liabilities in respect of:	
Bank Gaurantees	37,31,500
Export obligations Under Customs	-
Letter on Credit	-
Income tax Disputed in Appeal	-
Outstanding Tax Demand with Respect to Income Tax	-

Assessment year - 2008-09	
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2010-11	13,52,690
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2012-13	-
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2013-14	-
Outstanding Tax Demand with Respect to Income Tax Assessment year - 2016-17	17,89,820
Excise Duty Liability	-
Commitments (to the extent not provided for)	-
The Estimated amount of Capital commitment for Fixed assets	5,325,000
Uncalled liability on shares and other investments partly paid	-
Other commitments	-
Total	1,21,99,010

Notes:-

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

STATEMENT OF FINANCIAL INDEBTNESS

To,
The Board of Directors,
INDO COLCHEM LIMITED
Ahmedabad, Gujarat.

Dear Sir,

The principal terms of Standalone loans as on 31st December, 2018 is as given below:

A. Secured Loans

Name of Lender	Purpose	Loan\Agreement A/c No.	Sanctioned Amount in Rs.	Rate of Interest	Collateral/Other Security	Re-Payment Schedule	Moratorium	Outstanding amount as on 31.12.2018 as per Books
Hdfc Bank	Car Loan	24783623	5,00,000	8.25%	Against Vehicle	Monthly Installment upto FY 2018-19	NIL	NIL
Axis Bank	Car Loan	42757460	4,00,000	0%	Against vehicle	Monthly Installment upto FY 2019-20	NIL	3,44,441
Axis Bank	Car Loan	LAABD000 035438138	7,50,000	8.90%	Against vehicle	Monthly Installment upto FY 2020-21	NIL	6,36,127
ICICI Bank	Auto Loan	LAABD000 36874052	85,00,000	8.50%	Against vehicle	Monthly Installment upto FY 2021-22	NIL	38,03,360
ICICI Bank	Car Loan		60,00,000	8.00%	Against vehicle		NIL	47,89,070
HDFC Bank	Car Loan	42757460	19,82,500	9.50%	Against Vehicle	Monthly Installment upto FY 2019-20	NIL	6,07,393
HDFC Bank	Business Loan		4,80,00,000	8.95%	Secured by movable plant and machinery ,stock,book debts and current assets. collaterally secured by equitable mortgage of land and building at plot no 503/P and 504/P at gidc vatva,ahmedabad of the company and further guaranteed by three directors of the company.	Monthly Installment upto Current year	NIL	4,45,95,775

HDFC Bank	Working Capital Facilities		18,00,00,000	As Per Trasury Rates	Secured by movable plant and machinery, stock, book debts and collaterally secured by equitable mortgage of land and building at plot no 503/P and 504/P at gidc vatva,ahmedabad of the company and further guaranteed by three directors of the company.	On Demand	NIL	21,13,51,210
Kotak Mahindra Bank	Working Capital Facilities		9,37,00,000	As Per Trasury Rates	Secured by movable plant and machinery ,stock,book debts and current assets. collaterally secured by equitable mortgage of land and building at plot no 503/P and 504/P at gidc vatva,ahmedabad of the company and further guaranteed by three directors of the company.	On Demand	NIL	8,64,56,109
Kotak Mahindra Bank	Working Capital Facilities		20,00,00,000	As Per Trasury Rates	Secured by movable plant and machinery ,stock,book debts and current assets collaterally secured by equitable mortgage of land and building at plot no 503/P and 504/P at gidc vatva,ahmedabad of the company and further guaranteed by three directors of the company.	On Demand	NIL	16,17,19,785
Kotak Mahindra	Working Capital Facilities		2,50,00,000	KMCL R3M+1 .10% P.A	Secured by movable plant and machinery ,stock,book debts and current assets collaterally secured by equitable mortgage of land and building at plot no 503/P and 504/P at gidc vatva,ahmedabad of the company and further guaranteed by three directors of the company.	On Demand	NIL	2,75,00,000
HDFC Bank	Business Loan		5,50,00,000		Against Mutual Fund	On Demand	NIL	5,18,23,426
Total								59,36,26,696

Terms and Conditions as per sanction letter:

1. All interest rates are base rate linked. The interest rate is subject to changes in the Base Rate of HDFC Bank from time to time.
2. Bank reserves an unconditional right to cancel/terminate the right of the Borrower to avail of or make drawals from the unavailed portion of the Loan / facility sanctioned at any time during the currency of the Loan/facility, without any prior notice to the borrower.

3. The availability of working capital facilities will be subject to availability of Drawing Power (DP) calculated as per the HDFC Bank's Norms. Borrower is required to submit monthly stock and book debts statements.
4. Borrower to provide copy of comprehensive Insurance on all stocks, movable and immovable assets and other secured assets with assignment in favor of HDFC Bank as First loss payee.

B. Unsecured Loans

Name of Lender	Purpose	Rate of interest	Re-Payment Schedule (Repay in 60 Monthly Instalment)	Moratorium	Outstanding Amount As On (as per Books)
					31.12.2018
Chirag Shah	Business Loan	12%	Payable after 31.03.2019	Nil	63,44,662
Kusum Satish Shah	Business Loan	12%	Payable after 31.03.2019	Nil	82,66,589
SatishchandSampatraj	Business Loan	12%	Payable after 31.03.2019	Nil	22,11,073
Yes bank ltd.	Business Loan	On MCLR	Repay in 60 monthly installment	Nil	16,86,715
From Other's					
Chirag s. Shah					8,00,000
KusumSatish Shah					5,00,000
SatishchandSampatraj					66,00,000
Sub Total					7,900,000
From Body corporates					
Loan from Tulsi Dye Chem					12,500,000
Total					3,89,09,039

Terms and Conditions:

All Unsecured Loans from Directors/Promoters/Group Companies and other Companies are taken without any preconditions attached towards.

For B S Rajput & Associates
Chartered Accountants
FRN:119760W
PRC No. 009336.

(Bhupendra Singh Rajput)
Partner
M. No. 106729

Place: Ahmedabad
Date: 16/05/2019

The principal terms of consolidated loans as on 31st December, 2018 is as given below:

A. Secured Loans

Name of Lender	Purpose	Loan/Agreement A/c No.	Sanctioned Amount in Rs.	Rate of Interest	Collateral/Other Security	Re-Payment Schedule	Moratorium	Outstanding amount as on 31.12.2018 as per Books
Hdfc Bank	Car Loan	24783623	5,00,000	8.25%	Against Vehicle	Monthly Installment upto FY 2018-19	NIL	NIL
Axis Bank	Car Loan	42757460	4,00,000	0%	Against vehicle	Monthly Installment upto FY 2019-20	NIL	3,44,441
Axis Bank	Car Loan	LAABD000035438138	7,50,000	8.90%	Against vehicle	Monthly Installment upto FY 2020-21	NIL	6,36,127
ICICI Bank	Auto Loan	LAABD00036874052	85,00,000	8.50%	Against vehicle	Monthly Installment upto FY 2021-22	NIL	38,03,360
ICICI Bank	Car Loan		60,00,000	8.00%	Against vehicle		NIL	47,89,070
HDFC Bank	Car Loan	42757460	19,82,500	9.50%	Against Vehicle	Monthly Installment upto FY 2019-20	NIL	6,07,393
HDFC Bank	Business Loan		4,80,00,000	8.95%	Secured by movable plant and machinery ,stock,book debts and current assets. collaterally secured by equitable mortgage of land and building at plot no 503/P and 504/P at gidc vatva,ahmedabad of the company and further guaranteed by three directors of the company.	Monthly Installment upto Current year	NIL	4,45,95,775
HDFC Bank	Working Capital Facilities		18,00,00,000	As Per Trasury Rates	Secured by movable plant and machinery ,stock,book debts and collaterally secured by equitable mortgage of land and building at plot no 503/P and 504/P at gidc vatva,ahmedabad of the company and further guaranteed by three directors of the company.	On Demand	NIL	21,13,51,210
Kotak Mahindra	Working Capital		9,37,00,000	As Per Trasury	Secured by movable plant and machinery,stock,book	On Demand	NIL	8,64,56,109

Bank	Facilities			Rates	debts and current assets. collaterally secured by equitable mortgage of land and building at plot no 503/P and 504/P at gidc vatva,ahmedabad of the company and further guaranteed by three directors of the company.			
Kotak Mahindra Bank	Working Capital Facilities		20,00,00,000	As Per Trasury Rates	Secured by movable plant and machinery ,stock,book debts and current assets. collaterally secured by equitable mortgage of land and building at plot no 503/P and 504/P at gidc vatva,ahmedabad of the company and further guaranteed by three directors of the company.	On Demand	NIL	16,17,19,785
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HDFC Bank	Business Loan		5,50,00,000		Against Mutual Fund	On Demand	NIL	5,18,23,426
Total								59,36,26,696

Terms and Conditions as per sanction letter:

1. All interest rates are base rate linked. The interest rate is subject to changes in the Base Rate of HDFC Bank from time to time.
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3. The availability of working capital facilities will be subject to availability of Drawing Power (DP) calculated as per the HDFC Bank's Norms. Borrower is required to submit monthly stock and book debts statements.
4. Borrower to provide copy of comprehensive Insurance on all stocks, movable and immovable assets and other secured assets with assignment in favor of HDFC Bank as First loss payee.

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Yes bank ltd.	Business Loan	On MCLR	Repay in 60 monthly installment	Nil	16,86,715
From Other's					
Chirag s. Shah					8,00,000
KusumSatish Shah					5,00,000
SatishchandSampatraj					66,00,000
Sub Total					7,900,000
From Body corporates					
Loan from Tulsi Dye Chem					12,500,000
Total					3,89,09,039

Terms and Conditions:

All Unsecured Loans from Directors/Promoters/Group Companies and other Companies are taken without any preconditions attached towards.

For B S Rajput & Associates
Chartered Accountants
FRN:119760W
PRC No. 009336.

(Bhupendra Singh Rajput)
Partner
M. No. 106729

Place: Ahmedabad
Date: 16/05/2019

MANAGEMENT DISCUSSION & ANALYSIS OF FINANCIAL CONDITIONS & RESULT OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Draft Prospectus. You should also read the section entitled “Risk Factors” beginning on page 19 and “Forward Looking Statements” beginning on page 17, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations.

The following discussion of our financial condition and results of operations should be read in conjunction with our restated summary statements as of and for the period ending on fiscal years ended March 31, 2018, March 31, 2017; March 31, 2016; and for the period ended on December 31, 2018 including the schedules and notes thereto and the reports thereto, which appear in the section titled “Financial Information of the Company” beginning on Page No. 172 of the Draft Prospectus. The financial statements presented and discussed herein have been prepared to comply in all material respects with the notified accounting standards by Companies (Accounting Standards) Rules, 2006 (as amended), the relevant provisions of the Companies Act and SEBI (Issue of Capital and Disclosure Requirements) Regulations, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Our fiscal year ends on March 31 of each year. Accordingly, all references to a particular fiscal year/financial year are to the twelve-month period ended on March 31 of that year. The forward-looking statements contained in this discussion and analyses are subject to a variety of factors that could cause actual results to differ materially from those contemplated by such statements.

Overview of Company

Significant Developments Subsequent to the Last Financial Year

In the opinion of the Board of Directors of our Company, there have not arisen any circumstances since the date of the last financial statements disclosed in this Draft Prospectus that materially or adversely affect the operations or profitability of the Company or the Value of its assets or its ability to pay its liability within next twelve months except below changes occurred after Balance Sheet date:-

1. Our Company has constituted an Audit Committee (“Audit Committee”), Nomination and Remuneration Committee and Stakeholders Relationship Committee vide Board Resolution dated May 25, 2019 as per the applicable provisions of the Section 177 & 178 respectively of the Companies Act, 2013 and also to comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 applicable upon listing of the Company’s Equity shares on Emerge platform of NSE.
2. We have appointed Mr. Satish S. Shah Managing director of the Company and Mr. Chirag Satish Shah as Whole time director with effect from January 01, 2019.

Key factors affecting our results of operation:

The business is subjected to various risks and uncertainties, including those discussed in the section titled “**Risk Factor**” beginning on page no. 27 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- General economic and demographic conditions;
- Our ability to identify suitable projects and execute them in a timely and cost effective manner;
- The availability of finance on favourable terms for our business and for our customers;
- Competition;
- Significant developments in India’s economic and fiscal policies;
- Our ability to meet our capital expenditure requirements;
- Shortage of, and price increases in, skilled and unskilled labour, and inflation in key supply market;
- Failure to comply with environmental, labour, health and safety laws and regulations may affect our business;

- Fluctuation in foreign currencies may have an adverse effect on our operations;
- Operational failures and associated reputational consequences may lead to an increasingly stringent regulatory environment.
- Our ability to obtain the necessary licenses in timely manner.

Our Significant Accounting Policies:

Our significant accounting policies are described in the Annexure IV in the chapter titled “Restated Financial Statements” beginning on page no. 172 of this Draft Prospectus.

Our Results of Operations

The following discussion on results of operations should be read in conjunction with the restated financial results of our company for the period ending on the financial years ended March 31, 2018, 2017 and 2016 and for the six months period ended December 31, 2018.

Particulars (For the Year Ended)	31 st December 2018	% of Total Income	31 st March 2018	% of Total Income	31 st March 2017	% of Total Income	31 st March 2016	% of Total Income
Revenue From Operations	1,29,22,54,886	98.04	1,62,58,41,464	97.85	1,47,60,65,059	98.07	1,27,72,74,323	98.32
Other Income	2,58,08,993	1.95	3,57,18,657	2.15	2,90,02,785	1.92	2,18,54,889	1.68
Total Income	1,31,80,63,879		1,66,15,60,121		1,50,50,67,844		1,29,91,29,212	
Expenditure								
Cost of Materials Consumed	74,26,45,028		92,02,07,426		99,98,58,868		90,23,73,738	
Purchase of stock in trade	11,60,24,651		29,19,94,786		15,63,52,894		1,92,39,527	
Changes in Inventories of Finished Goods, WIP	(6,60,41,222)		(9,32,88,756)		(3,05,09,687)		(1,27,92,332)	
Employee Benefit Expense	5,68,53,653		6,90,61,029		6,09,62,034		5,90,30,123	
Financial Expense	5,04,78,652		1,45,15,701		1,43,26,290		2,19,52,880	
Depreciation & Amortization Expense	1,67,21,486		2,09,17,100		2,02,85,773		1,79,27,647	
Other Direct Expenses	32,71,93,897		34,12,52,206		21,85,64,671		22,24,01,592	
Selling, General and Administrative Expense								
Total Expenses	1,24,38,76,145		1,56,46,59,492		1,43,98,40,843		1,23,01,33,175	
Exceptional Items	-		-		-		-	
Profit before extraordinary items and tax	7,41,87,734		9,69,00,629		6,52,27,001		6,89,96,037	
Extraordinary Items	-		-		-		-	
Profit Before Tax	7,41,87,734		9,69,00,629		6,52,27,001		6,89,96,037	
Tax Expense								
Current Tax	1,61,30,000		2,89,73,300		1,67,40,000		1,46,60,000	
Deferred Tax	(34,42,786)		(24,35,053)		10,30,276		1,61,396	
Prior year Income Tax	8,69,248		(1,05,059)		72,285		(9,30,797)	
Profit after tax and before extraordinary items	6,06,31,272		7,04,67,440		4,73,84,440		5,51,05,438	

REVIEW OF NINE MONTHS PERIOD ENDED DECEMBER 31, 2018

Revenue from Operations

During the nine Months period ended December 31, 2018, the revenue from operations of our company was Rs. 1,292,254,886.

Total Expenses

The operating cost consists of Purchase of stock-in-trade, Employee Benefit Expenses, Finance cost, Depreciation and Administration Expenses. During the nine Months period ended December 31, 2018, the total expenses were Rs. 1,243,876,145.

Employee expenses

Expenses incurred on labour and its welfare during the nine Months period ended December 31, 2018 was Rs. 56,853,653 and had been kept as direct expenses.

Finance cost

Expenses incurred on finance and interest cost during the nine Month period ended December 31, 2018 was Rs. 50,478,652. This was mainly on account of loan repayment.

Depreciation and amortization expense

During the nine Months period ended on December 31, 2018, depreciation and amortization expense of our company was Rs. 16,721,486.

Other Expense

Other expenses for nine Months period ended December 31, 2018 was Rs. 327,193,897.

Profit/ (Loss) After Tax

The PAT for nine Months period ended December 31, 2018 was Rs. 60,631,272 This was mainly on account of growth in business during the period.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2018 WITH FISCAL 2017

Revenue from Operations

During the year 2017-18, the revenue from operation of our company has increased to Rs. 1,62,58,41,464 as against Rs. 1,47,60,65,059 in year 2016-17. It represents increase of Rs. 14,97,76,405 the total revenue. This is due to increase in trading in FY 2017-18 as well as favorable market conditions.

Total Expenses

The operating cost consists of Purchase of stock-in-trade, Employee Benefit Expenses, Finance cost, Depreciation and Administration expenses. During the year 2017-18 the total expenses were 1,56,46,59,492 as compared to 1,43,98,40,843. Also, consumption of raw material was Rs 92,02,07,426 compared to Rs 99,98,58,868 during last year.

Employee expenses

Expenses incurred on employee and its welfare during the financial year 2017- 18 was Rs. 6,90,61,029 and 2016-17 was Rs 6,09,62,034.

Finance cost

Expenses incurred on finance and interest cost during the financial year 2017-18 was Rs. 1,45,15,701 as compared from Rs. 1,43,26,290 in fiscal year 2016-17.

Depreciation and amortization expense

During the year 2017-18, depreciation and amortization expense of our company was Rs. 2,09,17,100 as against Rs. 2,02,85,773 in year 2016-17.

Other Expenses

Other expenses for the year 2017-18 increased to Rs. 34,12,52,206 from Rs. 21,85,64,671 in fiscal year 2016-17. The expenses had been increased due to increase in business. This show increased by 12,26,87,535 as compared to previous year. This is in line with increase in revenue.

Profit/ (Loss) After Tax

The PAT for Financial Year 2017-18 has increased to Rs. 7,04,67,440 from Rs. 4,73,84,440 in Financial Year 2016-17, a jump of around Rs. 2,30,83,000 over the previous year. This was mainly on account of increase in business during the year.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2017 WITH FISCAL 2016

Revenue from Operations

During the year 2016-17, the revenue from operations of our company has increased to Rs .1,47,60,65,059 as against Rs.1,27,72,74,323 in year 2015-16. It represents increase of Rs. 19,87,90,736 of the total revenue.

Total Expenses

The operating cost consists of Purchase of stock-in-trade, Employee Benefit Expenses, Finance cost, Depreciation and Administration expenses. During the year 2016-17 the total expenses were Rs.1,43,98,40,843 as compared to Rs.1,23,01,33,175 in the year 2015-16.

Employee expenses

Expenses incurred on Employee and its welfare during the financial year 2016-17 was Rs. 6,09,62,034 and 2015-16 was Rs.59,030,123 had been kept as direct expenses towards trading and processing activities.

Finance cost

Expenses incurred on finance and interest cost during the financial year 2016-17 was decreased to Rs.1,43,26,290 from Rs. 2,19,52,880 in fiscal year 2015-16.

Depreciation and amortization expense

During the year 2016-17, depreciation and amortization expense of our company has increased to Rs.2,02,85,773 as against Rs 1,79,27,647 in year 2015-16 showing an increase of 23,58,126.

Other expenses

Other expenses for the year 2016-17 decreased to Rs. 21,85,64,671 from Rs. 22,24,01,592 in fiscal year 2015-16. The expenses had been reduced due to optimum utilization of the resources.

Profit/ (Loss) After Tax

The PAT for Financial Year 2016-17 was Rs. 4,73,84,440 and that in the year 2015-16 was Rs. 5,51,05,438.

Related Party Transactions

For further information please refer “**Annexure R**” under the Chapter titled “**Restated Financial Information**” beginning on page no. 172 of the Draft Prospectus.

Financial Market Risks

We are exposed to financial market risks from changes in borrowing costs, interest rates and inflation.

Interest Rate Risk

We are currently exposed interest to rate risks to the extent of outstanding loans. However, any rise in future borrowings may increase the risk.

Effect of Inflation

We are affected by inflation as it has an impact on the operating cost, staff costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

INFORMATION REQUIRED AS PER ITEM (2) (C) (I) (11) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS, 2018:

Other Key factors that may affect our results of operation:

1. Unusual or infrequent events or transactions.

Except as described in this Draft Prospectus, during the period under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. Significant economic changes that materially affected or are likely to affect income from continuing Operations.

Other than as described in the section titled “**Risk Factors**” beginning on page no. 27 of this Draft Prospectus respectively, to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

Other than as described in the section titled “**Risk Factors**” beginning on page no. 27 of this Draft Prospectus, in our opinion there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

4. Future relationship between Costs and Income.

Our Company's future costs and revenues will be determined by demand/supply situation, government policies and prices quoted by material suppliers and service vendors.

5. Increases in net sales or revenue and Introduction of new products or services or increased sales prices.

Increases in revenues are by and large linked to increases in volume of business and inception of new projects.

6. Total turnover of each major industry segment in which the Company operated.

As on date the Company operates in Ferro briquettes industry segment. The details relating to the same has been mentioned in Section titled "**Restated Financial Statements**" and the chapter titled "**Industry Overview**" beginning on page nos. 172 and 98 of this Draft Prospectus.

7. Status of any publicly announced new products or business segment.

The Company has not announced any new product and segment / scheme, other than through the Draft Prospectus.

8. Seasonality of business

Our Company's business is not seasonal in nature.

9. Major Suppliers

Our major list of suppliers are as follow for the period ended on 31st December, 2018:

Sr. No.	Name of Suppliers	Amount in Rs.
1.	Bansal Alkalies Pvt. Ltd	11,58,05,218.00
2.	Hindprakash Tradelink Pvt. Ltd.	31,71,00,661.00
3.	Dipsi Chemicals & Industries Pvt. Ltd.	4,22,36,809.00
4.	Tulsi Dychem Pvt. Ltd.	3,86,78,621.00
5.	National Intermediates Corporation	3,79,82,271.00
6.	Anjani Dyes & Intermediates Pvt. Ltd.	3,39,37,423.00
7.	Navil Exims Pvt. Ltd.	3,23,14,173.00
8.	Crystal Quinone Pvt. Ltd.	1,47,03,761.00
9.	Bhavin Industries	1,88,41,768.00
10.	Bluetron	1,59,72,013.00

10. Competitive conditions.

We face competition from existing and potential competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled "**Business Overview**" beginning on page no. 106 of this Draft Prospectus.

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except, as stated in this section and mentioned elsewhere in this Draft Prospectus, there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Group Companies/Entities or against any other company or person/s whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters, or Group Companies/Entities.

Except as disclosed below, there are no i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action; (iii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company and Subsidiaries including fines imposed or compounding of offences done in those five years; or (vi) material frauds committed against our Company in the last five years.

Except as stated below there are no Outstanding Material Dues (as defined above) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors as per financial statement for the period ended on December 31, 2018.

Pursuant to Board Resolution passed by the Board of Directors of our Company on February 02, 2019; for the purpose of this Issue and this Chapter;

“Material Dues” means outstanding dues to creditors in excess of 10% of Consolidated trade payables as per financial statement for the period ended on December 31, 2018.

“Pending Material Litigations” means all pending litigations, if the monetary amount of claim by or against the entity or person in such pending matter exceeds 1% of the profit after tax of the Company;

Provided that in case of pending civil litigation proceedings wherein the monetary amount involved is not quantifiable, such litigation be considered as “Pending Material Litigations” only in the event when the outcome of such litigation has an adverse effect on the operations or performance of our Company.

Provided further that civil proceedings, statutory or regulatory actions and taxation matters involving our Company, Promoters, Directors and Group Companies/Entities shall be considered “Pending Material Litigations” irrespective of amount involved therein.

LITIGATIONS

A. Pending Litigation - Company

1.	Labour Cases filed against the Company	N.A.
2.	Labour Cases filed by the Company	N.A.
3.	Civil Cases filed against the Company	1*

4.	Civil Cases filed by the Company	N.A.
5.	Criminal cases against the company	N.A.
6.	Criminal cases filed by the company	N.A.
7.	Notices served on the Company	N.A.
8.	Tax related matters	5

**Matter related to Civil case is mentioned below in point no. F.*

Tax related matters of the Company:

1. Income Tax Matter, Ahmedabad, Assessment Year 2010-2011:

- a. The Company has received various notices in respect of the income tax filings made for A.Y. 2010-2011 filed by the Company, details of which are as under:
- (i) The Company received notice dated February 28, 2011 under section 143(1) wherein the net amount payable as tax has been stated as Rs. 180,526/- as per the computation under section 143(1). The relevant sections of the notice showing the difference in computation as per the return filed by the Company and that as computed under section 143(1) are as under:

Reporting heads	As provided by taxpayer in return of income (Rs.)	As computed under section 143(1)(Rs.)
Gross income after intra head loss adjustment	0	2,36,70,509
Total income after deductions	2,36,69,459	2,36,69,460
Aggregate income	2,36,69,459	2,36,69,460
Net tax payable	0	71,00,838
Surcharge	5,93,332	7,10,084
EC+secondary & higher educess	1,95,799	2,34,328
Gross tax Liability before tax relief	67,22,446	68,77,727
Total income tax liability	67,22,446	68,77,727
234B interest	2,18,245	2,35,641
234C interest	2,69,193	2,77,042
Total interest liability	4,87,438	5,12,683
Aggregate income tax liability	72,09,884	73,90,410
Net amount payable	0	1,80,526

- (ii) Thereafter, the Company also received various notices dated December 29, 2011 under section 142(1) requiring the Company to be present at the office of the Income Tax Officer; notice dated August 16, 2012 under section 142(1) to furnish information sought for in the notice; notice dated January 11, 2013 under section 142(1) calling upon the Company to furnish information sought for in the attached questionnaire.

- (iii) Subsequently, the Company received Assessment Order dated February 13, 2013, assessed under section 143(3) of the IT Act issued by Deputy Commissioner of Income Tax, Ahmedabad. The order stated that the Company had made payment of freight charges of Rs. 3,02,074/- to MSC Agency (India) Pvt. Ltd but had failed to deduct the TDS on the amount and therefore the amount was disallowed as an expense by virtue of the provisions of section 40(a)(ia) of the IT Act. Accordingly, the total assessed income of the Company would be Rs. 2,39,71,533/- instead of Rs. 2,36,69,459/- as declared by the Company in the return filed by it.
- (iv) Thereafter, the Company also received a notice dated March 30, 2017 under section 148 reopening the assessment and calling upon the Company to furnish the returns in the prescribed form.
- (v) Subsequently, Assessment Order dated December 15, 2017, assessed under section 144 read with section 147 of the IT Act was issued by Asstt Commissioner of Income Tax, Ahmedabad stating that after finalising the assessment of the income of the Company as Rs. 2,39,71,533/- under section 143(1) of the IT Act, the case had been reopened under section 148 of the IT Act in respect of an amount of Rs. 20,78,780/- which had been claimed as depreciation by the Company. The order stated that the Company had claimed the amount of Rs. 20,78,780/- as additional depreciation @ 20% on 'fluidized bed furnace'. However, the additional depreciation was permissible only in cases where the assessee is engaged in the production or manufacture of articles or things while in the case of the Company, the furnace was utilised to generate hot air by heat treatment and not for manufacture of articles or things and therefore the amount claimed as additional depreciation needed to be disallowed as expense.

Total income as per return of income			Rs. 2,39,71,533/-
Add	Disallowance	Rs. 20,78,780/-	
Total assessed income			Rs. 2,60,50,313/- i.e. Rs. 2,60,50,310/-

Accordingly, an amount of Rs. 13,63,690/- was assessed as payable by the Company.

- (vi) The Company also received notice dated January 30, 2018 under section 143(3) r.w.s 147 (G) stating that a demand of Rs. 13,63,690/- was outstanding.
- b. The Company instituted an appeal dated February 1, 2018 under section 144 read with section 147 against the assessment order dated December 15, 2017 for the A.Y. 2010-2011, before the Commissioner of Income-Tax (Appeals) -2 challenging the disallowance of the additional depreciation of Rs. 20,78,780 that was claimed by the Company. We have reviewed the order dated September 20, 2018 passed by the CIT (appeals) wherein the appeal has been dismissed on the primary ground that the Company had failed to furnish the relevant documents before the AO or even at the stage of the appellate proceedings as required under section 32(iia) in the form 3AA showing the details of the machinery and increase in installed capacity of production in order to substantiate its claim for the additional depreciation.
- The matter is currently pending.

2. Income Tax Matter, Ahmedabad, Assessment Year 2009-2010 and 2011-12:

We have been provided with a copy of the order dated March 7, 2018 passed by the Income Tax Appellate Tribunal Ahmedabad in respect of appeal bearing No. ITA Nos. 1902 and 2494/Ahd/2014 for AY 2009-10 and 2011-12 made by the DCIT against order of the CIT (A) Ahmedabad dated March 10, 2014, in respect of proceedings under section 143(3) of the IT Act. In ITA No. 1902, the revenue had appealed against the order of the CIT (A) where the CIT (A) had held that the assessing officer had erred in reducing the gain from foreign exchange fluctuation of Rs. 61,39,020/- from the net profit of the Company during that year and also erred in reducing the loss from foreign exchange fluctuation. Accordingly the appeal of the revenue was dismissed. Further, the appeal made by the revenue (ITA No. 2494/Ahd/2014) against the finding of the CIT (A) that “no addition on account of fall in the net profit rate can be made to the income of the appellant” was also disallowed.

For the aforesaid two years, the demand stands at Rs. 5,26,651/- as indicted in the notice dated February 4, 2019 issued by the department under section 245 of the IT Act.

3. Income Tax Matter, Ahmedabad, Assessment Year 2012-2013:

We have reviewed a copy of the order dated January 1, 2017 passed by the Commissioner of Income-Tax (Appeals 2) in respect of appeal dated April 6, 2015 filed by the Company against the assessment order dated February 28, 2015 (“Order under Appeal”) passed by the DCIT under section 143(3) of the IT Act in respect of the A.Y. 2012-2013. The tax, interest and penalty demanded under the Order under Appeal was Rs. 51,76,420/-. Based on the submissions of the Company, the Company’s appeal against the disallowance of foreign commission expense of an amount of Rs. 1,13,88,363/- and the addition of the same into the total income of the Company under section 14(a)(ia) was allowed in favour of the Company. Further, the appeal against disallowance of expenditure of an amount of Rs. 87,656/- incurred under section 14A of the IT Act was partly allowed in favour of the Company to the extent of Rs. 83,835/- (i.e. only an amount of Rs. 3,821/- was disallowed). As per the notice under section 245 of the IT Act dated January 18, 2019 and February 4, 2019, an amount of Rs. 28,14,736/- has been demanded against the Company.

4. Income Tax Matter, Ahmedabad, Assessment year 2014-2015:

With respect to the AY 2014-15, the Company instituted an appeal on 11.01.2017 against the assessment order dated 16.12.2016, before the Commissioner of Income-Tax (Appeals)-2. Based on the submissions of the Company, vide an order dated 15.05.2017, the appeal against disallowance of expenditure incurred under section 14A of the IT Act was allowed in favour of the Company and the appeal against disallowance of foreign commission under section 14(a)(ia) was also allowed in favour of the Company. As per the information provided to us by the Company the amount disallowed is only Rs. 3,821/- and the same will be adjusted by the department in the amount to be refunded.

5. Income Tax Matter, Ahmedabad, Assessment year 2016-2017:

- a. The return of income for A.Y 2016-2017 was filed on 17.10.2016 declaring total income of Rs 4,72,91,240/- under the normal provisions of the IT Act and Rs 5,51,05,438/- u/s. 115JB of the IT Act. Subsequently, the case was selected for scrutiny under Computer Assisted Scrutiny Selection. A notice u/s 143 (2) of the Act was issued on 10.07.2017 and served to the Company. Thereafter, the revised return of income for A.Y. 2016-17 was filed on 24.03.2018 declaring total income of Rs. 4,99,75,440/- under the normal provision of the IT Act and Rs. 5,51,05,438/- u/s 115JB of the Act.

- b. Different notices were served by the IT authority to the Company calling upon the Company to verify the correctness and completeness of the return filed for the A.Y. 2013-2014 including the following:
- (i) A notice issued u/s 142 (1) of the IT Act bearing no. ITBA/AST/IF/142(1)/2018-19/1010766128(1) dated 02.08.2018 directing the company to provide various information and documents;
 - (ii) A notice of demand issued u/s 156 of the IT Act bearing no. ITBA/AST/S/156/2018-19/1014188293(1) dated 11.12.2018
- c. Finally by way of an Assessment Order dated 11/12/2018, assessed under section 143(3) of IT Act, issued by Deputy Commissioner of Income Tax, the Company was made liable to make the payment of Rs. 17,90,816 (Rupees seventeen lakh ninety thousand eight hundred and sixteen only) for the A.Y 2016-2017. This amount was calculated by the authority because as per the authority's calculations there was an increase in the total income assessed on the following grounds:
- Disallowance under section 14A of the Income Tax Act of Rs 9,15,959/- (Rupees nine lakhs fifteen thousand nine hundred and fifty nine only)- Expenditure incurred by the Company in relation to income which does not form the part of the total income should be disallowed; and
 - Disallowance of foreign commission of Rs 75,95,383/- (Rupees seventy-five lakhs ninety-five thousand three hundred and eighty three only) – The Company has failed to discharge the obligation to deduct the tax at source. Therefore the expenditure claimed under the head of commission expenses paid to the non-residents is disallowed and added back to the total income.

Total income as per return of income			Rs. 4,99,75,440/-
Add	Disallowance under section 14A	Rs. 9,15,959/-	
	Disallowance under section 40(a)(ia) of the IT Act	Rs. 75,95,383/-	Rs.85,11,342/-
Total assessed income			Rs. 5,84,86,782/- i.e. Rs. 5,84,86,780/-

- d. Thus the aforesaid amounts of Rs 9,15,959/- and Rs. 75,95,383/- were added in the total income as per return of income thereby making the total assessed income as Rs. 5,84,86,782/- (Rupees five crore eighty-four lakhs eighty-six thousand seven hundred and eighty-two only) instead of Rs. 4,99,75,440/- (Rupees four crore ninty-nine lakhs seventy-five thousand four hundred and forty only) which was assessed by the company. The amount of 5,84,86,782 (Rupees five crore eighty-four lakhs eighty-six thousand seven hundred and eighty two only) was taken into consideration because it was higher than the tax computed under the MAT provisions.
- e. Further, the notice states that separate penalty proceedings have been initiated u/s 271(1)(c) of the I.T Act for furnishing inaccurate particulars of income.
- f. The Company has filed an appeal in form 35 against the above Assessment Order, the filing of which has been acknowledged by the department on January 10, 2019 through a system generated automatic email.

6. Notice under section 245 of the IT Act dated February 4, 2019:

- a. The notice refers to the return filed for the assessment year 2017-18 and states that the returned has been processed and the refund shall be adjusted against the following demands.

The Outstanding Demand Pertains to the Year	Demand Raised Under Section of IT Act	Demand Amount (Rs.)
2004-05	220(2)	4,096
2009-10	220(2)	5,23,651
2010-11	154	13,52,690
2012-13	143(3)	28,14,736
2013-14	250	310
2014-15	143(3)	97,45,030
2016-17	143(3)	17,89,820

- b. The notice states that if the Company does not take any actions in respect of the notice within 30 days, the amounts will be considered for adjustment against the refund to the Company.
- c. We have also been provided with a copy of the response issued by the Company to the above notice where the Company has stated as under:

Sr. No.	The Outstanding Demand Pertains to the Assessment Year	Demand Raised Under Section of IT Act	Demand Amount (Rs.)	Response by Company
1.	2004-05	220(2)	4,096	Company has asked the department for a copy of the order as the same is not available with it.
2.	2009-10	220(2)	5,23,651	The Company has stated that its application under section 154 filed on January 16, 2019 is pending and refund is due to the Company. The Company has also received a favourable order in the appeal filed by it.
3.	2010-11	154	13,52,690	The Company has stated that its appeal is pending before the ITAT and has requested the dept to adjust the amount against the refund due to it for the year AY 2009-10
4.	2012-13	143(3)	28,14,736	The Company has stated that its application under section 154 has been filed on January 16, 2019 is pending and hence the department should cancel the demand.
5.	2013-14	250	310	The Company has stated that the demand is petty and the department should adjust it against the refund due to it for the year AY 2009-10 and refund the balance
6.	2014-15	143(3)	97,45,030	The Company has stated that it has filed application under section 154 on January 16, 2019 and hence the department should cancel the demand.
7.	2016-17	143(3)	17,89,820	The Company has stated that its appeal is pending before the CIT(A) and the Company has filed for a

			stay of the demand. Otherwise also a refund for the year AY 2009-10 is due and the same can be adjusted from that.
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B. Pending litigation - Promoters

1.	Criminal case against the Company promoter	N.A.
2.	Civil Cases Against Company Promoter	1 *
3.	Criminal Cases Filed By Company Promoter	N.A.
4.	Civil Case Filed By Company Promoter	N.A.
5.	Cases Relating To Tax Matters	N.A.

**Matter related to Civil case is mentioned below in point no. F.*

C. Pending litigation – Directors

1.	Criminal case against the Company Directors	N.A.
2.	Civil Cases Against Company Directors	1 *
3.	Criminal Cases Filed By Company Directors	N.A.
4.	Civil Case Filed By Company Directors	N.A.
5.	Cases Relating To Tax Matters	N.A.

**Matter related to Civil case is mentioned below in point no. F.*

D. Pending litigation - Promoter Group Companies

1.	Labour Cases filed against the Company	N.A.
2.	Labour Cases filed by the Company	N.A.
3.	Civil Cases filed against the Company	N.A.
4.	Civil Cases filed by the Company	N.A.
5.	Criminal cases against the company	N.A.
6.	Criminal cases filed by the company	N.A.
7.	Notices served on the Company	N.A.
8.	Tax related matters	N.A.

E. Other Pending Litigation : Nil

F. Details of any Inquiry, Inspection or Investigation Initiated Under Present or Previous Companies Laws in the Last Five Years Against the Company, Promoter and Directors: 1

Show Cause Notice dated October 4, 2016 for violation of the provisions of section 134(3)(o) read with section 135 of the Companies Act (Corporate Social Responsibility) involving the Company and 5 (five) of its Directors (Mr. Satish Shah, Chirag Shah, Kusum Shah, Jaydeepsingh Devda, Jayesh Rasiklal Jadawala)

- The Company received a show-cause notice from the Ministry of Corporate Affairs, RoC, Ahmedabad dated October 4, 2016 bearing No. [illegible] (“CSR SCN 2016”) for the non-compliance of the provisions of section 135 read with section 134(3)(o) of the Companies Act. The notice was issued on the grounds that from the balance sheet as at March 31, 2015 the Company was eligible for CSR activities but it had “neither spent prescribed CSR expenditure nor disclosed the reasons in the Director’s report.”

- b. The CSR SCN 2016 states that as per Section 135 of the Companies Act, every company having net worth of Rs. 5,00,00,00,000/- (Rupees five hundred crore only) or more, or turnover of Rs. 10,00,00,00,000/- (Rupees one thousand crore only) or more or a net profit of Rs. 5,00,00,000/- (Rupees five crore only) or more is required to form a CSR Committee and spend at least two per cent of its average net profits made during the three immediately preceding financial years, for social purposes as prescribed under the Companies Act and in pursuance of the Corporate Social Responsibility Policy to be framed by the company. If the company fails to make such expenditure then the reasons for the same must be disclosed in its Directors Report.
- c. The CSR SCN 2016 also states that the Company and its officers have rendered themselves liable for prosecution under section 134(8) of the Companies Act for violation of section 135 read with section 134(3)(o) of the Companies Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 become liable to comply with the provisions of Section 135 and 134(3)(o) on the basis of its net profits for the financial year 2013-14 and directed the Company and the officers-in-default to show why no action shall be taken against them, within a period of 7(seven) days.
- d. In its reply dated October 10, 2016 to the CSR SCN 2016, the Company has stated that the Company had earlier constituted a CSR committee on March 1, 2015 comprising 3 (three) directors viz. (i) Satish Shah, (ii) Chirag Shah, and (iii) Kusumdevi Shah and stated that the company being a private limited company is not required to have an independent director in its CSR committee. The reply further states that as the rules under the Companies Act regarding CSR were implemented from April 1, 2014, due to lack of clarity, the Company was under the impression that although the CSR committee was to be appointed and the CSR policy was to be adopted, the requirement to spend 2% of the average net profit of the previous 3 years arose only from financial year 2014-15. The Company has furnished the following information sought by the RoC:

Average net profit before tax (PBT) of the company for three financial years i.e. financial year 2012-13, 2013-14 & 2014-15:

(Amount in Rs.)

Particulars	2014-15	2013-14	2012-13	Average profit
PBT	8,10,93,460	10,56,76,949	5,58,20,009	8,08,63,473

Particulars	Details
Prescribed CSR budget (2% of average net profit before tax for F.Y. 2011-12, 2012-13, 2013-14)	Rs. 16,17,269/-
Allocated CSR budget	Nil
Actual CSR spent in F.Y. 2014-15	Nil
Administrative overhead expenditure	Nil
Reason for under spending/not spending (if any)	Company is in process of identifying suitable areas where CSR expenditure incurred.

G. Outstanding litigation against other companies or any other person whose outcome could have an adverse effect on our company: Nil

MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET:

Except as mentioned under the chapter titled “*Management’s Discussion and Analysis of Financial Condition and Result of Operation*” beginning on page no. 250 of this Draft Prospectus, there have been no material developments, since the date of the last audited balance sheet.

MATERIAL DUES TO CREDITORS

Based on the resolution passed by the Board of Directors of our Company on May 25, 2019 determining the quantum of “Material Dues” creditors in excess of 10% of Consolidated trade payables as per financial statement for the period ended on December 31, 2018. Based on the above, the following are the material creditors of our Company.

Sr. No.	Name of Party	Amount in Rs.
1.	Hindprakash Tradelink Pvt. Ltd.	2,67,73,757
2.	Vaidik Industries	2,70,14,718

Further, in opinion of management of the Company, none of our Creditors have confirmed their registration under the Micro, Small and Medium Development Act, 2006.

The details pertaining to net outstanding dues towards our Material Creditors and Small Scale Undertakings shall be made available under investors’ section on the website of our Company i.e. www.indocol.com. It is clarified that such details available on our website do not form a part of this Draft Prospectus. Anyone placing reliance on any other source of information, including our Company’s website, www.indocol.com would be doing so at their own risk.

GOVERNMENT AND OTHER APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this Draft Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake the Offer and our current/ proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Offer or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following statement sets out the details of licenses, permissions and approvals taken by us under various central and state laws for carrying out our business.

For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled ‘Key Industry Regulations and Policies’ beginning on page no. 121 of this Draft Prospectus.

A) APPROVALS FOR THE ISSUE

Corporate Approvals

1. Our Board has pursuant to a resolution passed at its meeting dated on February 02, 2019 under Section 23 and 62(1)(c) of the Companies Act 2013, authorized the Fresh Issue of Equity Shares.
2. Our Shareholders have pursuant to a resolution passed at their meeting dated February 25, 2019 under Section 62(1)(c) of the Companies Act 2013, authorized the Fresh Issue of Equity Shares.
3. Our Company has obtained an approval from the NSE Emerge Platform for listing our Equity Shares through the Letter dated [●].

Agreements with NSDL and CDSL

1. The Company has entered into an agreement dated April 18, 2019 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is, Bigshare Services Private Limited for the dematerialization of its shares.
2. Similarly, the Company has also entered into an agreement dated April 16, 2019 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Bigshare Services Private Limited for the dematerialization of its shares.
3. The Company's International Securities Identification Number (“ISIN”) is INE07JS01017.

B) INCORPORATION DETAILS

1. Certificate of Incorporation dated September 26, 1986 under the name of “M.S. Papers Private Limited” allotting Corporate Identification Number “U24231GJ1986PTC009016” was issued by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat.
2. Fresh Certificate of Incorporation dated October 18, 1991 under the name of “Indo Colchem Private Limited” allotting Corporate Identification Number “U24231GJ1986PTC009016” was issued by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat, upon name change of the company.
3. Fresh Certificate of Incorporation dated November 05, 1992 under the name of “Indo Colchem Limited” allotting Corporate Identification Number “U24231GJ1986PLC009016” was issued by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat, upon Conversion of the company.
4. Fresh Certificate of Incorporation dated November 25, 2013 under the name of “Indo Colchem Private Limited” allotting Corporate Identification Number “U24231GJ1986PTC009016” was issued by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat, upon Conversion of the company.
5. Fresh Certificate of Incorporation dated January 22, 2019 under the name of “Indo Colchem Limited” allotting Corporate Identification Number “U24100GJ1986PLC009016” was issued by the Registrar of Companies, Ahmedabad, Gujarat, upon Conversion of the company.
6. The Corporate Identity Number (CIN) of the Company is U24100GJ1986PLC009016.

C) APPROVALS/ LICENSES IN RELATION TO THE BUSINESS OF OUR COMPANY

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

Sr. No.	Issuing Authority	Registration / License No.	Nature Of Registration / License	Date Of Registration	Valid Upto
1.	Registration in Income Tax Department	AAACI4393K	Allotment of Permanent Account Number (PAN) in the name of “ Indo Colchem Limited ”	September 26, 1986	Perpetual
2.	Registrar of Companies, Gujarat	CIN: U24100GJ1986PLC009016	Certificate of Incorporation in the name of “ Indo Colchem Limited ”	January 22, 2019	-
3.	Income Tax Department, Government of India	AHMI00232B	Allotment of Tax Deduction Account Number (TAN)	Not Available	Perpetual
4.	Regional Director, Basic Chemicals,	Membership No.: I – 0280	Registration	April 6, 2017	March 31, 2022

Sr. No.	Issuing Authority	Registration / License No.	Nature Of Registration / License	Date Of Registration	Valid Upto
	Cosmetics and Dyes Export Promotion Council, Ministry of Commerce and Industry, Government of India*	Registration No.: CHEM/AHD/I-70/LSMME/PI-17-18/4250 in continuation with CHEM/AHD/I45/ME/12-13/7163 dt. April 19, 2012 and CHEM/AHD/I-60/P-I/15-16/652 dt. April 2, 2013	cum Membership Certificate issued by CHEMEXCIL (Basic Chemicals, Cosmetics and Dyes Export Promotion Council set up by the Ministry of Commerce and Industries)		The certificate is valid for a period of 5 (five) years unless revoked/ amended earlier, subject to the condition that membership with the Council is renewed from year to year.
5.	Additional/Joint/Deputy Director General of Foreign Trade/ Development Commissioner (SEZ), Ministry of Commerce and Industry*	Status Holder No.: 08/2/4063/16020	Certificate of Recognition as the Two Star Export House	January 28, 2016 w.e.f 2015	2020
6.	Government of India, Goods and Service Tax Identification Number (GSTIN)*	24AAACI4393K1ZF	Certificate of Registration and Goods and Service Tax Identification Number (GSTIN)	July 01, 2017	Perpetual
7.	Alcumus Isoqar Limited*	6476-OHSAS-001	Development, Manufacture and Supply of Synthetic Organic dyes and dye intermediates. BS OHSAS 18001:2007	September 06, 2018	March 12, 2021
8.	Udyog Adhar, Ministry of Micro, Small and Medium Enterprises, Government of India.*	UAN: GJ01C0056860 Previous registration details: EM-1 : 240071330034	Registration under the Micro, Small and Medium	Date of commencement: September 26,	Perpetual

Sr. No.	Issuing Authority	Registration / License No.	Nature Of Registration / License	Date Of Registration	Valid Upto
			Enterprise Development Act, 2006	1986 Date of filing: April 28, 2017	
9.	Employees State Insurance Corporation, "ESIC" Bhavan, Ashram Road, Ahmedabad - 380014.*	Code No: 37000144700000306	Dy. Director, Gujarat Regional Office, Employees State Insurance Corporation,	March 18, 1988 w.e.f March 1, 1988	Perpetual
10.	Office of the Regional Provident Fund Commissioner, Employees Provident Fund Organisation, Gujarat.*	GJ/5839/ENT/IV/3938 Code No: GJ/ 15839	Registration with Dept of Provident Fund, Gujarat	W.e.f February 1, 1988	Perpetual
11.	Gujarat Pollution Control Board, Gandhinagar	AWH-90943 GPCB/ABD/VT/CCA-244(4)/ID-11710/452785	Consent and authorisation issued by State Pollution Control Board	February 1, 2018	November 29, 2022
12.	Deputy Director Industrial Safety & Health Ahmedabad*	3065/24114/1985	License to work a Factory	Jan 28, 2019	December 31, 2020
13.	Foreign Trade Development Officer, Ministry of Commerce and Industry, Government of India*	0888004290	Certificate of Importer-Exporter Code (IEC)	April 01, 1988	Perpetual
14.	Office of the Electrical Inspector, Ahmedabad	EIA/PLAN/2237/2013 EIA/CERT/2230/2013	Certificate for Electrical Installation	May 21, 2013	-
15.	CU Inspections & Certifications India Private Limited*	C 812055-01.2018	Letter of Approval for Colourants / Textile auxiliaries according to Global Organic Textile Standards (GOTS)	August 24, 2018	August 19, 2019
16.	Alcumus ISOQAR Limited*	6476-EMS	Certificate of Registration for Environment	September 26, 2007	September 09, 2019

Sr. No.	Issuing Authority	Registration / License No.	Nature Of Registration / License	Date Of Registration	Valid Upto
			Management system standard for manufacture, export and supply of synthetic organic Dyes and Dye Intermediates ISO 14001:2015		
17.	Alcumus Limited* ISOQAR	6476-QMS	Certificate of Registration for Environment Management system standard for manufacture, export and supply of synthetic organic Dyes and Dye Intermediates ISO 9001:2015	September 09, 2008	September 09, 2019
18.	ECO Passport by OEKO-TEX ^(*) (**)	18.0.35366/Rev2 11.0.91865	Certificate to use OEKO-TEX [®] Mark EN ISO 17050-1	June 27, 2018	May 31, 2019
19.	State Level Environment Impact Assessment Authority, Gujarat*	SIEAA/GUJ/EC/5(f)/9052018	Environmental Clearance under Environmental Impact Assessment Notification dated September 14, 2006	August 31, 2018	-
20.	DSIR, Ministry of Science & Technology ^(*) (**)	TU/IV-RD/3707/2016	Recognition of In-house R&D Unit [with respect to section 35(2AB) of the Income Tax Act, 1961]	April 1, 2016	March 31, 2019

D) PENDING APPROVAL

**The Company has applied for Name Change pursuant to conversion from Private Limited Company to Public Limited Company and the same is pending with some relevant department.*



*** The Company has applied for renewal.*

E) DOMAIN DETAILS

Domain Name and ID	Sponsoring Registrar and IANA ID	Registrant Name and Address	Creation Date	Registration Expiry Date
INDOCOL.COM ID 795868_DOMAIN_COM-VRSN	PDR Limited Whois.PublicDomainRegistry.com IANA ID: 303	Indo Colchem limited, Ahmedabad	15 th July, 1997	14 th July, 2019

F) INTELLECTUAL PROPERTY RELATED APPROVALS/REGISTRATIONS

TRADEMARKS

Sr. No.	Trademark	Type	Class	Applicant	Application No.	Date of Application	Validity	Status
1		Word mark	2	Indo Colchem Limited	2415606	22/10/2012	22/10/2022	Registered
2		Word mark	2	Indo Colchem Limited	4087167	February 14, 2019	-	Accepted & Advertised

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

1. The Fresh Issue of Equity Shares has been authorized by a resolution by the Board of Directors passed at their meeting held on February 02, 2019.
2. The Fresh Issue of Equity Shares has been authorized by a resolution by the EGM passed at their meeting held on February 25, 2019.

Our Company has also obtained all necessary contractual approvals required for the Issue. For further details, refer to the chapter titled “***Government and Other Approvals***” beginning on page no. 265 of this Draft Prospectus.

Our Company has received approval from NSE *vide* their letter dated [●] to use the name of NSE in this Draft Prospectus for listing of the Equity Shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange.

Prohibition by SEBI or other Governmental Authorities

Our Company, Directors, Promoters, members of the Promoter Group and Group Companies or the directors and promoters of our Promoter Companies are not prohibited from accessing or operating in the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court as on date of filing of this Draft Prospectus.

We confirm that our Company, Promoters and Promoter Group are in Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

The companies, with which Promoters, Directors or persons in control of our Company were or are associated as promoters, directors or persons in control of any other company have not been debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. Further, none of our Directors are or were associated with any entities which are engaged in securities market related business and are or registered with SEBI for the same.

The listing of any securities of our Company has never been refused by any of the stock exchanges in India.

Further, None of our Promoters or Directors has been declared as fugitive economic offender under Fugitive Economic Offender Act, 2018.

Association with Securities Market

None of our Directors are in any manner associated with the securities market and there has been no action taken by SEBI against our Directors or any entity in which our Directors are involved as promoters or directors in the past five years.

Prohibition by RBI or Governmental authority

Our Company, our Promoters, our Promoter Group, our Group Entities, relatives of our Promoters (as defined under the Companies Act 2013), our Directors and companies with which our Directors are associated as directors or

promoters have not been declared as wilful defaulters by RBI / government authorities and there are no violations of securities laws committed by them in the past and no proceedings are pending against them except as details provided in the Chapter titled ***“Outstanding Litigations”*** beginning on page no. 256 of this Draft Prospectus.

Our Directors have not been declared as defaulter by RBI or any other government authority and there have been no violation of securities laws committed by them in the past or no such proceedings are pending against our Company or them.

Eligibility for the Issue

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, 2018 and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations, 2018.

Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, 2018 as we are an Issuer whose post-issue face value capital is more than Ten Crores Rupees and less than 25 Crores and we may hence issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (***“SME Exchange”***, in this case being the Emerge Platform of NSE).

We confirm that:

1. In accordance with regulation 260 of the SEBI ICDR Regulations, 2018 this Issue is 100% underwritten and that the Lead Manager will underwrite at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled ***“General Information”*** beginning on page no. 53 of this Draft Prospectus.
2. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018 we shall ensure that the total number of proposed Allottee’s in the Issue is not less than fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within 8 (Eight) days from the date our Company becomes liable to repay it, than our Company and every officer in default shall, on and from expiry of 8 (Eight) days, be liable to repay such application money, with interest as prescribed under the Companies Act, 2013.
3. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018 we have not filed any Draft Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Draft Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing this Draft Prospectus with Stock Exchange and the Registrar of Companies.
4. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018 we have entered into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in the Issue. For further details of the arrangement of market making please refer to paragraph titled ***‘Details of the Market Making Arrangement for the Issue’*** under chapter titled ***‘General Information’*** beginning on page no. 53 of this Draft Prospectus.

We further confirm that, we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

5. Our Company shall mandatorily facilitate trading in demat securities and will enter into an agreement with both the depositories. The Company has entered into an agreement for registration with the Central Depository Services Limited (CDSL) dated April 18, 2019 and National Securities Depository Limited dated April 16, 2019 for establishing connectivity.
6. Our Company has a website i.e. www.indocol.com
7. There has been no change in the promoter/s of the Company in the preceding one year from date of filing application to NSE for listing on SME segment.

NSE Eligibility Norms:

Our Company is also eligible for the Issue in accordance with eligibility norms for Listing on Emerge Platform of NSE which states as follows:

1. ***The company is incorporated under the Companies Act, 1956.***

Our Company was originally incorporated in Ahmedabad as “M.S. Papers Private Limited” on September 26, 1986 under the provisions of the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat. The name of our Company was changed to “Indo Colchem Private Limited” and a fresh Certificate of Incorporation consequent to the change of name was granted to our Company on October 18, 1991 by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat. The status of our Company was changed to a public limited company and the name of our Company was further changed to “Indo Colchem Limited” by a special resolution passed on September 28, 1992. A fresh certificate of incorporation consequent upon Conversion of Company to “Indo Colchem Limited” was issued on November 05, 1992 by the Registrar of Companies, Dadra and Nagar Haveli, Gujarat. The status of our Company was changed to a Private limited company and the name of our Company was further changed to “Indo Colchem Private Limited” by a special resolution passed on July 25, 2013. A fresh certificate of incorporation consequent upon Conversion of Company to “Indo Colchem Limited” was issued on January 22, 2019 by the Registrar of Companies, Ahmedabad, Gujarat. The Company’s Corporate Identity Number is U24100GJ1986PLC009016. The registered office of our company is situated at Plot No. 36, Phase II, GIDC Vatva, Ahmedabad – 382445, Gujarat, India.

2. ***The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crores.***

The Post issue paid up capital of the company will be 1,37,03,800 shares of face value of Rs.10/- aggregating to Rs. 13.70 Crores which is less than Rs. 25 Crore.

3. ***The Company should have track record of atleast 3 years.***

The Company confirms that it has track record of atleast 3 years.

4. ***The company should have positive cash accruals (earnings before depreciation and tax) from operations for atleast 2 financial years preceding the application and its net-worth is positive.***

Our Company confirms that it has positive cash accruals (earnings before depreciation and tax) from operations for atleast 2 financial years preceding the application viz. for the F.Y 2015-16 and 2016-17 and 2017-18 its net-worth as on December 31, 2018 is positive as per audited financials. The details of the same is as below:

(Amount In Rs.)

	As on December 31, 2018	As on March 31, 2018	As on March 31, 2017	As on March 31, 2016
PBIT	9,52,97,141	11,45,82,316	7,62,81,258	8,31,11,377
PAT	6,06,31,272	7,04,67,446	4,73,84,440	5,51,05,438
Networth	55,90,38,316	49,94,77,944	42,90,19,498	38,16,35,058

5. Other Requirements:

a) Companies shall mandatorily have a website.

Our Company has a live and operational website: www.indocol.com

b) The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.

Our Company has entered into tripartite agreements dated April 18, 2019 with CDSL and dated April 16, 2019 with NSDL along with our Registrar and Share Transfer Agent for facilitating trading in dematerialized mode. Also the Equity Shares allotted through the Issue will be in dematerialized mode.

6. Certificate from the applicant company / promoting companies stating the following:

a) The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

b) There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.

There is no winding up petition against our Company, which has been admitted by the court. Also, no liquidator has been appointed.

c) No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.

No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.

d) No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters, Group Companies, companies promoted by the promoters of the company.

Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters, Group Companies, companies promoted by the promoters of the company.

- e) *No Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years.*

Our Company confirms that no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years.

- f) *The Company, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) litigation record, the nature of litigation, and status of litigation.*

Our Company confirms that there are no litigations pending except as mentioned in the chapter titled **“Outstanding Litigations”** beginning on page no. 256 of this Draft Prospectus.

- g) *No Default in respect of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of Company’s directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.*

Our Company confirms that no default in respect of the track record of the directors, the status of criminal cases filed or nature of the investigation being undertaken with regard to alleged commission of any offence by any of Company’s directors and its effect on the business of the company, where all or any of the directors of issuer have or has been charge-sheeted with serious crimes like murder, rape, forgery, economic offences etc.

We confirm that we comply with all the above requirements / conditions so as to be eligible to be listed on the Emerge Platform of the NSE.

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 OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, MONARCH NETWORK CAPITAL 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, 2018, IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN 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 THIS DRAFT PROSPECTUS, THE LEAD MANAGER, MONARCH NETWORK CAPITAL LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGE IT’S RESPONSIBILITY ADEQUATELY IN THIS REGARD AND TOWARDS

THIS PURPOSE, THE LEAD MANAGER, MONARCH NETWORK CAPITAL LIMITED, HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JUNE 04, 2019 WHICH READS AS FOLLOWS:

WE, THE LEAD MERCHANT BANKER 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 DRAFT 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 DRAFT PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE AS SUBMITTED BY THE COMPANY;**
- B. ALL THE MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
- C. THE MATERIAL DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3 WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.

4 WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL 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 DRAFT PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.

6 WE CERTIFY THAT REGULATION 237 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, 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 DRAFT PROSPECTUS.

7 WE UNDERTAKE THAT ALL APPLICABLE PROVISIONS OF THESE REGULATIONS WHICH RELATE TO RECEIPT OF PROMOTERS CONTRIBUTION PRIOR TO OPENING OF THE ISSUE 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. 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. – NOT APPLICABLE

8 WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT 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- AS PER TRI-PARTITE AGREEMENT WITH BANKERS TO THE ISSUE.

9 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 IN THE LAST TEN YEARS ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.

10 WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT 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.

11 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, 2018. – NOTED FOR COMPLIANCE.

WE ENCLOSE A NOTE EXPLAINING THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US INCLUDING IN RELATION TO THE BUSINESS OF THE ISSUER, THE RISKS IN RELATION TO THE BUSINESS, EXPERIENCE OF THE PROMOTERS AND THAT THE RELATED PARTY TRANSACTIONS ENTERED INTO FOR THE PERIOD DISCLOSED IN THE OFFER DOCUMENT HAVE BEEN ENTERED INTO BY THE ISSUER IN ACCORDANCE WITH APPLICABLE LAWS.

WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THESE REGULATIONS, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT OFFER DOCUMENT/ DRAFT LETTER OF OFFER WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING ISSUE ON THE SME EXCHANGE

1 WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.

2 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, 2018. - NOTED FOR COMPLIANCE

3 WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN. NOTED FOR COMPLIANCE

4 WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER. - NOTED FOR COMPLIANCE

5 WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 261 AND 262 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE.- NOTED FOR COMPLIANCE

7. 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 OFFER DOCUMENT WITH ROC OR WITH THE SME EXCHANGE. - NOTED FOR COMPLIANCE

NOTE:

THE FILING OF THIS DRAFT PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER SECTION 34 AND SECTION 36 OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MENAGER, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT PROSPECTUS.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Ahmedabad, Gujarat *in terms of sections 26 and 32 of the Companies Act, 2013.*

The filing of this Prospectus does not, however, absolve our company from any liabilities under section 34, Section 35, Section 36 and section 38(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and / or other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Lead Manager any irregularities or lapses in this Draft Prospectus.

DISCLAIMER CLAUSE OF THE NSE SME PLATFORM

As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter [●] permission to the Company to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Company's securities are proposed to be listed. The Exchange has scrutinized draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company.

It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Company's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Company, its Promoter, its management or any scheme or project of this Company.

Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website, www.indocol.com would be doing so at his or her own risk.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER – MONARCH NETWORK CAPITAL LIMITED

TABLE 1- Disclosure of Price Information of Past Issues Handled By Merchant Banker(s)

Sr. No.	Issue Name	Issue Size (Rs. Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 th	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th
1	Looks Health Services Limited (Formerly known as Monarch health Services Limited)	12.00	40.00	30-05-2012	42.00	29 th June, 2012 – Rs.40.25 -4.17%, [+6.85%]	28 th Aug, 2012- Rs.40.25 -4.17, [+8.09%]	26 th Nov, 2012- Rs.83.00 +97.62%, [+13.64%]
2	VCU Data Management Limited	18.75	25.00	23-10-2013	36.25	22 th Nov, 2013- Rs.34.40 -5.1%, [-2.65%]	21 st Jan, 2014- Rs.28.15 +22.34%, [+2.33%]	21 st April, 2014- Rs.27.00 -25.52%, [+9.62%]
3	SPS Finquest Limited	25.08	75.00	03-06-2014	78.00	3 rd July, 2014- Rs.78.90 +1.15%, [+3.88%]	31 st Aug, 2014- Rs.77.00 -1.28%, [+7.16%]	29 th Nov, 2014- Rs. 83.00 +6.41%, [+15.43%]
4	Relstruct Buildcon Limited	23.35	50.00	05-04-2017	50.00	5 th May 2017- Rs.36.00 -28%, [-0.39%]	4 th July 2017- Rs.39.00 -22%, [+4.12%]	2 nd October 2017- Rs.35.40 -29.2%, [+4.37%]
5	Felix Industries Limited	4.78	35.00	05-12-2017	35.50	4 th January 2018- Rs.35 -1.4%, [+3.82%]	5 th March 2018- Rs.32 -9.86%, [+2.38%]	3 rd June 2018- Rs.27.45 -22.68%, [+5.71%]
6	Bombay Super Hybrid Seeds Limited	10.39	60.00	25-04-2018	60.00	25 th May 2018- Rs.105 +75%, [+0.33%]	24 th July 2018- Rs. 125 +108.33%, [+5.33%]	22 nd October 2018- Rs.132 +120%, [-3.08%]
7.	Aakash Exploration Services Limited	10.08	56.00	27-04-2018	55.75	27 th May 2018- Rs.44 -21.08%, [-0.81%]	26 th July 2018- Rs. 35 -37.22%, [+4.44%]	24 th October 2018- Rs.28 -49.77%, [-4.37%]
8	Milestone Furniture Limited	14.84	45.00	21-05-2018	45	20 th June 2018- Rs.34 -24.44%, [+1.94%]	19 th August 2018- Rs. 35 -22.22%, [+9.62%]	17 th November 2018- Rs. 19.25 -57.22%, [+3.3%]

Sr. No.	Issue Name	Issue Size (Rs. Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30 th	+/- % change in closing price, [+/- % change in closing benchmark]-90 th	+/- % change in closing price, [+/- % change in closing benchmark]-180 th
9	Arihant Institute Limited	7.50	30.00	05-06-2018	29.95	5 th July 2018- Rs.31.10 +3.84%, [+1.92%]	3 rd September 2018- Rs. 29.90 -0.17%, [+9.77%]	2 nd December 2018- Rs. 23.90 -20.2%, [+3.7%]
10	Dangee Dums Limited	20.06	74.00	03-09-2018	89.9	3 rd October 2018- Rs. 204 +126.92%, [+31.51%]	2 nd December 2018- Rs. 210 +133.59%, [-6.25%]	2 nd March 2019- Rs. 180 +100.22%, [-6.21%]
11	Kshitij Polyline Limited	8.75	35.00	08-10-2018	35.5	7 th November 2018- Rs. 33.25 -6.34%, [+1.76%]	6 th January 2019- Rs. 30 -15.49%, [+3.66%]	6 th April 2019- Rs. 34.5 -2.82%, [+12.73%]
12	Osia Hyper Retail Limited	39.77	252.00	05-04-2019	255.00	5 th May 2019- Rs. 274 +7.45%, [+0.4%]	--	--

TABLE2: SUMMARY STATEMENT OF DISCLOSURE

Financial Year	Total no. of IPOs	Total Amount of funds raised (Rs. Cr.)	No. of IPOs trading at discount-30 th calendar days from listing			No. of IPOs trading at premium-30 th calendar days from listing			No. of IPOs trading at discount-180 th calendar days from listing			No. of IPOs trading at premium-180 th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2012-13	1	12.00	0	0	0	0	0	1	0	0	0	1	0	0
2013-14	1	18.75	0	0	0	0	1	0	0	0	0	0	0	1
2014-15	1	25.08	0	0	0	0	0	1	0	0	0	0	0	1
2017-18	2	28.13	0	1	0	0	0	1	0	1	1	0	0	0
2018-19	6	71.62	0	0	3	2	0	1	1	1	2	2	0	0
2019-20	1	39.77	0	0	0	0	0	1	--	--	--	--	--	--

*Osia Hyper Retail Limited was listed on 5th April 2019 therefore the data for 90th and 180th calendar day for Osia Hyper Retail Limited has not been incorporated in the above table as it is not available.

Notes:

- a) The opening price is based on the date of listing.

- b) BSE SENSEX and NSE NIFTY has been considered as the Benchmark Index.
- c) Prices on BSE / NSE is considered for all the above information.
- d) In case 30th / 90th / 180th day is not a trading day, closing price on BSE / NSE of the previous trading day has been considered.
- e) In case, on 30th / 90th / 180th day, scrip are not traded, then the previous trading price has been considered.
- f) As per SEBI Circular no. CIR/CFD/DIL/7/2015 dated October 30, 2015 the above table should disclose maximum 10 Public Issues handled by us during the last three Financial Year including the current financial year. Hence, disclosure pertaining to recent Public Issues are only provided.

For details regarding the price information and the track record of the past Issues handled by the Lead Manager to the Issue as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, is mentioned below and the same is available on the website of the Lead Manager at www.mnclgroup.com

DISCLAIMER IN RESPECT OF JURISDICTION

The 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 authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2 (72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FIIs, Eligible NRIs, QFIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company, this Draft Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of the Issue will be subject to the jurisdiction of appropriate court(s) in Ahmedabad only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Draft Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any equity shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the equity shares or any similar security, other than pursuant to an exemption from, or in a transaction not

subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Draft Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “US Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S of the US Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in Rule 144A of the US Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the US Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Listing

Our company has obtained approval from NSE vide letter dated [●] to use name of NSE in this offer document for listing of equity shares on SME Platform.

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, there is requirement of obtaining In-principle approval from Emerge Platform of NSE. However, applications will be made to the Emerge Platform of NSE for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the issue.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE, the Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the Draft Prospectus. If such money is not repaid within Eight days after our Company becomes liable to repay it then our Company and every officer in default shall, on and from such expiry of Eight days, be liable to repay such application money, with interest at the rate of 15% per annum on application money, as prescribed under Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE mentioned above are taken within Six Working Days from the Issue Closing Date.

Consents

We have obtained consents in writing of our Directors, Promoters, Company Secretary & Compliance Officer, Chief Financial Officer, the Lead Manager, Market Maker(s), Underwriter(s), Registrar to the Issue, Peer Reviewed Auditor to the Company, the Statutory Auditor, the Legal Advisor to the Issue and Banker(s) to the Company. We

will obtain consent in writing of the Banker(s) to the Issue/ Escrow Collection Bank(s) to act in their respective capacities. These consents will be filed along with a copy of the Prospectus with the ROC as required under Section 26 of the Companies Act, 2013. Further, such consent and report will not be withdrawn up to the time of delivery of the Prospectus for registration with the ROC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, M/s. B. S. Rajput & Associates, Chartered Accountants, our Peer Review Auditors have agreed to provide their respective written consents for inclusion of their name, report on financial statements and report relating to the possible general and special tax benefits, as applicable, accruing to our Company and its shareholders, in this Draft Prospectus in the form and context in which they appear in this Draft Prospectus.

Expert Opinion to the Issue

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

Our Company has received consent from the Peer Review Auditor of the Company to include their name as an expert as per Section 26 of the Companies Act 2013 in this Draft Prospectus in relation to the (a) Auditors' reports on the restated financial statements; and (b) Statement of Tax Benefits and such consent has not been withdrawn as on the date of this Draft Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act 1933.

Previous Rights and Public Issues during the Last Five Years

We have not made any previous rights and/or public issues during the last five years, and are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time.

Commission and/ or Brokerage on Previous Issues

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since inception.

Particulars in regard to our company and other listed group companies/ subsidiaries/ associates which made any capital issue during the last three years:

Neither our Company nor any of group companies/ subsidiaries/ associates have undertaken any capital issue or any public or right Issue in the last three years preceding the date of this Draft Prospectus.

Promise Versus Performance for Our Company

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018. Therefore, data regarding promise versus performance is not applicable to us.

Stock Market Data for Our Equity Shares

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, 2018, and the Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations, 2018. Thus there is no stock market data available for the Equity Shares of our Company.

Mechanism for Redressal of Investor Grievances

The Company has appointed **Bigshare Services Private Limited** as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

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

We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be fifteen business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Memorandum of Understanding between the Registrar and Our Company provides for retention of records with the Registrar for a period of at least three year from the last date of dispatch of the letters of Allotment and demat credit to enable the investors to approach the Registrar to this Issue for redressal of their grievances.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA Applicants.

Disposal of Investor Grievances by Our Company

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Bidders shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to the Issue for the redressal of routine investor grievances will be 15 (Fifteen) 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.

We have constituted the Stakeholder’s Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on May 25, 2019. For further details, please refer to the chapter titled “***Our Management***” beginning on page no. 140 of this Draft Prospectus.

Our Company has appointed Ms. Rajshri Indoria as the Company Secretary and Compliance Officer and she may be contacted at the following address:

Ms. Rajshri Indoria
Company Secretary & Compliance Officer
Indo Colchem Limited

Tel. No.: 079-40083221

Email: cs@indocol.com

Website: www.indocol.com

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-issue or post-issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or UPI linked account number or unblocking of funds etc.

The Applicant should give full details such as name of the sole/first Applicant, Application Form number, Applicant DP ID, Client ID, UPI ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

Issue Related Expenses

The expenses of the Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, advertising expenses and listing fees. For details of total expenses of the Issue, see the chapter titled “*Objects of the Issue*” beginning on page no. 87 of this Draft Prospectus.

Revaluation of Assets

Our Company has not revalued its assets since incorporation.

SECTION VIII – ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being offered are subject to the provisions of the Companies Act, 2013, SCRR, 1957, SEBI (ICDR) Regulations, 2018, our Memorandum and Articles of Association, the terms of this Draft Prospectus, Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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, the FIPB, the RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated 10th November, 2015. All the investors applying in a public issue shall use only Application Supported by blocked Amount (ASBA) facility for making payment. Further vide the said circular Registrar to the Issue and DP's have been also authorized to collect the Application forms. Investors may visit the official websites of the concerned stock exchanges for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same if made available.

Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

Authority for the Issue

The present Public Issue of upto 37,04,000 Equity Shares which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on February 02, 2019 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on February 25, 2019 in accordance with the provisions of Section 62 (1) (c) of the Companies Act, 2013.

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares of our Company including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please see the section titled "**Main Provisions of Articles of Association of the Company**" beginning on page no. 326 of this Draft Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company.

We shall pay dividends in cash and as per provisions of the Companies Act. For further details, please refer the chapter titled ***“Dividend Policy”*** on page no. 171 of this Draft Prospectus.

Face Value and Issue Price

The Equity Shares having a Face Value of Rs.10.00 each are being offered in terms of this Draft Prospectus at the price of Rs. [●] per equity Share (including premium of Rs. [●] per share). The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled ***“Basis for Issue Price”*** beginning on page no. 93 of this Draft 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 the disclosure and accounting norms

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

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

1. Right to receive dividend, if declared;
2. Right to receive Annual Reports & notices to members;
3. Right to attend general meetings and exercise voting rights, unless prohibited by law;
4. Right to vote on a poll either in person or by proxy;
5. Right to receive offer for rights shares and be allotted bonus shares, if announced;
6. Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
7. Right of free transferability of the Equity Shares; and
8. Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to Section titled ***“Main Provisions of Articles of Association of the Company”*** beginning on page no. 326 of this Draft Prospectus.

Minimum Application Value, Market Lot and Trading Lot

As per regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated April 16, 2019 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated April 18, 2019 between CDSL, our Company and Registrar to the Issue; and

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the Emerge platform of NSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Minimum Number of Allottees

Further in accordance with the Regulation 268 of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 Shareholder. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of Issue.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Ahmedabad, Gujarat, India.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under the Securities Act), except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S 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.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 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 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in 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 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

1. To register himself or herself as the holder of the Equity Shares; or
2. 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 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Period of Operation of Subscription List of Public Issue

Issue Opening Date	[•]
Issue Closing Date	[•]
Finalization of Basis of Allotment with the Designated Stock Exchange	[•]
Initiation of Allotment / Refunds / Unblocking of Funds	[•]
Credit of Equity Shares to demat accounts of Allottees	[•]
Commencement of trading of the Equity Shares on the Stock Exchange	[•]

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

Applications and any revision to the same shall be accepted only between 10.00 a.m. and 5.00 p.m. (IST) during the Issue Period. On the Issue Closing Date, the Applications and any revision to the same shall be accepted between 10.00 a.m. and 5.00 p.m. (IST) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of Applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchange. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, not later than 5.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Draft Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public issue, some Applications may not get uploaded due to lack of sufficient time. Such

Applications that are not uploaded will not be considered for allocation under the Issue. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask for rectified data.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

The issuer does not receive the minimum subscription of hundred per cent. of the offer through offer document on the date of closure of the issue or devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue or withdrawal of applications, or after technical rejections, or if the listing or trading permission is not obtained from the stock exchanges for the securities so offered under the offer document, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond fifteen days after the issuer becomes liable to pay the amount, the issuer and every director of the issuer who are officers in default, shall pay interest at the rate of fifteen per cent. per annum.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 6 working days of closure of issue.

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

No reservation for eligible NRIs, FIIs registered with SEBI, VCFs registered with SEBI and QFIs

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

As per the extent Guidelines of the Government of India, OCBs cannot participate in this Issue.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Arrangements for disposal of odd lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Exchange.

Option to receive Equity Shares in Dematerialized Form

As per section 29(1) of the new Companies Act 2013, every company making public offer shall issue securities only in dematerialized form only. The investors have an option either to receive the security certificate or to hold the securities with depository. However, as per SEBI's circular RMB (compendium) series circular no. 2 (1999-2000) dated February 16, 2000, it has been decided by the SEBI that trading in securities of companies making an initial public offer shall be in dematerialized form only. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the SME Exchange.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting

Except for lock-in of the Pre- Issue Equity Shares and Promoters minimum contribution in the Issue as detailed in the chapter titled "**Capital Structure**" beginning on page no. 62 of this Draft Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details please see the section titled "**Main Provisions of the Articles of Association**" beginning on page no. 326 of this Draft Prospectus.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

Application by Eligible NRIs, FPIs or VCFs registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of NSE from the SME Exchange on a later date subject to the following:

- If the Paid-Up Capital of our Company is more than Rs.10.00 Crore and up to RS.25.00 Crore, our company may still apply for migration to the Main Board. If our Company fulfils the eligibility criteria for listing laid down by the Main Board of NSE and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoters shareholders against the proposal.

Market Making

The shares offered through this Issue are proposed to be listed on the Emerge platform of NSE, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME

Exchange for a minimum period of 3 (three) years from the date of listing on the Emerge platform of NSE. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please see the chapter titled "**General Information - Details of the Market Making Arrangements for this Issue**" beginning on page no. 53 of this Draft Prospectus.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up face value capital is less than Rs. 10 Crore, 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 Emerge Platform of NSE). For further details regarding the salient features and terms of such an issue please refer chapters titled "**Terms of the Issue**" and "**Issue Procedure**" beginning on page nos. 287 and 298 of this Draft Prospectus.

Following is the Issue structure:

The Issue comprises a Public Issue of upto 37,04,000 Equity Shares of Face Value of Rs.10/- each fully paid (The "Equity Shares") for cash at a price of Rs. [●] /-per Equity Shares (including a premium of Rs. [●] per equity share) aggregating to Rs. [●] lakhs ("the issue") by our Company of which upto 1,87,200 Equity Shares of Rs.10/- each will be reserved for subscription by Market Maker Reservations Portion and a Net Issue to public of upto 35,16,800 Equity Shares of Rs.10/- each is hereinafter referred to as the net issue. The Issue and the Net Issue will constitute [●]% and [●]% respectively of the post issue paid up Equity Share Capital of the Company.

The Issue is being made by way of Fixed Price Issue Process:

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	Upto 35,16,800 Equity Shares	Upto 1,87,200 Equity Shares
Percentage of Issue Size available for allocation	94.95% of the Issue Size	5.05% of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each. For further details please see chapter titled " Issue Procedure - Basis of Allotment " beginning on page no. 298 of this Draft Prospectus.	Firm Allotment
Mode of Application	All the applications shall make the application through ASBA Process or through UPI for Retail Individual Investors	Through ASBA Process or through UPI
Mode of Allotment	Compulsorily in dematerialized form.	Compulsorily in dematerialized form.
Minimum Application Size	<u>For Other than Retail Individual Investors:</u> Such number of Equity Shares in multiples of [●] Equity Shares at an Issue price of Rs. [●] each, such that the Application Value exceeds Rs. 2.00 Lakh. <u>For Retail Individuals Investors:</u>	Upto 1,87,200 Equity Shares

	[●] Equity Shares at an Issue price of Rs. [●] each	
Maximum Application Size	<p><u>For Other than Retails Individual Investors:</u></p> <p>The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable.</p> <p><u>For Retail Individuals Investors:</u></p> <p>Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value does not exceed Rs. 2.00 Lakh</p>	Upto 1,87,200 Equity Shares
Trading Lot	[●] Equity Shares	[●] Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Application lot Size	[●] Equity Shares thereafter Equity Shares and in multiples of [●].	
Terms of Payment	<p>Full Application Amount shall be blocked by the SCSBs in the bank account of the ASBA Applicant that is specified in the Application Form at the time of submission of the Application Form.</p> <p>Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer may use either ASBA facility for making application or also can use UPI as a payment mechanism with ASBA for making application.</p>	

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please see chapter titled to ***“Issue Structure”*** beginning on page no. 294 of this Draft Prospectus.

*As per Regulation 253 (2) of the SEBI (ICDR) Regulations, 2018 as amended, the present issue is a fixed price issue ‘the allocation’ is the net issue to the public category shall be made as follows:

- a) minimum fifty per cent to retail individual investors; and
- b) remaining to:
 - (i) individual applicants other than retail individual investors; and
 - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

Provided that the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in any other category:

Explanation. - For the purpose of sub-regulation (2), if the retail individual investor category is entitled to more than fifty per cent. of the issue size on a proportionate basis, the retail individual investors shall be allocated that higher percentage.

Note:

In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account or UPI linked account number held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders.

Applicants will be required to confirm and will be deemed to have represented to our Company, the Lead Manager, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.

SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

Withdrawal of the Issue

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

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.

The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If the Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, the Company will file a fresh Draft Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the final RoC approval to the Prospectus after it is filed with the RoC.

Issue Programme

ISSUE OPENING DATE	[●]
ISSUE CLOSING DATE	[●]

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form.

Standardization of cut-off time for uploading of applications on the issue closing date:

- A standard cut-off time of 3.00 p.m. for acceptance of applications.
- A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.

- c) A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by Lead Manager to NSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical application form of that Bidder may be taken as the final data for the purpose of allotment.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (the “General Information Documents”) and including SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, to be included in the prospectus under “Part B – General Information Document” of this section, highlighting the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations.

The General Information Documents to be included will be updated to reflect the enactments and regulations including the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document will also be available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of Prospectus. Applicants are advised to make their independent investigations and ensure that their Application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

PART A

Fixed Price Issue Procedure

The Issue is being made under Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 through a Fixed Price Process.

Applicants are required to submit their Applications to the Application collecting intermediaries i.e. SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to the Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, the Company would have a right to reject the Applications only on technical grounds.

Under-subscription, if any, in any category, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Manager and the Emerge Platform of NSE (SME Platform of NSE).

Investors should note that Equity Shares will be allotted to successful Applicants in dematerialize form only. The Equity Shares on Allotment shall be traded only in the dematerialize segment of the Stock Exchange, as mandated by SEBI.

The Application Forms which do not have the details of the Applicants depository account including DP ID, PAN and Beneficiary Account Number/UPI ID shall be treated as incomplete and rejected. In case DP ID,

Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the bid is liable to be rejected. Applicants will not have the option of being allotted Equity Shares in physical form. The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges, as mandated by SEBI.

Phased implementation of Unified Payments Interface

SEBI has issued a circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 in relation to streamlining the process of public issue of inter alia, equity shares and convertibles (“UPI Circular”). Pursuant to the circular, Unified Payments Interface (“UPI”) will be introduced in a phased manner as a payment mechanism in addition to ASBA for applications by Retail Individual Applicants through Syndicate members, Registered Stock Brokers, Registrar to the Issue and Depository Participants (“UPI Channel”). Phase I of this mechanism has become applicable from January 1, 2019.

Retail Individual Investors should note that the Application using UPI Channel is optional and they can make Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

Application Form

Application Forms will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download from the website of the Company, of the Lead Manager of the issue or Stock Exchange i.e. NSE (www.nseindia.com), at least one day prior to the Issue Opening Date. Same Application Form applies to all ASBA Applicants/ Retail Individual Applicants applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).

Pursuant to SEBI Circular dated January 01, 2016 and bearing No. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Further, in accordance with the SEBI circular no.- CIR/CFD/POLICYCELL/11/2015 dated 10th November, 2015 all the Applicants has to compulsorily apply through the ASBA Mode only.

ASBA Applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form. Alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

The prescribed color of the Application Form for various categories applying in this issue are as follows:

Category	Color
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Prospectus. An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following Intermediaries (Collectively called “*Designated Intermediaries*”)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by Investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants have deemed to have authorised our Company to make the necessary changes in this Draft Prospectus, without prior or subsequent notice of such changes to the Applicants.

Availability of Prospectus and Application Forms

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue and Registrar to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE i.e. www.nseindia.com.

Who can apply?

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process.

Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

(a) Indian nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company

shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);

- (b) 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;
- (c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- (d) Mutual Funds registered with SEBI;
- (e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- (f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- (g) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- (h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- (i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the NonInstitutional applicant’s category;
- (j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- (k) Foreign Venture Capital Investors registered with the SEBI;
- (l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- (m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- (n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- (o) Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- (p) Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- (q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;

- (r) Insurance funds set up and managed by army, navy or air force of the Union of India;
- (s) Multilateral and bilateral development financial institution;
- (t) Eligible QFIs;
- (u) Insurance funds set up and managed by army, navy or air force of the Union of India;
- (v) Insurance funds set up and managed by the Department of Posts, India;
- (w) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

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

Participation by Associates /Affiliates of Lead Manager and the Syndicate Members

The Lead Manager, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the Lead Manager and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis

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 HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

Application by Mutual Funds

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

Applications by eligible NRIs/ FII's on Repatriation Basis

Application Forms have been made available for eligible NRIs at our registered office and at the office of Lead Manager to the Issue.

Eligible NRIs applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under reserved category. The Eligible NRIs who intend to get the amount blocked in the Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis.

Allotment of Equity shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity shares will be allowed to be repatriated along with the income thereon subject to the permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

As per the current Regulations, the following Restrictions are applicable for Investments by FIIs.

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by a domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of Schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized Stock Exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian Company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-Convertible debentures or bonds issued by Non – Banking Financial Companies categorized as 'Infrastructure Finance Companies' (IFC) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014, hold equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after Initial Public Offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment from the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
 - a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
 - b) Nothing contained in clause (a) shall apply to:
 - Any transactions in derivatives on a recognized stock exchange;
 - Short selling transactions in accordance with the framework specified by the Board;
 - Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
 - Any other transaction specified by the Board.
 - c) No transaction on the stock exchange shall be carried forward;
 - d) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to;

- i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
 - ii. Sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - iii. Sale of securities in response to an offer made by any promoters or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018;
 - v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines of Disinvestment of shares of Indian Companies in the overseas market through issue of American Depositary Receipts or Global Depositary Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
 - vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
 - vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - viii. Any other transaction specified by Board.
- e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:

Provided that any shares held in non-dematerialized form, before the commencement of these regulation, can be held in non-dematerialized form, if such shares cannot be dematerialized.

Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.

4. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
5. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
6. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.

No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

- a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority
- b) Such offshore derivatives instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal, in offshore derivatives instruments directly or indirectly.

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

7. A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.
8. Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.
9. Any offshore derivative instruments issued under the Securities and Exchange Board of India of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulation, 2014 shall be deemed to have been issued under the corresponding provision of SEBI (Foreign Portfolio Investors) Regulation, 2014.
10. An FII or its subaccount which holds a valid certificate of registration shall, subject to the payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
11. Qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provision of SEBI (Foreign Portfolio Investors) Regulation, 2014, for a period of one year from the date of commencement of aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
12. The issue of Equity Shares to a single FII should not exceed 10% of our post Issue Paid up Capital of the Company. In respect of an FII investing in Equity Shares of our Company on behalf of its sub accounts, the investment on behalf of each sub account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub account is a foreign corporate or an individual.
13. In accordance with the foreign investment limits, the aggregate FII holding in our Company cannot exceed 24% of our total issued capital. However, this limit can be increased to the permitted sectoral cap/statutory limit, as applicable to our Company after obtaining approval of its board of Directors followed by the special resolution to that effect by its shareholders in their General Meeting. As on the date of filing this Draft Prospectus, no such resolution has been recommended to the shareholders of the Company for adoption.
14. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended, an FII may issue, deal or hold, off shore derivative instruments such as participatory notes, equity linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of "Know Your Client"

requirements. An FII shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.

15. In case of FII's in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

Application by SEBI Registered Alternative Investment Fund (AIF), Venture Capital Funds And Foreign Venture Capital Investors

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors:

Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

Applications by Limited Liability Partnerships

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the LLP Act, 2008 must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

Applications by Insurance Companies

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company in consultation with the Lead Manager, reserve the right to reject any Application without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016, as amended, are broadly set forth below:

- a) Equity shares of a company: 10% of the investee company's outstanding equity shares (face value) or 10% of the respective fund in case of life insurance or 10% of investment assets in case of general insurance business/ Re-insurance business/ Health Insurance business; whichever is lower.
- b) the entire group of the investee company: Not more than 15% of the respective fund in case of a life insurance business or a general insurance or reinsurance or health insurance and not more than 5% of investment asset in all companies belonging to the Promoter group; and

- c) The industry sector in which the investee company belongs: Not more than 15 % of the respective fund in case of a life insurance business or a general insurance or reinsurance or health insurance.

The maximum exposure limit, in the case of an investment in Equity Shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under a, b and c above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Application by Provident Funds/Pension Funds

In case of Applications made by provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our 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 filing of this Draft 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 Draft Prospectus.

Application under Power of Attorney

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 25 Crores (subject to applicable law) and pension funds with a minimum corpus of Rs. 25 Crores a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

- a) In addition to the above, certain additional documents are required to be submitted by the following entities: With respect to applications by VCFs, FVCIs, FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- b) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- c) With respect to applications made by provident funds with minimum corpus of Rs. 25 Crores (subject to applicable law) and pension funds with a minimum corpus of Rs. 25 Crores, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the lead manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

Issue Procedure for ASBA (Application Supported By Blocked Account) Applicants

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on www.sebi.gov.in. For details on designated branches of SCSB collecting the Application Form, please refer the below mentioned SEBI link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

ASBA Process

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (“ASBA Account”) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Manager.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking

facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

How to Apply?

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process.

Mode of Payment

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

Maximum and minimum application size

The applications in this Issue, being a fixed price issue, will be categorized into two;

a) For Retail Individual Applicants

The Application must be for a minimum of [●] Equity Shares so as to ensure that the Application amount payable by the Applicant does not exceed Rs. 2,00,000.

b) For Other Applicants (Non Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000 and in multiples of [●] Equity Shares thereafter.

A person shall not make an application in the net offer category for a number of specified securities that exceeds the total number of securities offered to the public. Further, the maximum application by non-institutional investors shall not exceed total number of specified securities offered in the issue less total number of specified securities offered in the issue to qualified institutional buyers.

Further, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non Institutional Portion.

Applicants are advised to ensure that any single Application form does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.

Option to Receive Equity Shares in Dematerialized Form

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottees shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.

Information for the Applicants

- a.) The Company will file the Prospectus with the RoC at least 3 (three) working days before the Issue Opening Date.
- b.) The Lead Manager will circulate copies of the Prospectus along with the Application Form to potential investors.
- c.) Any investor, being eligible to invest in the Equity Shares offered, who would like to obtain the Prospectus and/ or the Application Form can obtain the same from the Company's Registered Office or from the Registered Office of the Lead Manager.
- d.) Applicants who are interested in subscribing to the Equity Shares should approach the Lead Manager or their authorized agent(s) to register their Applications.
- e.) Applications made in the name of Minors and/or their nominees shall not be accepted.

Pre-Issue Advertisement

As provided in Section 30 of the Companies Act, 2013 and 264(2) of the SEBI (ICDR) Regulations, 2018, the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English national daily newspaper; one widely circulated Hindi national daily newspaper and one widely circulated Gujarati newspaper.

Signing of Underwriting Agreement

The issue is 100% Underwritten. Our Company has entered into an Underwriting Agreement with the Lead Manager on April 24, 2019.

Filing of the Prospectus with the RoC

The Company will file a copy of the Prospectus with the RoC in terms of Section 32 of Companies Act, 2013.

- a.) **Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.
- b.) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload on its website. On the basis of approved basis of allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.
- c.) Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been allotted Equity Shares in the Issue. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
- d.) Issuer will make the allotment of the equity shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

Designated Date: On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

Interest and Refunds

Completion of formalities for Listing & Commencement of Trading

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit to Equity Shares the beneficiary account with DPs, and dispatch the allotment Advise within 6 Working Days of the Issue Closing Date.

Grounds for Refund

Non Receipt of Listing Permission

An Issuer makes an Application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in this Draft Prospectus. The designated Stock Exchange may be as disclosed in this Draft Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of this Draft Prospectus.

In the event that the listing of the Equity Shares does not occur in the manner described in this Draft Prospectus, the Lead Manager and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary bidders.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate as disclosed in this Draft Prospectus.

Minimum Subscription

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per section 39 of the Companies Act, 2013, if the “Stated Minimum Amount” has not been subscribed and the sum payable on application is not received within a period of thirty days from the date of issue of this Draft Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as may be prescribed under that section. If the Issuer does not received the subscription of 100% of the Issue through this offer document including devolvement of underwriters within Sixty Days from the date of closure of the Issue, the Issuer shall Forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer become liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies act, 2013.

Minimum Number of Allottees

The Issuer may ensure that the number of proposed Allottees to whom Equity Shares may be allotted shall not be less than 50 (Fifty), failing which the entire application monies may be refunded forthwith.

Mode of Refund

In case of ASBA application

Within 6 working days of the Issue Closing Date, the Registrar to the Issue may give instruction to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

Mode of Making Refund for ASBA Applicants

In case of ASBA Application, the registrar of the issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

Interest in case of delay in Allotment or Refund:

The issuer shall allot securities offered to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent. per annum if the allotment letters or refund orders have not been despatched to the applicants 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 within eight days from the date of the closure of the issue. However applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

1. **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Lead Manager or the Registrar to the Issue shall send to the Bankers to the Issue a list of their Applicants who have been allocated/Allotted Equity Shares in this Issue.
2. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
3. Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed a valid, binding and irrevocable contract for the Applicant.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant;
- Ensure that Applications submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
- All Applicants should submit their application through ASBA process only;
- Ensure that you have mentioned the correct ASBA Account number or UPI ID linked account number in case of retail individual investor in the ASBA Form.
- Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB or UPI ID linked account maintained in case of retail individual investor before submitting the ASBA Form to any of the Designated Intermediary. Instruct your respective banks not to release the funds blocked in the ASBA Account under the ASBA process until six Working Days from the date of closing the Applications;
- Ensure that you have mentioned the correct ASBA Account number or UPI ID linked account number in case of retail individual investor in the Application Form and that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;

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;
- As an ASBA Applicant, do not instruct your respective banks to release the funds blocked in the ASBA Account or UPI ID linked account number in case of retail individual investor;

- Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account or UPI ID linked account number in case of retail individual investor;

Instructions for Completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected. SEBI, vide Circular No. CIR/CFD/14/2012 dated October 4, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker (“broker”) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker’s Centre is available on the websites of NSE i.e. www.nseindia.com.

Applicant’s Depository Account and Bank Details

Please note that, providing bank account details or UPI ID linked account number in case of retail individual investor in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant’s name, Depository Participant Identification number and Beneficiary Account Number or UPI ID linked account number in case of retail individual investor 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/UPI ID details, MICR code and occupation (hereinafter referred to as ‘Demographic Details’). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants’ sole risk and neither the Lead Manager nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Payment by Stock Invest

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

Other Instructions

Joint Applications in the Case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision

Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- I. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- II. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- III. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 (Twenty) valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the Lead Manager reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

Permanent Account Number or PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (“PAN”) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the Income Tax Act, 1961. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the General Index Registration (“GIR”) number instead of the PAN, as the Application is liable to be rejected on this ground.

Our Company/ Registrar to the Issue/ Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB’s in the ASBA system, without any fault on the part of Applicant.

Right to Reject Applications

In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

Grounds for Rejections

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of [●];
- Category not ticked;
- Multiple Applications as defined in this Draft Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and this Draft Prospectus and as per the instructions in this Draft Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant’s identity (DP ID) and the beneficiary’s account number or UPI ID linked account number in case of retail individual investor;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.

Equity Shares in Dematerialized form with NSDL or CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a. a tripartite agreement dated 16th April, 2019 with NSDL, our Company and Registrar to the Issue;
- b. a tripartite agreement dated 18th April, 2019 with CDSL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN: INE07JS01017.

- a. An applicant applying for Equity Shares in demat form must have at least one beneficiary account with the Depository Participants of either NSDL or CDSL prior to making the application.
- b. The applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's Identification number) appearing in the Application Form or Revision Form.
- c. Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account (with the Depository Participant).
- d. Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- e. If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- f. The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
- g. It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- h. The trading of the Equity Shares of our Company would be only in dematerialized form.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc. at below mentioned addresses;

To
Ms. Rajshri Indoria
The Company Secretary and Compliance Officer
Indo Colchem Limited,
 Plot No. 36, Phase II, GIDC Vatva, Ahmedabad – 382445, Gujarat, India.
Tel No.: 079- 40083221
Email: cs@indocol.com
Web: www.indocol.com

To the Registrar to the Issue

Mr. Ashok Shetty

BIGSHARE SERVICES PRIVATE LIMITED

Address: 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri East, Mumbai- 40059

Tel. Number: 022 – 6263 8200

Email Id: ipo@bigshareonline.com

Website: www.bigshareonline.com

Disposal of Applications and Application Moneys and Interest in case of delay

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at Emerge Platform of NSE where the Equity Shares are proposed to be listed are taken within 6 (six) working days of closure of the issue.

Impersonation

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

- a) ‘Any person who: makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.

Section 447 of the Companies Act, 2013, is reproduced as below:

Without prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. Of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud:

Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to twenty lakh rupees or with both.

Basis of Allotment

Allotment will be made in consultation with NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 - a) Each successful applicant shall be allotted [●] 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 [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.
6. Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253 (2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows:
 - a) Minimum of [●] % of the net offer of shares to the Public (i.e. [●] Equity Shares) shall be made available for allotment to retail individual investors; and
 - b) The balance net offer of shares to the public (i.e. [●] Equity Shares) shall be made available for allotment to Non-Institutional Investors, including Qualified Institution Buyers, Corporate Bodies/ Institutions.
 - c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor .

“Retail Individual Investor” means an investor who applies for shares of value of not more than Rs. 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the Emerge Platform of NSE.

Basis of Allotment in the event of Under Subscription

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the Emerge Platform of NSE – the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

As per the RBI regulations, OCBs are not permitted to participate in the Issue.

There is no reservation for Non Residents, NRIs, FPIs and foreign venture capital funds and all Non Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

Undertaking by our Company

Our Company undertakes the following:

1. that the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (Six) working days of closure of the Issue;
3. that funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
4. that the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non - resident Indians shall be completed within specified time; and
5. that no further issue of Equity Shares shall be made till the Equity Shares offered through this Draft Prospectus are listed or till the application monies are refunded on account of non-listing, under subscription etc.
6. that Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
7. Adequate arrangements shall be made to collect all Application forms.

Utilization of Issue Proceeds

The Board of Directors certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
2. Details of all monies utilized out of the Issue shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet indicating the purpose for which such monies have been utilized;
3. Details of all unutilized monies out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested;
4. Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue respectively;

Our Company shall not have recourse to utilize 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.

RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government, the FDI Policy (as defined below) and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), issued consolidated FDI Policy, which with effect from August 28, 2017 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 28, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The Reserve Bank of India ("RBI") also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated January 4, 2018 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100% foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore applicable foreign investment up to 100% is permitted in our company under automatic route.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2017 has to be obtained by the Company.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include:

- i. where the transfer of shares requires the prior approval of the Government as per the extant FDI policy provided that:
 - a. the requisite approval of the Government has been obtained; and
 - b. the transfer of shares adheres with the pricing guidelines and documentation requirements as specified by the Reserve Bank of India from time to time.;
- ii. where the transfer of shares attract SEBI (SAST) Regulations subject to the adherence with the pricing guidelines and documentation requirements as specified by Reserve Bank of India from time to time.;
- iii. where the transfer of shares does not meet the pricing guidelines under the FEMA, 1999 provided that:
 - a) The resultant FDI is in compliance with the extant FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, etc.), reporting requirements, documentation etc.;
 - b) The pricing for the transaction is compliant with the specific/explicit, extant and relevant SEBI regulations/guidelines (such as IPO, Book building, block deals, delisting, exit, open offer/substantial acquisition/SEBI SAST); and Chartered Accountants Certificate to the effect that compliance with the relevant

SEBI regulations/guidelines as indicated above is attached to the form FC-TRS to be filed with the AD bank and

iv. where the investee company is in the financial sector provided that:

- a) Any 'fit and proper/due diligence' requirements as regards the non-resident investor as stipulated by the respective financial sector regulator, from time to time, have been complied with; and
- b) The FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, pricing, etc.), reporting requirements, documentation etc., are complied with.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

INVESTMENT CONDITIONS/RESTRICTIONS FOR OVERSEAS ENTITIES

Under the current FDI Policy 2017, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 3, 6, 7, 8, 9, and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap. Portfolio Investment up to aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

I. Investment by FPIs under Portfolio Investment Scheme (PIS):

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10 % of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24 % of paidup equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

II. Investment by NRI or OCI on repatriation basis:

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2017 i.e. the total holding by any individual NRI or OCI shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or should not exceed 5 percent of the paid-up value of each series of

debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed 10 percent of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

III. Investment by NRI or OCI on non-repatriation basis

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Prospectus.

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

The above information is given for the benefit of the Applicants. Our 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 Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION IX – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

ARTICLES OF ASSOCIATION

Pursuant to Schedule II of the Companies Act, the SEBI ICDR Regulations, the main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that the each provision herein below is numbered as per the corresponding article number in the Articles of Association. Certain defined terms used in the Articles of Association are set forth below. All other defined terms used in this section have the meaning given to them in the Articles of Association.

INTERPRETATION

1. In these Articles unless there be something in the subject matter or context inconsistent therewith:

#New set of Article of Association of the Company adopted in EGM held on 24th May, 2019.

- i. **“The Act”** means the Companies Act, 2013 and the applicable provisions of the Companies Act, 1956 and includes any statutory modification or re-enactment thereof for the time being in force.
- ii. **“Articles”** means Articles of Association of the Company as originally framed or altered from time to time
- iii. **“Beneficial Owner”** shall have the meaning assigned thereto by Section 2(1) (a) of the Depositories Act, 1996.
- iv. **“Board”** or “Board of Director” means the Collective body of the Board of Directors of the Company.
- v. **“Chairman”** means the Chairman of the Board of the Directors of the Company.
- vi. **“Depositories Act, 1996”** shall mean Depositories Act, 1996 and include any Statutory modification or re-enactment thereof for the time being in force.
- vii. **“Depository”** shall have the meaning assigned thereto by Section 2 (1) (e) of the Depositories Act, 1996.
- viii. **“Directors”** mean the Directors for the time being of the Company.
- ix. **“Dividend”** includes any interim dividend.
- x. **“Document”** means a document as defined in Section 2 (36) of the Companies Act, 2013.
- xi. **“Equity Share Capital”**, with reference to any Company limited by shares, means all share capital which is not preference share capital;
- xii. **“KMP”** means Key Managerial Personnel of the Company provided as per the relevant sections of the Act.
- xiii. **“Managing Director”** means a Director who by virtue or an agreement with the Company or of a resolution passed by the Company in general meeting or by its Board of Directors or by virtue of its Memorandum or Articles of Association is entrusted with substantial powers of management and includes a director occupying the position of managing director, by whatever name called.
- xiv. **“Month”** means Calendar month.
- xv. **“Office”** means the registered office for the time being of the Company.
- xvi. **“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;
- xvii. **“Postal Ballot”** means voting by post or through any electronic mode.
- xviii. **“Proxy”** includes attorney duly constituted under the power of attorney to vote for a member at a General Meeting of the Company on poll.
- xix. **“Registrar”** means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated and includes an Additional Registrar a Joint Registrar, a Deputy Registrar or an Assistant Registrar having the duty of registering companies and discharging various functions under this Act.
- xx. **“Rules”** means the applicable rules as prescribed under the relevant sections of the Act for time being in force.
- xxi. **“SEBI”** means Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.
- xxii. **“Securities”** means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956)
- xxiii. **“Share”** means share in the Share Capital of the Company and includes stock except where a distinction between

stock and share is expressed or implied.

xxiv. “**Seal**” means the common seal of the Company.

xxv. “**The Company**” means **INDO COLCHEM LIMITED**

Words imparting the plural number also include, where the context requires or admits, the singular number, and vice versa.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

‘In writing’ and ‘written’ includes printing, lithography and other modes of representing or reproducing words in a visible form.

Share Capital

2. The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital and divide the shares in the capital of the Company (including Preferential Share Capital, if any) and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined in accordance with these presents and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act.
3. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. Further provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.

Issue of Sweat Equity Shares

4. Subject to provisions of Section 54 of the Act read with Companies (Share Capital and Debentures) Rules, 2014, the Company may issue Sweat Equity Shares on such terms and in such manner as the Board may determine.

Issue of Debentures

5. The Company shall have powers to issue any debentures, debenture-stock or other securities at Par, discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending the General Meetings (but not voting on any business to be conducted), appointment of Directors on Board and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting by a Special Resolution.

Issue of Share Certificates

6.
 - i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within fifteen days (15) of the application for registration of transfer of transmission or within such other period as the conditions of issue shall be provided,—
 - a. one certificate for all his shares without payment of any charges; or
 - b. several certificates, each for one or more of his shares, upon payment of Rupees twenty for each certificate after the first.

- ii. The Company agrees to issue certificate within fifteen days of the date of lodgement of transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgement for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;
 - iii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
 - iv. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
7. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty Rupees for each certificate.
 8. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
 9. The provisions of these Articles relating to issue of Certificates shall mutatis mutandis apply to any other securities including Debentures (except where the Act otherwise requires) of the Company.

Power to pay Commission In connection with the Securities issued

10.
 - i. The Company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
 - ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
 - iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

Variations of Shareholder's rights

11.
 - i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
 - ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

12. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

Issue of Preference Shares

13. Subject to the provisions of section 55 and 62, any preference shares may with the sanction of Special resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.

Further Issue of shares

14. (1) Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered:

- (a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions specified in the relevant provisions of Section 62 of the Act.
- (b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such other conditions as may be prescribed under the relevant rules of Section 62.
- (c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the relevant rules of Section 62.

(2) Nothing in this Article shall apply to the increase of the subscribed capital of company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:

Provided that the terms of issue of such debentures or loan containing such an option have been approved, before the issue of such debentures or the raising of loan, by a special resolution passed by the company in general meeting.

Lien

- 15.
- i. The Company shall have a first and paramount lien—
 - a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - b. on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company;
 - c. Every fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- ii. The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

16. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:

Provided that no sale shall be made—

- a. unless a sum in respect of which the lien exists is presently payable; or
 - b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
- 17.
 - i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
 - ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.
 - iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
- 18.
 - i. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
 - ii. The residue, if any, shall, subject to a 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.

Joint Holdings

19. Where two or more persons are registered as the holders of any share 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 at its discretion, be entitled to decline to register more than three persons as the joint-holders of any share.
 - b) The joint-holders of any shares shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.
 - c) On the death of any such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.
 - d) Any one of such joint-holders may give effectual receipts of any dividends or other moneys payable in respect of such share.
 - e) Only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to delivery of the certificate, if any, relating to such share or to receive documents from the Company and any documents served on or sent to such person shall be deemed served on all the joint-holders.
 - f)
 - (i) Any one of the two or more joint-holders may vote at General Meeting either personally or by attorney or by proxy in respect of such shares as if they were solely entitled hereto and if more than one such joint-holders be present at any meeting personally or by proxy or by attorney then one of such joint holders so present whose name stand first in the Register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by attorney or by proxy stands first in Register in respect of such shares.
 - (ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this Clause be deemed as Joint-Holders.
 - g) The provisions of these Articles relating to joint-holding of shares shall mutatis mutandis apply to any other securities including Debentures of the company registered in Joint-names.

Calls on shares

- 20.
- i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:
- Provided that no call shall exceed one fourth of the nominal value of the shares or be payable at less than one month from the date fixed for the payment of the last preceding call.
- ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.
 - iii. A call may be revoked or postponed at the discretion of the Board.
21. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
22. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 23.
- i. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
 - ii. The Board shall be at liberty to waive payment of any such interest wholly or in part.
- 24.
- i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
 - ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture
 - iii. or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
25. The Board—
- i. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
 - ii. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.
26. Any uncalled amount paid in advance shall not in any manner entitle the member so advancing the amount, to any dividend or participation in profit or voting right on such amount remaining to be called, until such amount has been duly called-up.
- Provided however that any amount paid to the extent called – up, shall be entitled to proportionate dividend and voting right.
27. The Board may at its discretion, extend the time fixed for the payment of any call in respect of any one or more members as the Board may deem appropriate in any circumstances.
28. The provisions of these Articles relating to call on shares shall mutatis mutandis apply to any other securities including debentures of the company.

Transfer of shares

29.
 - i. The shares or other interest of any member in the Company shall be a movable property, transferable in the manner provided by the Articles.
 - ii. Each share in the Company shall be distinguished by its appropriate number.
 - iii. A Certificate under the Common Seal of the Company, specifying any shares held by any member shall be prima facie evidence of the title of the member of such shares.
30.
 - i. The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee.
 - ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
31. The Board may, subject to the right of appeal conferred by section 58 of Companies Act, 2013 and Section 22A of the Securities Contracts (Regulation) Act, 1956, decline to register, by giving notice of intimation of such refusal to the transferor and transferee within timelines as specified under the Act-
 - i. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - ii. any transfer of shares on which the Company has a lien.
 - iii. Provided however that the Company will not decline to register or acknowledge any transfer of shares on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.
32. The Board shall decline to recognise any instrument of transfer unless—
 - i. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
 - ii. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and the instrument of transfer is in respect of only one class of shares.
Provided that, transfer of shares in whatever lot shall not be refused.
 - iii. The Company agrees that when proper documents are lodged for transfer and there are no material defects in the documents except minor difference in signature of the transferor(s),
 - iv. Then the Company 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 Company within fifteen days of receipt of the Company's letter then the securities will be transferred;
 - v. If the objection from the transferor with supporting documents is not received within the stipulated period, the Company shall transfer the securities provided the Company does not suspect fraud or forgery in the matter.
33. The Company agrees that in respect of transfer of shares where the Company has not effected transfer of shares within 1 month or where the Company has failed to communicate to the transferee any valid objection to the transfer within the stipulated time period of 1 month, the Company shall compensate the aggrieved party for the opportunity losses caused during the period of the delay
34. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year

35. The provisions of these Articles relating to transfer of Shares shall mutatis mutandis apply to any other securities including debentures of the company.

Register of Transfers

36. The Company shall keep a book to be called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any shares.

Dematerialisation of Securities

37. i. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.

- a. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depository Act, 1996.

- b. Option for Investors:

Every holder of or subscriber to securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the 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, issue to the beneficial owner the required Certificates for the Securities.

If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security

- c. Securities in Depository to be in fungible form:-

- All Securities of the Company held by the Depository shall be dematerialised and be in fungible form.
- Nothing contained in Sections 88, 89, 112 & 186 of the Companies Act, 2013 shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners.

- d. Rights of Depositories & Beneficial Owners:-

Notwithstanding anything to the contrary contained in the Act a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner.

- e. Save as otherwise provided in (d) 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.

- f. 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. The beneficial owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a depository.

- ii. Notwithstanding anything contained in the Act to the contrary, where Securities of the Company are held in a depository, the records of the beneficial ownership may be served by such depository to the Company by means of electronic mode or by delivery of floppies or discs.

- iii. Nothing contained in Section 56 of the Companies Act, 2013 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.

- iv. Notwithstanding anything contained in the Act, where Securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.
- v. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.
- vi. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Section 88 and other applicable provisions of the Companies Act 2013 and the Depositories Act, 1996 with the details of Shares held in physical and dematerialised forms in any media as may be permitted by law including in any form of electronic media.
- vii. The Register and Index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, shall be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or Country.

Transmission of shares

- 38.
 - i. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.
 - ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- 39.
 - i. Any person becoming entitled to a share, in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
 - a. to be registered himself as holder of the share; or
 - b. to make such transfer of the share as the deceased or insolvent member could have made.
 - ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- 40.
 - i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
 - ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
 - iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
- 41. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

42. The provisions of these Articles relating to transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

No fee shall be charged for requisition of transfer, transmission, probate, succession certificate and letter of admiration, Certificate of Death or marriage, power of attorney or similar other documents.

Forfeiture of shares

43. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
44. The notice aforesaid shall—
- i. name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - ii. state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
45. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
- 46.
- i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
 - ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
- 47.
- i. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
 - ii. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
- 48.
- i. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
 - ii. The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute transfer of the shares in favour of the person to whom the share is sold or disposed off;
 - iii. The transferee shall thereupon be registered as the holder of the share; and
 - iv. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
49. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.
50. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his

name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.

51. Upon any sale, re-allotment or other disposal under the provisions of the preceding articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.
52. The Board may, subject to the provision of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.
53. The Provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
54. The provisions of these articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

Initial payment not to preclude forfeiture

55. Neither a judgment in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction there under nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from proceeding to enforce forfeiture of such shares as hereinafter provided.

Alteration of capital

56. The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
57. Subject to the provisions of section 61, the Company may, by ordinary resolution,—
 - i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 - ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - iv. Cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

Conversion of Shares into Stock

58. Where shares are converted into stock—
 - i. the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- ii. the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- iii. Such of the articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

Reduction of Capital

59. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law—
- i. its share capital;
 - ii. any capital redemption reserve account; or
 - iii. Any share premium account.

Share Warrants

60. The Company may issue share warrants subject to, and in accordance with, the provisions of the Act, and accordingly the Board may in its discretion, with respect to any share which is fully paid-up, on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) of the share and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue of a share warrant.

The bearer of a share warrant may at any time, deposit the warrant in the office of the Company and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending and voting and exercising the other privileges of a member at any meeting held after the expiry of two days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares including in the deposited warrants.

Not more than one person shall be recognized as depositor of the share warrant.

The Company shall, on two days written notice, return the deposited share warrants to the depositor.

Subject herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a member of the Company or attend or vote or exercise any other privilege of a member at a meeting of the Company, or be entitled to receive any notice from the Company.

The bearer of share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the register of members as the holders of shares included in the warrant, and he shall be a member of the Company.

The Board may from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant of coupon may be issued by way of renewal in case of defacement, loss or destruction.

Capitalisation of profits

- 61.
- i. The Company in general meeting may, upon the recommendation of the Board, resolve—

- a. that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - b. that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- ii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
 - a. paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - b. paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up bonus shares, to and amongst such members in the proportions aforesaid;
 - c. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);
 - d. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
 - e. The Board shall give effect to the resolution passed by the Company in pursuance of this - regulation.
- iii. Allotment or Distribution of Bonus Shares shall not be made to those Members who furnish to the Company in written intimation waiving their entitlement to receive such allotment or distribution of shares credited as fully paid up pursuant to this Article 61 as the case may be, and accordingly the corresponding amount shall not be capitalized.

62.

- i. Whenever such a resolution as aforesaid shall have been passed, the Board shall—
 - a. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
 - b. generally to do all acts and things required to give effect thereto.
- ii. The Board shall have power—
 - a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - b. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- iii. Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

- 63. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

General Meeting

- 64. All General Meetings other than annual general meeting shall be called extra-ordinary general meetings.
- 65.
 - i. The Board may, whenever it thinks fit, call an extraordinary general meeting.

- ii. The General meeting including Annual general meeting shall be convened by giving notice of clear 21 days in advance as per section 101 of Companies Act 2013. The directors if they think fit may convene a General Meeting including Annual General Meeting of the company by giving a notice thereof being not less than three days if consent is given in writing or by electronic mode by not less than ninety-five per cent. of the members entitled to vote at such meeting.
- iii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

- 66.
 - i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
 - ii.
 - i. Unless the number of members as on date of meeting are not more than one thousand, five members personally present shall be the quorum for a general meeting of the Company.
 - ii. In any other case, the quorum shall be decided as under:
 - a) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;
 - b) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;
- 67. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.
- 68. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- 69. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
- 70. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.
- 71. A declaration by the Chairman in pursuance of Section 107 of the Companies Act, 2013 that on a show of hands, a resolution has or has not been carried, either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.

Demand for poll

- 72.
 - i. Before or on the declaration of the result of the voting on any resolution of a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than five Lac rupees has been paid up.
 - ii. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

Time of taking poll

- 73.
- i. A poll demanded on a question of adjournment shall be taken forthwith.
 - ii. A poll demanded on any other question (not being a question relating to the election of a Chairman which is provided for in Section 104 of the Act) shall be taken at such time not being later than 48 (forty eight) hours from the time when the demand was made, as the Chairman may direct.

Adjournment of meeting

- 74.
- i. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
 - ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - iii. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
 - iv. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

75. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- i. on a show of hands, every member present in person shall have one vote; and
 - ii. on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.
76. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 77.
- i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
 - ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
78. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
79. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the transmission clause to 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 48 (forty eight) hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
80. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
81. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
- 82.

- i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
 - ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
83. No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

Casting Vote

84. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the polls 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.

Representation of Body Corporate

85. A body corporate (whether a Company within the meaning of the Act or not) if it is a member or creditor (including a holder of debentures) of the Company may in accordance with the provisions of Section 113 of the Companies Act, 2013 authorise such person by a resolution of its Board of Directors as it thinks fit, to act as its representative at any meeting of the Company or of any class of members of the Company or at any meeting of creditors of the Company.

Circulation of member's resolution

86. The Company shall comply with provisions of Section 111 of the Companies Act, 2013, relating to circulation of member's resolution.

Resolution requiring special notice

87. The Company shall comply with provisions of Section 115 of the Act relating to resolution requiring special notice.

Resolutions passed at adjourned meeting

88. The provisions of Section 116 of Companies Act, 2013 shall apply to resolutions passed at an adjourned meeting of the Company, or of the holders of any class of shares in the Company and of the Board of Directors of the Company and the resolutions shall be deemed for all purposes as having been passed on the date on which in fact they were passed and shall not be deemed to have been passed on any earlier date.

Registration of resolutions and agreements

89. The Company shall comply with the provisions of Section 117 and 179 of the Companies Act, 2013 relating to registration of certain resolutions and agreements.

Minutes of proceedings of general meeting and of Board and other meetings

- 90.
- i. The Company shall cause minutes of all proceedings of general meetings, and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for the purpose with their pages consecutively numbered.
 - ii. Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed:

- A. in the case of minutes of proceedings of the Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
 - B. in the case of minutes of proceedings of the general meeting by Chairman of the said meeting within the aforesaid period, of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for the purpose.
 - C. In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
 - D. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
 - E. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
 - F. In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall also contain:
 - a. the names of the Directors present at the meetings, and
 - b. in the case of each resolution passed at the meeting, the names of the Directors, if any dissenting from or not concurring in the resolution.
- iii. Nothing contained in Clauses (a) to (d) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting:
- a. is or could reasonably be regarded, as defamatory of any person
 - b. is irrelevant or immaterial to the proceedings; or
 - c. is detrimental to the interests of the Company.
- iv. The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this clause.

Minutes to be considered to be evidence

91. The minutes of meetings kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein.

Publication of reports of proceeding of general meetings

92. No document purporting to be a report of the proceedings of any general meeting of the Company shall be circulated or advertised at the expenses of the Company unless it includes the matters required by Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.

Proxy

93. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
94. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
95. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

96. The Company shall have minimum Three Directors and Maximum 15 Directors and following are first Directors of the company

1. SATISH SAMPATRAJ SHAH
2. RAJKUMAR MOHANLAL PAREKH

97. The Directors need not hold any “Qualification Share(s)”.
98. Appointment of Senior Executive as a Whole Time Director Subject to the provisions of the Act and within the overall limit prescribed under these Articles for the number of Directors on the Board, the Board may appoint any persons as a Whole Time Director of the Company for such a period and upon such terms and conditions as the Board may decide. The Senior Executive so appointed shall be governed by the following provisions:

He may be liable to retire by rotation as provided in the Act but shall be eligible for re-appointment. His re-appointment as a Director shall not constitute a break in his appointment as Whole Time Director. He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation. He shall cease to be a Director of the Company on the happening of any event specified in Section 164 of the Act. Subject to what is stated herein above, he shall carry out and perform all such duties and responsibilities as may, from time to time, be conferred upon or entrusted to him by Managing Director(s) and / or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and / or stipulations as the Managing Director(s) and /or the Board may, from time to time determine.

Nothing contained in this Article shall be deemed to restrict or prevent the right of the Board to revoke, withdraw, alter, vary or modify all or any such powers, authorities, duties and responsibilities conferred upon or vested in or entrusted to such whole time directors.

- 99.
- i. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
 - ii. In addition to the remuneration payable to them in pursuance of the Act, the directors -may be paid all travelling, hotel and other expenses properly incurred by them—
 - a. in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 - b. in connection with the business of the company.
100. The Board may pay all expenses incurred in getting up and registering the company.
101. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
102. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
103. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
- 104.
- i. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.

- ii. Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.

Retirement and Rotation of Directors

105. Not less than two-thirds of the total number of Directors of the Company, excluding the Independent directors if any appointed by the Board, shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the Act and these Articles be appointed by the Company in General Meeting.
106. The remaining Directors shall be appointed in accordance with the provisions of the Act.
107. At the Annual General Meeting in each year one-third of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office.
108. Subject to the provisions of the Act and these Articles the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in the office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Subject to the provision of the Act, a retiring Director shall retain office until the dissolution of the meeting at which his reappointment is decided or successor is appointed.
109. Subject to the provisions of the Act and these Articles, the retiring Director shall be eligible for reappointment.
110. Subject to the provision of the Act and these Articles, the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing the retiring Director or some other person thereto.

Nominee Director

111. Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any of the Finance Corporation or Credit Corporation or to any other Finance Company or Body out of any loans granted by them to the Company or Body (hereinafter in this Article referred to as "the Corporation") continue to hold debentures or shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors whole time or non-whole time (which Director or Directors is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places.
112. The terms and conditions of appointment of a Nominee Director/s shall be governed by the agreement that may be entered into or agreed with mutual consent with such Corporation. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors.
113. The Nominee Directors so appointed shall hold the said office only so long as any money only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds Shares or Debentures in the Company as a result of direct subscription or private placement or the liability of the Company arising out of any Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately, if the

moneys owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any Guarantee furnished by the Corporation.

114. The Nominee Directors appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and/or the Meetings of the Committee of which the Nominee Director/s is/are members as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Directors shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or by such Nominee Directors in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Directors.

Provided that if any such Nominee Directors is an Officer of the Corporation / IDBI, the sitting fees in relation to such Nominee Directors shall also accrue to the Corporation/ IDBI as the case may be and the same shall accordingly be paid by the Company directly to the Corporation.

115. Provided also that in the event of the Nominee Directors being appointed as Whole time Directors such Nominee Directors shall exercise such powers and duties as may be approved by the Lenders. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Lenders.

Removal of Directors

116. The Company may (subject to the provisions of Act and other applicable provisions and these Articles) remove any Director before the expiry of his period of office after giving him a reasonable opportunity of being heard.
117. Special notice as provided in the Act shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.
118. On receipt of the notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting.
119. Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company and requests its notification to members of the Company, the Company shall, if the time permits it to do so-,
- (a) in any notice of the resolution given to members of the Company state the fact of the representations having been made, and
 - (b) send a copy of the representations to every member of the Company to whom the notice of the meeting is sent (whether before or after the receipt of representation by the Company) and if a copy of the representation is not sent as aforesaid due to insufficient time or for the company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:

Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless

publicity for defamatory matter; and the Tribunal may order the company's costs on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.

120. A vacancy created by the removal of a director under this article, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given as prescribed in the Act.
121. A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.
122. If the vacancy is not filled under clause (5) above, it may be filled as a casual vacancy in accordance with the provisions of this Act:

Provided that the director who was removed from office shall not be reappointed as a director by the Board of Directors.

123. Nothing in this section shall be taken-

- a) as depriving a person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or
- b) as derogating from any power to remove a director under other provisions of this Act.

Remuneration and sitting fees to Directors including Managing and whole time Directors

124. Subject to provisions of the Act, the Directors including Managing or whole time Directors shall be entitled to and shall be paid such remuneration as may be fixed by the Board of Directors from time to time in recognition of the services rendered by them for the company.

In addition to the remuneration payable to the Directors as above, they may be paid all travelling, hotel and other expenses incurred by them.

- a. In attending and returning from meetings of the Board of Directors and committee thereof, all General Meetings of the company and any of their adjourned sittings, or
 - b. In connection with the business of the Company.
125. Each Director shall be entitled to be paid out of the funds of the Company by way of sitting fees for his services not exceeding the sum of Rs.1,00,000/- (Rupees One Lac) as may be fixed by Directors from time to time for every meeting of the Board of Directors and/ or committee thereof attended by him in addition to any remuneration paid to them. If any Director being willing is appointed to an executive office either whole time or part time or be called upon to perform extra services or to make any special exertions for the purpose of the Company then subject to Section 196, 197 & 198, read with Schedule V of the Act, the Board may remunerate such Directors either by a fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled to.

Powers and duties of Directors:

Certain powers to be exercised by the Board only at meeting

126.
 - i. Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board.
 - a. The power to make calls on shareholders in respect of money unpaid on their shares;

- b. The Power to authorize buy-back of securities under Section 68 of the Act.
- c. Power to issue securities, including debenture, whether in or outside India
- d. The power to borrow moneys
- e. The power to invest the funds of the Company,
- f. Power to Grant loans or give guarantee or provide security in respect of loans
- g. Power to approve financial statements and the Board's Report
- h. Power to diversify the business of the Company
- i. Power to approve amalgamation, merger or reconstruction
- j. Power to take over a Company or acquire a controlling or substantial stake in another Company
- k. Powers to make political contributions;
- l. Powers to appoint or remove key managerial personnel (KMP);
- m. Powers to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;
- n. Powers to appoint internal auditors and secretarial auditor;
- o. Powers to take note of the disclosure of director's interest and shareholding;
- p. Powers to buy, sell investments held by the Company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee Company;
- q. Powers to invite or accept or renew public deposits and related matters;
- r. Powers to review or change the terms and conditions of public deposit;
- s. Powers to approve quarterly, half yearly and annual financial statements or financial results as the case may be.

Provided that the Board may by resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in sub-clauses (d), (e) and (f) to the extent specified in clauses (ii), (iii) and (iv) respectively on such condition as the Board may prescribe.

- ii. Every resolution delegating the power referred to in sub-clause (d) of clause (i) shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the delegate.
- iii. Every resolution delegating the power referred to in sub-clause (e) of clause (i) shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments which may be made by the delegate.
- iv. Every resolution delegating the power referred to in sub-clause (f) of clause (i) shall specify the total amount up to which loans may be made by the delegates, the purposes for which the loans may be made and the maximum amount up to which loans may be made for each such purpose in individual cases.
- v. Nothing in this Article shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in this Article.

Restriction on powers of Board

127.

- i. The Board of Directors of the Company shall not except with the consent of the Company in general meeting:
 - a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole or substantially the whole of any such undertaking;
 - b) remit, or give time for the repayment of any debt, due by a Director;
 - c) invest, otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation;
 - d) borrow moneys, where the money to be borrowed, together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary

- course of business) will 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 specific purpose; or
- e) contribute to *bona fide* charitable and other funds, aggregate of which will in any financial year, exceed five percent of its average net profits during the three financial years, immediately proceedings.
- ii. Nothing contained in sub-clause (a) above shall affect:
 - a) the title of a buyer or other person who buys or takes a lease of any such undertaking as is referred to in that sub-clause in good faith and after exercising due care and caution, or
 - b) the selling or leasing of any property of the Company where the ordinary business of the Company consists of, or comprises such selling or leasing.
 - iii. Any resolution passed by the Company permitting any transaction such as is referred to in sub-clause (i) (a) above, may attach such conditions to the permission as may be specified in the resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transaction. Provided that this clause shall not be deemed to authorise the Company to effect any reduction in its capital except in accordance with the provisions contained in that behalf in the Act.
 - iv. No debt incurred by the Company in excess of the limit imposed by sub-clause (d) of clause (i) above, shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.
128. Due regard and compliance shall be observed in regard to matters dealt with by or in the Explanation contained in Section 180 of the Companies Act, 2013 and in regard to the limitations on the power of the Company contained in Section 182 of the Companies Act, 2013.

General powers of the Company vested in Directors

129. Subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorised to exercise and do and not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and other Act and of the Memorandum of Association and these Articles and to any regulations, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

Specific powers given to Directors

130. Without prejudice to the general powers conferred by Article above and the other powers conferred by these presents and so as not in any way to limit any or all of those powers and subject to the provisions of the Act and these Articles, it is hereby expressly declared that the Directors shall have the following powers:
- i. to pay and charge to the capital account of the Company and interest lawfully payable thereon under the provisions of Sections 76 corresponding to Section 40 of the Companies Act, 2013;
 - ii. to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property effects, assets, rights, credits, royalties, bounties and goodwill of any person, firm or Company carrying on the business which this Company is authorised to carry on, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or acquisition to accept such title as the Board may believe or may be advised to be reasonable satisfactory;

- iii. to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any land or lands, with or without buildings and outhouses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit; and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;
- iv. to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, debenture stock or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, debenture stock or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;
- v. To erect, construct, enlarge, improve, alter, maintain, pull down rebuilt or reconstruct any buildings, factories, offices, workshops or other structures, necessary or convenient for the purposes of the Company and to acquire lands for the purposes of the Company;
- vi. To let, mortgage, charge, sell or otherwise dispose of subject to the provisions of Section 180 of the Companies Act, 2013 any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise, as they may think fit;
- vii. To insure and keep insured against loss or damage by fire or otherwise, for such period and to such extent as they may think proper, all or any part of the building, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power;
- viii. Subject to Section 179 of the Companies Act, 2013 to open accounts with any bank or bankers or with any Company, firm, or individual and to pay money into and draw money from any account from time to time as the Directors may think fit;
- ix. To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company and its unpaid capital for the time being or in such other manner as they may think fit;
- x. To attach to any shares to be issued as the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, subject to the provisions of the Act, as to the transfer thereof as they may think fit;
- xi. To accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof subject to the provisions of the Act;
- xii. To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees;
- xiii. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also subject to the provisions of Section 180 of the Companies Act, 2013 to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company;

- xiv. Subject to the provisions of Sections 180 of the Companies Act, 2013 to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof, upon such Shares, securities or investments (not being Shares in this Company) and in such manner as they may think fit, and from time to time to vary or realize such investments.
- xv. Subject to such sanction as may be necessary under the Act or these Articles, to give any Director, Officer, or other person employed by the Company, an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company, and such interest, commission or share of profits shall be treated as part of the working expenses of the Company.
- xvi. To provide for the welfare of employees or ex-employees of the Company and their wives, widows, families, dependants or connections of such persons by building or contributing to the building of houses, dwelling, or chawls or by grants of money, pensions, allowances, gratuities, bonus or payments by creating and from time to time subscribing or contributing to provident and other funds, institutions, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit;
- xvii. To establish and maintain or procure the establishment and maintenance of any contributory or non contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at anytime Directors or officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons and, also to establish and subsidize and subscribe to any institution, association, clubs or funds collected to be for the benefit of or to advance the interests and well being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid;
- xviii. To decide and allocate the expenditure on capital and revenue account either for the year or period or spread over the years.
- xix. To appoint and at their discretion to remove or suspend such Managers, Secretaries, Officers, Clerks, Agents and servants for permanent, temporary or special service as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and require security in such instances and to such amounts as they may think fit, and from time to time to provide for the management and transactions of the affairs of the Company in any special locality in India in such manner as they may think fit. The provisions contained in the clause following shall be without prejudice to the general powers conferred by this clause.
- xx. At any time and from time to time by power of attorney to appoint any person or persons to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment (if the Directors may think fit) be made in favour of any Company or the members, directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body or person whether nominated, directly or indirectly by the Directors and such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.

- xxi. To enter into all such negotiations, contracts and rescind and/or vary all such contracts and to execute and do all such acts, deeds, and things in the name of on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company;

MANAGING DIRECTORS

Power to appoint Managing or Whole-time Directors

131.

- a) Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time one or more Directors as Managing Director or Managing Directors and/or Whole-time Directors of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit, and the Board may by resolution vest in such Managing Director(s)/Whole-time Director(s), such of the power hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such condition and subject to such restriction as it may determine, the remuneration of such Directors may be by way of monthly remuneration and/or fee for each meeting and/or participation in profits, or by any or all of those modes, or of any other mode not expressly prohibited by the Act.
- b) Subject to the approval of shareholders in their meeting, the managing director of the Company may be appointed and continue to hold the office of the chairman and managing director or Chief Executive officer of the Company at the same time.
- c) Subject to the provisions of Sections 197 & 198 of the Act, the appointment and payment of remuneration to the above Director shall be subject to approval of the members in general meeting and of the Central Government.

Proceedings of the Board

132.

- a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

133. The quorum for meetings of Board/Committees shall be as provided in the Act or under the rules.

134.

- a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- b) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

135. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.

136. The participation of directors in a meeting of the Board/ Committees may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

137.

- a) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

- b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

Delegation of Powers of Board to Committee

138.

- a) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- b) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

139.

- a) A committee may elect a Chairperson of its meetings.
- b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

140.

- a) A committee may meet and adjourn as it thinks fit.
- b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

141.

All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

142.

Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

143.

Subject to the provisions of the Act—

- a) A chief executive officer, manager, Company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, Company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- b) A director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.

144.

A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officers, manager, Company Secretary or chief Financial Officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief Financial Officer.

The Seal

145.

- a) The Board shall provide for the safe custody of the seal.
- b) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

Dividends and Reserve

- 146. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- 147. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
- 148.
 - a) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit.
 - b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- 149.
 - a) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
 - b) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
 - c) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
- 150. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
- 151.
 - a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
 - b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 152. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- 153. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- 154. No dividend shall bear interest against the Company.

Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law and that such forfeiture, when effected, will be annulled in appropriate cases;

155. Where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration, the company shall, within seven days from the date of expiry of the thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account as per provisions of section 124 and any other pertinent provisions in rules made thereof.

The company shall transfer any money transferred to the unpaid dividend account of a company that remains unpaid or unclaimed for a period of seven years from the date of such transfer, to the Fund known as Investor Education and Protection Fund established under section 125 of the Act.

156. The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.
157. Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

Accounts

- 158.
- a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being directors.
 - b) No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.

Inspection of Statutory Documents of the Company:

159. Minutes Books of General Meetings

- a) The books containing the minutes of the proceedings of any general meeting of the Company shall;
 - i. be kept at the registered office of the Company, and
 - ii. be open, during the business hours to the inspection of any member without charge subject such reasonable restrictions as the Company may, in general meeting impose so however that not less than two hours in each day are allowed for inspection.

Provided however that any person willing to inspect the minutesbooks of General Meetings shall intimate to the Company his willingness atleast 15 days in advance.

- b) Any member shall be entitled to be furnished, within seven days after he has made a request in that behalf of the Company, with a copy of any minutes referred to in Clause (a) above, on payment of Rs. 10/- (Ten Rupees only) for each page or part thereof.

160. Register of charges:

- a) The Company shall keep at its registered office a Register of charges and enter therein all charges and floating charges specifically affecting any property or assets of the Company or any of its undertakings giving in each case the details as prescribed under the provisions of the Act.
- b) The register of charges and instrument of charges, as per clause (i) above, shall be open for inspection during business hours—
 - a. by any member or creditor without any payment of fees; or
 - b. by any other person on payment of such fees as may be prescribed,

Provided however, that any person willing to inspect the register of charges shall intimate to the Company at least 15 days in advance, expressing his willingness to inspect the register of charges, on the desired date.

Audit

161.

- a) The first Auditor of the Company shall be appointed by the Board of Directors within 30 days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.
- b) Appointment of Auditors shall be governed by provisions of Companies Act 2013 and rules made there under.
- c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.
- d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.

Winding up

162. Subject to the provisions of Chapter XX of the Act and rules made there under—

- i. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- ii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- iii. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or others securities whereon there is any liability.

Indemnity

163. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal Subject to the provisions of Chapter XX of the Act and rules made there under—

Secrecy

164.

- (a) Every Director, Manager, Secretary, Trustee, Member or Debenture holder, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in or about the business of the company shall, if so required by the Board before entering upon their duties sign a declaration pledging themselves to observe a strict secrecy respecting all transactions of the Company with its

customers and the state of accounts with individuals and in matters which may come to their knowledge in the discharge of their duties except when required to do so by the Board or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents.

- (b) No member shall be entitled to visit or inspect any works of the Company, without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading or business or any matter which is or may be in the nature of a trade secret, mystery of trade, secret or patented process or any other matter, which may relate to the conduct of the business of the Company and which in the opinion of the directors, it would be inexpedient in the interests of the Company to disclose.

GENERAL POWER

165.

Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

SECTION X – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus will be delivered to the ROC for registration and also the documents for inspection referred to hereunder, may be inspected on working days between 10.00 a.m. to 5.00 p.m. at the Registered Office of our Company located at Plot No. 36, Phase II, GIDC Estate, Vatva, Ahmedabad – 382445, Gujarat, India from date of filing the Prospectus with ROC till the Issue Closing Date.

Material Contracts

- 1) Memorandum of Understanding dated April 24, 2019 between our Company to the Lead Manager to the Issue.
- 2) Agreement dated March 07, 2019 between our Company and the Registrar to the Issue
- 3) Underwriting Agreement dated April 24, 2019 between our Company, the Lead Manager, the Market Maker and Underwriter.
- 4) Market Making Agreement dated April 24, 2019 between our Company, Lead Manager and Market Maker.
- 5) Tripartite agreement among the NSDL, our Company and the Registrar to the Issue dated April 16, 2019.
- 6) Tripartite agreement among the CDSL, our Company and the Registrar to the Issue dated April 18, 2019.
- 7) Public Issue Account Agreement dated [●] signed between our Company, the Lead Manager, Banker(s) to the Issue/ Escrow Collection Bank(s) and the Registrar to the Issue.

Material Documents

- 1) Certified true copy of the Memorandum and Articles of Association of our Company, as amended from time to time including certificates of incorporation.
- 2) Copy of resolution passed at the meeting of the Board of Directors of our Company dated February 02, 2019, authorizing the Fresh Issue of Equity Shares.
- 3) Copy of special resolution of the shareholders passed at the Extra Ordinary General Meeting dated February 25, 2019, authorizing the Fresh Issue of Equity Shares.
- 4) Copy of resolution passed at the Extra Ordinary General Meeting held on January 07, 2019 for fixing the term of appointment and the remuneration of, Mr. Satish Shah, Chairman & Managing Director.
- 5) Copy of Certificate from the Auditors of the Company, M/s Kishan M. Mehta & Co. and M/s. A. H. Jain & Co., Chartered Accountants dated May 21, 2019 regarding the Eligibility of the Issue.
- 6) Copy of Letter dated May 16, 2019 issued by Peer Reviewed Auditor to the Company, M/s. B. S. Rajput & Associates, Chartered Accountants detailing the Tax Benefits.
- 7) Independent Audit Report and Restated Financial Statements for the Financial Year ended as on March 31, 2018, 2017, 2016 and for the period ended on December, 2018 of our Company, issued by the Independent Auditor to the Company (Peer Reviewed Auditor), M/s. B. S. Rajput & Associates, Chartered Accountants dated May 16, 2019 included in this Draft Prospectus.
- 8) Copies of Annual reports of the Company for the years ended March 31, 2018, 2017 and 2016.
- 9) Consents of our Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, the Lead Manager, the Registrar to the Issue, the Statutory Auditors to the Company, Peer Reviewed Auditor, the Legal Advisor to the Issue, Banker(s) to the Company, Market Maker(s),

- Underwriter(s), and the Banker(s) to the Issue/ Escrow Collection Bank(s) to act in their respective capacities.
- 10) Copy of Board Resolution dated June 04, 2019 for approval of Draft Prospectus and dated [●] for approval of Prospectus.
 - 11) Copy of approval from NSE vide letter dated [●], to use the name of NSE in this offer document for listing of Equity Shares on Emerge Platform of NSE.
 - 12) Legal Due diligence Report dated June 04, 2019 issued by Samvitti Legal.
 - 13) Due Diligence Certificate from Lead Manager dated June 04, 2019 filed with NSE and dated [●] filed with SEBI.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby declare that, all the relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/ guidelines issued, as the case may be. We further certify that all statements in this Draft Prospectus are true and correct.

Signed by all the Directors of our Company

Name of the Directors	Signature
Mr. Satish Shah Chairman & Managing Director	Sd/-
Mr. Chirag Shah Whole-time Director	Sd/-
Mrs. Kusum Shah Executive Director	Sd/-
Mr. Anilkumar Saraf Non-Executive Director (Non-Independent Director)	Sd/-
Mr. Dineshkumar Hundia Independent Director	Sd/-
Mr. Gautam Parekh Independent Director	Sd/-

Signed by the Chief Financial Officer

Mr. Shrenik Parekh Chief Financial Officer	Sd/-
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Signed by the Company Secretary & Compliance Officer

Ms. Rajshri Indoria Company Secretary & Compliance Officer	Sd/-
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PLACE: Ahmedabad

DATE: June 04, 2019