



LIBAS DESIGNS LIMITED

Our Company was incorporated as “Libas Designs Private Limited” under the provisions of the Companies Act, 1956 vide certificate of incorporation dated November 10, 2004 issued by Registrar of Companies, Mumbai, Maharashtra bearing registration No. 149489. Further our Company was converted into a Public Limited Company and fresh Certificate of Incorporation consequent to conversion was issued on September 20, 2016 by the Registrar of Companies, Mumbai, Maharashtra and consequently the name of our Company was changed to “Libas Designs Limited”. The Corporate Identification Number of Our Company is U18101MH2004PLC149489. For further details please refer to chapter titled “Our History and Certain Other Corporate Matters” beginning on page 131 of this Prospectus.

Registered Office: Gala No. 55, Apaki Industrial Premises Co-operative Society Limited, Plot No. 246, Masrani Lane, Kurla (W), Mumbai – 400070, Maharashtra, India, **Tel No:** 91-22-23525145;

Corporate Office: B-201, Duplex Heights Co-operative Society, Yamuna Nagar Andheri (W), Mumbai – 400053, Maharashtra, India, **Tel No:** +919594092800 **E-mail:** info@libas.co.in; **Website:** www.libasfashion.com

Contact Person: Mrs. Reshma Riyaz Ganji, Managing Director

Promoters of Our Company: Mrs. Reshma Riyaz Ganji, Mr. Riyaz Eqbal Ganji and Mr. Nishant Mitraser Mahimtura

THE ISSUE

PUBLIC ISSUE OF 20,00,000 EQUITY SHARES OF FACE VALUE OF Rs. 10/- EACH FULLY PAID UP OF LIBAS DESIGNS LIMITED (“LIBAS DESIGNS” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF Rs. 68/- PER EQUITY SHARE (THE “ISSUE PRICE”) INCLUDING A SHARE PREMIUM OF Rs. 58/- PER EQUITY SHARE AGGREGATING Rs. 1360.00 LAKHS (THE “ISSUE”) BY OUR COMPANY, OF WHICH 1,04,000 EQUITY SHARES OF FACE VALUE OF Rs. 10/- EACH FULLY PAID UP WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (“MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 18,96,000 EQUITY SHARES OF Rs. 10/- EACH FULLY PAID UP IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.67% AND 25.28%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS Rs. 10/- EACH. THE ISSUE PRICE IS Rs. 68/- THE ISSUE PRICE IS 6.80 TIMES THE FACE VALUE.

THIS ISSUE IS BEING IN TERMS OF CHAPTER XB OF THE SEBI (ICDR) REGULATIONS, 2009 (AS AMENDED FROM TIME TO TIME)

For further details please refer to “Section VII - Issue Information” beginning on Page 216 of this Prospectus.

All potential investors may participate in the Issue through Application Supported by Blocked Amount (“ASBA”) process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “Issue Procedure” on page 222 of this Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first issue of 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 is Rs. 10/- and the Issue Price is 6.80 times of the face value. The Issue Price (as determined and justified by the Company and the Lead Manager as stated under chapter titled “Basis for Issue Price” beginning on page 85 of this Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of our Company or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investment 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” on page 19 of this Prospectus.

COMPANY’S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through this Prospectus are proposed to be listed on the NSE Emerge Platform. In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, Our Company has received an approval letter dated October 28, 2016 from NSE for using its name in this offer document for listing of our Equity Shares on the NSE Emerge Platform. For the purpose of this Issue, the Designated Stock Exchange will be the NSE Limited (“NSE”).

LEAD MANAGER TO THE ISSUE

SARTHI CAPITAL ADVISORS PRIVATE LIMITED

159/11, Amar Brass Compound,
Vidyanagari Marg, Kalina, Santacruz (E),
Mumbai - 400098
Tel: (022) 26528671/72
Fax: (022) 26528673
Investor Grievance Email: ipo@sarthiwm.in
Website: www.sarthi.in
Contact Person: Mr. Deepak Sharma
SEBI Registration No.: INM000012011



REGISTRAR TO THE ISSUE

BIGSHARE SERVICES PRIVATE LIMITED

E-2 Ansa Industrial Estate,
Saki Vihar Road, Sakinaka,
Mumbai -400072, Maharashtra
Tel: (022) 40430200
Fax: (022) 28475207
E-mail: ipo@bigshareonline.com
Website: www.bigshareonline.com
Contact Person: Mr. Ashok Shetty
SEBI Registration No.: INR000001385



ISSUE PROGRAMME

ISSUE OPENS ON: DECEMBER 27, 2016

ISSUE CLOSES ON: DECEMBER 30, 2016

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

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

SECTION – I GENERAL INFORMATION

DEFINITIONS AND ABBREVIATIONS

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

Company Related Terms

Term	Description
Articles or Articles of Association or AOA	The articles of association of our Company, as amended from time to time
Auditor or Statutory Auditor	The Auditor of the Company being M/s. V.A. Mishra & Associates, Chartered Accountants, having their office at 206/207, Ackruti Vadia School, Near Apna Bazar, J.P. Road, Andheri (West), Mumbai - 400053.
Banker to our Company	Union Bank of India
“Board” or “Board of Directors” or “our Board”	The Board of Directors of our Company, as duly constituted from time to time, or committee(s) thereof
Company Secretary and Compliance Officer	Mr. Govind Rao
Director(s)	The Director(s) of our Company, unless otherwise specified
Equity Shares	Equity Shares of our Company of face value of Rs.10 each
Equity Shareholders	Persons holding equity shares of our Company
Group Companies	Includes those companies, firms and ventures promoted by our Promoters, irrespective of whether such entities are covered under the Companies Act and disclosed in the chapter titled “Our Group Entities” beginning on page 152 of this Prospectus.
“Libas Designs Limited”, or “LDL”, or “Libas Designs” or “the Company”, or “our Company” or “we”, “us”, or “our” and the “Issuer Company”.	Libas Designs Limited, a public limited company incorporated under the provisions of the Companies Act, 1956.
Memorandum of Association or Memorandum or MOA	The memorandum of association of our Company, as amended from time to time.
Peer Review Auditor	The Peer Review Auditor of the Company being RPMD & Associates having their office at AB-17, 1st Floor, Shalimar Bagh, New Delhi – 110088.
“Promoters” or “our Promoters”	Promoters of our company being Mr. Nishant Mitrasen Mahimtura, Mr. Riyaz Eqbal Ganji and Mrs. Reshma Riyaz Ganji.

Promoter Group	Includes such persons and entities constituting our promoter group in terms of Regulation 2(zb) of the SEBI (ICDR) Regulations and a list of which is provided in the chapter titled “Our Promoter and Promoter Group” beginning on page 148 of this Prospectus.
Registered Office	The Registered Office of our Company located at Gala No. 55, Apaki Industrial Premises Co-operative Society Limited, Plot No. 246, Masrani Lane, Kurla (W), Mumbai – 400070, Maharashtra.
RoC	Registrar of Companies, Mumbai, Maharashtra.

Issue Related Terms

Term	Description
Allocation / Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares to the successful Applicants
Allotment/ Allot/ Allotted	Issue an allotment of Equity Shares of our Company pursuant to Fresh Issue of the Equity Shares to the successful Applicants
Allottee(s)	Successful Applicants to whom Equity Shares of our Company shall have been allotted
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Prospectus.
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
ASBA/ Supported by Blocked Amount.	Application Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained with SCSBs which will be blocked by such SCSBs to the extent of the Application Amount.
ASBA Location(s)/ Cities	Application Specified Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Ahmedabad, Rajkot, Bangalore, Hyderabad, Pune, Baroda and Surat.
ASBA Investor/ASBA applicant	Any prospective investor(s)/applicant(s) in this Issue who apply (ies) through the ASBA process.
Banker(s) to the Issue/ Public Issue Bank(s).	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being Yes Bank Limited.
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled “ <i>Issue Procedure</i> ” beginning on page 222 of this Prospectus.
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchange and a list of which is available at http://www.sebi.gov.in , or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.

Term	Description
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at www.sebi.gov.in , or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transfer to the successful Applicants.
Designated Exchange	Stock Emerge Platform of National Stock Exchange of India Limited (NSE)
Prospectus	The Prospectus issued in accordance with section 26of the Companies Act, 2013 and filed with the NSEunder SEBI (ICDR) Regulations.
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
Emerge Platform of NSE	The Emerge Platform of NSE for Listing of Equity Shares offered under Chapter XB of SEBI (ICDR) Regulations which was approved by SEBI as an NSE Emerge on October 14, 2011.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Issue/ Issue Size/ Initial Public Offer/ Initial Offering/ IPO	Public Issue of 20,00,000Equity Shares of face value of Rs. 10 each fully paid of Libas Designs Limited for cash at a price of Rs. 68/- per Equity Share (including a premium of Rs. 58/-per Equity Share) aggregating Rs. 1360Lakhs.
Issue Agreement	The agreement dated September 22, 2016between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which Issue closes for subscription
Issue Opening Date	The date on which Issue opens for subscription
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective Investors may submit their application.
Issue Price	The price at which the Equity Shares are being issued by our Company under this Prospectus being Rs. 68/-per Equity Share of face value of Rs.10 each fully paid.
Issue Proceeds	Proceeds from the fresh Issue that will be available to our Company, being Rs.1360 Lakhs.

Term		Description
Listing Agreement		The Equity Listing Agreement to be signed between our Company and the NSE Emerge Platform.
Lead Manager/ LM		Lead Manager to the Issue in this case being Sarthi Capital Advisors Private Limited, SEBI Registered Category I Merchant Banker.
Market Agreement	Making	Market Making Agreement dated September 22, 2016 between our Company, LM and Market Maker
Market Maker		Market Maker appointed by our Company from time to time, in this case being Choice Equity Broking Private Limited, who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Maker Reservation Portion		The Reserved Portion of 1,04,000 Equity Shares of face value of Rs.10 each fully paid for cash at a price of Rs. 68/- per Equity Share aggregating Rs. 70.72 Lakhs for the Market Maker in this Issue.
Mutual Fund(s)		A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
NIF		National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India
Net Issue		The Issue excluding the Market Maker Reservation Portion of 18,96,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. 68/- Equity Share aggregating Rs. 1289.28 Lakhs by our Company.
Net Proceeds		The Issue Proceeds, less the Issue related expenses, received by the Company. For further information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled "Objects of the Issue" beginning on page 79 of this Prospectus
Non-Institutional Investors		All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have Applied for Equity Shares for an amount more than Rs. 2,00,000.
OCB/Overseas Body	Corporate	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
Payment electronic transfer of funds	through	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/Persons		Any individual, sole proprietorship, unincorporated association, unincorporated

Term	Description
	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.
Prospectus	The Prospectus filed with RoC containing, <i>interalia</i> , the issue opening and closing dates and other information.
Public Issue Account	Account(s) opened with the Public Issue Banks/Bankers to the Issue for the Issue.
Public Issue Account Agreement	Agreement to be entered into by our Company, the Registrar to the Issue, the Lead Manager, and the Public Issue Bank/Banker to the Issue for collection of the Application Amounts.
Qualified Institutional Buyers or QIBs	QIBs, as defined under the SEBI ICDR Regulations, including public financial institutions as specified in Section 2(72) of the Companies Act, 2013 scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of Rs. 2,500 lakhs, pension fund with minimum corpus of Rs. 2,500 lakhs, NIF, 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.
Refund Account (s)	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur.
Refund Bank(s) / Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being Yes Bank Limited.
Registrar /Registrar to the Issue	Registrar to the Issue, in this case being Bigshare Services Private Limited having registered office at E-2, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Mumbai – 400072.
Retail Individual Investor	Individual Applicants, or minors applying through their natural guardians, including HUFs (applying through their <i>Karta</i>) and ASBA Applicants, who apply for an amount less than or equal to Rs. 2,00,000.
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).
SCSB/ Self Certified Syndicate Banker.	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html , or at such other website as may be prescribed by SEBI from time to time.

Term	Description
Emerge Platform of NSE	The Emerge Platform of NSE for listing of Equity Shares offered under Chapter XB of the SEBI (ICDR) Regulations which was approved by SEBI as an NSE Emerge Exchange on October 14, 2011.
Underwriters	Sarathi Capital Advisors Private Limited.
Underwriting Agreement	The agreement dated September 22, 2016 entered into between the Underwriters and our Company.
Working Day	<p>Unless the context otherwise requires:</p> <p>Working Days, shall be all trading days of stock exchange excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.</p>

Technical and Industry Terms

Term	Description
CSO	Central Statistical Organisation
EPF Act	The Employees' Provident Fund and Miscellaneous Provisions Act, 1952
ESI Act	The Employees' State Insurance Act, 1948
IIP	Index of Industrial Production
Ktpa	Kilo-Tonnes per Annum
Mtrs	Meters
NCS	National Chain Store
NIFD	National Institute of Fashion Design
NTP, 2000	National Textile Policy, 2000 issued by the Ministry of Textiles, Government of India
Pcs	Pieces
RTS	Ready to Stitch
RTW	Ready to Wear
Sq. Mtrs.	Square Meters
WTO	World Trade Organisation

Conventional and General Terms/ Abbreviations

Term	Description
A/C	Account
Act	The Companies Act, 1956 as amended from time to time, including sections of Companies Act 2013 wherever notified by the Central Government.
AGM	Annual General Meeting
Articles	Articles of Association of the Company as originally framed or as altered from time to time in pursuance of any previous Companies law or of this Act
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
A.Y.	Assessment Year
ASBA	Applications Supported by Blocked Amount
B.A	Bachelor of Arts
B.Com	Bachelors Degree in Commerce
BIFR	Board for Industrial and Financial Reconstruction
B.Sc	Bachelors Degree in Science
BL	Block Level
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CESTAT	Customs, Excise and Service Tax Appellate Tribunal
CENVAT	Central Value Added Tax
CIN	Corporate Identification Number
Companies Act	Companies Act, 1956 as amended from time to time, including sections of Companies Act, 2013 wherever notified by the Central Government
CSO	Central Statistical Organization
Depositories	NSDL and CDSL; Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Director Identification Number

DP	Depository Participant
DP ID	Depository Participant's Identity
DB	Designated Branch
EBIDTA	Earnings before Interest, Depreciation, Tax, Amortization and extraordinary items.
ECS	Electronic Clearing Services
EGM	Extraordinary General Meeting
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
EPS	Earnings per Share
FDI	Foreign Direct Investment
FCNR Account	Foreign Currency Non Resident Account
FEMA	Foreign Exchange Management Act, as amended from time to time and the regulations framed there under.
FEMA Regulations	FEMA (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2000 and amendments thereto.
FII(s)	Foreign Institutional Investors
FIs	Financial Institutions
FIPB	The Foreign Investment Promotion Board, Ministry of Finance, Government of India.
FV	Face Value
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000.
F.Y	Financial Year
FPI/ Foreign Portfolio Investors	“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.
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product

GOI	Government of India.
GID	General Information Document
HNI	High Networth Individual
HUF	Hindu Undivided Family
ICDR Regulations/ Regulations/ SEBI Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.
Indian GAAP	Generally accepted accounting principles in India.
ISIN	International Securities Identification Number
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International financial reporting standards.
IPC	Indian Penal Code
IPO	Initial Public Offering
IPR	Intellectual Property Right
IT Act	The Income-tax Act, 1961 as amended from time to time except as stated otherwise.
IT Rules	The Income-tax Rules, 1962, as amended from time to time
INR	Indian National Rupee
JV	Joint venture
KMP	The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled “ <i>Our Management</i> ” beginning on page 135 of this Prospectus.
Ltd.	Limited
MBA	Master in Business Administration
M.Com	Master Degree in Commerce
MD	Managing Director
MoU	Memorandum of Understanding
MNC	Multinational corporation
N/A or NA	Not Applicable

NAV	Net Asset Value
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
Net Worth	The aggregate of the paid-up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account
NOC	No Objection Certificate
NPV	Net Present Value
NR	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time.
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited
p.a.	per annum
PAN	Permanent Account Number
PAT	Profit After Tax
Pvt.	Private
PBT	Profit Before Tax
P/E Ratio	Price Earnings Ratio
POA	Power of Attorney
PIO	Persons of Indian Origin
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
Ron	Return on Net Worth.

Rs. / INR	Indian Rupees
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SCSB	Self-Certified Syndicate Bank
SEBI	Securities and Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
Sec.	Section
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time.
SSI Undertaking	Small Scale Industrial Undertaking
Stock Exchange (s)	Emerge Platform of NSE (NSE)
Sq.	Square
Sq. mtr	Square Meter
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
TNW	Total Net Worth
u/s	Under Section
UIN	Unique Identification Number
US/ U.S. / USA	United States of America
USD or US\$	United States Dollar
U.S. GAAP	Generally accepted accounting principles in the United States of America

UOI	Union of India
Venture Capital Fund(s)/ VCF(s)	Venture capital funds as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended from time to time.
WDV	Written Down Value
w.e.f.	With effect from
YoY	Year over Year

Notwithstanding the following: -

- (i) In the section titled '*Main Provisions of the Articles of Association*' beginning on page 242 of this Prospectus, defined terms shall have the meaning given to such terms in that section;
- (ii) In the section titled '*Financial Statements*' beginning on page 156 of this Prospectus, defined terms shall have the meaning given to such terms in that section; and
- (iii) In the chapter titled "*Statement of Possible Tax Benefits*" beginning on page 87 of this Prospectus, defined terms shall have the meaning given to such terms in that chapter.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

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

FINANCIAL DATA

Unless stated otherwise, the financial data included in this Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled ‘Financial Statements’ beginning on page 156 of this Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations. Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 month period ended 31st March of that year. In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

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

Any percentage amounts, as set forth in “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this 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 and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled ‘Financial Statements’ beginning on page 156 of this Prospectus.

CURRENCY OF PRESENTATION

In this Prospectus, references to “Rupees” or “Rs.” or “INR” are to Indian Rupees, the official currency of the Republic of India. All references to “\$”, “US\$”, “USD”, “U.S. \$” or “U.S. Dollars” are to United States Dollars, the official currency of the United States of America.

All references to ‘million’ / ‘Million’ / ‘Mn’ refer to one million, which is equivalent to ‘ten lacs’ or ‘ten lakhs’, the word ‘Lacs / Lakhs / Lac’ means ‘one hundred thousand’ and ‘Crore’ means ‘ten millions’ and ‘billion / bn./ Billions’ means ‘one hundred crores’.

INDUSTRY & MARKET DATA

Unless otherwise stated, Industry & Market data used throughout this Prospectus have been obtained from CMIE, IBEF, Asian Development Bank, MOSPI, CSO, Base Year 2011-12, Reserve Bank of India, Indian Textile Industry, Indian Brand Equity Foundation (IBEF), Textile and Apparel Report January 2016-IBEF, Indian Fashion Whitepaper 2016- Intelligence Node, ASSOCHAM etc. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Prospectus is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

Further the extent to which the market and industry data presented in this Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

FORWARD-LOOKING STATEMENTS

This Prospectus contains certain “forward-looking statements”. These forward-looking statements can generally be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “shall”, “will”, “will continue”, “will pursue” or other words or phrases of similar meaning. Similarly, statements that 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 and property valuations to differ materially from those contemplated by the relevant forward looking statement.

Important factors that could cause actual results to differ materially from our expectations include, among others:

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Increased competition in Apparel Industry.
- Factors affecting Apparel Industry.
- Our ability to successfully implement our growth strategy and expansion plans;
- Any adverse outcome in the legal proceedings in which we are involved;
- Our failure to keep pace with rapid changes in Market trend;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;
- Conflict of Interest with affiliated companies, the promoter group and other related parties; and
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- Changes in government policies and regulatory actions that apply to or affect our business.
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally;
- The occurrence of natural disasters or calamities;
- Other factors beyond our control;
- Our ability to manage risks that arise from these factors;

For a further discussion of factors that could cause our actual results to differ, refer to section titled “Risk Factors” and chapter titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 19 and 187 respectively of this Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

SECTION II – RISK FACTORS

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

Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. To obtain a complete understanding, you should read this section in conjunction with the chapters titled “Our Business” beginning on page 103, “Our Industry” beginning on page 95 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 187 respectively, of this Prospectus as well as other financial information contained herein.

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

- *Some events may not be material individually but may be found material collectively;*
- *Some events may have material impact qualitatively instead of quantitatively;*
- *Some events may not be material at present but may have material impact in future.*

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

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



A. INTERNAL RISK FACTORS

A. Business Risks/ Company specific Risk

- 1. There are certain outstanding legal proceedings involving our Company and Promoters which are pending at different stages before the Judicial / Statutory authorities. Any adverse decision in such proceeding(s) may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations.**

Our Company, its Promoters and Directors are involved in certain legal proceedings and claims in relation to certain civil matters incidental to our business and operations. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. Any adverse decision may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations. A classification of these legal and other proceedings are as follows:

Case Filed Against Our Company

- a) Employees State Insurance Corporation has filed Application ESI No. 28 of 2013 in the Hon'ble Employees Insurance Court.**

Case No. ESI No. 28 of 2013 filed in the Hon'ble Employees Insurance Court, Mumbai by ESIC for recovery of Rs. 7,84,838/-. Our Company got the recovery stayed through Hon'ble Employees Insurance Court. Employees State Insurance Corporation filed the case alleging that the stay orders are obtained by suppressing or misrepresenting the material facts to obtain orders and hence to award punishment in accordance with law. Application is at the stage of Evidence.

- b) Ms. Manushi A Shah, Petitioner Vs M/s Libas Designs Private Limited and Mr. Nishant Mahimtura, Defendants.**

Ms. Manushi A Shah has filed a claim arrears of wages for the month of December 2015 and January 2016 under the payment of Wages Act, 1936 (IV of 1936) against our Company and Mr. Nishant Mahimtura.

Company has filed its reply on November 15, 2016 and next date of hearing is December 19, 2016.

- c) ESI Cases filed against our Company.**

- Case No. 267/SW/2012 filed for non-payment of contribution for the period February 2007 to December 2011 of Rs. 11,59,373/-.
- Case No. 2512447/2012 filed for non submission of Return of contribution from April 2006 to September 2011 in due dates i.e. within 42 days from the expiry of contribution period.

Both the cases were filed on October 10, 2012 in Sewree Court. Our Company has attending the case. The next date of hearing is January 03, 2017. The said cases are also pending in E.I. Court Bandra, Mumbai.

- (d) Mr. Rupshi M. Satra and Mrs. Manjula R. Satra Vs. Libas Designs Private Limited, Mr. Riyaz Eqbal Ganji and Mr. Nishant Mitrasen Mahimtura**

Mr. Rupshi M. Satra and Mrs. Manjula R. Satra through their advocate Mr. Kshitish Shukla served a notice dated April 19, 2014 to our Company and Directors for non payment of rent of two months for the Borivali Showroom amounting to Rs. 1,60,000/- (Rupees One Lac Sixty Thousand Only) along with interest at the rate 24% per annum and demanded Rs. 26,600 (Rupees Twenty Six Thousand Six Hundred) towards legal expenses and professional fees incurred for settling case with Municipal Corporation and also Rs. 2,500 towards legal charges of the Notice. Our Company in their reply dated

May 05, 2015 denied all the allegation stating that our company had already given 36 post dated cheques for payment of rent amount and they had no information regarding BMC Case so they are not liable to pay the same.

Further, no action has been taken by the opposite party.

(e) Mr. Aditya Krishna Vs. Libas Designs Private Limited and Mr. Riyaz Eqbal Ganji

Mr. Aditya Krishna through his legal advisor sent a notice to our company for refund of Rs. 10,000/- for non delivery of the ordered suit by the agreed date i.e. 18/12/2015. Mr. Aditya Krishna claims that Mr. Riyaz Ganji had given the commitment for delivery of suit by agreed date which if not fulfilled amount paid shall be refunded.

No action has been taken by our company with this regard.

Tax Proceeding involving our Company

• **Details of outstanding demand in respect of TDS:**

F.Y.	Amount (in Rs.)
2015-16	361,470
2014-15	302,530
2013-14	239,910
2012-13	326,300
2011-12	108,850
2010-11	53,390
2009-10	101,280
2007-08	1,770
Total	1,495,500

• **Details of Outstanding demand in respect of Income Tax:**

A.Y.	Section	Outstanding demand amount (in Rs.)	Pending with Jurisdiction
2012-13*	1431a	6,93,280	CPC
2009-10 [#]	220(2)	469	CPC
Total		6,93,749	

**The Company has paid self assessment Tax of Amount Rs. 6,49,649/- on December 14, 2012. However, the same has not been updated on Income tax website and demand of amount Rs. 6,93,280/- has been raised.*

#The Company has paid the Interest Amount of Rs. 469/- on September 24-09-2016. However, the same has not been updated on Income tax Website.

CASES FILED BY OUR COMPANY

a) Libas Designs Private Limited V/s LFE World Private Limited & Others

Our Company has sent legal notices u/s 138 r.w. 141 of Negotiable Instrument Act, 1881 dated September 13, 2012 to M/s LFE World Private Limited, Hemant Aangrish, Simran Harsharanjit Singh and Harmeet Anurish demanding payment of Rs. 2,50,000/- in lieu of Cheque dishonoured for the reason "STOP PAYMENT", within a period of Fifteen (15) days from the receipt of the Legal Notice.

M/s LFE World Private Limited, Hemant Aangrish, Simran Harsharanjit Singh and Harmeet Anurish failed to make the payment for the Dishonoured Cheque Amount within the stipulated period of Fifteen (15) Days of receipt of the Legal Notice. Thereafter, our Company filed a Complaint under Section 138 and 142 of the Negotiable Instrument Act, 1881 against them in the Court of Metropolitan Magistrates, Girgaon vide C.C. No. 1400511/SS/2012.

The matter is still pending with Court of Metropolitan Magistrates and next date of hearing is December 26, 2016.

b) Application ESI No. 25 of 2012 filed in the Hon'ble Employees Insurance Court, Mumbai.

Application is filed by our Company against the recovery proceeding initiated by the ESI Corporation in respect of their alleged order passed u/s. 45A of the ESI Act dated 30.07.2010 against M/s Libas Fashion, (proprietorship concern of Mr. Riyaz Eqbal Ganji), claiming contribution of Rs. 55,502/- and another order dated 30.03.2012 claiming contribution of Rs. 11,59,373/- for period 2/2007 to 12/2011. While application was pending, the ESIC recovered Rs. 7,84,838/- from the bank account of Libas Designs Private Limited.

Employee's Insurance court has stayed the Recovery proceedings and presently application is at the stage of evidence.

Employee State Insurance Corporation has filed Writ Petition in the Hon'ble High Court being Writ Petition no. 914 of 2013 against the order dated 22.11.2012 allowing the Review Application of M/s Libas Designs Pvt. Ltd., and directing the opponent to refund the recovered amount of Rs. 7,84,838/-. Petition filed by the ESIC is admitted but no hearing date has been received.

Cases filed by Our Promoters

Application ESI No. 23 of 2012 filed in the Hon'ble Employees Insurance Court, Mumbai.

Application is filed against the Recovery proceeding initiated by the ESI Corporation in respect of their alleged order passed u/s. 45A of the ESI Act dated 30.07.2010 against M/s Libas Fashion, proprietorship concern of Mr. Riyaz Eqbal Ganji, claiming contribution of Rs. 55,502/- and another order dated 30.03.2012 claiming contribution of Rs. 11,59,373/- for period 2/2007 to 12/2011. Recovery amount initiated as per Recovery Notice with interest thereon as on date of filing was Rs. 16,05,487/-. ESIC has initiated recovery against Mr. Riyaz Ganji considering him as Principal employer.

Recovery proceedings are stayed and presently application is at the stage of evidence. Amount of Rs. 1,00,000/- is deposited by Mr. Riyaz Ganji in the court. No date of hearing is fixed yet.

Cases filed against our Promoters

- a) A case is filed in the Bandra Metropolitan Court against Mr. Riyaz Eqbal Ganji, who was booked on charges of assault, rioting and criminal intimidation, after he allegedly got into a scuffle with residents of a housing society on Juhu Tara Road, he was released on bail of Rs 5,000/-. The designer claimed he

was harassed and wrongfully arrested. However, charge sheet is filed and matter is pending for further proceeding.

b) Mrs. Rekha V. Khakhar Vs. Nishant Mitrasen Mahimtura and Asha K. Haji

Bombay City Civil Court: Case no: 1948 of 2006

Dr. Labhuben S. Soneji, Nishant Mitrasen Mahimtura's Aunt was unmarried. She died on 11th Jan. 2005.

His surviving aunt, Mrs. Rekha V. Khakhar had filed a suit in March 2005 in the Hon'ble Mumbai High Court claiming that she was the sole surviving heir of the deceased, Dr. Ms. Labhuben S. Soneji.

Justice Karnik ruled that as Dr. Labhuben S. Soneji was unmarried and as per Hindu Succession Act, her Class I legal heir was her father but since he was not alive it shall devolve on her two sisters. Since the eldest sister, Dr. Mrs. Jayanti Mahimtura was not alive, her share shall vest upon her children, namely, Dr. Asha K. Haji and Nishant M. Mahimtura.

Subsequently, Mrs. Khakhar withdrew her claim and made a settlement with Nishant M. Mahimtura and Dr. Asha K. Haji on the partition of the estate of late Dr. Labhuben S. Soneji.

Thereafter, she went to court and filed the ongoing case in the Hon'ble Mumbai High Court, which then transferred to the Bombay City Civil court for a property and jewellery and other belongings. This case is pending in the Bombay City Civil Court.

Case pending with Tax Authorities against our Promoters and Directors:

Details of outstanding demand in respect of Income Tax against Nishant Mitrasen Mahimtura:

A.Y	Section	Outstanding demand amount (in Rs.)	Pending with jurisdiction
2012-13	1431a	26,020	Assessing Officer
2014-15	1431a	6,130	CPC
TOTAL		32,150	

Details of outstanding demand in respect of Income Tax against Riyaz Eqbal Ganji:

A.Y.	Section	Outstanding demand amount (in Rs.)	Pending with jurisdiction
2005-06	143(1)	1,05,131	Assessing Officer
2008-09	143(1)	84,613	Assessing Officer
2009-10	1431a	1,320	CPC
2010-11	154	510	CPC
TOTAL		1,91,574	

Details of outstanding demand in respect of Income Tax against Reshma Riyaz Ganji:

A.Y	Section	Outstanding demand amount (in Rs.)	Pending with jurisdiction
2007-08	143(1)	2,817	Assessing Officer
2008-09	143(1)	22,295	Assessing Officer
2010-11	1431a	2,230	CPC
TOTAL		27,342	

We cannot provide any assurance that these matters will be decided in favour of the above-mentioned entities or persons.

Further, there is no assurance that similar proceedings will not be initiated against the above-mentioned entities or persons in the future. For details, kindly refer chapter titled “Outstanding Litigation and Material Developments” at page 195 of this Prospectus.

2. *We have issued Equity Shares in the last Twelve months at a price lower than the Issue Price.*

Our Company has issued equity shares in the last twelve months at a price lower than the issue price on the following occasions:

Date of Allotment of the Equity Shares	No. of Equity Shares Allotted	Face Value (In Rs.)	Issue Price (In Rs.)	Nature of Allotment	Nature of Consideration
September 06, 2016	8,09,400	10	10	Rights Issue	Cash
September 12, 2016	11,90,600	10	10	Rights Issue	Cash
Total	20,00,000				

For further details, please refer chapter titled “Capital Structure” on page 54 of this Prospectus.

3. *Changes in market trends, fashion and consumer preferences and increase in competition that are largely beyond our control could adversely affect our business, financial condition, results of operations and prospects.*

Fashion industry is very sensitive to change as per market trend. Any change in the latest fashion can render the old stock obsolete and increase in competition with close competitors will reduce the demand. Also Factors such as change in trend, fashion and customer preference are generally beyond our control. Some or all of our concepts may become less attractive in light of changing consumer preferences or better design by competitors, and we may be unable to adapt to such changes in a timely manner. Any change in consumer preferences that decreases demand could adversely affect our business, financial condition, results of operations and prospects.

4. *We have high working capital requirements. Our inability to meet our working capital requirements may have a material adverse effect on our business, financial condition and results of operations.*

Our business requires a significant amount of working capital for smooth functioning. For the FY 2016 and FY 2015, our working capital requirements were Rs. 9.97 Crores and Rs. 8.54 Crores respectively. We meet our requirement for working capital majorly through banking facilities or fresh infusion of funds by way of issue of shares or internal accruals. In future, our inability, if any to meet our working capital requirements through banking arrangements or otherwise can adversely impact our business operations and financial position.

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

Our Directors and Key Managerial Personnel are interested in our Company to the extent of remuneration and commission paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and Key Managerial Personnel may also be interested to the extent of their shareholding and dividend entitlement in our Company. For further information, see “Capital Structure” and “Our Management” on pages 54 and 135, respectively, of this Prospectus.

6. Our success depends largely upon the services of our Promoters and other Key Managerial Personnel and our ability to retain them. Our inability to attract and retain key managerial personnel may adversely affect the operations of our Company.

Our Company and our Promoters have built relations with suppliers, clients and other persons who are connected with our business. Further, our Key Managerial Personal also possesses the requisite domain knowledge to provide efficient services to our clients. Accordingly, our Company’s performance is dependent upon the services of our Promoters and other Key Managerial Personnel. Our future performance will, therefore, depend upon the continued services of these persons. Demand for key managerial personnel in the industry is intense and our inability to attract and retain Key Managerial Personnel may affect the operations of our Company.

7. Our Company had negative cash flow in the past 5 years, details of which are given below. Sustained negative cash flow could impact our growth and business.

Our Company had negative cash flows from our operating activities, investment activities as well as financing activities in some of the previous years, as per the Audited Financial Statements and the same are summarized as under:

(Rs. in Lakhs)

Particulars	As at June 30, 2016	As on 31st March				
		2016	2015	2014	2013	2012
Cash flow from / (used in) Operating Activities	(80.73)	40.42	(170.65)	(154.70)	2.36	(0.27)
Cash flow from / (used in) Investing activities	(11.43)	(29.08)	(11.16)	19.71	(36.85)	(6.31)
Cash flow from / (used in) Financing activities	70.62	(3.73)	181.30	143.88	21.70	(0.18)

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. However, if we are not able to generate sufficient cash flows in future, it may adversely affect our business and financial operations.

8. We do not own some of our Offices/Showroom/Fabrication Units/Registered Office from which we operate are not owned by our Company.

Some of our Offices/Showrooms/Fabrication Units/Registered Office from which we operate are not owned by us. They are owned by our promoters and directors, their relatives and others. Our Company has obtained No Objection Certificate dated April 01, 2016 from the promoters and directors for using the said premises for a period of 3 years. We cannot assure you that we will own, or have the right to occupy, this premises in future, or that we will be able to continue with the uninterrupted use of this premise, which may impair our operations and adversely affect our financial condition. For details on properties taken on lease/rent by us please refer to the heading titled “Property” in chapter titled “Our Business” beginning on page 103 of this Prospectus.

9. ***All our other Showrooms are on lease. In the event, we are unable to renew the lease agreements, or if such agreements are terminated, we may suffer a disruption in our operations.***

All of our Showrooms, apart from mentioned above, are not owned by us but are taken of lease of varying tenures. These leases are renewable on mutually agreed terms. Upon termination of the lease we are required to return the said business premises to the lessor/licensor, unless renewed. There is no assurance that the terms of agreements will be renewed in the event that lessor/licensor terminates or does not renew the agreements on commercially acceptable terms or at all. We shall be required to vacate the showrooms and we may be required to identify alternate premises and enter into fresh lease and license agreements. Such a situation could result into loss of business, time overruns and may adversely affect our operations and profitability. For details on properties taken on lease/rent by us please refer to the heading titled "Property" in chapter titled "Our business" Beginning of page 103 of this Prospectus

10. ***Our Company had made applications for registration of brand under Trade Marks Act and some of them are either objected/ opposed status, due to which we may be subject to claims alleging breach of third party intellectual property rights. The use of similar trade names by third parties may result in loss of business to our Company and any potential negative publicity relating to such third parties may adversely affect our reputation, the goodwill of our brand and business prospects.***

We believe our success depends in large part on our brand image. We believe that our trademarks and other Proprietary rights have significant value and are important to identifying and differentiating our products from those of our competitors and creating and sustaining demand for our products. Some of our trademarks which have been applied by our Company in class 25 and 35 under Trade Marks Act are objected and opposed. Any adverse decision in this regard by the Trademark Authority may restrict us to use the brand which may adversely affect our business. For further details, please refer to chapter titled "Government and Other Approvals" beginning on page 201 of this Prospectus. We are aware of other entities that are using "Libas Riyaz Gangji" or similar trade names. The use of "Libas Riyaz Gangji" or similar trade names by third parties may result in confusion among customers and loss of business. In addition, any adverse experience of customers of such third parties, or negative publicity attracted by such third parties could adversely affect our reputation and brand and business prospects.

We cannot assure you that the steps taken by us to protect our intellectual property rights will be adequate to prevent infringement of such rights by others, including imitation of our products and misappropriation of our brand. Additionally, we cannot assure you that obstacles will not arise as we expand our product line and the geographic scope of our sales and marketing. Third parties may assert intellectual property claims against us, particularly as we expand our business and the number of products we offer. Our defence of any claim, regardless of its merit, could be expensive and time consuming and could divert management resources. Successful infringement claims against us could result in significant monetary liability or prevent us from selling some of our products. In addition, resolution of claims may require us to redesign our products, license rights from third parties or cease using those rights altogether. Any of these events could harm our business and cause our results of operations, liquidity and financial condition to suffer.

11. ***The Trademark of  is applied in the name of Mrs. Reshma Riyaz Ganji which is used by our Company for which no formal agreement has been executed.***

The Trademark of  is applied under the Trade Marks Act, 1999 in the name of Mrs. Reshma Riyaz Ganji which is used by our company for which no formal agreement has been executed. Mrs. Reshma Riyaz Ganji has permitted our company to use this Trademark in our business

and has issued No Objection Certificate dated April 01, 2016 for a period of 5 years. However, there can be no assurance that the trade mark application shall be granted which may adversely affect our business operations.

12. *We do not generally enter into agreements with our suppliers for supply of material accordingly may face disruptions in supply from our current suppliers.*

We do not have any long-term agreement or contract for the supply of material. We are dependent on our suppliers for our materials requirements. However, we do not have any long-term supply agreements or commitments in relation to the same or for any other materials used in our fabrication process. Any interruptions in the manufacturing operations of the suppliers could affect our ability to receive an adequate supply of quality products at reasonable prices. Additionally, any price volatility of these materials and our inability to adjust to the same could adversely affect our results of operations and profitability. Further any deterioration in the quality of the material procured could adversely affect our results of operations and profitability.

13. *We could become liable to our customers, suffer adverse publicity and incur substantial costs as a result of defects in our products, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.*

Any failure or defect in our products could result in a claim against us for damages, regardless of our responsibility for such failure or defect. We currently carry no products liability insurance with respect to our products. Although we attempt to maintain quality standards, we cannot assure that all our products would be of uniform quality, which in turn could adversely affect the value of our brand and our sales could be diminished if we are associated with negative publicity.

Also, our Business is dependent on the trust of our customer have in quality of our products. Any negative publicity regarding our company, brand or products, including those arising from drop in quality of merchandise from our vendors, mishaps resulting from the use of our products, or any other unforeseen events could affect our reputation and our results from operations.

14. *Our Promoters, together with our Promoter Group will continue to retain majority shareholding in our Company after the Offer, which will allow them to exercise significant control over us. We cannot assure you that our Promoters and Promoter Group will always act in the best interests of the Company or you.*

The majority of our issued and outstanding Equity Shares are currently beneficially owned by the Promoters and the Promoter Group. Upon completion of the Offer, the Promoters and Promoter Group will own 52,34,000 Equity Shares, or 69.78% of our post-Offer Equity Share capital, assuming full subscription of the Offer. Accordingly, the Promoters and the Promoter Group will continue to exercise significant influence over our business policies and affairs and all matters requiring shareholders' approval, including the composition of the Board of Directors, the adoption of amendments to our constitutional documents, lending, investments and capital expenditures. This concentration of ownership also may delay, defer or even prevent a change in control of our company and may make some transactions more difficult or impossible without the support of these stockholders. The interests of the Promoters and Promoter Group as the Company's controlling shareholders could conflict with the Company's interests or the interests of its other shareholders. We cannot assure that the Promoters and Promoter Group will act to resolve any conflicts of interest in the Company's or your favour.

- 15. *Our business is subject to our inability to forecast the trends and consumer preferences or demands in the forthcoming seasons may contribute to fluctuations in our results of operations and financial condition.***

We offer products at our retail formats that our consumers require and our success is dependent on our ability to meet our consumers' requirements. We plan our products based on the forecast of consumer buying patterns as well as on the forecast of fashion and trends in the forthcoming seasons. Any mismatch between our forecasts, our planning and the actual purchase by customers can impact us adversely, leading to excess inventory and requiring us to resort to higher markdown and thus lower margins in order to clear such inventory. Consumer preferences are susceptible to change with change in fashion and trends, and their service level expectations too can change from time to time.

- 16. *Our Company does business with customers on Purchase Order basis and do not enter into any agreement with our customer and we not have fixed customer base. There can be no assurance that we may get repeat order flows from our customers.***

We are primarily into Apparels industry and our business model is such that our sales are in the spot market and we do not enter into any long term or fixed contracts with our customers. Further, at present we sell through online portals and supplies products to retail customers. The online e-retailors also order our products after evaluating the demand of our products. There can be no assurance that we shall get repeat order flow from our customers. While we believe that our brand is well known in the market and our qualitative supply at competitive prices shall ensure that we get sufficient orders, there can be no assurance that we shall be able to create sufficient demand for our products. Any contraction in our customer base or lack of order may adversely affect our revenue from operations and consequently our profitability.

- 17. *Our cost of fabrication is exposed to fluctuations in the prices of material.***

Our Company is dependent on third party suppliers for procuring the materials. We are exposed to fluctuations in the prices of the materials as well as its unavailability, particularly as we do not enter into any long-term supply agreements with our suppliers and our major requirement is met in spot market. We also face the risk associated with compensating for or passing on such increase in our cost on account of such fluctuations in the prices of our customers. Upward fluctuations in the prices of materials may thereby affect our margin and profitability, resulting in material adverse effect on our business, financial condition and results of operations. Though we enjoy favorable terms from the suppliers both in prices as well as in supplies, our inability to obtain high quality materials in a timely and cost effective manner would cause delays in our production cycle and delivery schedules, which may result in the loss of our customers and revenues.

- 18. *Delay in filing of certain forms under Companies Act with RoC.***

We have delayed in filing of certain forms under Companies Act with RoC and although the Company has paid additional fees for the same, such non-compliance may result in penalties or other action against our Company.

- 19. *We constantly face a credit risk which may in turn affect our complete buying cycle adversely.***

Our Business is working capital intensive as we purchase fabrics from the manufacturers in bulk and then as per requirement of the Customers we fabricate these fabrics into apparels. In order to maintain trading relations and manage competition, we provide long / short term credit facilities to our customers. Our Debtors receivable period on an average is 151 days for the year ended March 31, 2016. Our aforementioned buying cycle is heavily dependent on timely payments being received from our customers. If there is a default in payment from any of our customers or there is any unforeseeable

delay in payment, our working capital cycle will be adversely affected. This may lead to our inability to maintain our working capital and thus lack the competitive advantage against various other traders leading to an adverse effect on our business operations and profitability.

20. *We are subject to the restrictive covenants of banks in respect of the Loan/Credit Limit and other banking facilities availed from them.*

We currently avail credit facilities from Union Bank of India. We have entered into agreements for term loans and financial facilities with our banker / lenders and the covenants in borrowings from bank / lenders, among other things require us to obtain permissions in writing in respect of, including, but not limited to effecting any change in the management/Board of the Company, capital structure, Company should not divert funds to sister concern/associate concern, no inter-transfer of funds within the group, except for genuine trade transactions. These covenants may have an adverse effect on the functioning of our Company.

For further details on restrictive covenants, please refer to chapter "Our History and Certain Other Corporate Matters" beginning on page 131 of this Prospectus.

21. *Any future issue of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoter or other major shareholders may adversely affect the trading price of the Equity Shares.*

Any future equity issues by us, including in a primary offering, may lead to the dilution of investors' shareholdings in us. Any future equity issuances by us or sales of its Equity Shares by the Promoter may adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

22. *We may suffer loss of income, if our products/designs are duplicated by our competitors.*

As our industry is fashion oriented, there is constant need for updating and innovation. Hence, designs in our industry change on a frequent basis. Our success highly depends upon the adaptability of the designs as per the latest trends and the acceptance of the product in the market. If any of our designs hits the market and receives an overwhelming response, our competitors may tend to copy our design to increase their market share and revenues and take due advantage; thus hampering market. Since our design is not registered, we may not be able to claim our rights over it and could suffer loss of income thereby affecting our operations and our results of operations.

23. *We depend on certain third party service providers including online distribution portals and payment gateways and an inability to ensure availability of such services at competitive cost may have an adverse effect on our business.*

We rely on various third party service providers in our business operations including online distribution portals and payment gateways such as Jabong.com, Paytm.com, Groupon.com etc. Such portals and gateways are often susceptible to security concerns and require technological up gradations. Further any significant changes in the commission charged by such online portals for distributing our products or any increase in fee charged by such payment gateways may adversely affect our business and results of operations.

24. *Our lenders have charge over our movable properties in respect of finance availed by us.*

We have secured our lenders by creating a charge over our movable properties in respect of loans/facilities availed by us from banks and financial institutions. The total amounts outstanding and payable by us as secured working capital facilities were Rs.616.20 Lakhs as on March 31, 2016. In the

event we default in repayment of the loans/facilities availed by us and any interest thereof, our properties may be forfeited by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further information on the Financial Indebtedness please refer to the heading titled “Financial Indebtedness” in chapter titled “Financial Statement As Restated” beginning on page 156 of this Prospectus

25. *Our Promoters has given guarantees in relation to certain debt facilities provided to us, which if revoked may require alternative guarantees, repayment of amount due or termination of the facilities.*

Our promoters has given personal guarantee and collateral security in respect of loan availed by us. In the event that any of these guarantees/collaterals are revoked, the lenders for such facilities may require alternate guarantees, repayments of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could significantly affect our financial condition and cash flows.

26. *We have entered into certain transactions with related parties. These transactions or any future transactions with our related parties could potentially involve conflicts of interest.*

We have entered into certain transactions with related parties, our Directors and our Key Managerial Personnel and their relatives and may continue to do so in future. For absolute value of all transactions entered into with our related party entities please refer to Statement of Related Party Transactions of restated financials of the Company, beginning on page 154 of this Prospectus. These transactions or any future transactions with our related parties could potentially involve conflicts of interest.

27. *Our Company operates under several statutory and regulatory permits, licenses and approvals. Our failure to obtain and/or renew any approvals or licenses in future may have an adverse impact on our business operations.*

Our Company requires several statutory and regulatory permits, licenses and approvals to operate the business. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Our Company is required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Further, these permits, licenses and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant permits/ licenses/ approvals. Failure by our Company to renew, maintain or obtain the required permits, licenses or approvals, or cancellation, suspension or revocation of any of the permits, licenses or approvals which may result in the interruption of our Company’s operations and may have a material adverse effect on the business. For details please refer to chapter titled “Government and Other Statutory Approvals” beginning on page 201 of this Prospectus.

28. *We face competition in our business from both domestic and international brands. Such competition would have an adverse impact on our business and financial performance.*

The industry, in which we are operating, is highly and increasingly competitive and our results of operations and financial condition are sensitive to, and may be materially adversely affected by, competitive pricing and other factors. Competition may result in pricing pressures, reduced profit margins or lost market share or a failure to grow our market share, any of which could substantially harm our business and results of operations. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations.

29. *Changes in government regulations like demonetisation etc or their implementation could disrupt our operations and adversely affect our business and results of operations.*

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

30. *Our insurance coverage may not adequately protect us against future unforeseen liabilities and this may have a material adverse effect on our business.*

Our company has availed Standard Fire and Special Perils Policy, Fire Floater Policy, Fidelity Guarantee Insurance Policy, Shopkeeper Insurance Policy for our Fabrication Units and Showrooms except our sales store locate in Pune. However, the insurance cover taken by us may not be adequate enough for covering the entire future unforeseen liabilities that might occur in the normal course of business. Further, there can be no assurance that any claim under the insurance policies maintained by us will be honored fully, in part or on time by the insurers. To the extent that we suffer loss or damage that is not covered by insurance or which exceeds our insurance coverage, our business operations and cash flows may be affected. For details on Insurance cover, please see “Insurance” the chapter titled “Our Business” beginning on page 103 of this Prospectus.

31. *We have not made any alternate arrangements for meeting our capital requirements for the Objects of the issue. Further we have not identified any alternate source of financing the “Objects of the Issue”. Any short fall in raising/meeting the same could adversely affect our growth plans, operations and financial performance.*

As on date, we have not made any alternate arrangements for meeting our capital requirements for the objects of the issue. We meet our capital requirements through our bank finance, debts, owned funds and internal accruals. Any short fall our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any short fall the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled— Objects of the Issue beginning on page 79 of this Prospectus.

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

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

II. *Risk related to this Issue and our Equity Shares*

33. *Our ability to pay any dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.*

The amount of our future dividend payments, if any, will depend upon our Company's future earnings, financial condition, cash flows, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that our Company will be able to pay dividends.

B. EXTERNAL RISK FACTORS

34. *Natural calamities and force majeure events may have an adverse impact on our business.*

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. Prolonged spells of deficient or abnormal rainfall and other natural calamities could have an adverse impact on the Indian economy, which could adversely affect our business and results of operations.

35. *We have not prepared, and currently do not intend to prepare, our financial statements in accordance with the International Financial Reporting Standards ("IFRS"). Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.*

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for convergence with IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 (the "IFRS Convergence Note"). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 35 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined. Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP or our adoption of converged Indian Accounting Standards may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period and in the corresponding (restated) period in the comparative Fiscal/period.

36. *Political instability or changes in the Government could adversely affect economic conditions in India generally and our business in particular.*

Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company's business could cause its results of operations to suffer. Any significant change in India's economic policies could disrupt business and economic conditions in India generally and the Company's business in particular.

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

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

38. *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.

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

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

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

Taxes and other levies imposed by the Central or State Governments in India that affect our industry include vat, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. Imposition of any other taxes by the Central and the State Governments may adversely affect our results of operations.

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

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

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months is not subject to capital gains tax in India if securities transaction tax (“STT”) is paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax. Any change in tax provisions may significantly impact your return on investments.

PROMINENT NOTES

- a) The Public Issue of 20,00,000 Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs. 68/- per Equity Share aggregating Rs. 1,360 Lakhs (“the Issue”). Issue of Equity Shares will constitute 26.67% of the fully diluted Post-Issue paid up capital of our Company. For more information, please refer to chapter titled “The Issue” on page 45 of this Prospectus.
- b) The net worth of our Company is 353.22 Lakhs, 262.18 Lakhs and 226.81 Lakhs as on March 31, 2016, March 31, 2015 and March 31, 2014 respectively. The book value of each Equity Share is Rs. 35.32, Rs. 26.22 and Rs. 22.68 as on March 31, 2016, March 31, 2015 and March 31, 2014 respectively as per the audited financial statements of our Company. For more information, please refer to section titled “Financial Statements” beginning on page 156 of this Prospectus.
- c) The average cost of acquisition of per Equity Shares by our Promoters, which has been calculated by taking the average amount paid by them to acquire our Equity Shares, is as follows:

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
Mr. Nishant Mitrasen Mahimtura	22,60,000	4.47
Mr. Riyaz Eqbal Ganji	12,48,900	5.00
Mrs. Reshma Riyaz Ganji	12,35,100	4.94

- d) For details of Related Party Transactions entered into by our Company, please refer to the chapter titled “*Related Party Transactions*” beginning on page 154 of this Prospectus.
- e) Except as disclosed in the chapter titled “*Capital Structure*”, “*Our Promoters and Promoter Group*” and “*Our Management*” beginning on pages 54, 148 and 135 respectively, of this Prospectus, none of our Promoters, Directors or Key Management Personnel have any interest in our Company.
- f) Except as disclosed in the chapter titled “*Capital Structure*” beginning on page 54 of this Prospectus, we have not issued any Equity Shares for consideration other than cash.
- g) Investors may contact the LM or the Compliance Officer for any clarification / complaint or information relating to the Issue, which shall be made available by the LM and our Company to the investors at large. No selective or additional information will be available for a section of investors in any manner whatsoever. For contact details of the LM and the Compliance Officer, please refer to the chapter titled “*General Information*” beginning on page 46 of this Prospectus.
- h) Investors are advised to refer to chapter titled “*Basis for Issue Price*” on page 85 of this Prospectus.
- i) Trading and Allotment in Equity Shares for all investors shall be in dematerialized form only.
- j) There are no financing arrangements whereby the Promoter Group, the Directors of our Company who are the Promoters of our Company, the Independent Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of six months immediately preceding the date of filing of this Prospectus. Except as stated in the chapter titled “*Our Group Entities*” beginning on page 152 and chapter titled “*Related Party Transactions*” beginning on page 154 of this Prospectus, our Group Entities have no business interest or other interest in our Company.
- k) Investors may note that in case of over-subscription in the Issue, allotment to Retail applicants and other applicants shall be on a proportionate basis. For more information, please refer to the chapter titled “*Issue Structure*” beginning on page 220 of this Prospectus.

SECTION III- INTRODUCTION

SUMMARY OF OUR INDUSTRY

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and other industry sources. Neither we nor any other person connected with this Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly investment decisions should not be based on such information.

OVERVIEW OF INDIAN ECONOMY

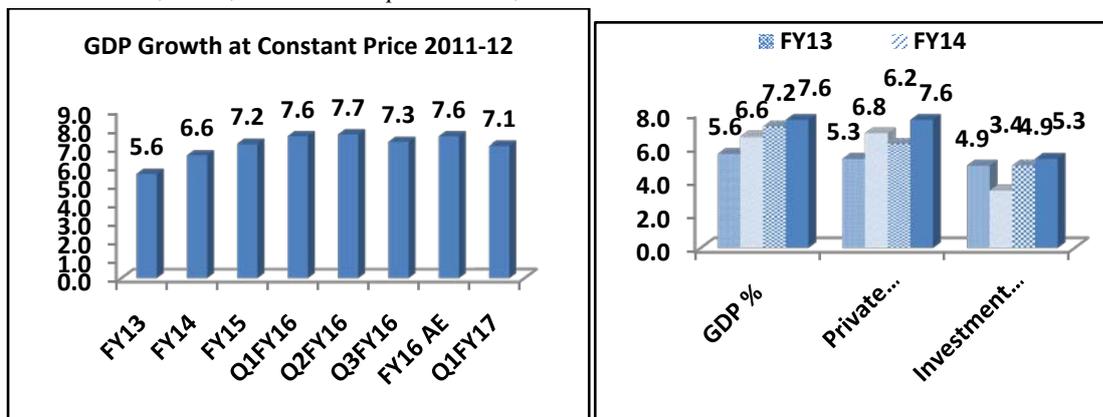
India, a South Asian nation, is the seventh-largest country by area, the second-most populous country with over 1.25 billion people, and the most populous democracy in the world. India is the fourth largest economy in the world in terms of purchasing power parity (PPP). India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). According to the Economic Survey 2015-16, the Indian economy will continue to grow more than 7% in 2016-17. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, RBI's inflation focus supported by benign global commodity prices.

India was ranked the highest globally in terms of consumer confidence during October-December quarter of 2015, continuing its earlier trend of being ranked the highest during first three quarters of 2015, as per the global consumer confidence index created by Nielsen.

According to IMF World Economic Outlook Update (January 2016), Indian economy is expected to grow at 7-7.75% during FY 2016-17, despite the uncertainties in the global market. The Economic Survey 2015-16 had forecasted that the Indian economy will growing by more than 7% for the third successive year 2016-17 and can start growing at eight per cent or more in next two years.

The steps taken by the government in recent times have shown positive results as India's gross domestic product (GDP) at factor cost at constant (2011-12) prices 2015-16 is Rs 113.5 trillion (US\$ 1.668 trillion), as against Rs 105.5 trillion (US\$ 1.55 trillion) in 2014-15, registering a growth rate of 7.6%. The economic activities which witnessed significant growth were 'financing, insurance, real estate and business services' at 11.5% and 'trade, hotels, transport, communication services' at 10.7%.

Source: CMIE, IBEF, Asian Development Bank, MOSPI



Source: MOSPI, CSO, Base year 2011-12

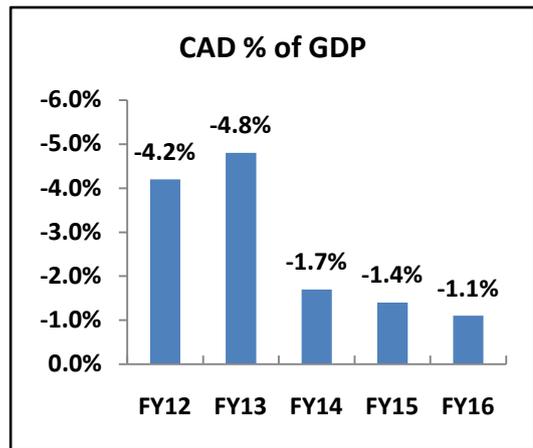
Indian GDP (at 2011-12 prices) revived to 7.3% in Q2FY17 as compared to 7.1% in the previous quarter and 7.7% in Q2FY16. The acceleration in the GDP growth was driven by the marked improvement in the agriculture

sector, while this growth momentum is not likely to sustain in the coming quarter due to the disruption in the economy caused by government’s latest move to abolish high-denomination notes.

Gross value added (GVA), which is adjusted for subsidies and taxes to arrive at GDP, grew at 7.1% v/s 7.3% (each) in Q1FY17 and Q2FY17. Within the three broad sectors of the economy, growth in industry and services sectors eased compared to previous quarter, while agriculture showed the significant improvement. Agriculture sector output increased to a 10-quarter high at 3.3% in the just-concluded quarter v/s 1.8% in Q1FY17 and 2.0% in Q2FY16 as near normal monsoon this season has boosted kharif crops production. Services sector GVA eased to 8.9% (9.6% in Q1FY17 and 9.0% in Q2FY16) on the bank of low growth in trade, hotel and restaurants segment and financial services.

CURRENT ACCOUNT DEFICIT

For the entire 2015-16 fiscal, CAD stood at 22.1 billion 1.1% of the GDP as against 26.8 billion 1.8% for 2014-15, according to Reserve Bank of India data. India's current account deficit (CAD) declined sharply to \$0.3 billion 0.1% of Gross Domestic Product in the fourth quarter of ended March 2016 (FY16) from \$ 7.1 billion 1.3%, in third quarter ended December 2015, on account of lower trade gap. The trade deficit in the fourth quarter of FY16 stood at \$24.8 billion compared to \$31.6 billion in Q4 of 2014-15. The country's trade deficit was \$130.1 billion for FY16 while for FY15 it stood at \$144.9 billion. Balance of Payments (BOP) stayed in positive territory with accretion of \$3.3 billion to India's Foreign exchange reserves in Q4 2015-16. The overall BOP during the fiscal FY16 moderated to \$17.9 billion from \$ 61.06 billion in 2014-15.

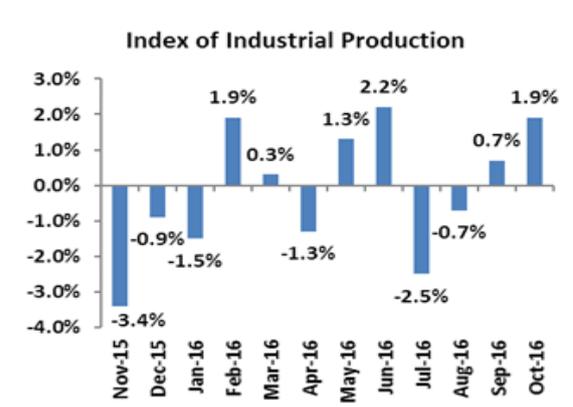


Source: RBI

INDEX OF INDUSTRIAL PRODUCTION

Index of Industrial Production

Industrial production shrank 0.7% in August as compared to a 2.4% contraction in July, mainly on account of declining output in manufacturing and capital goods sectors. On a cumulative basis, the factory output, as measured by the index of industrial production, in April-August declined by 0.3% compared with the corresponding period a year ago. Output in mining, manufacturing and electricity sectors for the month of August grew 0.6 per cent, (-)1.2% and 5.7%, respectively. Among other sectors, output in capital goods slumped 22.2% in capital goods.



Source: RBI

FOREIGN DIRECT INVESTMENTS

According to Department of Industrial Policy and Promotion (DIPP), the total FDI investments India received in FY 2015-16 (April 2015-March 2016) was US\$ 40 billion, indicating that government's effort to improve ease of doing business and relaxation in FDI norms is yielding results.

Data for FY 2015-16 indicates computer hardware and software segment attracted the highest FDI equity inflow of US\$ 6.9 billion, followed by the computer hardware and software sector (US\$ 5.9 billion). Most recently, the

total FDI equity inflows for the month of March 2016 touched US\$ 2.47 billion as compared to US\$ 2.12 billion in the same period last year.

During FY2015-16, India received the maximum FDI equity inflows from Singapore at US\$ 13.69 billion, followed by Mauritius (US\$ 8.35 billion), USA (US\$ 4.19 billion), Netherlands (US\$ 2.64 billion) and Japan (US\$ 2.61 billion). Healthy inflow of foreign investments into the country helped India's balance of payments (BoP) situation and stabilised the value of rupee.

FDI in India witnessed an increase of 29% and reached US\$ 40 billion during April 2015-March 2016 as compared to US\$ 30.93 billion in the same period last year.

According to the data released by Grant Thornton India, the total merger and acquisitions (M&A) and private equity (PE) deals in the month of April 2016 were valued at US\$ 5.5 billion (100 deals), which is 2.2 times higher as compared to April 2015.

India has also overtaken China as world's top foreign direct investment (FDI) destination with US\$ 63 billion of FDI announced in 2015 including high-value project announcements across the coal, oil and natural gas, and renewable energy sectors.

Source: IBEF

KEY ECONOMIC VARIABLES

Particulars	FY13	FY14	FY15	FY16E
GDP %	5.6	6.6	7.2	7.6
GVA Growth Rate (%)	5.4	6.3	7.1	7.3
Export Growth (%)	-1.8	4.7	-1.3	-17.6 ^e
Import Growth (%)	0.3	-8.3	-0.5	-15.5 ^e
Current Account Balance % to GDP	-4.8	-1.7	-1.3	1.4 ^e
Inflation – WPI #	7.4	6.0	2.0	-2.8 ^e
Inflation- CPI	10.2	9.5	5.9	4.9 ^e

Source <http://indiabudget.nic.in> Volume 1, RBI, DIPP

INDIAN TEXTILE INDUSTRY

Overview

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports with approximately 11 per cent of total exports. The textiles industry is also labour intensive and is one of the largest employers. The industry realised export earnings worth US\$ 41.4 billion in 2014-15, a growth of 5.4 per cent. The textile industry has two broad segments. First, the unorganised sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organised sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

The textile industry employs about 40 million workers and 60 million indirectly. India's overall textile exports during FY 2015-16 stood at US\$ 40 billion.

The Indian textiles industry is extremely varied, with the hand-spun and handwoven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

Source: Indian Textile Industry, India Brand Equity Foundation www.ibef.org

SUMMARY OF OUR BUSINESS

OVERVIEW OF OUR COMPANY

Our Company was incorporated as Libas Designs Private Limited on November 10, 2004 with the Registrar of Companies, Mumbai, Maharashtra as a private limited company under the provisions of the Companies Act 1956 vide registration no. 149489 (CIN: U18101MH2004PLC149489) and a certificate of incorporation was issued by the Registrar of Companies, Mumbai, Maharashtra on November 10, 2004.

Our Company was converted into a public limited company and accordingly the name of our Company was changed to Libas Designs Limited pursuant to a special resolution passed by our Shareholders at the EGM held on September 14, 2016. A fresh certificate of incorporation consequent upon conversion to public limited company was issued on September 20, 2016 by Registrar of Companies, Mumbai, Maharashtra.

We are engaged in the process of fabrication of fabric into apparels and other products through customisation, where customers can choose the colours, fabrics and designs and make changes as per their need. We at LIBAS RIYAZ GANGJI implement the traditional bespoke process with a modern-day approach. Right from the initial stage that involves the client preferences to constructing the most desirable outfit, we ensure complete satisfaction to our client. Apart from retail sales, we also undertake wholesale business where we provide our designs to other labels. We also give complete solutions to corporates regarding their dressing needs and designing.

The Company markets its product under the brand name of LIBAS RIYAZ GANGJI and it is a well-established fashion designer brand name in Mumbai. Furthermore, it has tie up with more than 80 Indian & international designers and have inventory of more than 500 Designer wear to choose. Currently, we have 8 stores either own or on franchisee basis. The ratio of stores and wholesale business is 42:58 as per F.Y. ended on March 31, 2016.

For E-retailing our products, we have tie ups with major ecommerce players portals such as www.jabong.com, www.indianroots.com etc and have its own portal in the name of www.libasfashion.com. E-retailing has enabled us to reach wide number of consumers at reduced costs, enhanced our brand visibility. The Company has varieties of products namely Men's wear – Sherwani, Suits, Indo-Western Wears, Nehru Jacket & Pants, Women Wear – Sarees, Suits, Lehenga, Gowns & Anarkalis and Accessories – Jewellery, Belts, Mojaris, Cufflinks & Safa. In Ludhiana, Company also provides beauty services.

Over the past some years we have intensely marketed Libas connecting with Fashion weeks, IPL matches and Social programs as well as Luxury brands like BMW, Videocon etc. and popular TV shows such as Sasuraal SimarKa and DeshKiBetiNandini where the central characters have donned Libas. Among one of our most prominent campaigns was our cross publicity for the movie VEER starring Salman Khan and Zarine Khan. Zeenat Amaan, Jacqueline Fernandes, Zarine Khan, Jimmy Shergill, Rana Dagubatti, Sonu Sood, Divya Dutta, Randeep Hooda, Sonal Chauhan are some of the names that have donned Libas on ramps. Sajid – Wajid, Shreya Ghoshal and Shaan are also among our regulars.

We also have a dedicated team working on creating premium quality uniforms for all types of businesses including Corporate Offices, Schools, Hotels & Restaurants Security Agencies, Saloons, Hospitals etc. All our uniforms are rightly tailored based on the requirements set forth by our clients. The clothing material used is of the finest quality and sourced from authentic dealers.

We also offer an extensive range of jute bags, best suited for everyday use. With 100s of different colours and styles, customers have a good number of options to choose from. Customers may also get to design their own bag by choosing their own dimensions, colours and features such as the buttons, zippers, the handle and of course the overall styling.

We recently started organizing budget-friendly weddings. We have experienced wedding planners who specializes in covering local wedding celebrations as well as destination-based weddings. Moreover, we also take the prime onus of arranging catering services and booking the most desirable venue based on our customers personal preference.

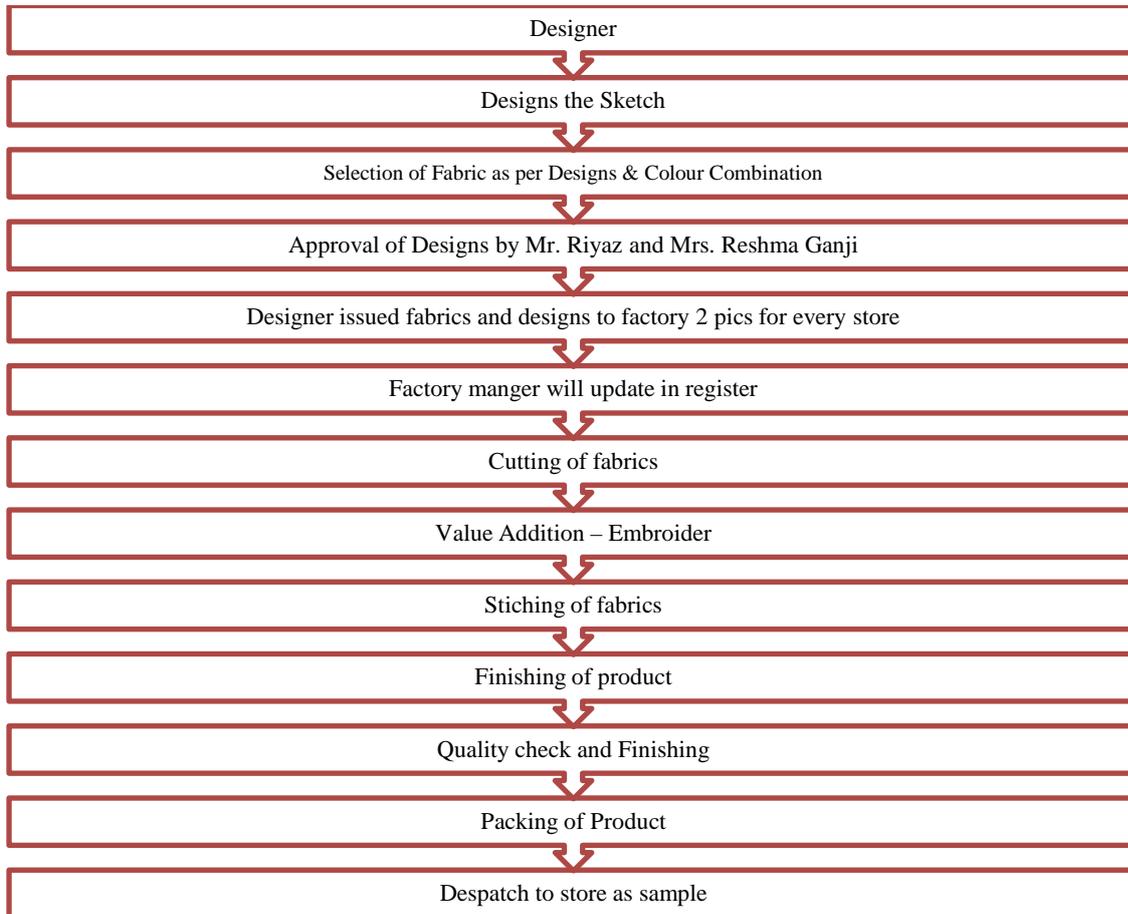
Our Company has entered into an agreement with K Brands Private Limited wherein it was agreed that K Brands Private Limited shall set out atleast 4 (Four) franchisees shops with minimum 800 sq ft carpet area each in the brand name “LIBAS RIYAZ GANGJI” on or before June 30, 2017 and in the event of its failure, the present agreement shall stand void and non operative without further reference.

PRODUCTS CATEGORIES

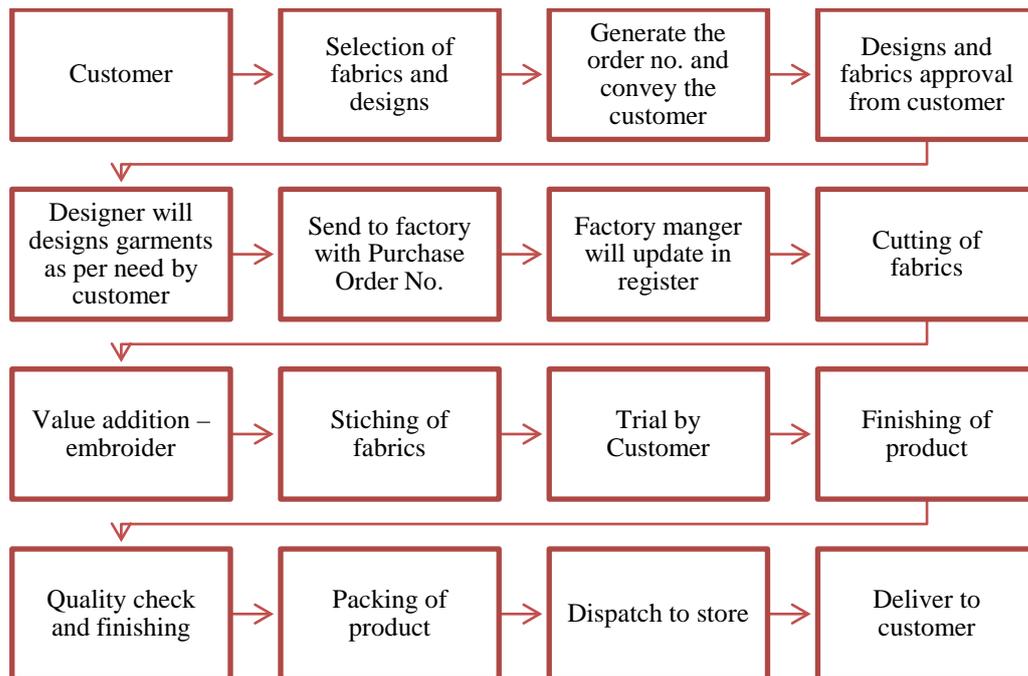
MEN	WOMEN	ACCESSORIES	JUTE BAGS
<ul style="list-style-type: none"> • Sherwani • Suits • Indo Western • Nehru Jacket • Shirts • Pants 	<ul style="list-style-type: none"> • Sarees • Suits • Lehenga • Gowns • Anarkari 	<ul style="list-style-type: none"> • Jewellery • Belts • Mojari • Cufflinks • Saffa 	<ul style="list-style-type: none"> • Carry Bags • Gifts Bags • Bottle Bags • Lunch Bags • Grocery Bags

PROCESS FLOW CHART

In-house Production:-



Customized Production:-



SUMMARY OF FINANCIAL STATEMENTS

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED STAND ALONE

(Rs. in Lakhs)

Sr. No.	Particulars	Note No.	As at June 30, 2016	As at March 31,				
				2016	2015	2014	2013	2012
A.	Equity and Liabilities							
1	Shareholders' Funds							
	Share Capital	2.1	100.00	100.00	100.00	100.00	100.00	100.00
	Reserves & Surplus	2.2	279.32	253.22	162.18	126.81	93.28	67.16
2	Share application money pending allotment		-	-	40.00	40.00	40.00	40.00
3	Non-Current Liabilities							
	Long-term borrowings	2.3	-	-	-	-	-	-
	Deferred Tax Liabilities (Net)	2.27	-	-	-	-	-	-
	Other Long Term Liabilities	2.4	131.99	131.99	193.99	46.39	25.31	25.31
	Long Term Provisions	2.5	6.23	-	-	-	-	-
4	Current Liabilities							
	Short Term Borrowings	2.6	706.28	616.20	448.04	351.40	179.56	130.89
	Trade Payables	2.7	739.99	658.95	332.78	442.57	500.85	487.54
	Other Current Liabilities	2.8	51.42	50.18	38.21	18.06	25.92	22.98
	Short Term Provisions	2.9	56.25	44.63	15.86	9.68	8.18	4.39
	Total		2071.48	1,855.17	1,331.06	1,134.91	973.10	878.26
B.	Assets							
5	Non-Current Assets							
	Tangible Assets	2.10	54.69	47.10	28.89	26.32	26.47	19.44
	Intangible Assets		-	-	-	-	-	-
	Capital Work In Progress		-	-	-	-	-	-
	Non - Current Investments	2.11	1.00	1.00	1.00	1.00	26.00	1.00
	Long Term Loans and Advances	2.12	70.21	64.72	99.03	99.91	71.34	59.63
	Deferred Tax Assets (Net)	2.27	-	-	-	0.40	-	-
	Other Non Current Assets	2.13	-	-	-	-	-	1.05
6	Current Assets							
	Inventories	2.14	988.19	806.10	530.76	406.86	367.42	279.99
	Trade Receivables	2.15	949.11	899.05	557.81	520.38	453.70	425.16
	Cash and Cash Equivalents	2.16	7.89	29.49	21.89	22.39	12.67	25.46
	Short-term loans and advances	2.17	0.39	7.70	91.69	57.65	15.49	66.54
	Other Current Assets	2.18	-	-	-	-	-	-
	Total		2071.48	1,855.17	1,331.06	1,134.91	973.10	878.26

STATEMENT OF PROFIT AND LOSS AS RESTATED STAND ALONE

(Rs. in Lakhs)

Sr. No	Particulars	Notes No.	As at June 30, 2016	For The Year Ended March 31,				
				2016	2015	2014	2013	2012
A.	Revenue:							
	Revenue from Operations (gross)	2.19	519.20	2,146.47	1,767.96	1,407.25	1,066.85	917.49
	Less: Excise Duty		-	-	-	-	-	-
	Revenue from operations (net)		519.20	2,146.47	1,767.96	1,407.25	1,066.85	917.49
	Other income	2.20	0.42	2.93	3.77	26.76	1.76	3.57
	Total revenue		519.62	2,149.41	1,771.73	1,434.02	1,068.61	921.06
B.	Expenses:							
	Cost of material Consumed	2.21	426.50	1,697.95	1,362.82	982.03	738.51	550.42
	Cost of Trading Goods		-	-	-	-	-	-
	Changes in inventories of Finished goods, work-in-progress, Stock in Trade	2.22	(78.27)	(171.39)	(96.30)	(1.81)	(66.78)	0.47
	Employee benefit expenses	2.23	47.32	128.47	112.87	102.83	94.44	78.44
	Finance costs	2.24	19.47	69.90	62.94	49.03	26.98	23.49
	Depreciation and amortization expense	2.10	3.85	11.87	8.59	5.44	5.38	4.49
	Other expenses	2.25	62.98	276.61	267.74	248.27	225.68	222.91
	Total Expenses		481.85	2,013.40	1,718.65	1,385.80	1,024.20	880.22
	Profit/(loss) before tax and before exceptional and extraordinary items		37.77	136.01	53.08	48.22	44.41	40.84
	Prior Period Expenses		-	-	-	-	-	-
	Exceptional and Extraordinary Item	2.26	-	-	-	-	-	-
	Profit/(loss) before tax		37.77	136.01	53.08	48.22	44.41	40.84
	Tax expense :							
	Current tax		11.67	44.97	17.47	15.29	15.04	13.90
	Wealth Tax		-	-	-	-	-	-
	MAT Credit		-	-	-	-	-	-
	Prior Period Taxes		-	-	-	-	-	-
	Deferred Tax		-	-	0.40	(0.40)	-	-
	Profit/(loss) For the year		26.10	91.04	35.22	33.32	29.37	26.94
	Earning per equity share in Rs.:							
	(1) Basic		0.75	2.60	1.01	0.95	0.84	0.77
	(2) Diluted		0.75	2.60	1.01	0.95	0.84	0.77

STATEMENT OF CASH FLOW FROM RESTATED FINANCIAL STATEMENTS STAND ALONE

(Rs. in Lakhs)

Particulars	As at June 30, 2016	For The Year Ended March 31,				
		2016	2015	2014	2013	2012
A. CASH FLOW FROM OPERATING ACTIVITIES						
Profit/ (Loss) before tax	37.77	136.01	53.08	48.22	44.41	40.84
Adjustments for:						
Depreciation & amortization	3.85	11.87	8.59	5.44	5.38	4.49
Interest Expense	19.47	69.90	62.94	49.03	26.98	23.49
Interest Received	-	(1.00)	-	-	(0.55)	(1.33)
Other Misc. Adjustments	-	-	0.16	0.21	(3.25)	-
Provision for Gratuity	6.23	-	-	-	-	-
Operating profit before working capital changes	67.31	216.77	124.77	102.89	72.96	67.49
Movements in working capital :						
(Increase)/ Decrease in Inventories	(182.09)	(275.35)	(123.90)	(39.43)	(87.43)	13.49
(Increase)/Decrease in Trade Receivables	(50.05)	(341.25)	(37.43)	(66.68)	(28.55)	(168.87)
(Increase)/Decrease in Other Receivables	1.83	118.30	(33.16)	(70.72)	40.38	(44.89)
Increase(Decrease) in Trade Payables and Other Liabilities	93.94	366.91	(83.46)	(64.63)	20.04	146.42
SME Listing Expenses						
Cash generated from operations	(69.06)	85.39	(153.18)	(139.41)	17.40	13.63
Income tax Refund/ (paid) during the year	11.67	44.97	17.47	15.29	15.04	13.90
Net cash from operating activities (A)	(80.73)	40.42	(170.65)	(154.70)	2.36	(0.27)
B. CASH FLOW FROM INVESTING ACTIVITIES						
Purchase of Fixed assets	(11.43)	(30.08)	(11.16)	(5.29)	(12.40)	(7.64)
(Purchase)/ Sale of Long Term Investment	-	-	-	25.00	(25.00)	-
Interest Received	-	1.00	-	-	0.55	1.33
Net cash from investing activities (B)	(11.43)	(29.08)	(11.16)	19.71	(36.85)	(6.31)
C. CASH FLOW FROM FINANCING ACTIVITIES						
Proceeds from issue of share capital/application money/(refund)	-	(40.00)	-	-	-	(20.00)
Interest paid on borrowings	(19.47)	(69.90)	(62.94)	(49.03)	(26.98)	(23.49)
Proceeds/(Repayment) of Short Term Loans	90.09	168.16	96.64	171.84	48.68	18.00
Proceeds/ (Repayment) of Long Term Loans	-	(62.00)	147.60	21.08	-	25.31
Net cash from financing activities (C)	70.62	(3.73)	181.30	143.88	21.70	(0.18)
Net increase in cash and cash equivalents (A+B+C)	(21.54)	7.60	(0.51)	8.89	(12.79)	(6.76)
Cash and cash equivalents at the beginning of the year	29.44	21.89	22.39	12.67	25.46	32.22
Cash and cash equivalents at the end of the year	7.89	29.49	21.89	22.39	12.67	25.46

THE ISSUE

Particulars	Number of Equity Shares
Equity Shares Offered	20,00,000 Equity Shares of face value of Rs. 10/-each fully paid of the Company for cash at price of Rs. 68/-per Equity Share aggregating Rs.1360.00Lakhs.
Fresh Issue Consisting of	
Issue Reserved for Market Makers	1,04,000 Equity Shares of face value of Rs. 10/-each fully paid of the Company for cash at price of Rs. 68/-per Equity Share aggregating Rs. 70.72 Lakhs.
Net Issue to the Public	18,96,000 Equity Shares of face value of Rs. 10/-each fully paid of the Company for cash at price of Rs. 68/-per Equity Share aggregating Rs. 1289.28Lakhs.
	of which:
	9,48,000 Equity Shares of face value of Rs. 10/-each fully paid of the Company for cash at price of Rs. 68/-per Equity Share will be available for allocation to investors up to Rs. 2.00 Lakhs
	9,48,000 Equity Shares of face value of Rs. 10/-each fully paid of the Company for cash at price of Rs. 68/-per Equity Share will be available for allocation to investors above Rs. 2.00 Lakhs
Equity Shares outstanding prior to the Issue	55,00,000 Equity Shares
Equity Shares outstanding after the Issue	75,00,000 Equity Shares
Objects of the Issue	See the chapter titled “Objects of the Issue” on page 79 of this Prospectus

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations. The Issue is being made through the Fixed Price Process and hence, as per Regulation 43, the allocation in the net issue to public category shall be made as follows:

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

For further details, please refer to chapter titled “Issue Structure” beginning on page 220 of this Prospectus.



GENERAL INFORMATION

Our Company was incorporated as Libas Designs Private Limited under the provisions of the Companies Act 1956 vide certificate of incorporation dated November 10, 2004, issued by the Registrar of Companies, Mumbai, Maharashtra. Subsequently, our Company was converted into a public limited company pursuant to which the name of our Company was changed to “Libas Designs Limited” vide fresh certificate of incorporation dated September 20, 2016.

For further details, please refer to chapter titled ‘Our History and Certain Other Corporate Matters’ beginning on 131 page of this Prospectus.

REGISTERED OFFICE OF OUR COMPANY

LIBAS DESIGNS LIMITED

Gala No. 55, Apaki Industrial Premises Co-operative Society Limited,

Plot No. 246, Masrani Lane, Kurla (W),

Mumbai – 400070, Maharashtra, India

Tel: +9122 23525145

Email: info@libas.co.in

Website: www.libasfashion.com

Registration Number: 149489

Corporate Identification Number: U18101MH2004PLC149489

CORPORATE OFFICE OF OUR COMPANY

LIBAS DESIGNS LIMITED

B-201, 2nd Floor,

Duplex Height Co-op Society,

Yamuna Nagar, Andheri (W),

Mumbai :- 400053, India

Tel: +919594092800

REGISTRAR OF COMPANIES

REGISTRAR OF COMPANIES, MUMBAI, MAHARASHTRA

100, Everest,

Marine Drive

Mumbai-400002

Website: www.mca.gov.in

DESIGNATED STOCK EXCHANGE

EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LTD (NSE)

Exchange Plaza, Plot no. C/1, G Block,

Bandra-Kurla Complex, Bandra (E)

Mumbai - 400051

For details in relation to the changes to the name of our Company, please refer to the chapter titled, “*Our History and Certain Other Corporate Matters*” beginning on page 131 of this Prospectus.

BOARD OF DIRECTORS OF OUR COMPANY

Sr. No.	Name	Age	DIN	Address	Designation
1.	Reshma Riyaz Ganji	43	07576582	Duplex Heights C.H.S., Tower 5, A Wing, Flat No 1103, Yamuna Nagar, Lokhandwala Complex, Andheri (W), Mumbai- 400053, Maharashtra, India.	Managing Director
2.	NishantMitrassen Mahimtura	69	02000572	4-B, Chandan Bldg, 62B, Peddar Road, Mumbai - 400026, Maharashtra, India	Executive Director
3.	RiyazEqbalGanji	46	02236203	1103/1203, Tower No.5, Duplex Heights, Yamuna Nagar, Andheri (West) Mumbai 400095, Maharashtra, India	Executive Director
4.	Anand Devidas Taggarsari	50	06959365	Flat No. 13, Green Acre CHS., Plot No. 19, Amritvan, Goregaon (East) Mumbai 400063, Maharashtra, India	Non- Executive & Independent Director
5.	Vivek Padmanabh Kamath	55	07239860	201 Shubhkamana, T H Kataria Road Mahim Mumbai 400016 Maharashtra, India	Non- Executive & Independent Director
6.	Reema Deepak Varde	35	07604537	Madhuban, 1st Floor, 7 Labumum Road, Opp. Dr. Mangshkar Clinic New Gamdevi Road, Grant Road, Mumbai - 400007, Maharashtra, India	Non- Executive & Independent Director

For further details of our Directors, please refer to the chapter titled “Our Management” beginning on page 135 of this Prospectus.

COMPANY SECRETARY AND COMPLIANCE OFFICER

GOVIND RAO

LIBAS DESIGNS LIMITED

Gala No. 55, Apaki Industrial Premises Co-operative Society Limited,
Plot No. 246, Masrani Lane, Kurla (W),
Mumbai – 400070, Maharashtra, India

Tel: +9122 23525145

Email: cs@libas.co.in

Residential Address:

46, Subhash Nagar,
Ward No. 1,
Ramganjmandi – 326519,
Rajasthan, India.

Investors may contact the Compliance Officer and / or the Registrar to the Issue and / or the LM to the Issue in case of any Pre-Issue or Post- Issue related matter such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account, unblocking of amount in ASBA etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the concerned SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount blocked, ASBA Account number and the Designated Branch of the SCSB where the ASBA Application Form was submitted by the ASBA Applicant.

For all Issue related queries and for redressal of complaints, Applicants may also write to the Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Lead Manager, who shall respond to the same



CHIEF FINANCIAL OFFICER

NISHANTMITRASENMAHIMTURA

LIBAS DESIGNS LIMITED

Gala No. 55, Apaki Industrial Premises Co-operative Society Limited,
Plot No. 246, Masrani Lane, Kurla (W),
Mumbai – 400070, Maharashtra, India
Tel: +9122 23525145
Email: info@libas.co.in

Residential Address:

4-B , Chandan Bldg,
62B, Peddar Road,
Mumbai - 400026
Maharashtra, India

STATUTORY AUDITOR

V.A. MISHRA & ASSOCIATES

Chartered Accountants

206/207, Akruti Arcade, Opp. Wadia School,
Near Apna Bazar, J. P. Road, Andheri(W)
Mumbai - 400053, Maharashtra, India.
Tel: +919833225904

E-mail: vmishraassociates@yahoo.com

Contact Person: Mr. V.A. Mishra

ICAI Firm Registration No.: 106435W

Membership No.: 040896

PEER REVIEW AUDITOR

RPMD & ASSOCIATES

Chartered Accountants

AB-17, 1st Floor, Shalimar Bagh,
New Delhi - 110088
Tel:+911127472042

Mobile:+919811613999

E-mail: info@rpmd.in

Contact Person: Mr. Rahul Jain

ICAI Firm Registration No.: 005961C

Membership No.: 518352

LEAD MANAGER**SARTHI CAPITAL ADVISORS PRIVATE LIMITED**

159/11, Amar Brass Compound

Vidya Nagari Marg, Kalina

Santacruz (E), Mumbai – 400 098

Tel: (022) 26528671/72

Fax: (022) 26528673

Contact Person: Mr. Deepak Sharma.

Email: ipo@sarthiwm.in

SEBI Registration No.: INM000012011

Unit No. 411, 4th Floor, PratapBhawan,

5, BahadurshahZafar Marg,

New Delhi – 110002

Tel: (011) 23739425/26/27

Fax: (011) 23739424

Contact Person: Mr. Anand Lakhotia

REGISTRAR TO THE ISSUE**BIGSHARE SERVICES PRIVATE LIMITED**

E2 Ansa Industrial Estate,

Sakivihar Road, Sakinaka

Andheri East, Mumbai – 400072.

Tel: +9122 40430200

Fax: +91 22 28475207

E-mail: ipo@bigshareonline.com

Contact Person: Mr. Ashok Shetty

SEBI Registration No.: INR000001385

LEGAL ADVISOR TO THE ISSUE**SAMBHAJI R. RANE**

A/5 303 Shiv Chhaya C.H.S. Ltd, Gilbert Hill Road,

Andheri(W), Mumbai-400058.

Tel: +919819050102

E-mail: sambhajirane@yahoo.co.in

Contact Person: Mr. Sambhaji R. Rane



BANKER TO THE COMPANY

UNION BANK OF INDIA

100, BTM Compound,

Lal Bahadur Shastri Marg,

Bhandup West,

Mumbai, Maharashtra 400078

Tel: +912225961572

Fax: +9122 25963248

Email: cbsbhandup@unionbankofindia.com

Website: www.unionbankofindia.com

Contact Person: Mr. Ashutosh Kumar

BANKER TO THE ISSUE/ PUBLIC ISSUE BANK

YES BANK LIMITED

Yes Bank Tower, IF2, 8th Floor,

Elphinston (W), Senapati Bapat Marg,

Mumbai - 400013 **Tel:** 022-33477374/7259

Fax: 022-66699010

Email: dlbtiservices@yesbank.in

Contact Person: Mr. Alok Srivastava/ Mr. Shankar Vichare

SEBI Registration No.: INBI00000935

REFUND BANKER

YES BANK LIMITED

Yes Bank Tower, IF2, 8th Floor,

Elphinston (W), Senapati Bapat Marg,

Mumbai - 400013

Tel: 022-33477374/7259

Fax: 022-66699010

Email: dlbtiservices@yesbank.in

Contact Person: Mr. Alok Srivastava/ Mr. Shankar Vichare

SEBI Registration No.: INBI00000935

SELF CERTIFIED SYNDICATE BANKS

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html. For details on Designated Branches of SCSBs collecting the ASBA Application Form, please refer to the above-mentioned SEBI link.

CREDIT RATING

This being an issue of Equity shares, credit rating is not required.

IPO GRADING

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

APPRAISAL AND MONITORING AGENCY

As per Regulation 16(1) of the SEBI (ICDR) Regulations, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 50,000 Lakhs. Since the Issue size is only of Rs. 1360.00 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, the Audit Committee of our Company, would be monitoring the utilization of proceeds of the Issue.

INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Sarthi Capital Advisors Pvt. Ltd. is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Lead Managers is not applicable.

EXPERT OPINION

Except the report of the Statutory Auditor on statement of tax benefits included in this Prospectus, our Company has not obtained any other expert opinion.

DEBENTURE TRUSTEE

Since this is not a debenture issue, appointment of debenture trustee is not required.

UNDERWRITER

Our Company and LM to the issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated September 22, 2016, pursuant to the terms of the underwriting agreement; the obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated its intention to underwrite the following number of specified securities being offered through this Issue.

Name and Address of the Underwriters	Indicative Number of Equity shares to be Underwritten	Amount Underwritten (Rupees In Lakhs)	% of the Total Issue Size Underwritten
Sarthi Capital Advisors Private Limited 159/11, Amar Brass Compound, Vidya Nagari Marg, Kalina, Santacruz (E), Mumbai - 400098 Tel: (022) 26528671/72 Fax: (022) 26528673 Email: ipo@sarthiwm.in Contact Person: Mr. Deepak Sharma SEBI Registration No.: INM000012011	20,00,000	1360.00	100.00
Total	20,00,000	1360.00	100.00

In the opinion of the Board of Directors of the Company, the resources of the above-mentioned underwriter are sufficient to enable them to discharge their respective underwriting obligations in full. Further, the underwriter shall be paid a commission at the rate of 0.50% of the net offer to the public.

DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company and the Lead Manager have entered into a tripartite agreement dated September 22, 2016 with the following Market Maker, duly registered with National Stock Exchange of India Limited to fulfill the obligations of Market Making:



CHOICE EQUITY BROKING PRIVATE LIMITED

Shree Shakambhari Corporate Park,

156-158, Chakravati Ashok Society,

J.B. Nagar, Andheri (E), Mumbai – 400099

Tel:+ 91 22 67079810

Fax:+ 91 22 67079898

E-mail: sme@choiceindia.com

Contact Person: Mr. Premkumar Harikrishnan

SEBI Registration No.: INB231377335

Choice Equity Broking Private Limited, registered with SME segment (NSE-EMERGE) of NSE will act as the market maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, as amended from time to time and the circulars issued by the NSE and SEBI in 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 % of Issue Size (Including the 1,04,000 Equity Shares out to be allotted under this Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 1,04,000 Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.
4. There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
6. There would not be more than five Market Makers for a scrip at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Choice Equity Broking Private Limited is acting as the sole Market Maker.
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. 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.
10. The Market Maker(s) shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).

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

11. Emerge of NSE 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.
12. Emerge of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker(s) 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.

13. 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.

CAPITAL STRUCTURE

The share capital of our Company as of the date of this Prospectus before and after the issue is set forth below:

(Rs. In Lakhs except share data)

Sr. No	Particulars	Aggregate Value	
		Face Value	Issue Price
A	AUTHORISED SHARE CAPITAL		
	110,00,000 Equity Shares of face value of Rs. 10 each	1100.00	
B	ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL		
	55,00,000 fully paid up Equity Shares of face value of Rs. 10 each	550.00	
C	PRESENT ISSUE IN TERMS OF PROSPECTUS*		
	20,00,000 Equity Shares of face value of Rs. 10 each	200.00	1360.00
	Which comprises of:		
	1,04,000 Equity Shares of face value of Rs.10 each at a premium of Rs. 58 per Equity Share reserved as Market Maker Portion	10.40	70.72
	Net Issue to Public of 18,96,000 Equity Shares of face value of Rs. 10 each at a premium of Rs. 58 per Equity Share to the Public	189.60	1289.28
	Of which		
	9,48,000 Equity Shares of face value of Rs.10 each at a premium of Rs. 58 per Equity Share will be available for allocation to Investors up to Rs. 2.00 Lakhs	94.80	644.64
	9,48,000 Equity Shares of face value of Rs.10 each at a premium of Rs. 58 per Equity Share will be available for allocation to Investors above Rs. 2.00 Lakhs	94.80	644.64
D	ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL AFTER THE ISSUE		
	75,00,000 Equity Shares of face value of Rs. 10 each	750.00	

E	SECURITIES PREMIUM ACCOUNT	
	Before the Issue	Nil
	After the Issue	1160.00

**The Issue has been authorized pursuant to a resolution of our Board dated September 21, 2016 and by Special Resolution passed under Section 62 (1) (c) of the Companies Act, 2013 at anExtra Ordinary General Meeting of our shareholders held on September 21, 2016.*

The Company has only one class of share capital i.e. Equity Shares of face value of Rs.10 each only. All Equity Shares issued are fully paid-up.

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

NOTES TO THE CAPITAL STRUCTURE:

History of change in authorized Equity Share capital of Our Company

- The Initial Authorized Share Capital of Rs. 5,00,000/- (Rupees Five Lakh only) consisting of 50,000 Equity shares of face value of Rs. 10/- each was increased to Rs. 1,00,00,000/- (Rupees One Crore only) consisting of 10,00,000 Equity Shares of face value of Rs.10/- each pursuant to a resolution of the shareholders dated September 15, 2008.
- The authorized capital of Rs. 1,00,00,000 (Rupees One Crore only) consisting of 10,00,000 Equity Shares of face value of Rs.10 each was increased to Rs.11,00,00,000/- (Rupees Eleven Croreonly) consisting of 1,10,00,000Equity Shares of face value of Rs.10 each pursuant to a resolution of the shareholders dated August 04, 2016.

1. Equity Share Capital History:

Date of Allotment	No. of Shares Allotted	Face Value	Issue Price	Nature of Allotment	Nature of Consideration	Cumulative No. of Shares	Cumulative Paid up Capital
On Incorporation	10,000	10	10	Subscription to MOA ⁽¹⁾	Cash	10,000	1,00,000
October 11, 2008	9,90,000	10	10	Further Allotment ⁽²⁾	Cash	10,00,000	1,00,00,000
August 10, 2016	25,00,000	10	Nil	Bonus Issue ⁽³⁾	Consideration Other than Cash	35,00,000	3,50,00,000
September 6, 2016	8,09,400	10	10	RightsIssue ⁽⁴⁾	Cash	43,09,400	4,30,94,000
September 12, 2016	11,90,600	10	10	RightsIssue ⁽⁵⁾	Cash	55,00,000	5,50,00,000

- (1) Initial Subscribers to Memorandum of Association hold 10,000 Equity Shares each of face value of Rs. 10/- fully paid up as per the details given below:

Sr. No	Name of Person	No. of Shares Allotted
1.	Mr. NishantMitrassenMahimtura	5,000
2.	Mr. RiyazEqbalGanji	5,000
	Total	10,000

- (2) The Company further allotted 9,90,000 Equity Shares of face value of Rs. 10/- each at par as per the details given below.

Sr. No	Name of Person	No. of Shares Allotted
1.	Mr. NishantMitrassenMahimtura	4,95,000
2.	Mr. RiyazEqbalGanji	2,45,000
3.	Mrs. ReshmaRiyazGanji	2,50,000
	Total	9,90,000

- (3) The Company allotted 25,00,000 Equity Shares as bonus issue of face value of Rs. 10/- each in the ratio of 2.5 equity share for every 1 Equity Share as per the details given below.

Sr. No	Name of Person	No. of Shares Allotted
1.	Mr. NishantMitrassenMahimtura	12,50,000
2.	Mr. RiyazEqbalGanji	6,25,000
3.	Mrs. ReshmaRiyazGanji	6,25,000
	Total	25,00,000

- (4) The Company allotted 8,09,400 Equity Shares as rights issue of face value of Rs. 10/- each in the ratio of 4 equity share for every 7 Equity Share as per the details given below.

Sr. No	Name of Person	No. of Shares Allotted
1.	Mr. Riyaz Eqbal Ganji	3,73,900
2.	Mrs. Reshma Riyaz Ganji	3,60,000
3.	Mrs. Pushpalatha S Shetty	70,000
4.	Ms. Mamta Kapur	5,500
	Total	8,09,400

- (5) The Company allotted 11,90,600 Equity Shares as rights issue of face value of Rs. 10/- each in the ratio of 277 equity share for every 1,000 Equity Share as per the details given below.

Sr. No	Name of Person	No. of Shares Allotted
1.	Mr. Nishant Mitrasen Mahimtura	5,10,000
2.	Mrs. Suchitra Nishant Mahimtura	3,50,000
3.	Mr. K Seetharam Shetty	70,000
4.	Ms. Manisha Gupta	1,27,500
5.	Yatin Shah HUF	1,27,500
6.	Mr. Suresh Tiwari	5,500
7.	Mr. Aman Riyaz Ganji	100
	TOTAL	11,90,600

2. Issue of Equity Shares for consideration other than cash (Issue of Bonus Shares) on August 10, 2016.

Date of shareholder's approval	Number of Equity Shares	Face value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Reasons for allotment	Allottees	No. of Shares Allotted
August 10, 2016	25,00,000	10	Nil	Other than cash	Bonus issue of Equity Shares in the Ratio 2.5:1	Mr. Nishant Mitrasen Mahimtura	12,50,000
						Mr. RiyazEqbalGanji	6,25,000
						Mrs. ReshmaRiyazGanji	6,25,000
						Total	25,00,000

No benefits have accrued to the Company out the above issuances.

3. We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act.

4. We have not issued any equity shares in last one year at price below Issue Price except the following:

(i) The Company allotted 8,09,400 Equity Shares as rights issue of face value of Rs. 10/- each in the ratio of 4 equity share for every 7 Equity Share at par as per the details given below.

Sr. No	Name of Person	No. of Shares Allotted
1.	Mr. Riyaz Eqbal Ganji	3,73,900
2.	Mrs. Reshma Riyaz Ganji	3,60,000
3.	Mrs. Pushpalatha S Shetty	70,000
4.	Ms. Mamta Kapur	5,500
	TOTAL	8,09,400

(ii) The Company allotted 11,90,600 Equity Shares as rights issue of face value of Rs. 10/- each in the ratio of 277 equity share for every 1,000 Equity Share at par as per the details given below.

Sr. No	Name of Person	No. of Shares Allotted
1.	Mr. NishantMitraserenMahimtura	5,10,000
2.	Mrs. SuchitraNishantMahimtura	3,50,000
3.	Mr. K Seetharam Shetty	70,000
4.	Ms. Manisha Gupta	1,27,500
5.	Yatin Shah HUF	1,27,500
6.	Mr. Suresh Tiwari	5,500
7.	Mr. AmanRiyazGanji	100
	TOTAL	11,90,600

5. Details of shareholding of promoters.

A. Mr. NishantMitraserenMahimtura

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post-issue shareholding %	No. of Shares Pledged	% of Shares Pledged
On Incorporation	5,000	10	10	Subscription to MOA	0.09	0.07	0	0.00%
October 11, 2008	4,95,000	10	10	Further Allotment	9.00	6.60	0	0.00%
August 10, 2016	12,50,000	10	NIL	Bonus Issue	22.73	16.67	0	0.00%
September 12, 2016	5,10,000	10	10	Rights Issue	9.27	6.80	0	0.00%
Total	22,60,000				41.09	30.14	0	0.00%

B. Mr. RiyazEqbalGanji

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post-issue shareholding %	No. of Shares Pledged	% of Shares Pledged
On Incorporation	5,000	10	10	Subscription to MOA	0.09	0.07	0	0.00%
October 11, 2008	2,45,000	10	10	Further Allotment	4.45	3.27	0	0.00%
August 10, 2016	6,25,000	10	NIL	Bonus Issue	11.36	8.33	0	0.00%
September 06, 2016	3,73,900	10	10	Rights Issue	6.80	4.99	0	0.00%
Total	12,48,900				22.70	16.65	0	0.00%

C. Mrs. Reshma Riyaz Ganji

Date of Allotment/ Transfer	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post-issue shareholding %	No. of Shares Pledged	% of Shares Pledged
October 11, 2008	2,50,000	10	10	Further Allotment	4.55	3.33	0	0.00%
August 10, 2016	6,25,000	10	NIL	Bonus Issue	11.36	8.33	0	0.00%
September 06, 2016	3,60,000	10	10	Rights Issue	6.55	4.80	0	0.00%
October 21, 2016	100	10	68	Transfer	0.00	0.00	0	0
Total	12,35,100				22.46	16.46	0	0.00%

6. Our Promoter Group, Directors and their immediate relatives have not purchased/sold Equity Shares of the Company during last 6 months except as per details given below:

Details of Rights Issue dated September 06, 2016

Sr. No.	Name of the Shareholder	Rights Offered	Exercised	Renounced	New Allotees
1	Nishnat Mitrasen Mahimtura	10,00,000	-	-	-
2	Riyaz Eqbal Ganji	5,00,000	3,73,900	-	-
3	Reshma Riyaz Ganji	5,00,000	3,60,000	75,500	-
4	Pushpalatha S. Shetty	-	-	-	70,000
5	Mamta Kapoor	-	-	-	5,500
Total		20,00,000	7,33,900	75,500	75,500

Details of Rights Issue dated September 12, 2016

Sr. No.	Name of the Shareholder	Rights Offered	Exercised	Renounced	New Allotees
1	Nishnat Mitrasen Mahimtura	4,84,750	4,84,750	-	25,250
2	Riyaz Eqbal Ganji	3,45,945	-	3,45,945	-
3	Reshma Riyaz Ganji	3,42,095	-	3,40,515	-
4	Pushpalatha S. Shetty	19,390	-	19,390	-
5	Mamta Kapoor	1,524	-	0	-
6	Suchitra Nishant Mahimtura	-	-	-	3,50,000
7	K Seetharam Shetty	-	-	-	70,000
8	Yatin Shah HUF	-	-	-	1,27,500
9	Manisha Gupta	-	-	-	1,27,500
10	Suresh Tiwari	-	-	-	5,500
11	Aman Ganji	-	-	-	100
	Total	11,93,704	4,84,750	7,05,850	7,05,850

Detail of ShareTransfer

Sr. No.	Name of the Transferor	Name of Transferee	Date of Transfer	No. of Shares	Transfer Price (in Rs.)
1	Aman Riyaz Ganji	Reshma Riyaz Ganji	October 21, 2016	100	6,800

7. Our Promoters have confirmed to the Company and the Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds or their internal accruals, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose except as mentioned below:

Sr. No.	Name of the Promoter	Name & Address of the Lender	PAN of the Lender	Amount (In Rs.)
1.	Mrs. Reshma Riyaz Ganji	Aneri Fincap Limited (Formerly known as Farry Industries Limited,) No 289/2 Kalpatru Soc B Bldg,Office No. 15 Timber Market Road , Karring Hospital, Ghorpade, Peth, Pune – 411042.	AAACF4897R	51,00,000/ -
2.	Mr. Nishant Mitrasen Mahimtura	Aneri Fincap Limited (Formerly known as Farry Industries Limited,) No 289/2 Kalpatru Soc B Bldg, Office No.15 Timber Market Road, Karring Hospital, Ghorpade,Peth, Pune – 411042.	AAACF4897R	35,00,000/ -
3.	Mr. Riyaz Eqbal Ganji	Aneri Fincap Limited (Formerly known as Farry Industries Limited,) No 289/2 Kalpatru Soc B Bldg, Office No. 15 Timber Market Road, Karring Hospital,Ghorpade, Peth, Pune – 411042.	AAACF4897R	37,00,000/ -

8. There are no financing arrangements whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing offer document with the Stock Exchange.
9. Details of Promoter’s Contribution locked in for three years:

Pursuant to Regulation 32 and 36 of SEBI (ICDR) Regulations an aggregate of 20% of the post-issue capital held by our Promoters shall be considered as Promoters’ Contribution (“Promoters Contribution”) and locked-in for a period of three years from the date of Allotment. The lock-in of the Promoters’ Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

Our Promoter have granted consent to include such number of Equity Shares held by them as may constitute 20.16% of the post-issue Equity Share Capital of our Company as Promoters Contribution and has agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution from the date of filing of this Prospectus until the commencement of the lock-in period specified above.

Date of allotment	Date when made fully paid up	No. of Shares Allotted	Face Value	Issue Price	Nature of Allotment	% of Post Issue Capital
Mr. Nishant Mitrasen Mahimtura						
August 10,	August 10,	7,56,000	10	N/A	Bonus Issue	10.08

2016	2016					
Mr. RiyazEqbalGanji						
August 10, 2016	August 10, 2016	3,78,000	10	N/A	Bonus Issue	5.04
Mrs. ReshmaRiyazGanji						
August 10, 2016	August 10, 2016	3,78,000	10	N/A	Bonus Issue	5.04
Total (A+B+C)		15,12,000				20.16

We further confirm that the aforesaid minimum Promoter Contribution of 20% which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources.
- Equity Shares acquired by the Promoters during the preceding one year, at a price lower than the price at which Equity Shares are being offered to public in the Initial Public Offer.
- The Equity Shares held by the Promoters and offered for minimum Promoters' Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.
- Equity shares issued to our Promoter on conversion of partnership firm into limited company during the preceding one year, at a price lower than the price at which Equity Shares are offered to public in the Initial Public Offer.

The Promoters' Contribution can be pledged only with a scheduled commercial bank or public financial institution as collateral security for loans granted by such banks or financial institutions, in the event the pledge of the Equity Shares is one of the terms of the sanction of the loan. The Promoters' Contribution may be pledged only if in addition to the above stated, the loan has been granted by such banks or financial institutions for the purpose of financing one or more of the objects of this Issue.

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

10. Details of share capital locked in for one year

In addition to minimum 20% of the Post-Issue shareholding of our Company held by the Promoters (locked in for three years as specified above), in accordance with regulation 36 of SEBI (ICDR) Regulations, the entire pre-issue share capital of our Company shall be locked in for a period of one year from the date of Allotment in this Issue.

The Equity Shares held by persons other than our Promoters and locked-in for a period of one year from the date of Allotment, in accordance with regulation 37 of SEBI (ICDR) Regulations, in the Issue may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Takeover Regulations.

A. The table below represents the current shareholding pattern of our Company as per Regulation 31 of the SEBI (LODR) Regulations, 2015:

1. Summary of Shareholding Pattern

Category Code	Category of shareholder	No. Of shareholders	No. of fully paid up equity shares held	No. of Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C 2)	Number of locked in Shares**		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (B)	No. (a)	As a % of total shares held (B)	
								Class X	Class Y	Total								
I	II	III	IV	V	VI	VII=IV+V+VI	VIII	IX				X	XI=VII+X	XII		XIII		XIV
(A)	Promoters and Promoter	6	52,34,000	-	-	52,34,000	95.16	52,34,000	0	52,34,000	95.16	-	95.16	52,34,000	95.16	-	-	52,34,000

	Group																	
(B)	Public	4	2,66,000	-	-	2,66,000	4.84	2,66,000	0	2,66,000	4.84	-	4.84	2,66,000	4.84	-	-	2,66,000
(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	10	55,00,000	-	-	55,00,000	100	55,00,000		55,00,000	100.00	-	100.00	55,00,000	100.00	-	-	55,00,000

*As on the date of this Prospectus 1 Equity Shares holds 1 vote.

**Shall be locked-in on or before the date of allotment in this Issue.

2. Shareholding Pattern of Promoters and Promoter Group

	Category & name of shareholder (I)	PAN (II)	No. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV) + (V) + (VI)	Share holding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Share holding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2) (XI) = (V II) + (X)	Number of locked in Shares**		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form (XIV)
									No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (B)	No. (c)	As a % of total shares held (B)	
									Class : X	Class : Y	Total								
(1)	Indian																		

(a)	Individual/Hindu Undivided Family	-	6	-	-	52,34,000	95.16	52,34,000	0	52,34,000	95.16	-	95.16	52,34,000	95.16	-	-	52,34,000
1.	Mr. NishantMitrassenMahimtura	AACP M1240 J	1	22,60,000	-	22,60,000	41.09	22,60,000	0	22,60,000	41.09	-	41.09	22,60,000	41.09	-	-	22,60,000
2.	Mr. RiyazEqbalGanji	AADP A6454 B	1	12,48,900	-	12,48,900	22.71	12,48,900	0	12,48,900	22.71	-	100.00	12,48,900	22.71	-	-	12,48
3.	Mrs. ReshmaRiyaz Ganji	AJDPG 4031D	1	12,35,100	-	12,35,100	22.45	12,35,100	0	12,35,100	22.45	-	22.45	12,35,100	22.45	-	-	12,35,100
4.	Mrs. SuchitraNishantMahimtura	AIRPM 5001A	1	3,50,000	-	3,50,000	6.36	3,50,000	0	3,50,000	6.36	-	6.36	3,50,000	6.36	-	-	3,50,000
5.	Mr.K. Seetharam Shetty	AUNP S7219 Q	1	70,000	-	70,000	1.27	70,000	0	70,000	1.27	-	1.27	70,000	1.27	-	-	70,000
6.	Mrs. Pushpalatha Shetty	AAKP S6584P	1	70,000	-	70,000	1.27	70,000	0	70,000	1.27	-	1.27	70,000	1.27	-	-	70,000
(b)		-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(c)	Financial Institutions /Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Any other (Body Corporate)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Sub-total (A) (1)	-	6	52,34,000	-	-	52,34,000	95.16	52,34,000	0	52,34,000	95.16	-	95.16	52,34,000	95.16	-	-	52,34,000
(2)	Foreign																		
(a)	Individual (Non-Resident Individual/Foreign Individual)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
(f)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	

	Sub-Total (A) (2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	-	6	52,34,000	-	-	52,34,000	95.16	52,34,000	0	52,34,000	95.16	-	95.16	52,34,000	95.16	-	-	52,34,000

**As on the date of this Prospectus 1 Equity Shares holds 1 vote.*

***Shall be locked-in on or before the date of allotment in this Issue.*

3. Shareholding Pattern of the Public shareholder.

	Category & name of shareholder	PAN	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares**		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form
									No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (B)	No. (a)	As a % of total shares held (B)	
									Classes : X	Class : Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI) = (VI I)+(X)	(XII)		(XIII)		(XIV)
(1)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	(B)(1)																		
(2)	Central Government/ State Government(s)/ President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(3)	Non-Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Individuals-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	-	2	11,000	-	-	11,000	-	11,000	-	11,000	0.21	11,000	0.21	11,000	0.21	-	-	11,000
	ii. Individual shareholders holding nominal share capital in excess of	-	2	2,55,000	-	-	2,55,000	-	2,55,000	0	2,55,000	4.63	2,55,000	4.63	2,55,000	4.63	-	-	2,55,000

	Rs. 2 lakhs.																		
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(3)	-	4	2,66,000	-	-	2,66,000	4.84	2,66,000	0	2,66,000	4.84	2,66,000	4.84	2,66,000	4.84	-	-	2,66,000
	Total Public Shareholding (B)-(B)(1)+(B)(2)+(B)(3)	-	4	2,66,000	-	-	2,66,000	4.84	2,66,000	0	2,66,000	4.84	2,66,000	4.84	2,66,000	4.84	-	-	2,66,000

*As on the date of this Prospectus 1 Equity Shares holds 1 vote.

**Shall be locked-in on or before the date of allotment in this Issue.

IV. Shareholding pattern of the Non-Promoter- Non Public shareholder

	Category & name of shareholder	P A N	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total shares held (B)	No. (Not Applicable)	As a % of total shares held (Not Applicable)	
									Class : X	Class : Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII) = (IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI) = (VI)+(X)	(XII)		(XIII)		(XIV)
(1)	Custodian/DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

q	Name of DR Holder (if applicable)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Employee Benefit Trust (Under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Non-Promoter-Non Public Shareholding (C)=(C)(1)+(C)(2)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

**In terms of SEBI circular bearing no. Cir/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing no. SEBI/Cir/ISD/05/2011, dated September 30, 2011, the Equity Shares held by the Promoters/Promoters Group Entities and atleast 50% of the Equity Shares held by the public shareholders have been dematerialised.*

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, 2015 one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of NSE (National Stock Exchange of India Limited) before commencement of trading of such Equity Shares.

B. Shareholding of our Promoters and Promoter Group

The table below presents the current shareholding pattern of our Promoters and Promoter Group (individuals).

Sr. No.	Name of the Shareholder	Pre – Issue		Post – Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
	Promoters				
1.	Mr. NishantMitrassenMahimtura	22,60,000	41.09	22,60,000	30.13
2.	Mr. RiyazEqbalGanji	12,48,900	22.71	12,48,900	16.65
3.	Mrs. ReshmaRiyazGanji	12,35,100	22.46	12,35,100	16.47
	Promoters Group				
1.	Mrs. SuchitraMahimtura	3,50,000	6.36	3,50,000	4.67
2.	Mr. K Seetharam Shetty	70,000	1.27	70,000	0.93
3.	Mrs. Pushpalatha S Shetty	70,000	1.27	70,000	0.93
	Total	52,34,000	95.16	52,34,000	69.78

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

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
Mr. NishantMitrassenMahimtura	22,60,000	4.47
Mr. RiyazEqbalGanji	12,48,900	5.00
Mrs. Reshma Riyaz Ganji	12,35,100	4.94

Equity Shares held by top Ten shareholders

Our top Ten shareholders and the number of Equity Shares held by them as on date of this Prospectus are as under:

Sr. No.	Name of shareholder	No. of Shares	% age of pre-Issue capital
1.	Mr. Nishant Mitrassen Mahimtura	22,60,000	41.09
2.	Mr. Riyaz Eqbal Ganji	12,48,900	22.71

Sr. No.	Name of shareholder	No. of Shares	% age of pre-Issue capital
3.	Mrs. Resham Riyaz Ganji	12,35,100	22.45
4.	Mrs. Suchitra Nishant Mahimtura	3,50,000	6.36
5.	Ms. Manisha Gupta	1,27,500	2.32
6.	Yatin Shah HUF	1,27,500	2.32
7.	Mr. K Seetharam Shetty	70,000	1.27
8.	Mrs. Pushpalatha S Shetty	70,000	1.27
9.	Ms. MamtaKapur	5,500	0.10
10.	Mr. Suresh Tiwari	5,500	0.10
	Total	55,00,000	100.00

Our top Ten shareholders and the number of Equity Shares held by them ten days prior to the date of this Prospectus are as under:

Sr. No.	Name of shareholder	No. of Shares	% age of pre-Issue capital
1.	Mr. Nishant Mitrasen Mahimtura	22,60,000	41.09
2.	Mr. Riyaz Eqbal Ganji	12,48,900	22.71
3.	Mrs. Resham Riyaz Ganji	12,35,100	22.45
4.	Mrs. Suchitra Nishant Mahimtura	3,50,000	6.36
5.	Ms. Manisha Gupta	1,27,500	2.32
6.	Yatin Shah HUF	1,27,500	2.32
7.	Mr. K Seetharam Shetty	70,000	1.27
8.	Mrs. Pushpalatha S Shetty	70,000	1.27
9.	Ms. MamtaKapur	5,500	0.10
10.	Mr. Suresh Tiwari	5,500	0.10
	Total	55,00,000	100.00

Our top three* shareholders and the number of Equity Shares held by them two years prior to date of this Prospectus are as under:

Sr. No.	Name of shareholder	No. of Shares	% age of then existing capital
1.	Mr. NishantMitrassenMahimtura	5,00,000	50.00
2.	Mr. RiyazEqbalGanji	2,50,000	25.00
3.	Mrs. ReshmaRiyazGanji	2,50,000	25.00
	Total	10,00,000	100.00

**Our Company had only three shareholders two years prior to the date of this Prospectus.*

11. There is no "Buyback", "Standby", or similar arrangement for the purchase of Equity Shares by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares offered through this Prospectus.
12. The Equity Shares, which are subject to lock-in, shall carry the inscription "non-transferable" and the non-transferability details shall be informed to the depository. The details of lock-in shall also be provided to the Stock Exchange before the listing of the Equity Shares.
13. As on the date of this Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
14. Except, as otherwise disclosed in the chapter titled "Objects of the Issue" beginning on page 79 of this Prospectus, we have not raised any bridge loans against the proceeds of the Issue.
15. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed in heading on "Basis of Allotment" beginning on Page 232 of this Prospectus.
16. The Equity Shares Issued pursuant to this Issue shall be fully paid-up at the time of Allotment, failing which no allotment shall be made.
17. Our Company has not issued any Equity Shares at a price less than the Issue Price in the last one year preceding the date of filing of this Prospectus except as mentioned below:

Date of Allotment of the Equity Shares	No. of Equity Shares Allotted	Face Value	Issue Price	Nature of Allotment	Nature of Consideration
September 06, 2016	8,09,400	10	10	Rights Issue	Cash
September 12, 2016	11,90,600	10	10	Rights Issue	Cash
Total	20,00,000				

18. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 43 (4) of SEBI (ICDR) Regulations, as amended from time to time.
19. Under subscription, if any, in any category, shall 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 NSE-EMERGE Platform.

20. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off while finalizing the basis of allotment to the nearest integer during finalizing the allotment, subject to minimum allotment lot. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased to ensure that 20% of the post issue paid-up capital is locked-in.
21. The Issue is being made through Fixed Price Method.
22. As on date of filing of this Prospectus with Stock Exchange, the entire issued share capital of our Company is fully paid-up. The Equity Shares offered through this Public Issue will be fully paid up.
23. On the date of filing this Prospectus with Stock Exchange, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Issue.
24. Our Company has not issued any Equity Shares out of revaluation reserves and not issued any bonus shares out of capitalization of revaluation reserves.
25. Lead Manager to the Issue viz. Sarthi Capital Advisors Private Limited and its associates do not hold any Equity Shares of our Company.
26. Our Company has not revalued its assets since incorporation.
27. Our Company has not made any Public Issue of any kind or class of securities since its incorporation.
28. There will be only one denomination of the Equity Shares of our Company unless otherwise permitted by law.
29. Our Company shall comply with such disclosure, and accounting norms as may be specified by SEBI from time to time.
30. 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 submission of this Prospectus with Stock Exchange until the Equity Shares to be issued pursuant to the Issue have been listed.
31. Except as disclosed in the Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) 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 Equity Shares) whether preferential or otherwise. However, during such period or a later date, it may issue Equity Shares or securities linked to Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
32. Our Company does not have any ESOS/ESPS scheme for our employees and we do not intend to allot any shares to our employees under ESOS/ESPS scheme from the proposed Issue. As and when, options are granted to our employees under the ESOP scheme, our Company shall comply with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Plan) Guidelines 1999.
33. An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
34. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
35. Our Company has Ten (10)shareholders as on the date of filing of this Prospectus.

OBJECTS OF THE ISSUE

Our Company proposes to utilize the funds which are being raised towards funding the following objects and achieve the benefits of listing on the NSE Emerge Platform.

The objects of the Issue are: -

1. To set up 4 new stores;
2. To meet the working capital requirements of our Company including margin money;
3. General Corporate Purposes;
4. Issue Expenses.

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution.

FUND REQUIREMENTS:

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.

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

(Rs. In lakhs)

Sr. No.	Particulars	Total
1.	To set up 4 new stores	400.00
2.	Working Capital Requirements	700.00
3.	General Corporate Purposes	220.00
4.	*Issue Expenses	40.00
	Total	1,360.00

** As on December 09, 2016, our Company has incurred a sum of Rs. 8,88,275/- (Rupees Eight Lacs Eighty Eight Thousand Two Hundred Seventy Five only) towards issue expenses.*

The requirements of the objects detailed above are intended to be funded from the Proceeds of the Issue. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed Issue.

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy, as discussed further below.

In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt.



We may have to revise our fund requirements and deployment as a result of changes in commercial and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the fund requirements and increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management. In case of any shortfall or cost overruns, we intend to meet our estimated expenditure from internal accruals and/or debt. In case of any such re-schedulement, it shall be made by compliance of the relevant provisions of the Companies Act 1956 / Companies Act, 2013.

DETAILS OF UTILIZATION OF ISSUE PROCEEDS

1. Set up 4 new Stores

We plan to leverage the brand equity enjoyed by our brand, “LIBAS RIYAZ GANGJI” to selectively expand within domestic markets. Currently, we have stores in Maharashtra & Punjab and we have an International store in Dubai (UAE). As we aim to expand our business, we are targeting to open new stores in Chennai/Hyderabad, Kolkata and 2 new stores in Delhi NCR. We propose to utilize a sum of Rs. 400.00 lakhs towards setup of new stores in the FY 2016-17 and FY 2017-18. The time period for set up of a store is dependent on its size and geographical location of the store.

We have identified locations for setting up of new stores. All the expenses for such setup will be paid through the Issue Proceeds. We have not entered into any specific agreement for the proposed setup of stores but have severally identified the locations and cost estimates for opening of each store. The cost of store is merely an estimate and actual price at which the stores will be taken on lease may be different.

The estimated cost for establishment of the new stores primarily comprises of costs towards:

- (i) Payment of security deposit;
- (ii) Interior costs;
- (iii) Inauguration costs.

The table below sets forth the total estimated costs for establishment of 4 new stores:

Particulars	Total Estimated Costs (Rs in Lakhs)
Security Deposits	48.00
Interior Costs	304.00
Inauguration Costs	48.00
Total	400.00

Security Deposits: We propose to utilize an amount of Rs 12.00 lakhs per store i.e. Rs. 48.00 lakhs in aggregate out of the Net proceeds of the Issue towards payment of security deposit for new stores. This amount is computed on the basis of approximately three months rent to be paid in advance, which is based on our internal estimates of rent payable for the new stores.

Interior Costs: Interior costs will include expenses in relation to furniture, fixtures, fit-outs, painting, plumbing & drainage works, fire-fighting and safety equipment. We have estimated that interior costs will aggregate approximately to Rs. 76.00 lakhs per store i.e. Rs. 304.00 Lakhs in aggregate.

Inauguration Costs: We propose to make grand openings of our stores which will cost us a considerable amount. The costs here includes refreshment, decoration and inviting celebrities. We propose to utilize an amount of Rs 12.00 lakhs per store i.e. Rs. 48.00 lakhs in aggregate out of the Net proceeds.

None of our Promoters or Directors or Group Companies have any interest in the proposed procurement of any store as stated above. The Promoters do not have any interest in any entities from whom quotations have been obtained.

2. Working Capital Requirements

(Rs. in Lakhs)

Particulars	2014-15 (Audited)	2015-16 (Audited)	2016-17 (Estimated)
Current Assets			
Cash & Cash Equivalents	20.69	23.59	692.77
Trade Receivables	557.81	899.05	1,066.67
Inventories	530.75	806.10	1,077.17
Other Current Assets	160.85	31.40	296.03
Total (A)	1,270.10	1,760.14	3,132.64
Current Liabilities			
Trade Payables	332.78	658.95	213.33
Other Current Liabilities	15.00	10.63	50.00
Statutory liabilities	17.66	30.91	30.00
Short Term Provisions	50.47	62.43	86.03
Total (B)	415.91	762.92	379.37
Net Working Capital (A)-(B)	854.19	997.22	2,753.27
Sources Of Working Capital			
Fund Based Borrowings	-	616.20	1,100.00*
IPO Proceeds			700.00
Internal Sources/Share Capital			953.27

*Subject to opening of 4 stores as aforesaid.

The Company's business is working capital intensive and they avail their working capital in the ordinary course of business from Union Bank of India. As on March 31, 2015 and March 31, 2016 the Company's net working capital consisted of Rs. 854.19 Lakhs and Rs. 997.22 Lakhs respectively.

The total working capital requirement for the year 2016-17 is expected to be Rs. 2,753.27 Lakhs. The incremental working capital requirement for the year ended 2016-17 will be Rs. 1756.05 Lakhs which will be met through the Net Proceeds to the extent of Rs. 700.00 lakhs and the balance portion will be met through working capital loans and Internal sources/share capital.

BASIS OF ESTIMATION

The incremental working capital requirements are based on historical Company data and estimation of the future requirements in FY 2016-17 considering the growth in activities of our Company and in line with norms generally accepted by banker(s).

We have estimated future working capital requirements based on the following:

(No. of Days)

Particulars	Basis	2014-15	2015-16	2016-17
Trade Receivables	Sales	114	151	120
Inventory	Materials	53	62	60
	Purchases			

	Finished Goods	Cost of Production	83	98	90
Trade Payables		Purchases	86	132	30

The creditors have reduced substantially as our company would be utilizing Issue proceeds for better cash management.

GENERAL CORPORATE PURPOSE

Our Company intends to deploy the balance Net Proceeds aggregating to Rs. 220.00 lakhs for General Corporate Purposes as decided by our Board from time to time, including but not restricted to, strategic initiatives, strengthening our marketing network & capability, meeting exigencies, brand building exercises in order to strengthen our operations. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for General Corporate Purposes.

ISSUE RELATED EXPENSES

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. 40.00 Lakhs.

(Rs. in Lakhs)

Expenses	Expenses (Rs. in Lakhs)	Expenses (% of total Issue expenses)	Expenses (% of Issue size)
Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Registrars, Market Makers, Bankers etc.	35.00	87.50	2.57
Regulatory Fees & Other Expenses	5.00	12.50	0.37
Total estimated Issue expenses	40.00	100.00	2.94

Deployment of Funds:

As estimated by our management, the entire proceeds from the Issue shall be utilized as follows:

(Rs. In Lakhs)

Particulars	Total Funds required	Amount incurred till December 09, 2016	Balance deployment during FY 2016-17	Balance deployment during FY 2017-18
Set up of 4 Stores	400.00	-	100.00	300.00
Working Capital	700.00	-	700.00	-
General Corporate Purpose	220.00	-	220.00	-
*Issue Expenses	40.00	8.88	31.12	-
Total	1360.00	8.88	1051.12	300.00

* As on December 09, 2016, our Company has incurred a sum of Rs. 8,88,275/- (Rupees Eight Lacs Eighty Eight Thousand Two Hundred Seventy Five only) towards issue expenses.

M/s. V.A. Mishra & Associates, Statutory Auditor have vide certificate dated December 09, 2016 confirmed that as on December 09, 2016 following funds were deployed for the proposed Objects of the Issue:

Source	Estimated Amount (in lakhs)
Internal Accruals	8.88
Total	8.88

MEANS OF FINANCE

(Rs. in Lakhs)

Particulars	Estimated Amount
Net Proceeds	1360.00
Internal Accruals	Nil
Total	1360.00

APPRAISAL BY APPRAISING AGENCY

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

INTERIM USE OF FUNDS

Pending utilization for the purposes described above, we intend to deposit the funds with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertakes that full recovery of the said deposit shall be made without any sort of delays as and when need arises for utilization of proceeds for the objects of the issue.

BRIDGE FINANCING FACILITIES

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Prospectus, which are proposed to be repaid from the Net Proceeds. However, depending on business exigencies, our Company may consider raising bridge financing for the Net Proceeds for Object of the Issue.

MONITORING UTILIZATION OF FUNDS

As the Net Proceeds of the Issue will be less than Rs. 50,000 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 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

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

VARIATION IN OBJECTS

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

BASIS FOR ISSUE PRICE

The Issue Price of Rs. 68 per Equity Share has been 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. 68 per Equity Share and is 6.8 times the face value.

QUALITATIVE FACTORS

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

- Established and proven track record;
- Reputed Brand “LIBAS RIYAZ GANGJI”
- Key customer base for our brand;
- Strong in-house design facilities;
- Leveraging the experience of our Promoters;
- Experienced management team;

For further details, refer to heading ‘*Our Strengths*’ under chapter titled ‘*Our Business*’ beginning on page 103 of this Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the restated financial statements of the Company for Financial Year 2013-14, 2014-15 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 Earnings per Share (EPS) as per Accounting Standard 20:

Year ended	EPS (Rs.)	Weight
March 31, 2014	0.95	1
March 31, 2015	1.01	2
March 31, 2016	2.60	3
Weighted Average	1.80	

Note: The EPS has been computed by dividing net profit as restated, attributable to equity shareholders by weighted average number of equity shares outstanding during the year.

2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 68 per Equity Share of face value of Rs. 10/- each.

Particulars	P/E Ratio
P/E ratio based on Basic EPS for FY 2015-16	26.15
P/E ratio based on Weighted Average EPS	37.78

3. Average Return on Net worth (Ron) for the preceding three years.

Return on Net Worth (“Ron”) as per restated financial statements

Year ended	Ron (%)	Weight
March 31, 2014	14.69	1
March 31, 2015	13.43	2
March 31, 2016	25.77	3
Weighted Average	19.81	

Note: The Ron has been computed by dividing net profit after tax as restated, by Net Worth as at the end of the year excluding miscellaneous expenditure to the extent not written off.

4. Minimum Return on Total Net Worth after Issue needed to maintain Pre-Issue EPS for the year ended March 31, 2016 – 10.19%

5. Net Asset Value (NAV)

Particulars	Amount (Rs.)
Net Asset Value per Equity Share as of March 31, 2016 (After Bonus effect)	10.09
Net Asset Value per Equity Share after the Issue	25.51
Issue Price per equity share	68.00

NAV per Equity Share has been calculated as Net Worth as divided by number of Equity Shares

6. Comparison with other listed companies/Industry peers

We believe that there are no listed companies in India which are solely engaged in same type of business like ours. Hence a strict comparison is not possible.

The Company in consultation with the Lead Manager and after considering various valuation fundamentals including Book Value and other relevant factors believes that the issue price of Rs. 68.00 per share for the Public Issue is justified in view of the above parameters. The investors may also want to pursue the Risk Factors beginning on page 19 of this Prospectus and Financials of the company as set out in the Financial Statements beginning on page 156 of this Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is Rs. 10 per share and the Issue Price is 6.80 times of the face value i.e. Rs. 68 per share.

For further details see “Risk Factors” beginning on page 19 of this Prospectus and the financials of the Company including profitability and return ratios, as set out in the “Financial Statements” beginning on page 156 of this Prospectus for a more informed view.

STATEMENT OF TAX BENEFITS

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

To,
The Board of Directors
Libas Designs Limited
Gala No. 55, Apaki Industrial Premises Co-operative Society Limited,
Plot No. 246, Masrani Lane, Kurla (W),
Mumbai – 400070, Maharashtra..

We hereby confirm that the enclosed annexure, prepared by **Libas Designs Limited** ('the Company'), states the possible 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 is based on the business imperatives, the company or its shareholders may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure are not exhaustive and the preparation of the contents stated 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 hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue.

Our confirmation is based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. We do not express any opinion or provide any assurance as to whether:

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

For **V.A. Mishra & Associates**

Chartered Accountants
F.R.N. 106435W

V.A. Mishra
Proprietor
M.No. 040896

Place: Mumbai
Date: November 30, 2016

ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO LIBAS DESIGNSLIMITED AND ITS SHAREHOLDERS

Outlined below are the possible benefits available to the Company and its shareholders under the current direct tax laws in India for the Financial Year 2016-17.

Benefits to the Company under the Income Tax Act, 1961 (The “Act”)

1. General tax benefits

A. Business Income

The Company is entitled to claim depreciation on specified tangible and intangible assets owned by it and used for the purpose of its business as per provisions of Section 32 of the Act. Business losses, if any, for an assessment year can be carried forward and set off against business profits for eight subsequent years. Unabsorbed depreciation, if any, for an assessment year can be carried forward and set off against any source of income in subsequent years as per provisions of Section 32 of the Act.

B. MAT Credit

- As per provisions of Section 115JAA of the Act, the Company is eligible to claim credit for Minimum Alternate Tax (“MAT”) paid for any assessment year commencing on or after April 1, 2006 against normal income-tax payable in subsequent assessment years.
- As per Section 115JB, Minimum Alternate Tax (“MAT”) is payable @18.5% of the Book profits computed in accordance with the provisions of this section, where income-tax computed under the normal provisions of the Act is less than 18.5% of the Book profits as computed under the said section. A surcharge on income tax of 7% would be levied if the total income exceeds `10 million but does not exceed Rs 100 million. A surcharge at the rate of 12% would be levied if the total income exceeds Rs 100 million. Education cess of 2% and Secondary Higher Education cess of 1% is levied on the amount of tax and surcharge.
- MAT credit shall be allowed for any assessment year to the extent of difference between the tax payable as per the normal provisions of the Act and the tax paid under Section 115JB for that assessment year. Such MAT credit is available for set-off up to ten years succeeding the assessment year in which the MAT credit arises.

C. Capital Gains

(i) Computation of capital gains

- Capital assets are to be categorized into short - term capital assets and long – term capital assets based on the period of holding. All capital assets, being shares held in a Company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under section 10(23D) of the Act or a zero coupon bond, held by an assessee for more than twelve months are considered to be long - term capital assets, capital gains arising from the transfer of which are termed as long - term capital gains (‘LTCG’). In respect of any other capital assets, the holding period should exceed thirty - six months to be considered as long - term capital assets.
- Short - term capital gains (‘STCG’) means capital gains arising from the transfer of capital asset being a share held in a Company or any other security listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under clause (23D) of Section 10 or a zero coupon bonds, held by an assessee for twelve months or less.
- In respect of any other capital assets, STCG means capital gains arising from the transfer of an asset, held by an assessee for thirty six months or less.
- LTCG arising on transfer of equity shares of a Company or units of an equity oriented fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D) is exempt from tax as per provisions of Section 10(38) of the Act, provided the transaction is chargeable to securities transaction tax (STT) and subject to conditions specified in that section.

- Income by way of LTCG exempt under Section 10(38) of the Act is to be taken into account while determining book profits in accordance with provisions of Section 115JB of the Act.
 - As per provisions of Section 48 of the Act, LTCG arising on transfer of capital assets, other than bonds and debentures (excluding capital indexed bonds issued by the Government) and depreciable assets, is computed by deducting the indexed cost of acquisition and indexed cost of improvement from the full value of consideration.
 - As per provisions of Section 112 of the Act, LTCG not exempt under Section 10(38) of the Act are subject to tax at the rate of 20% with indexation benefits. However, if such tax payable on transfer of listed securities or units or zero coupon bond exceed 10% of the LTCG (without indexation benefit), the excess tax shall be ignored for the purpose of computing the tax payable by the assessee.
 - As per provisions of Section 111A of the Act, STCG arising on sale of equity shares or units of equity oriented mutual fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)), are subject to tax at the rate of 15% provided the transaction is chargeable to STT. No deduction under Chapter VIA is allowed from such income
 - STCG arising on sale of equity shares or units of equity oriented mutual fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)), where such transaction is not chargeable to STT is taxable at the rate of 30%.
 - As per provisions of Section 71 read with Section 74 of the Act, short - term capital loss arising during a year is allowed to be set-off against short - term as well as long - term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years.
 - As per provisions of Section 71 read with Section 74 of the Act, long - term capital loss arising during a year is allowed to be set-off only against long - term capital gains. Balance loss, if any, shall be carried forward and set-off against long – term capital gains arising during subsequent eight assessment years.
- (ii) Exemption of capital gains from income – tax
- Under Section 54EC of the Act, capital gain arising from transfer of long – term capital assets [other than those exempt u/s 10(38)] shall be exempt from tax, subject to the conditions and to the extent specified therein, if the capital gain are invested within a period of six months from the date of transfer in the bonds redeemable after three years and issued by -:
 1. National Highway Authority of India (NHAI) constituted under Section 3 of National Highway Authority of India Act, 1988; and
 2. Rural Electrification Corporation Limited (REC), a company formed and registered under the Companies Act, 1956.
 - Where a part of the capital gains is reinvested, the exemption is available on a proportionate basis. The maximum investment in the specified long term asset cannot exceed Rs 50,00,000 per assessee during any financial year.
 - Where the new bonds are transferred or converted into money within three years from the date of their acquisition, the amount so exempted is taxable as capital gains in the year of transfer / conversion.
 - As per provision of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.
 - The characterization of the gain / losses, arising from sale / transfer of shares as business income or capital gains would depend on the nature of holding and various other factors.

D. Securities Transaction Tax

As per provisions of Section 36(1) (xv) of the Act, STT paid in respect of the taxable securities transactions entered into in the course of the business is allowed as a deduction if the income arising from such taxable securities transactions is included in the income computed under the head 'Profit and gains of business or profession'. Where such deduction is claimed, no further deduction in respect of the said amount is allowed while determining the income chargeable to tax as capital gains.

E. Dividends

- As per provisions of Section 10(34) read with Section 115-O of the Act, dividend (both interim and final), if any, received by the Company on its investments in shares of another Domestic Company is exempt from tax. The Company will be liable to pay dividend distribution tax (DDT) at the rate of 15%. A surcharge of 12% would be levied on the amount of DDT. Further, Education cess of 2% and Secondary Higher Education cess of 1% is levied on the amount of tax and surcharge. Credit in respect of dividend distribution tax paid by a subsidiary of the Company could be available while determining the dividend distribution tax payable by the Company as per provisions of Section 115-O (1A) of the Act, subject to fulfillment of prescribed conditions.
- As per provisions of Section 10(35) of the Act, income received in respect of units of a mutual fund specified under Section 10(23D) of the Act (other than income arising from transfer of such units) is exempt from tax.
- As per provisions of Section 80G of the Act, the Company is entitled to claim deduction of as specified amount in respect of eligible donations, subject to the fulfillment of the conditions specified in that section.
- As per the provisions of Section 115BBD of the Act, dividend received by Indian company from a specified foreign company (in which it has shareholding of 26% or more) would be taxable at the concessional rate of 15% on gross basis (excluding surcharge and education cess).

Benefits to the Resident members / shareholders of the Company under the Act

A. Dividends exempt under section 10(34) of the Act

As per the provisions of Section 10(34) of the Act, dividend (both interim and final), if any, received by the resident members / shareholders from the Company is exempt from tax. The Company will be liable to pay dividend distribution tax at the rate of 15% plus a surcharge as applicable, on the dividend distribution tax and education cess and secondary and higher education cess of 2% and 1% respectively on the amount of dividend distribution tax and surcharge thereon on the total amount distributed as dividend. In respect of individual, Hindu Undivided Family or a firm, resident in India, includes any income in aggregate exceeding ten lakh rupees by way of Dividends declared, distributed or paid by a domestic company or companies then u/s. 115BBDA on the dividend exceeding Rs. 10,00,000 income tax at 10 % shall be payable. No deduction in respect of any expenditure or allowance or set off of loss shall be allowed to the assessee under any provision of this Act in computing the income by way of dividends.

B. Capital Gains

(i) Computation of capital gains

- Capital assets are to be categorized into short - term capital assets and long - term capital assets based on the period of holding. All capital assets, being share held in a Company or any other securities listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under section 10(23D) of the Act or a zero coupon bond, held by an assessee for more than twelve months are considered to be long - term capital assets, capital gains arising from the transfer of which are termed as LTCG. In respect of any other capital assets, the holding period should exceed thirty – six months to be considered as long - term capital assets.

- STCG means capital gains arising from the transfer of capital asset being a share held in a Company or any other securities listed in a recognized stock exchange in India or unit of the Unit Trust of India or a unit of a mutual fund specified under clause (23D) of Section 10 or a zero coupon bonds, held by an assessee for twelve months or less.
 - In respect of any other capital assets, STCG means capital gain arising from the transfer of an asset, held by an assessee for thirty six months or less.
 - LTCG arising on transfer of equity shares of a Company or units of an equity oriented fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)) is exempt from tax as per provisions of Section 10(38) of the Act, provided the transaction is chargeable to STT and subject to conditions specified in that section.
 - As per first proviso to Section 48 of the Act, the capital gains arising on transfer of share of an Indian Company need to be computed by converting the cost of acquisition, expenditure incurred in connection with such transfer and full value of the consideration receiving or accruing as a result of the transfer, into the same foreign currency in which the shares were originally purchased. The resultant gains thereafter need to be reconverted into Indian currency. The conversion needs to be at the prescribed rates prevailing on dates stipulated. Further, the benefit of indexation as provided in second proviso to Section 48 is not available to non-resident shareholders.
 - As per provisions of Section 112 of the Act, LTCG not exempt under Section 10(38) of the Act are subject to tax at the rate of 20% (plus applicable surcharge and cess) with indexation benefits. However, if such tax payable on transfer of listed securities or units or zero coupon bond exceed 10% of the LTCG (without indexation benefit), the excess tax shall be ignored for the purpose of computing the tax payable by the assessee. As per provisions of Section 111A of the Act, STCG arising on sale of equity shares or units of equity oriented mutual fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)), are subject to tax at the rate of 15% (plus applicable surcharge and cess) provided the transaction is chargeable to STT. No deduction under Chapter VIA is allowed from such income.
 - STCG arising on sale of equity shares or units of equity oriented mutual fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D)), where such transaction is not chargeable to STT is taxable at the rate of 30%.
 - As per provisions of Section 71 read with Section 74 of the Act, short - term capital loss arising during a year is allowed to be set-off against short - term as well as long – term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years.
 - As per provisions of Section 71 read with Section 74 of the Act, long - term capital loss arising during a year is allowed to be set-off only against long - term capital gains. Balance loss, if any, shall be carried forward and set-off against long - term capital gains arising during subsequent 8 assessment years.
- (ii) Exemption of capital gains arising from income – tax
- As per Section 54EC of the Act, capital gains arising from the transfer of a long – term capital asset are exempt from capital gains tax if such capital gains are invested within a period of six months after the date of such transfer in specified bonds issued by NHAI and REC and subject to the conditions specified therein.
 - Where a part of the capital gains is reinvested, the exemption is available on a proportionate basis. The maximum investment in the specified long - term asset cannot exceed Rs 5,000,000 per assessee during any financial year
 - Where the new bonds are transferred or converted into money within three years from the date of their acquisition, the amount so exempted is taxable as capital gains in the year of transfer / conversion.
 - As per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.
 - The characterization of the gain / losses, arising from sale / transfer of shares as business income or capital gains would depend on the nature of holding and various other factors.

- In addition to the same, some benefits are also available to a resident shareholder being an individual or Hindu Undivided Family ('HUF').
- As per provisions of Section 54F of the Act, LTCG arising from transfer of shares is exempt from tax if the net consideration from such transfer is utilized within a period of one year before, or two years after the date of transfer, for purchase of a new residential house, or for construction of residential house within three years from the date of transfer and subject to conditions and to the extent specified therein.

C. Tax Treaty Benefits

As per provisions of Section 90 (2) of the Act, non-resident shareholders can opt to be taxed in India as per the provisions of the Act or the double taxation avoidance agreement entered into by the Government of India with the country of residence of the non-resident shareholder, whichever is more beneficial.

D. Non-Resident Taxation

Special provisions in case of Non-Resident Indian ('NRI') in respect of income / LTCG from specified foreign exchange assets under Chapter XII-A of the Act are as follows:

- NRI means a citizen of India or a person of Indian origin who is not a resident. A person is deemed to be of Indian origin if he, or either of his parents or any of his grandparents, were born in undivided India.
- Specified foreign exchange assets include shares of an Indian company which are acquired / purchased / subscribed by NRI in convertible foreign exchange.
- As per provisions of Section 115E of the Act, LTCG arising to a NRI from transfer of specified foreign exchange assets is taxable at the rate of 10% (plus education cess and secondary & higher education cess of 2% and 1% respectively).
- As per provisions of Section 115E of the Act, income (other than dividend which is exempt under Section 10(34)) from investments and LTCG (other than gain exempt under Section 10(38)) from assets (other than specified foreign exchange assets) arising to a NRI is taxable at the rate of 20% (education cess and secondary & higher education cess of 2% and 1% respectively). No deduction is allowed from such income in respect of any expenditure or allowance or deductions under Chapter VI-A of the Act.
- As per provisions of Section 115F of the Act, LTCG arising to a NRI on transfer of a foreign exchange asset is exempt from tax if the net consideration from such transfer is invested in the specified assets or savings certificates within six months from the date of such transfer, subject to the extent and conditions specified in that section.
- As per provisions of Section 115G of the Act, where the total income of a NRI consists only of income / LTCG from such foreign exchange asset / specified asset and tax thereon has been deducted at source in accordance with the Act, the NRI is not required to file a return of income.
- As per provisions of Section 115H of the Act, where a person who is a NRI in any previous year, becomes assessable as a resident in India in respect of the total income of any subsequent year, he / she may furnish a declaration in writing to the assessing officer, along with his / her return of income under Section 139 of the Act for the assessment year in which he / she is first assessable as a resident, to the effect that the provisions of the Chapter XII-A shall continue to apply to him / her in relation to investment income derived from the specified assets for that year and subsequent years until such assets are transferred or converted into money.
- As per provisions of Section 115I of the Act, a NRI can opt not to be governed by the provisions of Chapter XII-A for any assessment year by furnishing return of income for that assessment year under Section 139 of the Act, declaring therein that the provisions of the chapter shall not apply for that assessment year. In such a situation, the other provisions of the Act shall be applicable while determining the taxable income and tax liability arising thereon.

Benefits available to Foreign Institutional Investors ('FIIs') under the Act

A. Dividends exempt under section 10(34) of the Act

As per provisions of Section 10(34) of the Act, dividend (both interim and final), if any, received by a shareholder from a domestic Company is exempt from tax. The Company will be liable to pay dividend distribution tax at the rate of 15% plus a surcharge as applicable on the dividend distribution tax and education cess and secondary and higher education cess of 2% and 1% respectively on the amount of dividend distribution tax and surcharge thereon on the total amount distributed as dividend.

B. Long – Term Capital Gains exempt under section 10(38) of the Act

- LTCG arising on sale equity shares of a company subjected to STT is exempt from tax as per provisions of Section 10(38) of the Act. It is pursuant to note that as per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.
- It is pertinent to note that as per provisions of Section 14A of the Act, expenditure incurred to earn an exempt income is not allowed as deduction while determining taxable income.

C. Capital Gains

- As per provisions of Section 115AD of the Act, income (other than income by way of dividends referred to Section 115-O) received in respect of securities (other than units referred to in Section 115AB) is taxable at the rate of 20% (plus applicable surcharge and education cess and secondary & higher education cess). No deduction is allowed from such income in respect of any expenditure or allowance or deductions under Chapter VI-A of the Act.
- As per provisions of Section 115AD of the Act, capital gains arising from transfer of securities is taxable as follows:

Nature of income	Rate of tax (%)
LTCG on sale of equity shares not subjected to STT	10%
STCG on sale of equity shares subjected to STT	15%
STCG on sale of equity shares not subjected to STT	30%

- For corporate FIIs, the tax rates mentioned above stands increased by surcharge (as applicable) where the taxable income exceeds Rs 10,000,000. Further, education cess and secondary and higher education cess on the total income at the rate of 2% and 1% respectively is payable by all categories of FIIs.
- The benefit of exemption under Section 54EC of the Act mentioned above in case of the Company is also available to FIIs.

D. Securities Transaction Tax

As per provisions of Section 36(1)(xv) of the Act, STT paid in respect of the taxable securities transactions entered into in the course of the business is allowed as a deduction if the income arising from such taxable securities transactions is included in the income computed under the head 'Profit and gains of business or profession'. Where such deduction is claimed, no further deduction in respect of the said amount is allowed while determining the income chargeable to tax as capital gains.

E. Tax Treaty benefits

- As per provisions of Section 90(2) of the Act, FIIs can opt to be taxed in India as per the provisions of the Act or the double taxation avoidance agreement entered into by the Government of India with the country of residence of the FII, whichever is more beneficial
- The characterization of the gain / losses, arising from sale / transfer of shares as business income or capital gains would depend on the nature of holding and various other factors



Benefits available to Mutual Funds under the Act

- a) Dividend income, if any, received by the shareholders from the investment of mutual funds in shares of a domestic Company will be exempt from tax under section 10(34) read with section 115 O of the Act.
- b) As per provisions of Section 10(23D) of the Act, any income of mutual funds registered under the Securities and Exchange Board of India, Act, 1992 or Regulations made there under, mutual funds set up by public sector banks or public financial institutions and mutual funds authorized by the Reserve Bank of India, is exempt from income-tax, subject to the prescribed conditions.

Note: 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.

For **V.A. Mishra & Associates**

Chartered Accountants

F.R.N. 106435W

V.A. Mishra

Proprietor

M.No. 040896

Place: Mumbai

Date: November 30, 2016

SECTION IV- ABOUT THE COMPANY

OUR INDUSTRY

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and other industry sources. Neither we nor any other person connected with this Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly investment decisions should not be based on such information.

OVERVIEW OF INDIAN ECONOMY

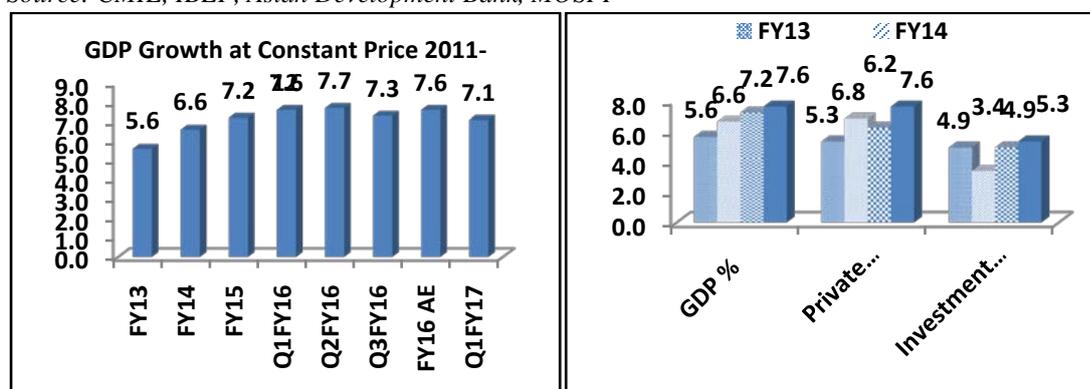
India, a South Asian nation, is the seventh-largest country by area, the second-most populous country with over 1.25 billion people, and the most populous democracy in the world. India is the fourth largest economy in the world in terms of purchasing power parity (PPP). India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). According to the Economic Survey 2015-16, the Indian economy will continue to grow more than 7% in 2016-17. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, RBI's inflation focus supported by benign global commodity prices.

India was ranked the highest globally in terms of consumer confidence during October-December quarter of 2015, continuing its earlier trend of being ranked the highest during first three quarters of 2015, as per the global consumer confidence index created by Nielsen.

According to IMF World Economic Outlook Update (January 2016), Indian economy is expected to grow at 7-7.75% during FY 2016-17, despite the uncertainties in the global market. The Economic Survey 2015-16 had forecasted that the Indian economy will growing by more than 7% for the third successive year 2016-17 and can start growing at eight per cent or more in next two years.

The steps taken by the government in recent times have shown positive results as India's gross domestic product (GDP) at factor cost at constant (2011-12) prices 2015-16 is Rs 113.5 trillion (US\$ 1.668 trillion), as against Rs 105.5 trillion (US\$ 1.55 trillion) in 2014-15, registering a growth rate of 7.6%. The economic activities which witnessed significant growth were 'financing, insurance, real estate and business services' at 11.5% and 'trade, hotels, transport, communication services' at 10.7%.

Source: CMIE, IBEF, Asian Development Bank, MOSPI



Source: MOSPI, CSO, Base year 2011-12

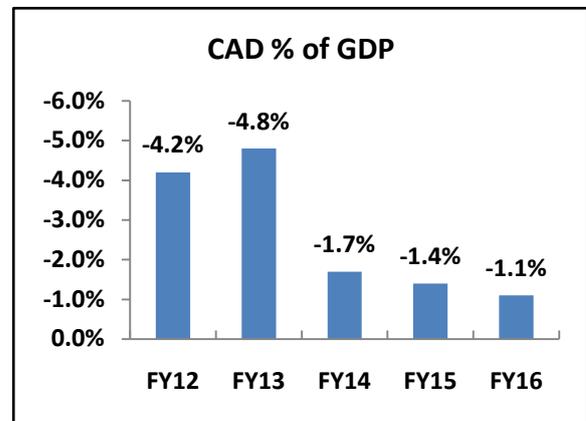
Indian GDP (at 2011-12 prices) revived to 7.3% in Q2FY17 as compared to 7.1% in the previous quarter and 7.7% in Q2FY16. The acceleration in the GDP growth was driven by the marked improvement in the agriculture

sector, while this growth momentum is not likely to sustain in the coming quarter due to the disruption in the economy caused by government’s latest move to abolish high-denomination notes.

Gross value added (GVA), which is adjusted for subsidies and taxes to arrive at GDP, grew at 7.1% v/s 7.3% (each) in Q1FY17 and Q2FY17. Within the three broad sectors of the economy, growth in industry and services sectors eased compared to previous quarter, while agriculture showed the significant improvement. Agriculture sector output increased to a 10-quarter high at 3.3% in the just-concluded quarter v/s 1.8% in Q1FY17 and 2.0% in Q2FY16 as near normal monsoon this season has boosted kharif crops production. Services sector GVA eased to 8.9% (9.6% in Q1FY17 and 9.0% in Q2FY16) on the bank of low growth in trade, hotel and restaurants segment and financial services. Meanwhile, the growth in services sector was supported by the improved output of public adm., defence and other services segment (12.5% in Q2FY17 v/s 12.3% in Q1FY17 and 6.9% in Q2FY16) sharply benefitted from the rise in the growth of the union government’s total expenditure. Industrial output grew by just 5.2% in reported quarter (6.3% in Q2FY16 and 6.0% in Q1FY17) on account of poor performance of mining and manufacturing sectors.

CURRENT ACCOUNT DEFICIT

For the entire 2015-16 fiscal, CAD stood at 22.1 billion 1.1% of the GDP as against 26.8 billion 1.8% for 2014-15, according to Reserve Bank of India data. India's current account deficit (CAD) declined sharply to \$0.3 billion 0.1% of Gross Domestic Product in the fourth quarter of ended March 2016 (FY16) from \$ 7.1 billion 1.3%, in third quarter ended December 2015, on account of lower trade gap. The trade deficit in the fourth quarter of FY16 stood at \$24.8 billion compared to \$31.6 billion in Q4 of 2014-15. The country's trade deficit was \$130.1 billion for FY16 while for FY15 it stood at \$144.9 billion. Balance of Payments (BOP) stayed in positive territory with accretion of \$3.3 billion to India's Foreign exchange reserves in Q4 2015-16. The overall BOP during the fiscal FY16 moderated to \$17.9 billion from \$ 61.06 billion in 2014-15.

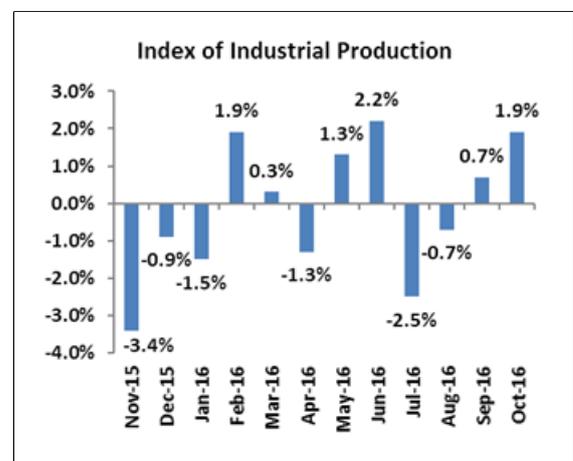


Source: RBI

INDEX OF INDUSTRIAL PRODUCTION

Index of Industrial Production

India’s factory output, as measured by index of industrial production (IIP), contracted 1.9% in October after rising 0.7% in September. Data released by the Central Statistics Office showed that in October, both mining and manufacturing contracted while electricity registered positive growth. While mining shrank 1.1%, manufacturing contracted by 2.4%. Electricity generation grew 1.1%. But worryingly, capital goods production—a key indicator of the investment demand in the economy—contracted for the twelfth consecutive month, by 26%. Consumer goods production also contracted in October after registering positive growth for five consecutive months. Consumer goods declined by 1.2%, with non-durable goods falling by 3.0% and growth in consumer durable goods moderating to 0.2%.



Source: RBI

FOREIGN DIRECT INVESTMENTS

According to Department of Industrial Policy and Promotion (DIPP), the total FDI investments India received in FY 2015-16 (April 2015-March 2016) was US\$ 40 billion, indicating that government's effort to improve ease of doing business and relaxation in FDI norms is yielding results.

Data for FY 2015-16 indicates computer hardware and software segment attracted the highest FDI equity inflow of US\$ 6.9 billion, followed by the computer hardware and software sector (US\$ 5.9 billion). Most recently, the total FDI equity inflows for the month of March 2016 touched US\$ 2.47 billion as compared to US\$ 2.12 billion in the same period last year.

During FY2015-16, India received the maximum FDI equity inflows from Singapore at US\$ 13.69 billion, followed by Mauritius (US\$ 8.35 billion), USA (US\$ 4.19 billion), Netherlands (US\$ 2.64 billion) and Japan (US\$ 2.61 billion). Healthy inflow of foreign investments into the country helped India's balance of payments (BoP) situation and stabilised the value of rupee.

FDI in India witnessed an increase of 29% and reached US\$ 40 billion during April 2015-March 2016 as compared to US\$ 30.93 billion in the same period last year.

According to the data released by Grant Thornton India, the total merger and acquisitions (M&A) and private equity (PE) deals in the month of April 2016 were valued at US\$ 5.5 billion (100 deals), which is 2.2 times higher as compared to April 2015.

India has also overtaken China as world's top foreign direct investment (FDI) destination with US\$ 63 billion of FDI announced in 2015 including high-value project announcements across the coal, oil and natural gas, and renewable energy sectors.

Source: IBEF

KEY ECONOMIC VARIABLES

Particulars	FY13	FY14	FY15	FY16E
GDP %	5.6	6.6	7.2	7.6
GVA Growth Rate (%)	5.4	6.3	7.1	7.3
Export Growth (%)	-1.8	4.7	-1.3	-17.6 ^e
Import Growth (%)	0.3	-8.3	-0.5	-15.5 ^e
Current Account Balance % to GDP	-4.8	-1.7	-1.3	1.4 ^e
Inflation – WPI #	7.4	6.0	2.0	-2.8 ^e
Inflation- CPI	10.2	9.5	5.9	4.9 ^e

Source <http://indiabudget.nic.in> Volume 1, RBI, DIPP

INDIAN TEXTILE INDUSTRY

Overview

India's textiles sector is one of the oldest industries in Indian economy dating back several centuries. Even today, textiles sector is one of the largest contributors to India's exports with approximately 11 per cent of total exports. The textiles industry is also labour intensive and is one of the largest employers. The industry realised export earnings worth US\$ 41.4 billion in 2014-15, a growth of 5.4 per cent. The textile industry has two broad segments. First, the unorganised sector consists of handloom, handicrafts and sericulture, which are operated on a small scale and through traditional tools and methods. The second is the organised sector consisting of spinning, apparel and garments segment which apply modern machinery and techniques such as economies of scale.

The textile industry employs about 40 million workers and 60 million indirectly. India's overall textile exports during FY 2015-16 stood at US\$ 40 billion.

The Indian textiles industry is extremely varied, with the hand-spun and handwoven textiles sectors at one end of the spectrum, while the capital intensive sophisticated mills sector at the other end of the spectrum. The decentralised power looms/ hosiery and knitting sector form the largest component of the textiles sector. The close linkage of the textile industry to agriculture (for raw materials such as cotton) and the ancient culture and traditions of the country in terms of textiles make the Indian textiles sector unique in comparison to the industries of other countries. The Indian textile industry has the capacity to produce a wide variety of products suitable to different market segments, both within India and across the world.

Source: Indian Textile Industry, India Brand Equity Foundation www.ibef.org

ADVANTAGE INDIA

a) Robust Demand

- Increased penetration of organised retail, favourable demographics, and rising income levels to drive textile demand.
- Growth in building and construction will continue to drive demand for non-clothing textiles

b) Increasing Investment

- Huge investments are being made by Government under Scheme for Integrated Textile Parks (SITP)- (USD184.98 Million) and Technology Upgradation Fund Scheme (TUFS)- (term loan sanctioned in Feb, 2015- USD2198.45 Million) to encourage more private equity and to train workforce.

c) Competitive advantage

- Abundant availability of raw materials such as cotton, wool, silk and jute
- India enjoys a comparative advantage in terms of skilled manpower and in cost of production relative to major textile producers

d) Policy support

- 100 per cent FDI (automatic route) is allowed in the Indian textile sector
- Under Union Budget 2015-16, government has allocated USD39.81 million for integrated parks in India
- Free trade with ASEAN countries and proposed agreement with European Union will boost exports

Source: Textile and Apparel Report January 2016 – Indian Brand Equity Foundation www.ibef.org

GOVERNMENT INITIATIVES

The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent FDI in the Indian textiles sector under the automatic route.

Some of initiatives taken by the government to further promote the industry are as under:

- The Union Cabinet has cleared a Rs 6,000 crore (US\$ 889.44 million) package for the textile sector, aimed at attracting investments worth Rs 74,000 crore (US\$ 10.95 billion) generating 10 million jobs and increasing textile exports by US\$ 30 billion in the next three years.
- The Department of Handlooms and Textiles, Government of India, has tied up with nine e-commerce players and 70 retailers to increase the reach of handlooms products in the Indian market, which will generate better prices and continuous business, besides facilitating direct access to markets and consumers for weavers.

- The Union Ministry of Textiles, which has set a target of doubling textile exports in 10 years, plans to enter into bilateral agreements with Africa and Australia along with working on a new textile policy to promote value addition, apart from finalising guidelines for the revised Textile Upgradation Fund Scheme (TUFS).
- The Government of India has started promotion of its 'India Handloom' initiative on social media like Facebook, Twitter and Instagram with a view to connect with customers, especially youth, in order to promote high quality handloom products.
- The Ministry of Textiles launched Technology Mission on Technical Textiles (TMTT) with two mini-missions for a period of five years (from 2010-11 to 2011-12 in the 11th five year plan and 2012-13 to 2014-15 in 12th five year plan) with a total fund outlay of Rs 200 crore (US\$ 29.6 million). The objective of TMTT is to promote technical textiles by helping to develop world class testing facilities at eight Centres of Excellence across India, promoting indigenous development of prototypes, providing support for domestic and export market development and encouraging contract research.
- The Government of India is expected to soon announce a new National Textiles Policy. The new policy aims at creating 35 million new jobs by way of increased investments by foreign companies, as per Textiles Secretary Mr S K Panda.
- Subsidies on machinery and infrastructure
 - The Revised Restructured Technology Up gradation Fund Scheme (RRTUFS) covers manufacturing of major machinery for technical textiles for 5 per cent interest reimbursement and 10 per cent capital subsidy in addition to 5 per cent interest reimbursement also provided to the specified technical textile machinery under RRTUFS.
 - Under the Scheme for Integrated Textile Parks (SITP), the Government of India provides assistance for creation of infrastructure in the parks to the extent of 40 per cent with a limit up to Rs 40 crore (US\$ 6 million). Under this scheme the technical textile units can also avail its benefits.
 - The major machinery for production of technical textiles receives a concessional customs duty list of 5 per cent.
 - Specified technical textile products are covered under Focus Product Scheme. Under this scheme, exports of these products are entitled for duty credit scrip equivalent to 2 per cent of freight on board (FOB) value of exports
- The Government of India has implemented several export promotion measures such as Focus Market Scheme, Focus Product Scheme and Market Linked Focus Product Scheme for increasing share of India's textile exports.
- Under the Market Access Initiative (MAI) Scheme, financial assistance is provided for export promotion activities on focus countries and focus product countries.
- Under the Market Development Assistance (MDA) Scheme, financial assistance is provided for a range of export promotion activities implemented by Textiles Export Promotion Councils.
- The government has also proposed to extend 24/7 customs clearance facility at 13 airports and 14 sea ports resulting in faster clearance of import and export cargo.
- The Ministry of Textiles has approved a 'Scheme for promoting usage of geotechnical textiles in North East Region (NER)' in order to capitalise on the benefits of geotechnical textiles. The scheme has been approved with a financial outlay of Rs 427 crore (US\$ 63.3 million) for five years from 2014-15.
- A Memorandum of Understanding (MoU) has been signed between India and Kyrgyzstan seeking to strengthen bilateral cooperation in three fields -Textiles and Clothing, Silk and Sericulture, Fashion

Source: Indian Textile Industry, India Brand Equity Foundation www.ibef.org

The current domestic textile and apparel market is estimated to be US\$ 76 Bn which is expected to grow at 12% CAGR to become US\$ 154 Bn by 2020. Apparel constitutes the majority share of the market with value of US\$ 56 Bn in 2014. Technical textile is a promising segment which is expected to grow fast at 18% CAGR.

India's Fashion Retail Market

The proliferation of affordable smartphones, a young demographic, greater disposable income and favorable government policies have transformed retail into India's most exciting sectors. Retail trade has already been acknowledged as the country's largest service sector employer. During this year's budget, the government threw a surprise by declaring 100% FDI in multi-brand processed food retailing. Thus sending a positive sign for global retailers to set up shop in the country.

In FY16 32 foreign fashion retailers set up online shops in India, while 22 chose the brick-and-mortar route. It is worth noting that as many as 44% of the foreign fashion online retailers were from the UK. Also, most of the brands which opted to set up stores chose Mumbai and Delhi as their preferred geographies. E-commerce has gained a firm grip in India and our analysis tells us that by 2020, it is going to make a dent in the revenues of brick and mortar retailers. Intelligence Node predicts that organized retail will grow at a CAGR of 21% between 2015 and 2020 reaching an overall figure of \$180 billion. This growth will be equally driven by online and offline organized sectors. We expect fashion to contribute nearly 50% of the staggering growth in e-tail revenues. Indian behemoths Aditya Birla Group, Tata Group and Reliance Industries Limited (RIL) have not been oblivious to the rise of e-commerce in the country. The Aditya Birla Group launched Abof.com, a fashion e-commerce portal that is targeted towards millennials. In contrast to its existing peers, Abof aims to provide a curated shopping experience where customers can shop by looks featured on the portal. With its 3D trial room, Abof has augmented its commitment to provide a differential shopping experience. RIL on the other hand is gearing up to launch its fashion portal sometime this year. It aims to sell 60% of its merchandise, comprised of national and international brands through the new portal. Not to be left too far behind, the Tata Group will be focusing on fashion, smartphones and consumer electronics through its soon to be launched portal. If rumors are to be believed, the Future Group is in the process of launching their e-commerce portal too.

Source: Indian Fashion Whitepaper 2016 – Intelligence Node

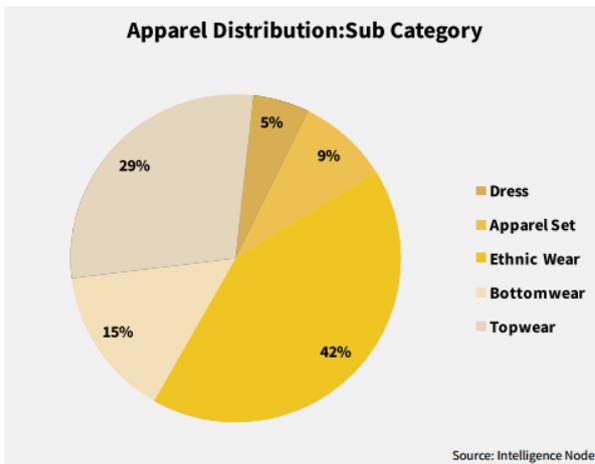
Indian Fashion Composition

The Indian Fashion catalog is dominated by Apparel (47%) followed by Fashion Accessories (40%), Footwear (9%) and Lingerie (4%). At Rs 4338, Fashion Accessories was the category with the highest average selling price. The highest average discount of Rs 1702 has been applied to Fashion Accessories too. Average selling prices of Footwear and Apparel were very close at Rs 1542 and Rs 1492 respectively.

Sub Category Analysis:

a) Apparel

The Apparel catalog was mostly comprised of Ethnic Wear with 42% density. Ethnic wear was followed by Top-wear (29%), Bottom-wear (15%), Apparel Set (9%) and Dresses (5%). The highest average selling price within Apparel belonged to Ethnic Wear with a price tag of Rs 2055. Highest discount of Rs 1816 was also applied to Ethnic wear. The fact that Ethnic wear was found to have the highest apparel catalog density, highest average selling price and discount is evidence that the ethnic flavor is perceived to be very strong among its audience by Indian fashion players. Average selling prices of Dresses and Apparel Set were head to head with Rs 1479 and Rs 1470 price tags respectively. On the discount front, second highest discount of Rs 1679 and third highest discount of Rs 998 were applied to Apparel Set and Dresses respectively.



Source: Indian Fashion Whitepaper 2016 – Intelligence Node

Indian Ethnic Wear Market

Indian ethnic wear market was estimated to be of ₹82,220 crore in 2014 and is expected to grow at a CAGR of 9 percent to reach ₹1,26,210 crore in 2019. The market is dominated by women’s ethnicwear which contributes 83 percent to the total ethnic market followed by kids’ ethnicwear and men’s ethnicwear with shares of 9 percent and 8 percent contribution respectively, shares Amit Gugnani, Senior Vice President - Fashion and Kanti Prakash Brahma, Principal Consultant - Fashion at Technopak.

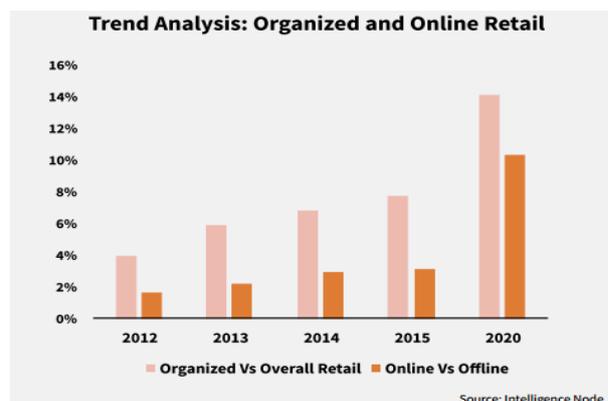
b) Fashion Accessories

The Fashion Accessories sub category is dominated by the presence of 58% Jewellery items across the Indian Fashion catalog. Jewellery items are also the ones that have the highest average selling price (Rs 6552) and average discount (Rs 2547) being applied within this sub category. The next set of items with the highest average selling price within Fashion Accessories is watches with a price tag of Rs 2891. The second highest average discount of Rs 946 was also applied on watches. Jewellery and Watches were followed by Bags as items with the highest average selling price of Rs 1587 within Fashion Accessories.

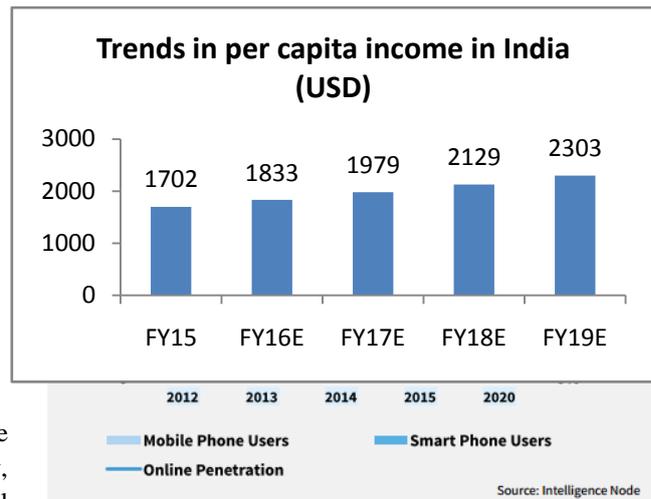
Source: Indian Fashion Whitepaper 2016 – Intelligence Node

Future Trends

Our analysis of the Indian retail market points to a steep rising trend for the next 4 years. We predict that e-commerce will be a market worth USD 110 billion and organized will be USD 165 billion. The composition of organized retail in the overall retail market has grown from 4% in 2012 to 8% in 2015 and we expect it to maintain this trajectory until it reaches 14% in 2020. Likewise online retail is slated to grow from 2% in 2012 to 10% in 2020.



The Indian market is going to witness a sharp adoption of smartphones by 2020. Increasingly affordable smartphones and brands in that category will drive this trend. Needless to say, mobile commerce will get a boost due to this. We are going to witness a blurring between online and offline retail in the future. This development will be shaped by millennials who are currently comprised of 1.8 billion of the total world population. We conducted a survey of 2500 millennials of which 55% expressed their desire to buy everything online if they could. They choose to research the products they want to buy even when they are in the store. The three main areas where millennials spend the most are food & grocery, electronics and apparel. Technology will play a pivotal role in driving growth of the fashion sector. To be more specific, technology driven Omni-channel retailing is the future. Retailers who see digital as an integral part of their business will thrive in fashion. Big data analytics has the power to integrate brick and mortar with digital. Through present day retail analytics, we have only just begun scratching the surface by harnessing POS data as well as catalog and pricing movement data from across marketplaces. There's a lot more to be gained through unification of data from social networks, CRM, POS, fleet management systems, retail-store beacons, websites, mobile apps and e-commerce portals. Technology will break silos that come in the way of providing a seamless customer shopping experience.



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Growth Drivers

Changing Demographics: The IMF expects India's population to touch 1.34 billion by end – 2019, India's growing population has been a key driver of textile consumption growth in the country. Moreover, according to World Bank, urban population accounts for 32 per cent of the total population of India. This also works as demand driver due to changing taste and preferences in the urban part of India.

Rising Disposable Income: Rising incomes has been a key determinant of domestic demand for the sector; with incomes rising in the rural economy as well, the upward push on demand from the income side is set to continue.

Evolution of E-commerce an online shopping: Due to easy online access nowadays, people have become more aware of the high-end luxury brands, their origin, services, and their speciality. With the ever-growing E-commerce market, luxury brands have easily entered to their homes. People in India are now more aware of the various global fashion and luxury trends and more inclined to accept these trends in their daily lives.

Rising middle class: The rise of middle class in the emerging luxury retail market offers opportunity to the retailer to invest more and earn more, since the consumption rate becomes higher. Luxury brands are now focusing their attention beyond the rich and elite to cover the demand of rising middle class in India.

EMI, Cash on Delivery and other: Buyers are looking for more convenience and more value for their hard earned money. They are not just looking for more competitive prices but also more perks. The bigger players have grasped this need of the Indian buyers and offer the convenience features like easy EMI, Cash on Delivery, free return and free delivery policies. This has radically affected the loyalty and confidence of the Indian buyers.

OUR BUSINESS

OVERVIEW OF OUR COMPANY

Our Company was incorporated as Libas Designs Private Limited on November 10, 2004 with the Registrar of Companies, Mumbai, Maharashtra as a private limited company under the provisions of the Companies Act 1956 vide registration no. 149489 (CIN: U18101MH2004PLC149489) and a certificate of incorporation was issued by the Registrar of Companies, Mumbai, Maharashtra on November 10, 2004.

Our Company was converted into a public limited company and accordingly the name of our Company was changed to Libas Designs Limited pursuant to a special resolution passed by our Shareholders at the EGM held on September 14, 2016. A fresh certificate of incorporation consequent upon conversion to public limited company was issued on September 20, 2016 by Registrar of Companies, Mumbai, Maharashtra.

We are engaged in the process of fabrication of fabric into apparels and other products through customisation, where customers can choose the colours, fabrics and designs and make changes as per their need. We at LIBAS RIYAZ GANGJI implement the traditional bespoke process with a modern-day approach. Right from the initial stage that involves the client preferences to constructing the most desirable outfit, we ensure complete satisfaction to our client. Apart from retail sales, we also undertake wholesale business where we provide our designs to other labels. We also give complete solutions to corporates regarding their dressing needs and designing.

The Company markets its product under the brand name of LIBAS RIYAZ GANGJI and it is a well-established fashion designer brand name in Mumbai. Furthermore, it has tie up with more than 80 Indian & international designers and have inventory of more than 500 Designer wear to choose. Currently, we have 8 stores either own or on franchisee basis. The ratio of stores and wholesale business is 42:58 as per F.Y. ended on March 31, 2016.

For E-retailing our products, we have tie ups with major ecommerce players portals such as www.jabong.com by agreement dated July 18, 2016, www.paytm.com by agreement dated August 01, 2016, www.indianroots.com by agreement dated January 05, 2016 etc and have its own portal in the name of www.libasfashion.com. E-retailing has enabled us to reach wide number of consumers at reduced costs, enhanced our brand visibility. The Company has varieties of products namely Men's wear – Sherwani, Suits, Indo-Western Wears, Nehru Jacket & Pants, Women Wear – Sarees, Suits, Lehenga, Gowns & Anarkalis and Accessories – Jewellery, Belts, Mojari, Cufflinks & Safa. In Ludhiana, Company also provides beauty services.

Over the past some years we have intensely marketed Libas connecting with Fashion weeks, IPL matches and Social programs as well as Luxury brands like BMW, Videocon etc. and popular TV shows such as Sasuraal SimarKa and Desh Ki Beti Nandini where the central characters have donned Libas. Among one of our most prominent campaigns was our cross publicity for the movie VEER starring Salman Khan and Zarine Khan. Zeenat Amaan, Jacqueline Fernandes, Zarine Khan, Jimmy Shergill, Rana Dagubatti, Sonu Sood, Divya Dutta, Randeep Hooda, Sonal Chauhan are some of the names that have donned Libas on ramps. Sajid – Wajid, Shreya Ghoshal and Shaan are also among our regulars.

We also have a dedicated team working on creating premium quality uniforms for all types of businesses including Corporate Offices, Schools, Hotels & Restaurants Security Agencies, Saloons, Hospitals etc. All our uniforms are rightly tailored based on the requirements set forth by our clients. The clothing material used is of the finest quality and sourced from authentic dealers.

We also offer an extensive range of jute bags, best suited for everyday use. With 100s of different colours and styles, customers have a good number of options to choose from. Customers may also get to design their own bag by choosing their own dimensions, colours and features such as the buttons, zippers, the handle and of course the overall styling.



We recently started organizing budget-friendly weddings. We have experienced wedding planners who specializes in covering local wedding celebrations as well as destination-based weddings. Moreover, we also take the prime onus of arranging catering services and booking the most desirable venue based on our customers personal preference.

Our Company has entered into an agreement with K Brands Private Limited wherein it was agreed that K Brands Private Limited shall set out atleast 4 (Four) franchisees shops with minimum 800 sq ft carpet area each in the brand name “LIBAS RIYAZ GANGJI” on or before June 30, 2017 and in the event of its failure, the present agreement shall stand void and non operative without further reference.

PRODUCTS CATEGORIES

MEN	WOMEN	ACCESSORIES	JUTE BAGS
<ul style="list-style-type: none"> • Sherwani • Suits • Indo Western • Nehru Jacket • Shirts • Pants 	<ul style="list-style-type: none"> • Sarees • Suits • Lehenga • Gowns • Anarkari 	<ul style="list-style-type: none"> • Jewellery • Belts • Mojari • Cufflinks • Saffa 	<ul style="list-style-type: none"> • Carry Bags • Gifts Bags • Bottle Bags • Lunch Bags • Grocery Bags

PRODUCTS PORTFOLIO

We have developed wide variety of Products as below:

MEN'S WEAR		
Sherwani		
Suits		
Indo Western		

<p>Nehru Jacket</p>		
<p>Shirts</p>		
<p>WOMEN'S WEAR</p>		
<p>Sarees</p>		
<p>Suits</p>		
<p>Lehenga</p>		

Gowns		
Anarkali		
ACCESSORIES		
Jewellery		
Belts		
Tie and Cufflinks		
Saffa		

Mojaris		
JUTE BAGS		
Carry Bags Gifts Bags Bottle Bags Lunch Bags Grocery Bags		

PRODUCT WISE SALES

(Rs. In Lakhs)

Particulars	For the Period Ended June 30, 2016	For the Financial Year 2015-16	For the Financial Year 2014-15	For the Financial Year 2013-14
Apparels*	495.64	21,23.12	1749.33	13,77.25
Others	23.55	23.35	18.63	30.01
Total	519.19	2146.47	1767.96	1407.26

* It is not feasible for the Company to provide category wise break-up of the apparels.

BUSINESSES CARRIED ON AT OUR STORES

Store Location	Business Carried on at the Store	Store Glimpse
Shukh Shanti Shop No. 2, Dr. G Desmukh Marg, Cumballa Hill Pedder Road, Mumbai – 400026	Sale of Apparels, Accessories, Jewellery Counter, Export Order	
Shop no. 2, Ground Floor & 1 st Floor, B12 & B13, New Sujata Society, Juhu Tara Road Opp Union Bank of India, Santacruz, Mumbai – 400049	Sales of Apparels, Designer Studio, Wedding Counter	



<p>Shop no. 2, Apsara Building, S.V Road, Santacruz (W), Mumbai – 400049</p>	<p>Sale of Apparels</p>	
<p>#Shop No. 2 & 3 Nathushanker Chawl, Near Old police Station, S.V Road, Borivali (W), Mumbai – 400066.</p>	<p>Sale of Apparels</p>	
<p>Shopper Stop – 211-D, S.V Road Andheri West, Mumbai – 400058.</p>	<p>Sale of Apparels</p>	
<p>Shop No. 6, Grand Walk Mall, Adjacent to Sacred Heart School, Ferozpur Road, Ludhiana – 141001</p>	<p>Sales of Apparels, Saloon & Spa</p>	
<p>Amanora Town Center, Amanora Park Township, Village Sadesatranali, Hadapsar, Taluka Haveli, District Pune, Maharashtra</p>	<p>Sale of Apparels</p>	

<p>Al Wasl Rd Al Badaa Street Vila no G4 U5 Plot no 1098 Jumeria 1 Dubai UAE</p>	<p>Sale of Apparels</p>	
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OUR LOCATIONS

Registered Office*	Gala No. 55, Apaki Industrial Premises Co-operative Society Limited, Plot No. 246, Masrani Lane, Kurla(W), Mumbai – 400070, Maharashtra, India
Corporate Office*	B- 201, 2 nd Floor, Duplex Height Co-op Society, Yamuna Nagar, Andheri (W) Mumbai :- 400053
Fabrication Units**	Gala No. 55, 1 st Floor, Apaki Indl Estate Prem. Estate, Masrani Road, Kurla (W), Mumbai – 400070
	Gala No. 62, 1 st Floor, Apaki Indl Estate Prem. Estate, Masrani Road, Kurla (W), Mumbai – 400070
Sales Stores	<p>Mumbai:</p> <ol style="list-style-type: none"> 1. Shukh Shanti Shop No. 2, Dr. G Desmukh Marg, Cumballa Hill Pedder Road, Mumbai – 400026. 2. Shop no. 2 & 1st Floor, B12 & B13, New Sujata Society, Juhu Tara Road Opp Union Bank of India, Santacruz, Mumbai – 400049. 3. Shop no. 2, Apsara Building, S.V Road, Santacruz (W), Mumbai – 400049 4. Shop No. 2 & 3 Nathushanker Chawl, Near Old police Station, S.V Road, Borivali (W), Mumbai – 400066. 5. Shopper Stop – 211-D, S.V Road Andheri West, Mumbai – 400058. <p>Ludhiana: Shop No. 6, Grand Walk Mall, Adjacent to Sacred Heart School, Ferozpur Road, Ludhiana – 141001.</p> <p>Pune: Amanora Town Center, Amanora Park Township, Village Sadesatranali, Hadapsar, Taluka Haveli, District Pune, Maharashtra.</p> <p>Dubai: Al Wasl Rd Al Badaa Street Vila no G4 U5 Plot no 1098 Jumeria 1 Dubai UAE.</p>

*Registered office and Corporate Office of our Company is owned by our Directors and we have obtained NOC from our directors for using the same.

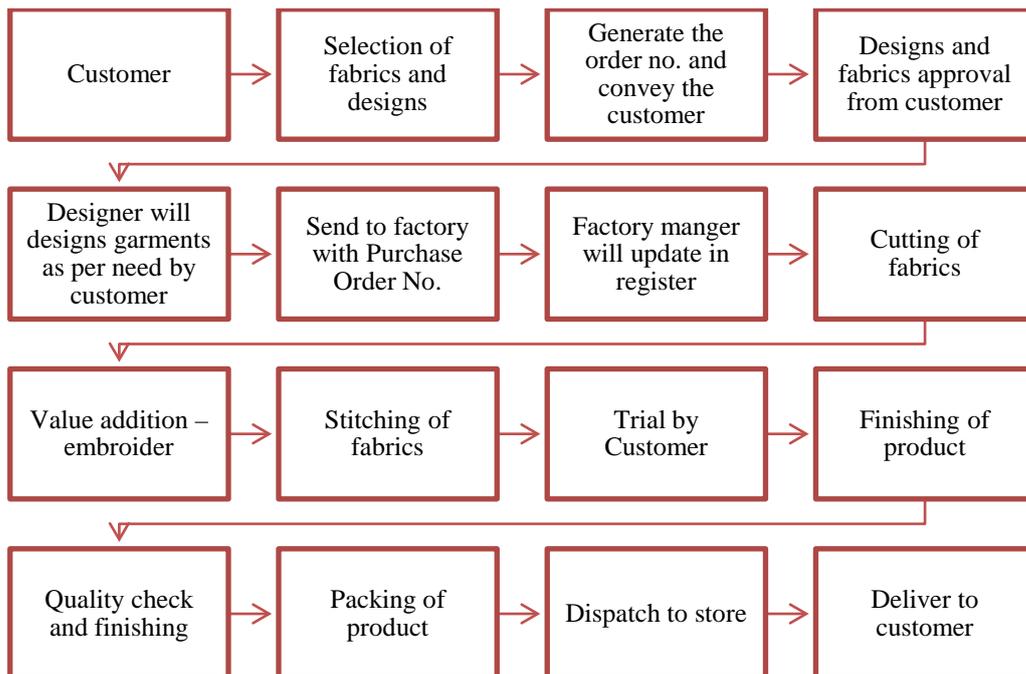
**Fabrication process of our company takes place at Gala No. 55 & 62 for which NOC has been taken for the period of three years w.e.f. April 01, 2016.

PROCESS FLOW CHART

In-house Production:-



Customized Production:-



AWARDS & ACHIEVEMENTS

Our company has received the below mentioned awards and recognitions: -

- India's No. 1 Brand in India's Best Fashion Designer Category from No. 1 Brand Awards Council in the year 2014.
- Winner of India's most Trusted brand Award by India's most Trusted brand Awards Council in the year 2015.
- Winner of India's No. 1 Brand Awards from International Brand Consulting Corporation, USA in the year 2016.
- Winner of India's Most Trusted Brand Award from International Brand Consulting Corporation, USA in the year 2016.

BRIEF FINANCIAL OF OUR COMPANY ARE AS UNDER:

(Rs. In Lakhs)

Particulars	For the Period Ended June 30, 2016	As on 31 st March			
		2016	2015	2014	2013
Share Capital	100.00	100.00	100.00	100.00	100.00
Reserve & Surplus	279.32	253.22	162.18	126.81	93.28
Net Worth	379.32	353.22	262.18	226.81	193.28
Total Income	519.62	2149.41	1771.73	1434.02	1068.61
Profit after Tax	26.10	91.04	35.22	33.32	29.37
EPS* (In Rs.)	2.61	2.60	1.01	0.95	0.84
Return on net worth(%)	6.88	25.77	13.43	14.69	15.19
Net Asset value per Share (In Rs.)	37.93	35.32	26.22	22.68	19.33

*Post Bonus.

BREAK-UP OF REVENUE

(Rs. In Lakhs)

Particulars	For the Period Ended June 30, 2016	For the Financial Year 2015-16	For the Financial Year 2014-15	For the Financial Year 2013-14
Revenue from the e-retail	2.18	0.15	-	-
Revenue from Retail Customer	213.27	895.32	698.25	721.31
Revenue from Wholesale	303.74	1251.00	1069.71	685.95
Total	519.19	2146.47	1767.96	14,07.26

OUR STRENGTH

Promoters and Management

Our Company is promoted by Mr. Nishant Mitrasen Mahimtura, Mr. Riyaz Eqbal Ganji and Mrs. Reshma Riyaz Ganji. Mr. Nishant Mitrasen Mahimtura is the Chief Financial Officer (CFO) of the Company and looks after Marketing and Finance of the Company. He is having 45 years of experience in the fields of Marketing, and Finance. Mrs. Reshma Riyaz Ganji, Managing Director of our Company has completed her graduation from Mumbai University. She is the first Indian female designer to represent India at the World Trade Center (New York). Mr. Riyaz Eqbal Ganji, Director of the Company, is having experience of 26 years in Apparel Industry.

Range of Product Offerings

The Company has varieties of products namely Men's wear – Sherwani, Suits, Indo-Western Wears, Nehru Jacket, Shirts and Pants, Women Wear – Sarees, Suits, Lehenga, Gowns and Anarkalis, Accessories –



Jewellery, Belts, Mojari, Cufflinks, Safa and Jute Bags- Carry Bags, Gift Bags, Bottle Bags, Lunch Bags and Grocery Bags.

Quality Assurance and Standard

We believe in providing our customers the best possible quality products. As a result of this we adopt quality check to ensure the adherence to desired specifications, quality and colours. Since, our Company is dedicated towards quality products, processes and inputs; we get regular orders from our customers, as we are capable of meeting their quality standards.

Cordial customer relationship

We are in the fashion Industry and fashion is time bound and any delay in meeting deadlines results in loss of business. Meeting customer deadlines and market trends on a consistent basis is important for our business. Our endeavour is to constantly try to address customer needs around a variety of products. Our existing customer relationships help us to get repeat business from our customers. This has helped us maintain a long term working relationship with our customers and improve our customer retention strategy.

Existing relationship with suppliers

We have acquire fabric and accessories from several suppliers and have contacts with them for a long time. We believe that our strong relationships with suppliers will enable us to continue to grow our business. Due to our relationships with our suppliers, we get quality and timely supplies of fabric and accessories. This enables us to manage our inventories and supply quality products on timely basis to our customers. This in turn has enabled us to generate repeat business.

Customer Centric Business Model

Our Company focuses on attaining highest level of Customer Satisfaction. The Progress achieved by us is the largely due to our ability to address and exceed customer satisfaction. Our company has always believed in assessing the changing customer preferences from time to time and redesigning our products accordingly by continuously exploring new types of trends.

Strong Customer Base

Our Company has strong customer base of well known film personalities and television actor/actresses. Our established relationships with customers lead to stability of demand.

SWOT ANALYSIS

<p>STRENGTHS</p> <ul style="list-style-type: none"> ✓ Quality Product ✓ Cordial Relationship with Customers, Suppliers and Employees ✓ Highly experienced Management ✓ Sufficient availability of material 	<p>WEAKNESS</p> <ul style="list-style-type: none"> ✓ Working Capital Intensive Business ✓ Accessibilities of skilled labour ✓ High Labour Turnover of Workers
<p>OPPORTUNITIES</p> <ul style="list-style-type: none"> ✓ Huge Growth Potential in Domestic and International Market 	<p>THREATS</p> <ul style="list-style-type: none"> ✓ Increased Competition from Local & Big Players. ✓ Our operations are in unorganized sector and are prone to changes in government policies ✓ No entry barriers in our industry which puts us to the threat of competition from new entrants

PLANT & MACHINERY

Following is the list of Machineries operated manually by the Company:

Sr. No	Particulars	Make/Model	Year of Purchase	Qty
1	Sewing Machine Kali - Imperial	Mix Industrial 4210	2014	9 Pcs
2	Fusing Machine	-	2006	1 Pcs
3	Sewing Juki Machine	KJK 70500176	2006	1 Pcs
4	Sewing Juki Machine	JR5550 1110702093	2006	1 Pcs
5	Sewing Juki Machine	11001072	2006	1 Pcs
6	Sewing Juki Machine	110300071	2006	1 Pcs
7	Sewing Juki Machine	JR 747F	2006	1 Pcs
8	Sewing Juki Machine	JR8700	2006	3 Pcs
9	Sewing Juki Machine	8700	2006	2 Pcs
10	Sewing TYPICAL Machine	GC6850	2006	3 Pcs
11	Button Machine	757	2006	1 Pcs
12	Kach Machine	762	2006	1 Pcs
13	Cutting Machine	-	2010	1 Pcs
14	Steam Press	China	2015	1 Pcs
15	Orlack Machine	DDL 5530N LLYM48127	2006	2 Pcs
16	Embroider Machine	Ralson - 130	2015	4 Pcs
17	Juki Sewing Machine	DDL-5530N	2011	1 Pcs
18	Typical Sewing Machine	GC6850	2006	1 Pcs
19	Interlock Machine	TK-747	2006	1 Pcs
20	Juki Sewing Machine	DOL 13H	2012	1 Pcs
21	Juki Sewing Machine	RM1818-1A	2012	1 Pcs
22	Interlock Machine	31231	2012	1 Pcs
23	Juki Sewing Machine	DDL-5530N	2014	1 Pcs
24	Sewing Machine	LOCAL	2016	1 Pcs
25	Juki Sewing Machine	DOL 13H	2009	1 Pcs

UTILITIES & INFRASTRUCTURE FACILITIES

Our registered office is located at Mumbai, Maharashtra. Presently, the company is carrying out its fabrication activities from its Registered office at Gala No. 55, Apaki Industrial Premises Co-operative Society Limited, Plot No. 246, Masrani Lane, Kurla(W), Mumbai – 400070, Maharashtra, India and fabrication unit at Gala No. 62, Apaki Industrial Premises Co-operative Society Limited, Plot No. 246, Masrani Lane, Kurla(w) Mumbai: - 400070. Our Office is well equipped with computer systems, servers, relevant software, other communication equipment's, uninterrupted power supply, internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

The Company has its showrooms present in prime location spread across Mumbai, Pune, Ludhiana and Dubai.

Power

The requirement of power for our fabrication units is for lighting, air conditioning and operating the machines. It is met through the local power distribution company where the units are located. Also, the requirement of power in our stores/showrooms is for lighting and air conditioning which is met by the local power distribution company.

Water

Water is required for human consumption and the requirement is fully met at the existing premises by local suppliers.

Material

The basic material required is fabric which is available in the Indian domestic market. Major suppliers are Senso Creation, Mahavir Interlining, Darbar Fineries Pvt Ltd, NS Creation, Tanmay Fashion etc.

HUMAN RESOURCE

We believe that a motivated and empowered employee base is the key to our operations and business strategy. We have developed a large pool of skilled and experienced personnel. Currently we have 44 permanent employees as on October 31, 2016 which also includes stitching persons. We hire labour on contractual basis as and when required. Our manpower is a prudent mix of the experienced and young people which gives us the dual advantage of stability and growth, execution of services within time and quality. Our skilled resources together with our strong management team have enabled us to successfully implement our growth plans.

DEPARTMENT WISE EMPLOYEE BREAK-UP

Department	Number of Employees
Finance & Accounts	4
Sales & Marketing	20
Administration	11
Production & Store	4
Labour & worker	4
Company Secretary	1
TOTAL	44

BUSINESS STRATEGY



Further widening of our 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 looking towards expanding customer base in Middle East countries. We are also making efforts and diagnosing the domestic markets for our own brands product. With the widening of the customer base for our own Brand products we will leveraging our marketing skills and relationships and focusing on total customer orientation.

Reduction of operational costs and achieving efficiency

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 try to reduce the wastage and control the fabrication on the production floor through effective supervision at our own premises as well as on the premises of other suppliers.

To build-up a professional organization

We believe in transparency, commitment and coordination in our work, with our suppliers, customers, government authorities, banks etc. We have a blend of the experience and the sufficient staff for taking care of our day to day operations. We also consult with external agencies on a case to case basis on technical and financial aspects of our business. We wish to make it more sound and strong in times to come.

Focus on cordial relationship with our Suppliers, Customer and employees

We believe that developing and maintaining long term sustainable relationships with our suppliers, customers and employees will help us in achieving the organizational goals, increasing sales and entering into new markets.

Optimal Utilization of Resources

Our Company constantly endeavors to improve our fabrication process, skill up-gradation of workers, modernization of machineries to optimize the utilization of resources. We analyze our existing material procurement policy and fabrication processes to identify the areas of bottlenecks and take corrective measure wherever possible. This helps us in improving efficiency and putting resources to optimal use.

CAPACITY UTILIZATION

Though the company is engaged in fabrication of finished apparels, it majorly undertakes inspection of fabric, cutting, sewing, stitching and quality inspection of finished products. Further, every product has manual intervention throughout the production process and is dependent upon the skills and turnaround time of each employee. Hence there does not exist any specific data relating to capacity and capacity utilization. Also, bulk production is done at third party suppliers with quality checks by our personnel.

COMPETITION

Much of the market in which we operate is unorganized and fragmented with many small and medium-sized entities. We face substantial competition for our products from other brands in domestic market. Our competition varies for our products and regions. We compete with other brands on the basis of product range, product quality, and product price including factors, based on reputation, regional needs, and customer convenience. While these factors are key parameters in client's decisions matrix in purchasing goods; product range, product quality and product price is often the deciding factor in most deals. Some of our major competitors are: Sabyasachi, Manyavar, Ritukumar, Telon etc.

MARKETING

The efficiency of the marketing and sales network is critical success factor of our Company. Our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. Our marketing team along with our promoters through their experience and good rapport with customers

owing to timely and quality delivery of service plays an instrumental role in creating and expanding the hiring network of our Company. In order to maintain good relation with our customers, our promoters and our marketing team regularly interacts with them and focuses on gaining an insight into the additional needs of our customers.

COLLABORATIONS

We have not entered into any technical or other collaboration.

E COMMERCE AGREEMENTS

Our Company has entered into agreements with, www.paytm.com, www.jabong.com and www.indiaroots.com and www.groupon.com for e-retailing our products.

INSURANCE

The following are the details of the general insurance policies obtained by our Company:

S. No.	Policy No.	Name of the Insurer	Description of the Policy	Address of the Properties where the insured assets are situated	Sum Insured (Rs. in Lakhs)	Date of Expiry	Premium p.a (in Rs.)
1.	17020411160 100000070	The New India Assurance Co. Ltd.	Standard Fire and Special Perils Policy	Gala No. 62, 1 st Floor, Apaki indl Estate Prem. Estate, Masrani Road, Kurla (W), Mumbai - 400070	30.00	June 27, 2017	Rs. 5,187
2.	17020411160 100000069	The New India Assurance Co. Ltd.	Standard Fire and Special Perils Policy	Gala No. 55, 1 st Floor, Apaki indl Estate Prem. Estate, Masrani Road, Kurla (W), Mumbai - 400070	30.00	June 27, 2017	Rs. 5,187
3.	13100048136 03000000150	The New India Assurance Co. Ltd.	Policy Schedule for Money Insurance	Shop No. 6, Grand Walk Mall, Adjacent TP Scared Heart School, Ferozpur, Ludhiana	15.00	October 30, 2017	Rs. 6037
4.	13100046160 900000024	The New India Assurance Co. Ltd.	Fidelity Guarantee Insurance	Shop No. 6, Grand Walk Mall, Adjacent TP Scared Heart School, Ferozpur, Ludhiana	10.00	October 30, 2017	Rs. 5,923
5.	11140048160 600000189	The New India Assurance Co. Ltd.	Shopkeeper Insurance	Shop No 2, 1st Floor, B12 & B13, New Sujata Society, Juhu Tara Road, Opp Union Bank Of India, Santacruz (W) Mumbai:- 400049	87.42	August 22, 2017	Rs. 42,060
6.	11140048160 600000190	The New India Assurance Co. Ltd.	Shopkeeper Insurance	Shop No. 2 & 3, Ground Floor,	68.80	August 22, 2017	Rs. 23,756

		Assurance Co. Ltd.		Nathubhai Shankar Chawl, Near Old Police Station, S.V Road Borivali (West), Mumbai - 400066			
7.	11140048160 600000191	The New India Assurance Co. Ltd.	Shopkeeper Insurance	Shop No.2, Apsara Building, S.V. Road, Santacruz (West), Mumbai -400049	66.81	August 22, 2017	Rs. 27,608
8.	11140048160 600000192	The New India Assurance Co. Ltd.	Shopkeeper Insurance	Sukh Shanti No.2, 19 Dr. G. Deshmukh Marg, Kumballa Hill, Peddar Road Mumbai - 400026	127	August 22, 2017	Rs. 36,594
9.	13100048168 2000005	The New India Assurance Co. Ltd.	Shopkeeper Insurance	Unit No. WB-GF 46 & 47, Ground Floor, Amanora Park Township, Village Sadesatranali, Hadaspar, Taluka - Haveli, District - Pune	134.00	October 16, 2017	Rs. 22,948

The following are the details of the Fire Floater policy obtained by our Company:

Policy No.	Name of the Insurer	Description of the Policy	Assets insured/ Risk Covered	Address of the Properties where the insured assets are situated	Sum Insured (Rs. in Lakhs)	Date of Expiry	Premium p.a (in Rs.)
1702041 1150300 000006	The New India Assurance Co. Ltd.	Fire Floater Policy	Stocks	Sukh Shanti Shop No 2, Dr G Deshmukh Marg, Cumballa Hill, Pedder Road, Mumbai :- 400026 Shop No 2 & 1st Floor, B12 & B13, New Sujata Society, Juhu Tara Road, Opp Union Bank Of India, Santacruz (W) Mumbai :- 400049 Shop no 2, Apsara Building, S.V Road, Santacruz (W) Mumbai - 400049. Shop 2 &3, Nathu Shankar Chawl, Near Old Police Station, S.V Road, Borivali (W) Mumbai - 400066 Shop No. 6, Grand Walk Mall, Adjacent to Sacred Heart School, Firozpur Road, Ludhiana - 141001.	906.50	March 30, 2017	Rs. 1,85,000

				Gala No. 55 Sidhapura Industrial Estate, Masrani lane Near Halav Pool Kurla (w) Mumbai - 400070			
				Gala No. 62 Sidhapura Industrial Estate, Masrani lane Near Halav Pool Kurla (w) Mumbai - 400070			
				Saga Department Stores Ltd. 257, Falak House Near Jain Chamber, opp. Lucky Hotel, S.V Road Bandra (W), Mumbai - 400058			
				Shopper Stop – 211-D, S.V. Road, Andheri West, Mumbai - 400050			

LAND & PROPERTIES

The following table sets for the properties taken on lease / rent by us:

Sr. No.	Location of the property	Document and Date	Licensor / Lessor / Lessee	Lease Rent/ License Fee (in Rs.)	Lease/License period	
					From	To
1.	Shop No. 2, Ground Floor, New Sujata Society, Juhu Tara Road Opp Union Bank of India, Santacruz, Mumbai – 400049.	November 02, 2016	Mr. Shakeel Ahmed Siddique	Rs. 2,00,000/- per Month	October 1, 2016	September 30, 2019
2.	B12 and B13, First Floor, New Sujata Society, Plot No. 28, T.P.S. II, Juhu Tara Road, Santacruz, Mumbai – 400049.	November 02, 2016	Mrs. Nagma Shakeel Siddique	Rs. 3,41,000/- per Month	October 1, 2016	September 30, 2019
3.	Shop No. 2, Apsara Building, S.V Road, Santacruz (W), Mumbai – 400049	July 26, 2016	Mr. MahiboobAli	Rs. 1,70,000/- per Month	July 15, 2016	July 14, 2017
4.	Shop No. 2 Nathubhai ShankerChawl, S.V Road, near Old Police Station, next to MhatreWadi, Borivali (W), Mumbai – 400092.	December 12, 2012	Mr. Rupshi N. Satra and Mrs. ManjulaRupshiSatra	Rs. 80,000/- /- for the first three terms of 12 months ending on January 14, 2016 and Rs. 88,000/- for the last two terms of 12 months ending on January 14, 2018	January 15, 2013	January 14, 2018
5.	Shop No. 3, Nathubhai ShankerChawl, S.V Road, near Old Police	December 12, 2012	Mr. Ramesh PopatGindra and	Rs. 80,000/- for the first three terms of 12 months ending	January	January 14,

Sr. No.	Location of the property	Document and Date	Licensor / Lessor / Lessee	Lease Rent/ License Fee (in Rs.)	Lease/License period	
					From	To
	Station, next to MhatreWadi, Borivali (W), Mumbai – 400092.		Mrs. Neeta Ramesh Gindra	on January 01, 2016 and Rs. 88,000/- for the last two terms of 12 months ending on January 14, 2018.	15, 2013	2018
6.	Amanora Town Center, Amanora Park Township, Village Sadesatranali, Hadapsar, Taluka Haveli, District Pune, Maharashtra.	July 5, 2016	City Reality & Development Private Limited	For 1 st Year 10% of Monthly Net Sales. For 2 nd Year 11% of the Monthly Net Sales. For 3 rd Year, 12% of Monthly Net Sales. For 4 th & 5 th Year, 12% of Monthly Net Sales.	June 24, 2016	June 23, 2021

The following table sets for the properties for which No Objection Certificate dated April 01, 2016 for a period of 3 years has been obtained from promoters and directors:

Sr. No.	Location of the property
1.	Gala No 55, Apaki Industrial Premises Co-operative Society Limited, Plot No. 246, Masrani Lane, Kurla (W) Mumbai :- 400070, Maharashtra, India.
2.	B Wing, 2 nd Floor, Duplex Height Co-op Society, Yamuna Nagar, Andheri (W) Mumbai :- 400053
3.	Gala No 62, Apaki Industrial Premises Co-operative Society Limited, Plot No. 246, Masrani Lane, Kurla (W) Mumbai :- 400070, Maharashtra, India.
4.	Sukh Shanti No.2, 19 Dr. G. Deshmukh Marg, Kumballa Hill, Peddar Road Mumbai - 400026

INTELLECTUAL PROPERTY

We have applied for registration of our logo under the Trademark Act 1999. The status of the application is as under:

Sr. No.	Logo	Date of Application/Approval date	Application No./Trademark No.	Class	Current Status
1.		13/09/2010	2022072	18	Registered
2.		13/09/2010	2022073	20	Registered



3.		13/09/2010	2022074	22	Registered
4.		13/09/2010	2022075	23	Registered
5.		05/02/2013	2472370	25	Objected
6.		13/09/2010	2022076	27	Registered
7.		07/10/2013	2608254	35	Objected
8.		13/09/2010	2022077	37	Registered
9.		13/09/2010	2022078	41	Registered
10.		07/09/2007	1599213	35	Opposed

Our Managing Director, Mrs. Reshma Ganji has also applied under the Trademark Act 1999. Our Company has obtained NOC from her for use of the same. The status of the application is as under:

Sr. No.	Logo	Date of Application/Approval date	Application No./Trademark No.	Class	Current Status
1.		14/10/2014	2826550	18	Objected
2.		14/10/2014	2826551	25	Objected
3.		14/10/2014	2826552	35	Objected

We have applied for registration of our logo



under the Copyright At, 1957. The status of the application is as under:

Sr. no.	Name of the Applicant	Nature of Applicant's Interest	Class & Description of the Work	Title of Work	Registration No. and Date of Registration	Diary No.	Whether the work is published or unpublished	Date of Application
1.	M/s Libas Designs Private Limited.	OWNER	Artistic Work	LibasRiyazGangji	A-114460/2015 4/12/2015	8356/2015-CO/A	Published	10/07/2015

KEY INDUSTRY REGULATION AND POLICIES

The following description is an overview of certain laws and regulations in India, which are relevant to our Company. Certain information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below are not exhaustive, and are only intended to provide general information to applicants and is neither designed nor intended to be a substitute for professional legal advice.

The statements below are based on 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 Statutory Approvals” beginning on page 201 of this Prospectus.

BUSINESS /TRADE RELATED LAW

NATIONAL TEXTILE POLICY - 2000

The Government of India in November 2000 announced the National Textile Policy 2000, thereby replacing the previous textile Policy of 1985. Though it is to be noted that a revised national Textile policy is in framework stage, however the same is yet to be notified. The main objective of the NTxP – 2000 was to enable the Industry to attain and sustain a pre-eminent global standing in the manufacture and export of clothing. It aimed at achieving textile and apparel exports of upto \$ 50 billion by 2010 from the present \$ 11 billion. The NTxP – 2000 took note the new challenges and opportunities presented by the changing global environment, particularly the intention of the process of gradual phasing out of quantitative restrictions on imports and the lowering of tariff levels for an integration of the world textile and clothing markets by the end of 2004.

THE TEXTILE COMMITTEE ACT, 1963

The Textile Committee Act, 1963 (“TCA”) was enacted in 1963. The Textile Committee has been established under TCA (hereinafter referred to as the “Textile Committee”) with primary objective of ensuring a standard quality of textiles both for domestic and export market as well as standardization of the type of textile machinery used for production. The Textiles Committee’s function includes, among others the promotion of India Textile and textile exports, researching in technical and economic fields, establishing standards for Indian Textiles and Textile Machinery, setting up of laboratories, and data collection. Additionally, the Committee regulates the Imposition of cess on textile and textile machinery that is manufactured in India under the Textiles Committee Act. The Additional Duties of Excise (Textile and Textile Articles) Act, 1978 prescribes and provides for the levy and collection of an additional excise duty on certain textile and textile articles.

TEXTILE (DEVELOPMENT AND REGULATION) ORDER, 2001 (“TEXTILE ORDER”)

The Textile Order was brought into force by the central Government under Section 3 of the Essential Commodities Act, 1955 and repealed the Textile (Development and Regulation) Order, 1993. Under the Textile Order every manufacturer of textiles, Textile Machinery and every person dealing with textile business shall keep books of accounts data and other records relating to his business in the matter of production, processing, import, export, supply, distribution, sale, consumption etc. and shall furnish such returns or information in respect of their business as and when directed by the Textile Commissioner.

The Textile Order further provides that no person shall make any markings on any textile resembling the brand name or trade name of any other person who has applied or obtained to that effect under the Trade and Merchandise Marks, 1958, except under and limited to the extent of the specific authorization by the holder of or applicant for such brand or trade name.

THE LEGAL METROLOGY ACT, 2009

An act to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters incidental thereto. The part of metrology in relation to weighing and measuring units as well as methods of weighing and measuring instruments with the object of ensuring public guarantee and from the point of view of security and accuracy of weighing and measurement. Any weight or measure which conforms to the standard of such weight or measure and also conforms to such of the provisions of Sec. 7 as are applicable to it shall be the standard of weight or measure. Any numeral which conforms to the provisions of Sec. 6 shall be the standard numeral. It further provides that no weight, measure or numeral, other than the standard weight, measure or numeral shall be used as a standard weight, measure or numeral.

Every reference standard, secondary standard and working standard shall be verified and stamped in such manner and after payment of such fee as may be prescribed. Every reference standard, secondary standard and working standard which is not verified and stamped in accordance with the provisions shall not be deemed to be a valid standard. The provision relating to Use and Prohibition provides that no person shall, in relation to any goods, things or service quote, or make announcement of, whether by word of mouth or otherwise, any price or charge, or issue or exhibit any price list, invoice, cash memo or other document, or prepare or publish any advertisement, poster or other document, or indicate the net quantity of a pre-packaged commodity, or express in relation to any transaction or protection, any quantity or dimension, otherwise than in accordance with the standard unit of weight, measure or numeration.

No person shall manufacture, repair or sell, or offer, expose or possess for repair or sale, any weight or measure unless he holds a licence issued by the Controller. No licence to repair shall be required by a manufacturer for repair of his own weight or measure in a State other than the State of manufacture of the same. The Controller shall issue a licence in such form and manner, on such conditions, for such period and such area of jurisdiction and on payment of such fee as may be prescribed.

THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

The Micro, Small and Medium Enterprises Development Act, 2006 as amended from time to time (MSMED Act) seeks to facilitate the development of micro, small and medium enterprises. The MSMED Act provides that where an enterprise is engaged in the manufacturing and production of goods pertaining to any industry specified in the first schedule to the Industries (Development and Regulation) Act, 1951, the classification of an enterprise will be as follows:

- a. where the investment in plant and machinery does not exceed twenty-five lakh rupees shall be regarded as a micro enterprise;
- b. where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees shall be regarded as a small enterprise;
- c. Where the investment in plant and machinery is more than five crore rupees but does not exceed ten crore rupees shall be regarded as a medium enterprise.

The MSMED Act provides for the memorandum of micro, small and medium enterprises to be submitted by the relevant enterprises to the prescribed authority. While it is compulsory for medium enterprises engaged in manufacturing to submit the memorandum, the submission of the memorandum by micro and small enterprises engaged in manufacturing is optional. The MSMED Act defines a supplier to mean a micro or small enterprise that has filed a memorandum with the concerned authorities. The MSMED Act ensures that the buyer of goods makes payment for the goods supplied to him immediately or before the date agreed upon between the buyer and supplier. The MSMED Act provides that the agreed period cannot exceed forty five days from the day of acceptance of goods. The MSMED Act also stipulates that in case the buyer fails to make payment to the supplier within the agreed period, then the buyer will be liable to pay compound interest at three times of the

bank rated notified by the Reserve Bank of India from the date immediately following the date agreed upon. The MSMED Act also provides for the establishment of the Micro and Small Enterprises Facilitation Council („Council“). The Council has jurisdiction to act as an arbitrator or conciliator in a dispute between the supplier located within its jurisdiction and a buyer located anywhere in India.

The MSMED act provides for appointment and establishment of National Board by the Central Government for MSME enterprise with its head office at Delhi. The Central Government may from time to time for the purpose of promotion and development of the MSME and to enhance the competitiveness in the sector organise such programmes, guidelines or instructions, as it may deem fit. In case of any offences under this act, no court inferior to that of Metropolitan Magistrate or Chief Metropolitan Magistrate shall try the offence under this act

LAWS RELATING TO EMPLOYMENT AND LABOUR

CHILD LABOUR (PROHIBITION AND REGULATION) ACT, 1986

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act the employment of child labour in the building and construction industry is prohibited.

THE EMPLOYEES PROVIDENT FUNDS AND MISCELLANEOUS PROVISIONS ACT, 1952 *(“Employees Provident Fund and Miscellaneous Provisions Act”)*

The Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 is a social welfare legislation to provide for the institution of Provident Fund, Pension Fund and Deposit Linked Insurance Fund for employees working in factories and other establishments. The Act aims at providing social security and timely monetary assistance to industrial employees and their families when they are in distress.

The Act is administered by the Government of India through the Employees’ Provident Fund Organisation (EPFO). The following three schemes have been framed under the Act by the Central Government:

- (a) The Employees’ Provident Fund Schemes, 1952;
- (b) The Employees’ Pension Scheme, 1995; and
- (c) The Employees’ Deposit-Linked Insurance Scheme; 1976.

The Central Government has been constituted Employees’ Provident Funds Appellate Tribunal to exercise the powers and discharge the functions conferred on such by Employees’ Provident Funds and Miscellaneous Provisions Act, 1952.

PAYMENT OF GRATUITY ACT, 1972 (Gratuity Act)

The Payment of Gratuity Act, 1972 (“Act”) was enacted with the objective to regulate the payment of gratuity, to an employee who has rendered for his long and meritorious service, at the time of termination of his services. A terminal Lump sum benefit paid to a worker when he or she leaves employment after having worked for the employer for a prescribed minimum number of years is referred to as "gratuity." The provisions of the Act are applicable to all the factories. The Act provides that within 30 days of opening of the establishment, it has to notify the controlling authority in Form A and thereafter whenever there is any change in the name, address or change in the nature of the business of the establishment a notice in Form B has to be filed with the authority. The Employer is also required to display an abstract of the Act and the rules made there-under in Form U to be affixed at the or near the main entrance. Further, every employer has to obtain insurance for his Liability towards gratuity payment to be made under Payment of Gratuity Act 1972, with Life Insurance Corporation or any other approved insurance fund.

PAYMENT OF BONUS ACT, 1965 (POB Act)

The Payment of Bonus Act, 1965 is applicable to every establishment employing 20 or more employees. The said Act provides for payment of the minimum bonus to the employees specified under the Act. It further requires the maintenance of certain books and registers such as the register showing computation of the allocable surplus; the register showing the set on & set off of the allocable surplus and register showing the details of the amount of Bonus due to the employees. Further it also require for the submission of Annual Return in the prescribed form (FORM D) to be submitted by the employer within 30 days of payment of the bonus to the Inspector appointed under the Act.

WORKMEN'S COMPENSATION ACT 1923 (WCA)

This Act came into force on 1st April, 1924. It aims at providing financial protection to workmen and their dependants in case of accidental injury by means of payment of compensation by the employers. However, here the employer shall not be liable in respect of any injury that does not result in the total or partial disablement of the workmen for a period exceeding 3 days in respect of any injury not resulting in death, caused by an accident which was due to the reason that workman was under the influence of drugs, or due to his wilful disobedience of an order expressly given to him, or a wilful removal or disregard of any safety device by the workmen, or when the employee has contracted a disease which is not directly attributable to a specific injury caused by the accident or to the occupation.

EMPLOYEES STATE INSURANCE ACT, 1948 (ESI Act)

The promulgation of Employees' State Insurance Act, 1948(ESI Act), by the Parliament was the first major legislation on social Security for workers in independent India. It was a time when the industry was still in a nascent stage and the country was heavily dependent on an assortment of imported goods from the developed or fast developing countries. The deployment of manpower in manufacturing processes was limited to a few select industries such as jute, textile, chemicals etc. The legislation on creation and development of a fool proof multi-dimensional Social Security system, when the country's economy was in a very fledgling state was obviously a remarkable gesture towards the socio economic amelioration of a workforce though limited in number and geographic distribution. India, notwithstanding, thus, took the lead in providing organized social protection to the working class through statutory provisions.

The ESI Act, 1948, encompasses certain health related eventualities that the workers are generally exposed to; such as sickness, maternity, temporary or permanent disablement, Occupational disease or death due to employment injury, resulting in loss of wages or earning capacity-total or partial. Social security provision made in the Act to counterbalance or negate the resulting physical or financial distress in such contingencies, are thus, aimed at upholding human dignity in times of crises through protection from deprivation, destitution and social degradation while enabling the society the retention and continuity of a socially useful and productive manpower.

INDUSTRIAL DISPUTES ACT, 1947 ("ID ACT") AND INDUSTRIAL DISPUTE (CENTRAL) RULES, 1957

The ID Act and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The ID Act was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman. The ID Act includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial

obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lockouts, closures, lay-offs and retrenchment.

CONTRACT LABOUR (REGULATION AND ABOLITION) ACT, 1970

The purpose of Contract Labour (Regulation and Abolition) Act, 1970 is to regulate the employment of contract labour in certain establishments to provide for its abolition and certain circumstances and for matters connected herewith.

INTELLECTUAL PROPERTY LAWS

TRADEMARKS ACT, 1999 (TM Act)

A trademark is used in relation to goods so as to indicate a connection in the course of trade between the goods and a person having the right as proprietor or user to use the mark. The Trademarks Act, 1999, (Trademarks Act) governs the registration, acquisition, transfer and infringement of trademarks and remedies available to a registered proprietor or user of a trademark. Registration is valid for a period of 10 years but can be renewed in accordance with the specified procedure.

As per the Trademarks (Amendment) Bill, 2009, Registrar of Trade Marks is empowered to deal with international applications originating from India as well as those received from the International Bureau and maintain a record of international registrations. It also removes the discretion of the Registrar to extend the time.

COPYRIGHTS ACT, 1957 (Copyright)

The Copyrights Act governs copyright protection in India. Under the Copyright Act, copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. Following the issuance of the International Copyright Order, 1999, subject to certain exceptions, the provisions of the Copyright Act apply to nationals of all member states of the World Trade Organization.

While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favoring 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. The Copyright Act also provides for criminal remedies, including imprisonment of the accused, imposition of fines and seizure of infringing copies.

PATENTS ACT, 1970 (Patent Act)

The purpose of the Patent Act in India is to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent. An application for a patent can be made by (a) person claiming to be the true and first inventor of the invention; (b) person being the assignee of the person claiming to be the true and first inventor in respect of the right to make such an application; and (c) legal representative of any deceased person who immediately before his death was entitled to make such an application. Penalty for the contravention of the provisions of the Patents Act include imposition of fines or imprisonment or both.

THE INFORMATION TECHNOLOGY (“IT”) ACT, 2000

This Act aims to provide the legal infrastructure for e-commerce in India. And the cyber laws have a major impact for e-businesses and the new economy in India. So, it is important to understand what are the various perspectives of the IT Act, 2000 and what it offers. The Information Technology Act, 2000 also aims to provide for the legal framework so that legal sanctity is accorded to all electronic records and other activities carried out by electronic means. The Act states that unless otherwise agreed, an acceptance of contract may be expressed by electronic means of communication and the same shall have legal validity and enforceability.

PROPERTY RELATED LAWS

TRANSFER OF PROPERTY ACT, 1882

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

THE INDIAN STAMP ACT, 1899

Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. The Indian Stamp Act, 1899 (the “Stamp Act”) provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state. Instruments chargeable to duty under the Stamp Act but which have not been duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments by certain specified authorities and bodies and imposition of penalties, for instruments which are not sufficiently stamped or not stamped at all. Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.

TAXATION & DUTY LAWS

THE CENTRAL SALES TAX ACT, 1956 (“Central Sales Tax Act”)

Central Sales Tax Act 1956 was enacted by the Parliament and received the assent of the president on December 21, 1956. Imposition of tax became effective from July 1, 1957. It extends to the whole of India. Every dealer who makes an inter-state sale must be a registered dealer and a certificate of registration has to be displayed at all places of his business. There is no exemption limit of turnover for the levy of central sales tax. The tax is levied under this act by the Central Government but, it is collected by that state government from where the goods were sold. The tax thus collected is given to the same state government which collected the tax. In case of union Territories the tax collected is deposited in the consolidated fund of India.

VALUE ADDED TAX (“VAT”)

VAT is a system of multi-point Levy on each of the purchases in the supply chain with the facility of set-off input tax on sales whereby tax is paid at the stage of purchase of goods by a trader and on purchase of materials by a Libas Designs Limited manufacturer. VAT is based on the value addition of goods, and the related VAT Liability of the dealer is calculated by deducting input tax credit for tax collected on the sales during a particular period. VAT is a consumption tax applicable to all commercial activities involving the production and distribution of goods and the provisions of services, and each state that has introduced VAT has its own VAT Act, under which, persons Liable to pay VAT must register and obtain a registration number from Sales Tax Officer of the respective State.

INCOME TAX ACT, 1961

The government of India imposes an income tax on taxable income of all *persons* including individuals, Hindu Undivided Families(HUFs), companies, firms, association of persons, body of individuals, local authority and any other artificial judicial person. Levy of tax is separate on each of the persons. The levy is governed by the Indian Income Tax Act, 1961. The Indian Income Tax Department is governed by CBDT and is part of the Department of Revenue under the Ministry of Finance, Govt. of India. Income tax is a key source of funds that the government uses to fund its activities and serve the public. The quantum of tax determined as per the statutory provisions is payable as: a) Advance Tax; b) Self-Assessment Tax; c) Tax Deducted at Source (TDS); d) Tax Collected at Source (TCS); e) Tax on Regular Assessment.

SERVICE TAX ACT, 1994

Service tax is charged on taxable services as defined in Chapter V of Finance Act, 1994, which requires a service provider of taxable services to collect service tax from a service recipient and pay such tax to the Government. In accordance with Rule 6 of Service tax Rules the assesses is required to pay Service tax in TR 6 challan by fifth of the month immediately following the month to which it relates. Further under Rule 7 (1) of Service Tax Rules, the company is required to file a half yearly return in Form ST 3 by twenty fifth of the month immediately following the half-year to which the return relates.

PROFESSIONAL TAX

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

IMPORTANT GENERAL LAWS

THE COMPANIES ACT, 1956

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

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 vide its notification dated September 12, 2013 notified 100 Sections and on March 26, 2014 notified 183 Sections of the Companies Act, 2013. The same are applicable from September 12, 2013 and April 01, 2014, respectively. The Ministry of Corporate Affairs has issued the rules and new improved e-forms complementary to the Act establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Act.

FOREIGN EXCHANGE MANAGEMENT ACT, 1999

The Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the 'automatic route' within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

THE FOREIGN TRADE (DEVELOPMENT & REGULATION) ACT, 1992

The Foreign Trade (Development & Regulation) Act, 1992, provides for the development and regulation of foreign trade by facilitating imports into and augmenting exports from India and for matters connected therewith or incidental thereto.

THE COMPETITION ACT, 2002

The Competition Act, 2002 (the "Competition Act") prohibits anti competitive agreements, abuse of dominant positions by enterprises and regulates "combinations" in India. The Competition Act also established the Competition Commission of India (the "CCI") as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds. There are also different thresholds for those categorized as Individuals and Group. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside

India, if such combination is likely to have an appreciable adverse effect on competition in India. Effective June 1, 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities) approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

THE INDIAN CONTRACT ACT, 1872 (“CONTRACT ACT”)

The Contract Act 1872 codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

BOMBAY SHOPS AND ESTABLISHMENTS ACT, 1948

The Bombay Shops and Establishments Act, 1948 (“Bombay Shops and Establishments Act”) provides for compulsory registration of shops / establishments, communication of closure of shops / establishments, lays down the hours of work - per day and week; guidelines for rest interval, opening and closing hours, closed days, national and religious holidays, overtime work; rules for employment of children, young persons and women; annual leaves, maternity leaves, sick and casual leaves; employment and termination of service etc. The Bombay Shops and Establishments Act provides for the maintenance of statutory registers and records, display of notices and obligations of employers as well as employees.

THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 (“SHWW ACT”)

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”) provides for the protection of women 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 favors 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 which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000.

CONSUMER PROTECTION ACT, 1986 (COPRA)

The Consumer Protection Act, 1986 (“COPRA”) aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services, price charged being unlawful and goods being hazardous to life and safety when used. The COPRA provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of these authorities attracts criminal penalties.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Our Company was incorporated as Libas Designs Private Limited under the provisions of the Companies Act 1956 vide certificate of incorporation dated November 10, 2004, issued by the Registrar of Companies, Mumbai, Maharashtra. Subsequently, our Company was converted into a public limited company pursuant to which the name of our Company was changed to “Libas Designs Limited” vide fresh certificate of incorporation dated September 20, 2016.

The registered office of our company at the time of Incorporation was at 4B Chandan Building, 62B Peddar Road, Mumbai – 400026, Maharashtra, India. Our Registered Office was shifted with effect from October 20, 2016 to Gala No 55, Apaki Industrial Premises Co-operative Society Limited, Plot No. 246, Masrani Lane, Kurla (W) Mumbai - 400070, Maharashtra, India.

For information on the Company’s activities, market, growth, technology and managerial competence, please see the chapters “Our Management”, “Our Business” and “Our Industry” beginning on pages 135, 103 and 95 respectively of this Prospectus.

KEY EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

Year	Event
2004	Our company was incorporated as Libas Designs Private Limited.
2005	Open First store under the brand name of LIBAS RIYAZ GANGJI in Mumbai
2010	Open its Second Store in Mumbai
2013	Open two more store in the same year in Mumbai
2014	Signing a Franchisee Agreement to open the Store in Ludhiana
2016	Open another store in Pune
2016	Issue of bonus shares in ration of 2.5:1 to the shareholders.
2016	Rights Issue in the ratio 4:7 to the shareholders.
2016	Rights Issue in the ratio 277:1000 to the shareholders.
2016	Company was converted into Public Limited Company.

OUR MAIN OBJECTS

The main objects of our Company, as contained in our Memorandum of Association, are as set forth below:

- To carry on the business of manufacturers, importers and exporters, wholesalers and retail dealers of and in men’s women’s and children’s clothing and wearing apparel of every kind, nature and description including shirts, bush-shirts, pyjama suits, vests, underwears, suits, jackets, trousers, sherwanis, kurtas and other Indian as well international ethnic wear garments for men, women and children, foundation garments for ladies dresses, brassieres, maternity belts, knee caps, coats, panties, nighties.
- To manufacture and/or deal in all types of furnishing fabrics, upholstery, curtains and such other products.
- To carry on business of buying, selling, importing, exporting and otherwise dealing in all kinds of tailoring materials, like buttons, zip fasteners, lining materials, buckles, cufflinks, stitch buttons and other similar and analogous materials.



AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Since incorporation, the following changes have been made to our Memorandum of Association:

Date of Shareholders' Approval	Amendment
September 15, 2008	The Initial Authorized Share Capital of Rs. 5,00,000 (Rupees Five Lakh only) consisting of 50,000 Equity shares of face value of Rs. 10 each was increased to Rs. 1,00,00,000 (Rupees One Crore only) consisting of 10,00,000 Equity Shares of face value of Rs.10 each
August 4, 2016	The authorized capital of Rs. 1,00,00,000 (Rupees One Crore only) consisting of 10,00,000 Equity Shares of face value of Rs.10 each was increased to Rs. 11,00,00,000 (Rupees Eleven Crore only) consisting of 1,10,00,000 Equity Shares of face value of Rs.10 each
September 14, 2016	Conversion of private company into public company and subsequent change of name from 'Libas Designs Private Limited' to 'Libas Designs Limited'

HOLDING COMPANY OF OUR COMPANY

Our Company has no holding company as on the date of filing of this Prospectus.

SUBSIDIARY COMPANY OF OUR COMPANY

Our Company has no subsidiary company as on the date of filing of this Prospectus.

INJUNCTIONS OR RESTRAINING ORDERS

The Company is not operating under any injunction or restraining order.

DETAILS OF PAST PERFORMANCE

For details in relation to our financial performance in the previous five financial years, including details of non-recurring items of income, refer to section titled "Financial Statements" beginning on page 156 of this Prospectus.

SHAREHOLDERS AGREEMENTS

Our Company has not entered into any shareholders agreement as on date of filing of this Prospectus.

OTHER AGREEMENTS

Our Company has not entered into any specific or special agreements except that have been entered into in ordinary course of business and Agreement dated August 04, 2016 with Managing Director for her appointment as on the date of filing of this Prospectus.

RESTRICTIVE COVENANTS IN LOAN AGREEMENTS

Our Company has availed Credit facilities from Union Bank of India vide Sanction letter dated February 05, 2016. Union Bank of India has issued us No Objection Certificate in relation to our IPO vide letter dated November 08, 2016.

Following are certain restrictive conditions given by Union Bank of India for sanction of loans:

- Firm/Company not to be reconstituted without Bank's prior approval and in case the same has to be done, bank reserves its right to continue the limit(s) to reconstituted firm/company or otherwise, depending upon merits of the case.

- The Bank will have the right to examine at all times, the books of accounts of the firm and to have their factories / units inspected from time to time by its officer/s and / or outside agencies / chartered accountants and the expenses to be incurred by the Bank in this regard will be borne by the Firm.
- Company to plough back Net Profit in the system, retain capital & unsecured loan family members/relatives/directors etc. so as to maintain minimum current ratio of 1.17:1, Total outside liabilities/ tangible networth without quasi equity should not be more than 4:1.
- Company should not diverse funds to sister concern/associate concern, no inter-transfer of funds within the group, except for genuine trade transactions.
- Company should not declare dividend without prior consent of the Bank.
- Valuation of immovable properties charged to the Bank has to be carried out at least once in 3 years or as and when deemed fit by the Bank through empanelled valuers.
- Bank's advance(s) is/are repayable on demand and may be recalled/cancelled/modified without giving prior notice and Banks's reserves its rights to recall/cancel/modify/freeze the credit facility(s) if subsequently it is found that the information/papers submitted by the party is/are false/ incorrect and same is prejudicial to the interest of the Bank & it could have affected Bank's decision in sanctioning/continuing the credit facility(s) to the party.

Details of borrowing and charges of Union Bank of India:

Sr. No.	Date of charge creation/modification	Charge amount secured	Charge holder	Facilities	Security
1.	February 25, 2016	Rs. 13.00 Cr.	Union Bank of India 100, BTM Compound, LBS Marg, Bhandup (West), Mumbai-400078	Cash Credit of Rs. 11.00 Cr. Term Loan / DPGL Other Secured Term Loan of Rs. 2.00 Cr.	First charge on Books debts and Stock in Business First charge on Furniture, Electrical Fittings, Facades and other Assets created out of Bank finance. Collateral Securities: (1) Flat No 1103 and 1203, A Wing, 11 th and 12 th Floor, Duplex Height Andheri (W), Mumbai - 400053 - In the name of Riyaz Ganji and Reshma Ganji (2) Gala no. 55, Sidhapura Industrial Estate, Masrani Lane, Near Halav Pool, Kurla (W), Mumbai - 400070 - In the name of Riyaz Ganji (3) Gala No 62, Sidhapura Industrial Estate, Masrani Lane, Near Halav Pool, Kurla (W), Mumbai - 400070 - In the name of Nishant Mahimtura



STRATEGIC/ FINANCIAL PARTNERS

Our Company does not have any strategic and financial partners as on the date of filing of this Prospectus.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS OR BANKS

There have been no defaults or rescheduling of borrowings with financial institutions or banks as on the date of this Prospectus.

NUMBER OF SHAREHOLDERS

Our Company has 10 (Ten)shareholders on date of this Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association we are required to have not less than 3 directors and not more than 15 directors, subject to Sections 252 and 259 of the Companies Act, 1956 / Section 149 of Companies Act, 2013. We currently have Six Directors on our Board.

The following table sets forth details regarding our Board of Directors as on the date of this Prospectus other than Directorship in our Company:

Sr. No.	Name, Father's/Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment	Other Directorships
1.	<p>Name: Mrs. Reshma Riyaz Ganji</p> <p>Age: 43 Years</p> <p>Father's Name: Mr. Seetharamkodibail Shetty</p> <p>Designation: Managing Director</p> <p>Address: Duplex Heights C.H.S., Tower 5, A Wing, Flat No 1103, Yamuna Nagar, Lokhandwala Complex, Andheri (W), Mumbai- 400053, Maharashtra, India.</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: 5 years</p> <p>DIN: 07576582</p>	July 26, 2016	Nil
2.	<p>Name: Mr. Nishant Mitrasen Mahimtura</p> <p>Age: 69 Years</p> <p>Father's Name: Mr. Mitrasen Mahimtura</p> <p>Designation: Director</p> <p>Address: 4-B, Chandan Building, 62B, Peddar Road, Mumbai - 400026, Maharashtra, India.</p> <p>Occupation: Business</p> <p>Nationality: Indian</p> <p>Term: Retire by rotation</p> <p>DIN: 02000572</p>	November 10, 2004	Nil

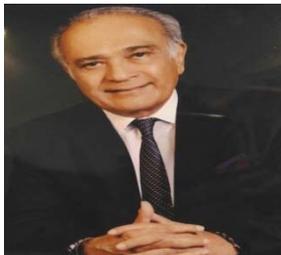
3.	<p>Name:Mr.RiyazEqbalGanji</p> <p>Age:46 Years</p> <p>Father's Name:Mr. Eqbal Ahmed Ganji</p> <p>Designation: Executive Director</p> <p>Address:1103/1203, Tower No.5, Duplex Heights, Yamuna Nagar, Andheri (West) Mumbai - 400095,Maharashtra,India</p> <p>Occupation:Business</p> <p>Nationality:Indian</p> <p>Term: Retire by rotation</p> <p>DIN:02236203</p>	November 10, 2004	Nil
4.	<p>Name:Mr.Anand DevidasTaggarsi</p> <p>Age:50 Years</p> <p>Father'sName:Mr.DevidasKrishnaraoTaggarsi</p> <p>Designation: Independent Director</p> <p>Address:Flat No. 13, Green Acre CHS., Plot No. 19, Amritvan, Goregaon (East) Mumbai 400063,Maharashtra, India</p> <p>Occupation:Service</p> <p>Nationality:Indian</p> <p>Term: 5 Years</p> <p>DIN:06959365</p>	September 21, 2016	1. Seya Industries Limited
5.	<p>Name:Mr.Vivek Padmanabh Kamath</p> <p>Age:55Years</p> <p>Father'sName:Mr.PadmanabhNarayan Kamath</p> <p>Designation: Independent &Non-Executive Director</p> <p>Address:201 Shubhkamana, T H Kataria Road Mahim Mumbai 400016 Maharashtra, India.</p> <p>Occupation:Service</p> <p>Nationality:Indian</p> <p>Term: 5 Years</p> <p>DIN:07239860</p>	September 21, 2016	1. Wellcorp Health Services Private Limited

6.	<p>Name:Ms. ReemaDeepak Varde</p> <p>Age:35 Years</p> <p>Father’sName:Mr.HemantLaxmidasMotiwala</p> <p>Designation:Independent&Non-Executive Director</p> <p>Address:Madhuban (1st Floor, 7 Labumum Road Opp. Dr. Mangshkar Clinic New Gamdevi Road, Grant Road, Mumbai – 400007, Maharashtra, India.</p> <p>Occupation: Professional</p> <p>Nationality:Indian</p> <p>Term: 5 Years</p> <p>DIN:07604537</p>	September 21, 2016	NIL
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BRIEF BIOGRAPHIES OF OUR DIRECTORS



Mrs. Reshma Riyaz Ganji, aged 43 years, is the Managing Director of our Company. She has done her graduation from Mumbai University. She is a Mumbai based International fashion designer and having experience of more than 20 years in this field. She is the first Indian female designer to represent India at the World Trade Center (New York). She has also received the ‘No. 1 Fashion Designer Brand Award’ in 2015 for Libas.



Mr. Nishant Mitrasen Mahimtura, aged 69 Years, is the Promoter and Director of our Company. He is Bachelor of Science from University of Bombay. He holds a Diploma in Marketing and Advertising. He is having more than 45 years of experience in the fields of Marketing and Finance. He looks after strategic planning, marketing and managing the finance & accounts of Libas Designs Limited. Recently considering his expertise and vast experience in the field of finance and accounts he has been appointed as the CFO of the company



Mr. Riyaz Egbal Ganji, aged 46 Years, is the Executive Director of our Company. He has done his SSC in the year 1986. He is having rich experience of more than 26 years. He returned to Mumbai after working under Shenzhen tailor for a year in Hong Kong and started his First Libas – Riyaz Gangji store in the year 1996 under the proprietorship firm Libas Fashions. He has been designer of the first international video of A.R. Rahman in Vande Mataram. In 1996.



Mr. Anand Taggarsi, aged 50 years, is the Non - Executive & Independent Director of our Company. He is Bachelor of Commerce from University of Bombay. He holds the degree of Master of Business Administration (Part time) in Finance from NMIMS University. He is having experience of more than 25 year in Banking Industries and presently associated with Aditya Birla Financial Services as a Consultant.



Mr. Vivek Padmanabh Kamath, aged 55 years, is the Non - Executive & Independent Director of our Company. He has done his Post graduation in Science from University of Bombay. He holds the degree of Master of Business Administration in Marketing from University of Bombay. He is having experience of more than 20 years in the areas of General Management, Marketing, Sales, Strategic Planning, Business Development & Healthcare Communications. He is currently the Group COO at Pinnacle Cancer Centers India & International that provide world-class comprehensive cancer care services in Medical, Surgical & Radiation Oncology at its centers in India and overseas.



Ms. Reema Varde, aged 35 years, is the Non - Executive & Independent Director of our Company. She has done diploma course in Basic Fashion Technology from B.D. Somani Institute of Art and Fashion Technology. She works as a freelancer designer. She had started her career as freelance designer at renowned Men's wear label Jinaam in year 2001. She also headed the design department at Rajkamal Sarees for brief time. She successfully has consulted many domestic labels as brand strategist. She dedicated 17 years of her life as senior faculty & later as assistant HOD of the fashion department at B.D. Somani Institute of Art and Fashion Technology. She also worked as senior merchandiser at Naina Apparel and, also heads the Head of Department position at INIFD Vashi Branch. Her versatile portfolio gives her the extra niche over her contemporaries as her Dynamic profile covers all spectrum of Fashion world.

CONFIRMATIONS

As on the date of this Prospectus:

1. Apart from Mr. Riyaz E qbal Ganji and Mrs. Reshma Riyaz Ganji who are related to each other as Husband and Wife, none of the Directors of the Company are related to each other.
2. There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Management Personnel were selected as a Director or member of the senior management.
3. The Directors of Our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment.
4. None of the above-mentioned Directors are on the RBI List of willful defaulters.
5. Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) for more than 3 months during the five years prior to the date of filing the Prospectus or (b) delisted from the stock exchanges.
6. None of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority. For further details refer Chapter titled "Outstanding Litigation and Material Developments" beginning on page 195 of this Prospectus.

REMUNERATION / COMPENSATION OF DIRECTORS

Directors of the Company may be paid sitting fees, commission and any other amounts as may be decided by our Board in accordance with the provisions of the Articles of Association, the Companies Act and other applicable laws and regulations. Except Mr. Nishant Mitrasen Mahimtura, and Mr. Riyaz Eqbal Ganji who have been paid Gross Compensation of Rs. 6 lakhs and 24 lakhs respectively during Fiscal Year 2015-16, none of our Directors had received any remuneration during preceding financial year.

SHAREHOLDING OF OUR DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares.

The following table details the shareholding of our Directors as on the date of this Prospectus:

Sr. No.	Name of the Director	No. of Equity Shares	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
1.	Mrs. Reshma Riyaz Ganji	12,35,100	22.45	16.47
2.	Mr. Nishant Mitrasen Mahimtura	22,60,000	41.09	30.13
3.	Mr. Riyaz Eqbal Ganji	12,48,900	22.71	16.65
4.	Mr. Anand Devidas Taggarasi	Nil	Nil	Nil
5.	Mr. Vivek Padmanabh Kamath	Nil	Nil	Nil
6.	Ms. Reema Deepak Varde	Nil	Nil	Nil

INTERESTS OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable, if any to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable, if any to them under our Articles of Association, and/or to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. Some of our Directors may be deemed to be interested to the extent of consideration received/paid or any loan or advances provided to anybody corporate including companies and firms and trusts, in which they are interested as directors, members, partners or trustees.

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

None of our Directors has been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others.

Except as stated in the chapter "Our Management" and 'Related Party Transactions' beginning on pages 135 and 154 respectively of this Prospectus and described herein to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business.

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

Our Directors are not interested in the appointment of or acting as Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

PROPERTY INTEREST

Except as stated/referred to in the heading titled “Land & Properties” beginning on page 118 of this Prospectus, our Directors has not entered into any contract, agreement or arrangements during the preceding two years from the date of this Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Name	Date of event	Nature of event	Reason
Mrs.ReshmaRiyazGanji	July 26, 2016	Appointment	Appointment as Managing Director
Mr. Anand Devidas Taggarsari	September 21, 2016	Appointment	Appointment as Non-Executive & Independent Director
Mr. Vivek Padmanabh Kamath	September 21, 2016	Appointment	Appointment as Non-Executive & Independent Director
Ms. ReemaDeepak Varde	September 21, 2016	Appointment	Appointment as Non-Executive & Independent Director

BORROWING POWERS OF THE BOARD

Pursuant to a special resolution passed at Extra Ordinary General Meeting of our Company held on September 21, 2016 consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180 (1)(c) of the Companies Act, 2013 for borrowing, from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained from our Company’s bankers in the ordinary course of business) may exceed in the aggregate, the paid-up capital of our Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of our Company and its free reserves shall not at any time exceed Rs.100Crores (Rupees One Hundred Crore Only).

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. We have complied with the requirements of the applicable regulations, including the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, the Board’s supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We have a Board constituted in compliance with the Companies Act, 2013 and as per the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently our Board has Six Directors. We have One Managing Director, Two Executive Director and Three Non-Executive & Independent Directors. The constitution of our Board is in compliance with the requirements of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The following committees have been formed in compliance with the corporate governance norms:

- A. Audit Committee
- B. Stakeholders Relationship Committee
- C. Nomination and Remuneration Committee

A) Audit Committee

Our Company has reconstituted an audit committee ("**Audit Committee**"), as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, vide resolution passed in the meeting of the Board of Directors held on September 21, 2016.

The terms of reference of Audit Committee complies with the requirements of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises the following three (3) directors.

Composition of Audit Committee:

Name of the Director	Status	Nature of Directorship
Mr. Anand Devidas Taggarsari	Chairman	Non-Executive & Independent Director
Ms. Reema Deepak Varde	Member	Non-Executive & Independent Director
Mr. Nishant Mitrasen Mahimtura	Member	Executive Director

Mr. Anand Devidas Taggarsari is the Chairman of the Audit Committee.

The Company Secretary of the Company acts as the Secretary to the Audit committee.

Role of the audit committee:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval.

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.
8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. 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.
14. Discussion with internal auditors on any significant findings and follow up there on.
15. 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.
16. 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.
17. 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.
18. To review the functioning of the Whistle Blower mechanism, in case the same exists.
19. Approval of appointment of Chief Financial Officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience & background, etc. of the candidate.
20. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.
21. Monitoring the end use of funds raised through public offers and related matters.

The Audit Committee shall mandatorily review the following information:

1. Management Discussion and Analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters / letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. Statement of deviations:

- a) Half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
- b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

Powers of the Audit Committee:

- Investigating any activity within its terms of reference;
- Seeking information from any employee;
- Obtaining outside legal or other professional advice; and
- Securing attendance of outsiders with relevant expertise, if it considers necessary.

B) Stakeholders Relationship Committee

Our Company has constituted a stakeholders relationship committee ("*stakeholders relationship Committee*") to redress the complaints of the shareholders. The stakeholders relationship committee was constituted as per the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 vide resolution passed at the meeting of the Board of Directors held September 21, 2016.

Composition of Stakeholders Relationship Committee

Name of the Director	Status	Nature of Directorship
Mr. Anand Devidas Taggarsi	Chairman	Non-Executive & Independent Director
Mr. Vivek Padmanabh Kamath	Member	Non-Executive & Independent Director
Mr. Nishant Mitrasen Mahimtura	Member	Executive Director

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Stakeholders Relationship Committee include the following:

1. Redressal of shareholders'/investors' complaints.
2. Reviewing on a periodic basis the approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal.
4. Non-receipt of declared dividends, balance sheets of the Company.
5. Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

C) Nomination and Remuneration Committee

Our Company has reconstituted a Nomination and Remuneration Committee. The constitution of the Nomination and Remuneration committee as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 was approved by a Meeting of the Board of Directors held on September 21, 2016

Composition of Nomination and Remuneration Committee

Name of the Director	Status	Nature of Directorship
Mr. Anand Devidas Taggarsii	Chairman	Non-Executive & Independent Director
Mr. Vivek Padmanabh Kamath	Member	Non-Executive & Independent Director
Ms. Reema Deepak Varde	Member	Non-Executive & Independent Director

Mr. Anand Devidas Taggarsii is the Chairman of the Nomination and Remuneration Committee.

The Company Secretary of the Company acts as the Secretary to the Nomination and Remuneration Committee.

Role of Nomination and Remuneration Committee are:

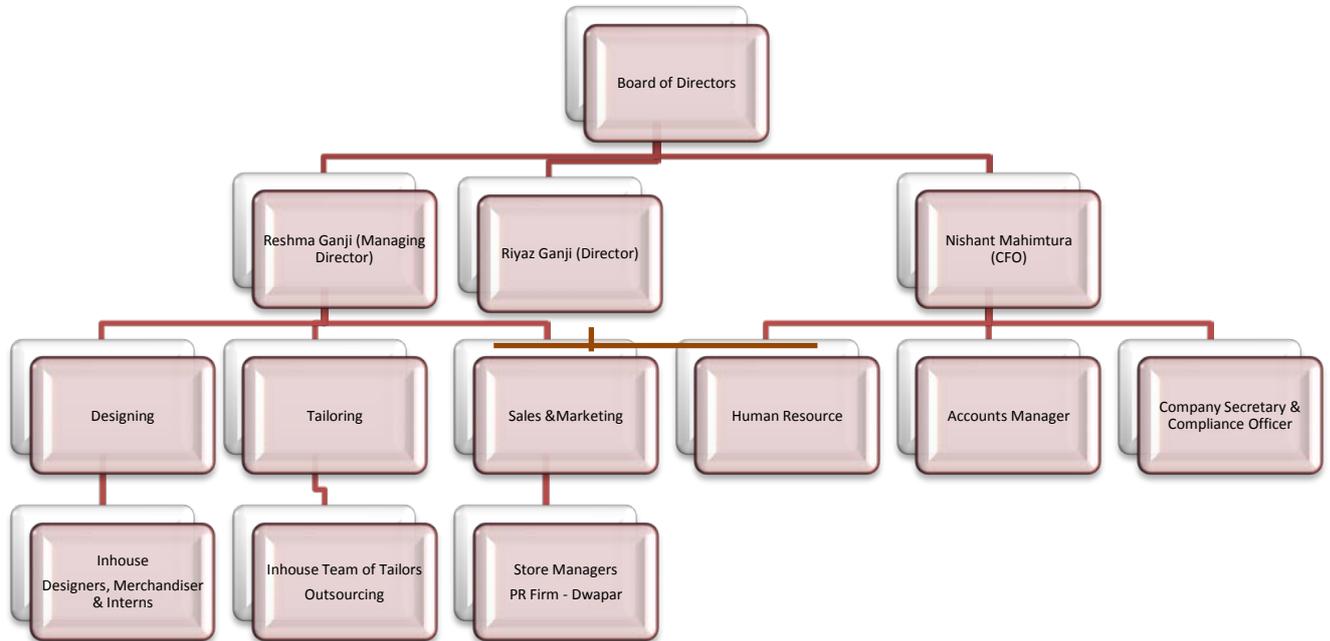
1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on diversity of Board of Directors.
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 of Directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

We will comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 after listing of our Company's shares on the Stock Exchange.

Mr. Govind Rao, Company Secretary and Compliance Officer, is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

ORGANIZATIONAL STRUCTURE



KEY MANAGERIAL PERSONNEL

Mrs. ReshmaRiyazGanji *(Managing Director)*

Mrs. ReshmaRiyazGanji, aged 43 years, is the Managing Director of our Company. She has done her graduation from Mumbai University. She is a Mumbai based International fashion designer and having experience of more than 20 years in this field. She is the first Indian female designer to represent India at the World Trade Center (New York). She has also received the ‘No. 1 Fashion Designer Brand Award’ in 2015 for Libas. Since she joined the Company in FY 2016-17, therefore no remuneration has been paid to her during Financial Year 2015-16.

Mr. NishantMitrassenMahimtura *(Chief Financial Officer)*

Mr. Nishant Mitrassen Mahimtura, aged 69 Years, is the Promoter and Director of our Company. He is Bachelor of Science from University of Bombay. He holds a Diploma in Marketing and Advertising. He is having more than 45 years of experience in the fields of Marketing and Finance. He looks after strategic planning, marketing and managing the finance & accounts of Libas Designs Limited. Recently considering his expertise and vast experience in the field of finance and accounts he has been appointed as the CFO of the company. During Financial Year 2015-16 remuneration of Rs. 24 lakhs has been paid to him.

Mr. Govind Rao *(Company Secretary & Compliance Officer)*

Mr. Govind Rao, aged 29 years, is the Company Secretary & Compliance Officer of the Company. He is an associate member of the Institute of the Company Secretaries of India and also holds graduate degree in commerce. He joined the Company on September 21, 2016. Since he joined the Company in FY 2016-17, therefore no remuneration has been paid to him during Financial Year 2015-16.

RELATIONSHIPS BETWEEN KEY MANAGERIAL PERSONNEL

There is no family relationship between the key managerial personnels.

FAMILY RELATIONSHIPS OF DIRECTORS WITH KEY MANAGERIAL PERSONNEL

Apart from Mr. Riyaz Eqbal Ganji and Mrs. Reshma Riyaz Ganji, who are related to each other as Husband and Wife, there is no family relationship between the key managerial personnel and Director of our Company. All of Key Managerial Personnel are permanent employee of our company

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

None of our Directors has been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others.

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

Mrs. Reshma Riyaz Ganji and Mr. Nishant Mitrasen Mahimtura holds 12,35,100 and 22,60,000 Equity shares respectively of our Company as on the date of this Prospectus.

BONUS OR PROFIT SHARING PLAN OF THE KEY MANAGERIAL PERSONNEL

Our Company has not entered into any Bonus or Profit Sharing Plan with any of the Key Managerial Personnel.

LOANS TO KEY MANAGERIAL PERSONNEL

No loans and advances given to the Key Managerial Personnel as on the date of this Prospectus.

INTEREST OF KEY MANAGERIAL PERSONNEL

The key managerial personnel of our Company do not have 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 and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of Equity Shares held by them in our Company, if any.

Except as disclosed in this Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration.

CHANGES IN KEY MANAGERIAL PERSONNEL DURING LAST THREE (3) YEARS

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

Name of Managerial Personnel	Designation	Date of Event	Reason
Mrs. Reshma Riyaz Ganji	Managing Director	July 26, 2016	Appointment as Managing Director
Mr. Nishant Mitrasen Mahimtura	Chief Financial Officer	September 21, 2016	Appointment as Chief Financial Officer
Mr. Govind Rao	Company Secretary	September 21, 2016	Appointment as Company Secretary

Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

ESOP/ESPS SCHEME TO EMPLOYEES

Presently, we do not have any ESOP/ESPS Scheme for employees.

PAYMENT OR BENEFIT TO OUR OFFICERS

Except as disclosed in the heading titled “Related Party Disclosure” in the section titled “Financial Statements” beginning on page 156 of this Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.

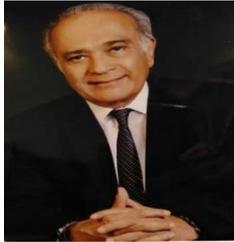
OUR PROMOTERS AND PROMOTER GROUP

OUR INDIVIDUAL PROMOTERS

1. Mr. NishantMitrassenMahimtura
2. Mr. RiyazEqbalGanji
3. Mrs. ReshmaRiyazGanji

DETAILS OF OUR INDIVIDUAL PROMOTERS

1. Mr. NishantMitrassenMahimtura



Mr. Nishant Mitrassen Mahimtura, aged 69 Years, is the Promoter and Director of our Company. He is Bachelor of Science from University of Bombay. He holds a Diploma in Marketing and Advertising. He is having more than 45 years of experience in the fields of Marketing and Finance. He looks after strategic planning, marketing and managing the finance & accounts of Libas Designs Limited. Recently considering his expertise and vast experience in the field of finance and accounts he has been appointed as the CFO of the company.

Particulars	Details
Permanent Account Number	AACPM1240J
Passport No.	M0303823
Bank Account Details	State Bank of India Account No. 20000518499 39 Kalpataru Dr.Gopalrao Deshmukh Marg, Peddar Road, Mumbai – 400026

2. Mr. RiyazEqbalGanji



Mr. Riyaz Eqbal Ganji, aged 46 Years, is the Executive Director of our Company. He has done his SSC in the year 1986. He is having rich experience of more than 26 years. He returned to Mumbai after working under Shenzhen tailor for a year in Hong Kong and started his First Libas – Riyaz Gangji store in the year 1996under the proprietorship firm Libas Fashions. He has been designer of the first international video of A.R. Rahman in Vande Mataram. In 1996.

Particulars	Details
Permanent Account Number	AADPA6454B
Passport No.	Z2331625
Bank Account Details	Bank Of Maharashtra Account No. 68013266586 Mazdock Apartment, J P Road, Seven Bunglow, Versova, Andheri (W),Mumbai – 400 0061

3. Mrs. Reshma Riyaz Ganji



Mrs. Reshma Riyaz Ganji, aged 43 years, is the Managing Director of our Company. She has done her graduation from Mumbai University. She is a Mumbai based International fashion designer and having experience of more than 20 years in this field. She is the first Indian female designer to represent India at the World Trade Center (New York). She has also received the ‘No. 1 Fashion Designer Brand Award’ in 2015 for Libas.

Particulars	Details
Permanent Account Number	AJDPG4031D
Passport No.	H8009888
Bank Account Details	Standard Chartered Bank Account No. 24310132978 21-23 Samarth Vaibhav, Off New Link Road, Lokhandwala, Andheri (W), Mumbai – 400 053

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1)(zb) of SEBI (ICDR) Regulations includes the following persons:

a) Individual Promoters

The natural persons who are part of our Promoter Group (due to the relationship with our Promoters), other than the Promoters named above are as follows:

Sr. No.	Relationship	Mr. Nishant Mitrasen Mahimtura	Mr. Riyaz Eqbal Ganji	Mrs. Reshma Riyaz Ganji
1.	Father	Mr. Mitrasen Gajanan Mahimtura	Mr. Eqbal Ahmed Ganji	Mr. K. Sheetharam Shetty
2.	Mother	Mrs. Jayanti Mitrasen Mahimtura	Mrs. Roshan Banu	Mrs. Pushpalatha Shetty
3.	Spouse	Mrs. Suchitra Mhatre	Mrs. Reshma Riyaz Ganji	Mr. Riyaz Eqbal Ganji
4.	Brother	-	1. Mr. Fayaz Ganji 2. Mr. Sajjad Ganji 3. Mr. Altaf Ganji	-
5.	Sister	Dr. Asha Haji	1. Ms. Shamim Ganji 2. Ms. Naseem Ganji	Ms. Sushma Shetty
6.	Children	1. Mr. Pawan Mahimtura	1. Aman Ganji	1. Aman Ganji

		2. Ms. MamtaMahimtura 3. Mr. MohanMahimtura	2. AnanyaGanji	2. AnanyaGanji
7.	Spouse Father	Mr. KamlakarMhatre	Mr. K. Sheetharam Shetty	Mr. Eqbal Ahmed Ganji
8.	Spouse Mother	Mrs. ShubhangiMhatre	Mrs. Pushpalatha Shetty	Mrs. RoshanBanu
9.	Spouse Brother	Mr. Sudesh K. Mhatre	-	1. Mr. FayazGanji 2. Mr. SajjadGanji 3. Mr. AltafGanji
10.	Spouse Sister	1. Ms. SujataMhatre 2. Ms. SangeetaMhatre 3. Ms. SuchanaMhatre	Ms. Sushma Shetty	1. Ms. ShamimGanji 2. Ms. NaseemGanji

b) Companies and proprietorship firms forming part of our Promoter Group are as follows:

Relationship with promoters	Promoters		
	Mr. NishantMitraserenMahimtura	Mr. Riyaz Eqbal Ganji	Mrs. Reshma Riyaz Ganji
Any company in which 10% or more of the share capital is held by the promoters or an immediate relative of the promoters or a firm or HUF in which the promoters or any one or more of his immediate relative is a member	NIL	NIL	NIL
Any company in which a company (mentioned above) holds 10% of the total holding	NIL	NIL	NIL
Any HUF or firm in which the aggregate share of the promoters and his immediate relatives is equal to or more than 10% of the total holding	Smriti Industries	NIL	NIL

OTHER UNDERTAKINGS AND CONFIRMATIONS

Our Company undertakes that the details of Permanent Account Number, Bank Account Number and Passport Number of the Promoters (PAN & Bank Account Number in case of Corporate Promoter) will be submitted to the NSE Emerge Platform, where the securities of our Company are proposed to be listed at the time of submission of this Prospectus.

COMMON PURSUITS OF OUR PROMOTERS

None of our Group Entities have objects similar to that of our Company's business as mentioned in the Chapter "Our Group Entities" beginning on page 152 of this Prospectus.

INTEREST OF THE PROMOTERS***Interest in the promotion of Our Company***

Our promoters are Mr. Nishant Mitrasen Mahimtura, Mr. Riyaz Eqbal Ganji and Mrs. Reshma Riyaz Ganji. Our Promoters may be deemed to be interested in the promotion of the Issuer to the extent of the Equity Shares held by them as well as their relatives and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. Further, Our Promoters may also be interested to the extent of Equity Shares held by or that may be subscribed by and allotted to companies and firms in which either of them are interested as a director, member or partner.

Interest in the property of Our Company

Our Promoters does not have any interest in any property acquired by our Company in last two years or proposed to be acquired by our Company.

Interest as Member of our Company

As on the date of this Prospectus, our Promoters Mr. Nishant Mitrasen Mahimtura, Mr. Riyaz Eqbal Ganji and Mrs. Reshma Riyaz Ganji hold 22,60,000, 12,48,900 and 12,35,100 Equity Shares respectively of our Company and are therefore interested to the extent of his shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoter in our Company our Promoters do not hold any other interest in our Company.

Payment Amounts or Benefit to Our Promoters during the Last Two Years

No payment has been made or benefit given to our Promoters in the two years preceding the date of this Prospectus except as mentioned / referred to in this chapter and in the section titled 'Our Management', 'Financial Statements' and 'Capital Structure' on pages 135, 156 and 54 respectively of this Prospectus. Further as on the date of this Prospectus, there is no bonus or profit sharing plan for our Promoters.

CONFIRMATIONS

For details on litigations and disputes pending against the Promoters and defaults made by them including violations of securities laws, please refer to the section titled "Outstanding Litigation and Material Developments" on page 195 of this Prospectus. Our Promoters have not been declared a willful defaulter by the RBI or any other governmental authority.

RELATED PARTY TRANSACTIONS

Except as disclosed in the "Related Party Transactions" beginning on page 154 of this Prospectus, our Company has not entered into any related party transactions with our Promoters.

OUR GROUP ENTITIES

Below mentioned are the details of Companies / entities promoted by the Promoters of our Company. No equity shares of our Group Company are listed on any stock exchange and have not made any public or rights issue of securities in the preceding three years.

Our Group Entity includes:

1. Smriti Industries

The details of our Group Entity are provided below:

1. M/s Smriti Industries

M/s. Smriti Industries was established in 1990 as a Proprietorship Firm by Mr. Nishant Mitrasen Mahimtura. The office of the firm is situated at 4-B, Chandan Bldg, 62B, Peddar Road, Mumbai - 400026, Maharashtra, India. The Permanent Account Number (PAN) of Firm is AACPM1240J (PAN of Proprietor). The Proprietorship is carrying on the business of trading and Broking.

Financial Information

(Rs. In Lakhs)

Particulars	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013
Total Income	19.80	15.45	12.70	10.50
Net Profit/(Loss)	9.33	6.61	4.51	4.38
Capital Account	0.85	0.59	4.55	2.28

CONFIRMATION

Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as willful defaulter by the RBI or any other governmental authority and there are no violations of security laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities. None of the Group Entities has a negative net worth as on the date of this Prospectus.

INTERESTS OF OUR GROUP ENTITIES

None of Our Group Entities are interested in the promotion of our Company except as disclosed in the section titled "Financial Statements" beginning on page 156 of this Prospectus and to the extent of their shareholding in our Company. Our Group Entities do not have any other interest in our Company, including in relation to property or land acquired by our Company.

SICK COMPANIES / WINDING UP

No Promoter Group Entities listed above have been declared as a sick company under the Sick Industrial Companies (Special Provisions) Act, 1985. There is no winding up proceedings against any of the Promoter Group Entities.

LITIGATION

For details on litigations and disputes pending against the Promoters and Promoter Group Entities and defaults made by them, please refer to the chapter titled, 'Outstanding Litigations and Material Developments' beginning on page 195 of this Prospectus.

DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS

Except as mentioned below our Promoters have not disassociated themselves from any of the companies/partnership firms during preceding three years

Sr. No.	Name of the Promoters	Name of Concern	Date of Disassociation	Reason
1.	Nishant Mitrasen Mahimtura	First Source Merchandise Private Limited	February 02, 2014	Due to personal reasons
2.	Riyaz Eqbal Ganji	First Source Merchandise Private Limited	February 02, 2014	Due to personal reasons
3.	Reshma Riyaz Ganji	Libas Lounge Fashion Designing LLC	February 02, 2015	Due to personal reasons

SALES/PURCHASES BETWEEN OUR COMPANY AND GROUP ENTITIES

our company has been paying commission to Smriti Industries on yearly basis for further details, please refer to chapter titled 'Related Party Transactions' beginning on page 154 of this Prospectus.

COMMON PURSUITS

None of our Group Entities have objects similar to that of our Company's business.



RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to Annexure XII of restated financial statement under the section titled, '*Financial Statements*' beginning on page 156 of this Prospectus.

DIVIDEND POLICY

Under the Companies Act, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders, who have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. Under the Companies Act, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

Dividends are payable within 30 days of approval by the Equity Shareholders at the Annual General Meeting of our Company. When dividends are declared, all the Equity Shareholders whose names appear in the register of members of our Company as on the "record date" are entitled to be paid the dividend declared by our Company. Any Equity Shareholder who ceases to be an Equity Shareholder prior to the record date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our Company.

We have not declared dividend in any Financial Year.



SECTION V

FINANCIAL INFORMATION, AS RESTATED

INDEPENDENT AUDITOR'S REPORT AS REQUIRED BY SECTION 26 OF COMPANIES ACT, 2013 WITH RULE 4 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014

To,
The Board of Directors;
Libas Designs Limited
Gala No. 55, Apaki Industrial Premises Co-operative Society Limited,
Plot No. 246, Masrani Lane, Kurla (W),
Mumbai – 400070, Maharashtra.
Dear Sirs,

Re.: Public Issue of Equity Shares of **Libas Designs Limited**.

1. We have examined the Restated Financial information of **Libas Designs Limited**, Mumbai annexed to this report for the purpose of inclusion in the offer document, signed by us for identification, in terms of our engagement agreed upon with you in accordance with our engagement letter dated September 23, 2016 in connection with the proposed issue of Equity Shares of the Company. The Restated Financial information has been approved by the Board of Directors of the Company, prepared in terms of the requirements of:
 - a) Sub- Clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 ('the Act') read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules ('the Rules'), 2014 and
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ('the Regulations') issued by the Securities and Exchange Board of India ("SEBI") on August 26, 2009, as amended from time to time in pursuance of Section 30 of the Securities and Exchange Board of India Act, 1992 and related.
 - c) The Guidance Note (Revised) on Reports in Company Prospectus and Guidance Note on Audit Reports/ Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India.
2. This Restated Financial information has been extracted by the Management from the financial statements for the Period ended June 30, 2016 and Financial year ended March 31st 2016, 2015, 2014, 2013 and 2012. Audit was conducted by M/s. V. A. Mishra & Associates, Chartered Accountants for the Period ended June 30, 2016 and Financial year ended March 31st 2016, 2015, 2014, 2013 and 2012.
3. We have also examined the financial information of the Company for the Period ended June 30, 2016 and Financial year ended March 31st 2016, 2015, 2014, 2013 and 2012 prepared and approved by the Board of Directors for the purpose of disclosure in the offer documents of the company mentioned in Paragraph (1) above.

The financial information for the above period was examined to the extent practicable, for the purpose of audit of financial information in accordance with the Engagement Standards issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform our audit to obtain reasonable assurance, whether the financial information under examination is free of material misstatement.

In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and the other provisions relating to accounts of Libas Designs Limited, We, M/s RPMD & Associates have subjected to the Peer Review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.

Based on the above, we report that in our opinion and according to the information and explanations given to us, we have found the same to be correct and the same have been accordingly used in the restated financial information appropriately.

4. In accordance with the requirements of the Companies Act, 2013, the SEBI (ICDR) Regulations and terms of our engagements agreed with you, we further report that;
5. The Restated Summary Statement of Assets and Liabilities of the Company, including as at June 30, 2016 and as at March 31st 2016, 2015, 2014, 2013 and 2012 examined by us, as set out in ANNEXURE I to this report are after making adjustments and regrouping as in our opinion were appropriate and are subject to the Significant Accounting Policies and Notes to accounts along with adjustments on account of change in policies and restatements as appearing in ANNEXURE IV to this report and subject to non-compliance of AS-15 as described Annexure No. 5 in respect of provision of Gratuity by the Company.
 - a) The Restated Summary Statement of Profit or Loss of the Company for the year then ended, including for the Period ended June 30, 2016 and Financial year ended March 31st 2016, 2015, 2014, 2013 and 2012 examined by us, as set out in ANNEXURE II to this report are after making adjustments and regrouping as in our opinion were appropriate and are subject to the Significant Accounting Policies and Notes to accounts along with adjustments on account of change in policies and restatements as appearing in ANNEXURE IV to this report
 - b) The Restated Summary Statement of Cash Flow of the Company for the year then ended, including for the Period ended June 30, 2016 and Financial year ended March 31st 2016, 2015, 2014, 2013 and 2012 examined by us, as set out in ANNEXURE III to this report are after making adjustments and regrouping as in our opinion were appropriate and are subject to the Significant Accounting Policies and Notes to accounts along with adjustments on account of change in policies and restatements as appearing in ANNEXURE IV to this report
6. Based on above, we are of the opinion that that the restated financial information have been made after incorporating.
 - i) Adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods.
 - ii) Adjustments for the material amounts in the respective financial years to which they relate.
 - iii) There are no other qualifications requiring adjustments other than the points contained in notes.
7. We have also examined the following other Restated financial information set out in Annexures prepared by the Management and approved by the Board of Directors relating to the Company as at and for the Period ended June 30, 2016 and Financial year ended March 31st 2016, 2015, 2014, 2013 and 2012.
 - i) Statement of Share Capital as appearing in Annexure V to this report
 - ii) Statement of Long Term Borrowings, as Restated as appearing in Annexure VI to this report
 - iii) Statement of Long Term Loans & Advances, as Restated as appearing in Annexure VII to this report
 - iv) Statement of Trade Receivables, as Restated as appearing in Annexure VIII to this report
 - v) Statement of Short Term Loans & Advances, as Restated as appearing in Annexure IX to this report
 - vi) Statement of Other Income, as Restated as appearing in Annexure X to this report
 - vii) Statement of Contingent Liabilities, as Restated enclosed as Annexure XI to this report

- viii) Statement of Related Party Disclosures, as Restated as appearing in Annexure XII to this report
- ix) Statement of Accounting Ratios, as Restated as appearing in Annexure XIII to this report
- x) Statement of Earning Per Share included in Annexure XIV to this report
- xi) Statement of Statement of Capitalization included as per Annexure XV to this report
- xii) Statement of Statement of Tax Shelters, as Restated as appearing in Annexure XVI to this report
- xiii) Statement of Financial Indebtedness included in Annexure XVII

In our opinion the Restated financial information contained in Annexure I to XVII of this report read along with the Significant Accounting Policies, Notes to accounts and adjustments on account of change in policies and restatements as appearing in Annexure IV to this report along with regroupings as considered appropriate, and have been prepared in accordance with sub- clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities)Rules, 2014 and the Regulations issued by SEBI.

- 8. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us.
- 9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- 10. Our report is intended solely for use of the Management and for inclusion in the offer documents in connection with the proposed issue of equity shares of the Company. Our report should not be used for any other purpose except with our consent in writing.

For RPMD & Associates.
Chartered Accountants
Firm's Reg. No. 005961C

Rahul Jain
(Partner)
M. No. 518352

Place: Delhi
Date: November 30, 2016

ANNEXURE – I

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED STAND ALONE

(Rs. in Lakhs)

Sr. No.	Particulars	Note No.	As at June 30, 2016	As at March 31,				
				2016	2015	2014	2013	2012
A.	Equity and Liabilities							
1	Shareholders' Funds							
	Share Capital	2.1	100.00	100.00	100.00	100.00	100.00	100.00
	Reserves & Surplus	2.2	279.32	253.22	162.18	126.81	93.28	67.16
2	Share application money pending allotment		-	-	40.00	40.00	40.00	40.00
3	Non-Current Liabilities							
	Long-term borrowings	2.3	-	-	-	-	-	-
	Deferred Tax Liabilities (Net)	2.27	-	-	-	-	-	-
	Other Long Term Liabilities	2.4	131.99	131.99	193.99	46.39	25.31	25.31
	Long Term Provisions	2.5	6.23	-	-	-	-	-
4	Current Liabilities							
	Short Term Borrowings	2.6	706.29	616.20	448.04	351.40	179.56	130.89
	Trade Payables	2.7	739.99	658.95	332.78	442.57	500.85	487.54
	Other Current Liabilities	2.8	51.42	50.18	38.21	18.06	25.92	22.98
	Short Term Provisions	2.9	56.25	44.58	15.86	9.68	8.18	4.39
	Total		2071.48	1,855.12	1,331.06	1,134.91	973.10	878.26
B.	Assets							
5	Non-Current Assets							
	Tangible Assets	2.10	54.69	47.10	28.89	26.32	26.47	19.44
	Intangible Assets		-	-	-	-	-	-
	Capital Work In Progress		-	-	-	-	-	-
	Non - Current Investments	2.11	1.00	1.00	1.00	1.00	26.00	1.00
	Long Term Loans and Advances	2.12	70.21	64.72	99.03	99.91	71.34	59.63
	Deferred Tax Assets (Net)	2.27	-	-	-	0.40	-	-
	Other Non Current Assets	2.13	-	-	-	-	-	1.05
6	Current Assets							
	Inventories	2.14	988.19	806.10	530.76	406.86	367.42	279.99
	Trade Receivables	2.15	949.11	899.05	557.81	520.38	453.70	425.16
	Cash and Cash Equivalents	2.16	7.89	29.44	21.89	22.39	12.67	25.46
	Short-term loans and advances	2.17	0.39	7.70	91.69	57.65	15.49	66.54
	Other Current Assets	2.18	-	-	-	-	-	-
	Total		2071.48	1,855.12	1,331.06	1,134.91	973.10	878.26

ANNEXURE – II
STATEMENT OF PROFIT AND LOSS AS RESTATED STAND ALONE

(Rs. in Lakhs)

Sr. No	Particulars	Notes No.	As at June 30, 2016	For The Year Ended March 31,				
				2016	2015	2014	2013	2012
A.	Revenue:							
	Revenue from Operations (gross)	2.19	519.20	2,146.47	1,767.96	1,407.25	1,066.85	917.49
	Less: Excise Duty		-	-	-	-	-	-
	Revenue from operations (net)		519.20	2,146.47	1,767.96	1,407.25	1,066.85	917.49
	Other income	2.20	0.42	2.93	3.77	26.76	1.76	3.57
	Total revenue		519.62	2,149.41	1,771.73	1,434.02	1,068.61	921.06
B.	Expenses:							
	Cost of material Consumed	2.21	426.50	1,697.95	1,362.82	982.03	738.51	550.42
	Cost of Trading Goods		-	-	-	-	-	-
	Changes in inventories of Finished goods, work-in-progress, Stock in Trade	2.22	(78.27)	(171.39)	(96.30)	(1.81)	(66.78)	0.47
	Employee benefit expenses	2.23	47.32	128.47	112.87	102.83	94.44	78.44
	Finance costs	2.24	19.47	69.90	62.94	49.03	26.98	23.49
	Depreciation and amortization expense	2.10	3.85	11.87	8.59	5.44	5.38	4.49
	Other expenses	2.25	62.98	276.61	267.74	248.27	225.68	222.91
	Total Expenses		481.85	2,013.40	1,718.65	1,385.80	1,024.20	880.22
	Profit/(loss) before tax and before exceptional and extraordinary items		37.77	136.01	53.08	48.22	44.41	40.84
	Prior Period Expenses		-	-	-	-	-	-
	Exceptional and Extra-ordinary Item	2.26	-	-	-	-	-	-
	Profit/(loss) before tax		37.77	136.01	53.08	48.22	44.41	40.84
	Tax expense :							
	Current tax		11.67	44.97	17.47	15.29	15.04	13.90
	Wealth Tax		-	-	-	-	-	-
	MAT Credit		-	-	-	-	-	-
	Prior Period Taxes		-	-	-	-	-	-
	Deferred Tax		-	-	0.40	(0.40)	-	-
	Profit/(loss) For the year		26.10	91.04	35.22	33.32	29.37	26.94
	Earning per equity share in Rs.:							
	(1) Basic		0.75	2.60	1.01	0.95	0.84	0.77
	(2) Diluted		0.75	2.60	1.01	0.95	0.84	0.77

ANNEXURE – III
STATEMENT OF CASH FLOW FROM RESTATED FINANCIAL STATEMENTS STAND ALONE
(Rs. in Lakhs)

Particulars	As at June 30, 2016	For The Year Ended March 31,				
		2016	2015	2014	2013	2012
A. CASH FLOW FROM OPERATING ACTIVITIES						
Profit/ (Loss) before tax	37.77	136.01	53.08	48.22	44.41	40.84
Adjustments for:						
Depreciation & amortization	3.85	11.87	8.59	5.44	5.38	4.49
Interest Expense	19.47	69.90	62.94	49.03	26.98	23.49
Interest Received	-	(1.00)	-	-	(0.55)	(1.33)
Other Misc. Adjustments	-	-	0.16	0.21	(3.25)	-
Provision for Gratuity	6.23	-	-	-	-	-
Operating profit before working capital changes	67.31	216.77	124.77	102.89	72.96	67.49
Movements in working capital :						
(Increase)/ Decrease in Inventories	(182.09)	(275.35)	(123.90)	(39.43)	(87.43)	13.49
(Increase)/Decrease in Trade Receivables	(50.05)	(341.25)	(37.43)	(66.68)	(28.55)	(168.87)
(Increase)/Decrease in Other Receivables	1.83	118.30	(33.16)	(70.72)	40.38	(44.89)
Increase(Decrease) in Trade Payables and Other Liabilities	93.94	366.86	(83.46)	(64.63)	20.04	146.42
SME Listing Expenses						
Cash generated from operations	(69.06)	85.33	(153.18)	(138.57)	17.40	13.63
Income tax Refund/ (paid) during the year	11.67	44.97	17.47	15.29	15.04	13.90
Net cash from operating activities (A)	(80.73)	40.37	(170.65)	(153.87)	2.36	(0.27)
B. CASH FLOW FROM INVESTING ACTIVITIES						
Purchase of Fixed assets	(11.43)	(30.08)	(11.16)	(5.29)	(12.40)	(7.64)
(Purchase)/ Sale of Long Term Investment	-	-	-	25.00	(25.00)	-
Interest Received	-	1.00	-	-	0.55	1.33
Net cash from investing activities (B)	(11.43)	(29.08)	(11.16)	19.71	(36.85)	(6.31)
C. CASH FLOW FROM FINANCING ACTIVITIES						
Proceeds from issue of share capital/application money/(refund)	-	(40.00)	-	-	-	(20.00)
Interest paid on borrowings	(19.47)	(69.90)	(62.94)	(49.03)	(26.98)	(23.49)
Proceeds/(Repayment) of Short Term Loans	90.09	168.16	96.64	171.84	48.68	18.00
Proceeds/ (Repayment) of Long Term Loans	-	(62.00)	147.60	21.08	-	25.31
Net cash from financing activities (C)	70.62	(3.73)	181.30	143.88	21.70	(0.18)
Net increase in cash and cash equivalents (A+B+C)	(21.54)	7.55	(0.51)	9.73	(12.79)	(6.76)
Cash and cash equivalents at the beginning of the year	29.44	21.89	22.39	12.67	25.46	32.22
Cash and cash equivalents at the end of the year	7.89	29.49	21.89	22.39	12.67	25.46



ANNEXURE – IV

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

Corporate Information

Libas Designs Limited is a limited Company incorporated under the provision of Companies Act, 1956 in India. The Company markets its product under the brand name of LIBAS RIYAZ GANJI and it is a well-established fashion designer brand name in Mumbai. The Company's registered office is in Mumbai at Gala No. 55, Apaki Industrial Premises Co-operative Society Limited, Plot No. 246, Masrani Lane, Kurla (W), Mumbai – 400070, Maharashtra.

Significant Accounting Policies:

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All the expenses and income to the extent considered payable and receivable, respectively, unless specifically stated to be otherwise, are accounted for on accrual basis.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule VI to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current classification of assets and liabilities.

Use of Estimates:

The presentation of Financial Statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which results are known / materialized.

Revenue Recognition:

Revenue is recognized only when there is no significant uncertainty as to measurability / collectability of amount.

Fixed Assets:

Fixed assets are shown at their respective written down value less depreciation.

Depreciation:

Depreciation on tangible assets is provided on the WDV basis over the useful lives of assets estimated by the Management as per the rates prescribed in the Income Tax Act 1961. Depreciation for assets purchased / sold during a period is proportionately charged.

Impairment of Assets:

If internal / external indications suggest that an asset of the company may be impaired, the recoverable amount of asset / cash generating asset is determined on the Balance Sheet date and if it is less than its carrying amount, the carrying amount of the asset / cash generating unit is reduced to the said recoverable amount. The

recoverable amount is measured as the higher of net selling price and value of such assets / cash generating unit, which is determined by the present value of the estimated future Cash Flows.

Miscellaneous Expenditure:

Miscellaneous Expenditure are written off completely during the financial year in which incurred.

Taxation:

The Income Tax Liability is provided in accordance with the provisions of Income Tax Act,1961

Retirement Benefits:

The Company has not provided for its liability towards gratuity. No actuarial valuation has been done for ascertainment of the Company's prospective liability towards gratuity.

NOTES TO RESTATED FINANCIAL STATEMENTS
Note 2.1: Share Capital

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Authorized	100.00	100.00	100.00	100.00	100.00	100.00
Issued, Subscribed and Paid Up	100.00	100.00	100.00	100.00	100.00	100.00
Grand Total	100.0	100.0	100.0	100.0	100.0	100.0

Note 2.2: Reserves and Surplus

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Share Premium Account						
Balance as at the beginning of the year	-	-	-	-	-	-
Add: Share Premium received during the year	-	-	-	-	-	-
Less: Utilized for issue of bonus shares	-	-	-	-	-	-
Balance as at the end of the year	-	-	-	-	-	-
Balance in Statement of Profit & Loss						
Balance as at the beginning of the year	253.22	162.18	126.81	93.28	67.16	40.22
Add: Profit for the year	26.10	91.04	35.22	33.32	29.37	26.94
Add : Misc. Adjustment	-	-	0.16	0.21	(3.25)	-
Balance as at the end of the year	279.32	253.22	162.18	126.81	93.28	67.16
Grand Total	279.32	253.22	162.18	126.81	93.28	67.16

Note 2.3: Long Term Borrowings

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Other loans & Advances						
-Unsecured	-	-	-	-	-	-
Grand Total	-	-	-	-	-	-

Note 2.27: Deferred Tax Assets/(Liabilities) (Net)

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Deferred Tax Assets						
Disallowance u/s 40a(ia)	-	-	-	-	-	-
Disallowance u/s 43B	-	-	-	-	-	-
Preliminary Expense	-	-	-	-	-	-
Provision for Doubtful Debts	-	-	-	-	-	-

Provision for gratuity and leave encashment	-	-	-	-	-	-
Related to Fixed Assets	-	-	-	0.40	-	-
Total (a)	-	-	-	0.40	-	-
Deferred Tax Liability	-	-	-	-	-	-
Preliminary expenses	-	-	-	-	-	-
Related to Fixed Assets	-	-	-	-	-	-
Disallowance under the Income Tax Act	-	-	-	-	-	-
Total (b)	-	-	-	-	-	-
Net deferred tax asset/(liability)-{(a)-(b)}	-	-	-	0.40	-	-

Note 2.4: Other Long-Term Liabilities

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
a) Others	-	-	-	-	-	-
-Refundable deposits against stock (Refundable deposits received from 165udhiana showrooms against stock)	108.00	108.00	170.00	20.00	-	-
-others Liabilities	23.99	23.99	23.99	26.39	25.31	25.31
Grand Total	131.99	131.99	193.99	46.39	25.31	25.31

Note 2.5: Long Term Provisions

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Provision for Employee benefits	-	-	-	-	-	-
Provision for Gratuity	6.23	-	-	-	-	-
Provision for compensated absence	-	-	-	-	-	-
Grand Total	-	-	-	-	-	-

Note 2.6: Short Term Borrowings

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
<u>Loans repayable on demand</u>						
a) from banks						
-Secured	706.29	616.20	448.04	351.40	179.56	127.45
<i>SVC Bank CC-161</i>	-	19.32	282.97	182.59	179.56	114.49
<i>Axis Bank</i>	-	-	-	-	-	12.95
<i>Union Bank of India-CC</i>	706.29	596.88	-	-	-	-
<i>Loan from bank of Maharashtra</i>	-	-	165.06	168.81	-	-
(Loans other than axis bank are secured against hypothecation of stock & Personal Gurantee of director& equitable mortgage of directors property, Whereas the loan from axis bank is secured against FDR)						
<u>Loan from related parties</u>	-	-	-	-	-	3.44

-Libas Fashion	-	-	-	-	-	3.44
Grand Total	706.29	616.20	448.04	351.40	179.56	130.89

Note 2.7: Trade Payables

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Micro, small and medium enterprises	-	-	-	-	-	-
Others (for Goods/ Services)	718.06	642.75	317.14	422.98	489.46	446.20
Others (for Job work)	21.93	16.20	15.64	19.59	11.39	41.33
Grand Total	739.99	658.95	332.78	442.57	500.85	487.54

Note 2.8: Other Current Liabilities

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Withholding and other taxes payable (TDS, ST, VAT)	32.65	30.90	17.66	15.54	15.66	17.66
Audit Fees Payable	2.79	2.29	1.66	-	1.44	-
Salary Payable	5.36	6.36	3.89	2.52	8.82	5.07
Other Payable	-	-	-	-	-	0.25
Advance From Customer	10.63	10.63	15.00	-	-	-
Provision for doubtful debts	-	-	-	-	-	-
Grand Total	51.42	50.18	38.21	18.06	25.92	22.98

Note 2.9: Short Term Provisions

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Provision for Income Tax (Net of Advance Tax)	56.25	44.58	15.86	9.68	8.18	4.39
Provision for Wealth Tax	-	-	-	-	-	-
Grand Total	56.25	44.58	15.86	9.68	8.18	4.39

Note 2.10: Fixed Assets

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Tangible Assets						
Computer & Peripherals						
Gross Block	9.21	8.90	5.75	3.86	3.41	2.80
Less: Accumulated Depreciation	6.80	6.34	4.27	2.66	1.89	1.03
Net Block	2.41	2.55	1.48	1.20	1.52	1.77
Crockery & Utensils						
Gross Block	3.04	3.04	3.04	3.04	3.04	3.04

Less: Accumulated Depreciation	2.18	2.12	1.80	1.37	1.00	0.55
Net Block	0.86	0.92	1.24	1.67	2.04	2.49
Furniture & Fixtures						
Gross Block	62.52	51.52	29.56	21.30	19.83	9.56
Less: Accumulated Depreciation	22.08	19.28	11.85	7.11	4.07	1.73
Net Block	40.44	32.24	17.71	14.20	15.76	7.83
Manqueens For Shops						
Gross Block	1.16	1.16	0.65	0.32	0.32	0.25
Less: Accumulated Depreciation	0.44	0.39	0.22	0.12	0.08	0.03
Net Block	0.72	0.77	0.43	0.20	0.24	0.22
Office Equipment						
Gross Block	10.81	10.81	6.36	6.14	5.27	4.41
Less: Accumulated Depreciation	4.07	3.75	2.67	1.87	1.22	0.61
Net Block	6.74	7.06	3.69	4.27	4.05	3.80
Plant & Machinery						
Gross Block	6.96	6.83	6.83	6.37	3.87	3.87
Less: Accumulated Depreciation	3.44	3.27	2.48	1.57	1.00	0.54
Net Block	3.52	3.56	4.35	4.79	2.87	3.33
Total Tangible Assets	54.69	47.10	28.89	26.32	26.47	19.44

Note 2.11: Non Current Investments

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Investment in Shares of Shamrao Bank	1.00	1.00	1.00	1.00	1.00	1.00
Investment in First Source Merchandise Pvt. Ltd.	-	-	-	-	25.00	-
Grand Total	1.00	1.00	1.00	1.00	26.00	1.00

Note 2.12: Long Term Loans and Advances

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
(Unsecured and considered good, unless otherwise stated)						
Security Deposits						
Loan & advances to Related Parties	-	-	6.33	3.07	0.11	-
Loans & Advances to Suppliers	-	-	26.72	20.87	20.87	20.04
Loans & Advances to Others	-	-	0.30	1.05	0.75	0.50
Deposits with Government Authorities	7.25	7.25	7.25	7.25	7.25	-
Deposits against premises on Lease	62.12	57.12	58.08	67.32	42.01	37.01
Other Deposits	0.84	0.35	0.35	0.35	0.35	2.08
Grand Total	70.21	64.72	99.03	99.91	71.34	59.63

Note 2.13: Other Non Current assets

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Miscellaneous Expenditure						
Preliminary Expenses	-	-	-	-	-	1.05

Grand Total	-	-	-	-	-	1.05
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Note 2.14: Inventories

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
(at cost or net realisable value, whichever is lower)						
Material	413.97	310.15	206.19	178.60	140.97	120.32
Finished goods	574.22	495.95	324.56	228.26	226.45	159.67
Grand Total	988.19	806.10	530.76	406.86	367.42	279.99

Note 2.15: Trade Receivables

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Outstanding for a period less than six months from the date they are due for payment						
Unsecured, Considered Good	764.73	711.26	547.46	433.54	368.41	36.40
Considered Doubtful	-	-	-	-	-	-
Outstanding for a period exceeding six months from the date they are due for payment						
Unsecured, Considered Good	184.38	187.79	10.35	86.84	85.30	388.76
Considered Doubtful	-	-	-	-	-	-
Grand Total	949.11	899.05	557.81	520.38	453.70	425.16

Note 2.16: Cash and Cash Equivalents

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Cash on hand	1.38	0.24	15.19	16.24	9.30	4.38
Balances with Banks:						
- in current accounts	0.67	23.35	2.50	3.15	1.57	2.08
- Recurring deposits	-	-	3.00	1.80	0.60	-
- fixed deposits (less than 12 months maturity)	5.84	5.84	1.20	1.20	1.20	19.00
Cheques in hand	-	-	-	-	-	-
DD in hand	-	-	-	-	-	-
Other Bank Balances:						
-fixed deposits (with maturity more than 12 months)	-	-	-	-	-	-
Grand Total	7.89	29.44	21.89	22.39	12.67	25.46

Note 2.17: Short Term Loans and Advances

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012

(Unsecured and considered good, unless otherwise stated)						
Loans and Advances to Related Parties	-	-	8.50	12.19	5.09	4.57
Loans and Advances to Others	-	7.32	39.77	1.86	-	4.80
Balances with Revenue Authorities(VAT & Excise)	0.39	0.39	0.48	3.60	3.60	10.39
Advances to Suppliers	-	-	42.95	40.00	6.80	46.79
Grand Total	0.39	7.70	91.69	57.65	15.49	66.54

Note 2.18: Other Current assets

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Unsecured:						
Interest accrued but not received on fixed deposits	-	-	-	-	-	-
Other Deposits	-	-	-	-	-	-
Grand Total	-	-	-	-	-	-

Note 2.19: Revenue from Operations

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Sales of Goods	519.20	2,146.47	1,767.96	1,407.25	1,066.85	917.49
Revenue from rendering services	-	-	-	-	-	-
Revenue from operations (gross)	519.20	2,146.47	1,767.96	1,407.25	1,066.85	917.49

Note 2.20: Other Income

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Interest Income	-	1.00	-	-	0.55	1.33
Dividend Income	-	0.12	0.12	0.12	0.12	-
Other Non-Operating Income	0.42	1.82	3.65	26.64	1.08	2.24
Grand Total	0.42	2.93	3.77	26.76	1.76	3.57

Note 2.21: Cost of materials consumed

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Material Consumed						
Inventory at the beginning of the year	310.15	206.19	178.60	140.97	120.32	133.34
Add: Purchase	462.01	1,560.59	1,245.63	841.49	610.59	393.15
Add: Freight Inward	68.31	241.32	144.79	178.17	148.57	144.25
Less: Cost of Sale of Material	-	-	-	-	-	-
Total	840.47	2,008.10	1,569.01	1,160.63	879.48	670.74
Less: inventory at the end of the year	413.97	310.15	206.19	178.60	140.97	120.32

Grand Total	426.50	1,697.95	1,362.82	982.03	738.51	550.42
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Note 2.22: Increase/ Decrease in Stock

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Opening Stock						
Finished Goods	495.95	324.56	228.26	226.45	159.67	160.14
Traded goods	-	-	-	-	-	-
Closing Stock						
Finished Goods	574.22	495.95	324.56	228.26	226.45	159.67
Traded goods	-	-	-	-	-	-
Grand Total	(78.27)	(171.39)	(96.30)	(1.81)	(66.78)	0.47

Note 2.23: Employee benefit expense

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Salaries, bonus and allowances excluding director remuneration	31.23	93.62	79.99	65.53	73.91	63.13
Directors Remuneration	9.00	30.00	29.40	33.80	18.20	6.00
Contribution to Provident Fund & Other Funds	6.23	-	-	-	-	-
Contribution to ESIC Fund		-	-	-	-	-
Contribution to Labour welfare Fund		-	-	-	-	-
Leave encashment	-	-	-	-	-	-
Workmen & Staff Welfare	0.86	4.85	3.48	3.50	2.33	9.31
Grand Total	47.32	128.47	112.87	102.83	94.44	78.44

Note 2.24: Finance costs

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Interest Expense	19.47	69.90	56.76	47.43	26.98	22.82
Other Borrowing Costs	-	-	6.17	1.60	-	0.67
Bank Guarantee charges	-	-	-	-	-	-
Grand Total	19.47	69.90	62.94	49.03	26.98	23.49

Note 2.25: Other Expenses

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Payment to auditors						
Audit fees	0.50	2.14	1.20	1.20	1.60	1.50
For other services	-	-	-	-	0.17	0.25
Electricity Charges Paid	3.47	22.16	24.30	29.46	24.87	18.28

Rent for Shops	22.52	92.57	119.49	115.20	103.32	98.95
Repair & Maintenance	1.26	10.17	8.73	13.26	5.38	13.61
Security Charges	1.40	5.22	3.29	3.74	5.42	5.39
Telephone Expenses	0.37	3.01	2.37	2.98	3.00	3.14
Magazines & Periodicals	0.12	0.56	0.23	0.06	0.26	0.20
Conveyance Expense	2.01	6.00	2.70	5.15	3.78	3.62
Postage & Courier	0.29	2.54	1.17	1.79	0.66	0.68
Donation	-	0.25	0.21	0.38	0.36	0.23
Electrical Fitting	0.13	0.30	0.01	0.09	0.45	0.32
Insurance	0.12	5.80	4.22	3.96	3.15	1.67
Legal & Professional expenses	8.84	1.89	4.61	2.53	3.39	2.51
Office Expense	0.48	1.83	1.00	1.76	3.47	2.61
Power and Fuel	1.01	4.50	0.21	0.89	1.66	0.90
Printing & Stationery	0.19	0.69	1.49	1.67	0.20	1.22
Registration Expense	0.05	0.04	0.03	3.35	-	0.28
ROC Compliance Expense	-	0.41	0.14	0.16	-	0.15
Service Tax Written off	1.64	3.31	4.23	1.44	6.67	5.40
Software Maintenance Expense	-	0.75	1.05	0.56	0.04	0.86
Travelling Expense	1.47	6.65	11.71	6.60	2.39	2.60
Sundry Expense	0.06	0.21	8.17	3.96	0.25	0.64
Commission	3.55	15.31	12.40	12.47	13.10	16.56
Business Promotion	10.89	53.16	49.53	25.60	32.48	29.13
Misc. Expense W/off	-	-	0.16	0.21	0.21	0.12
Property Tax	-	-	-	1.07	-	-
Custom Clearance Charges	0.47	0.23	-	-	-	-
Clearing & Forwarding	-	-	0.01	-	-	-
General Expenses	-	0.03	0.72	-	-	-
Payment Gateway Charges	-	-	0.36	-	-	-
Water Charges	-	0.34	1.59	-	-	-
Agency Charges	0.05	0.03	-	-	-	-
Credit Rating Expense	-	0.40	-	-	-	0.15
House Keeping Charges	0.13	0.84	-	-	-	-
Hardware Expense	0.06	0.08	-	0.65	0.32	0.55
Other Expense	0.42	0.14	-	0.01	0.12	0.02
Maintenance Charges	1.75	1.30	-	-	-	-
Rebate & Settlement	0.03	0.12	-	-	-	-
Hire Charges Paid	2.00	6.00	-	6.00	6.18	8.45
Bank Charges	(2.28)	27.66	2.41	2.10	2.78	2.94
Grand Total	62.98	276.61	267.74	248.27	225.68	222.91

Note 2.26: Extraordinary Items

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Loss (Profit) on sale of fixed assets	-	-	-	-	-	-
Goodwill W/off on account of amalgamation	-	-	-	-	-	-
Loss due to natural calamity	-	-	-	-	-	-
Grand Total	-	-	-	-	-	-

ANNEXURE V
STATEMENT OF SHARE CAPITAL

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Authorised						
Equity Shares of Rs. 10 each	100.00	100.00	100.00	100.00	100.00	100.00
Issued						
Equity Shares of Rs. 10 each	100.00	100.00	100.00	100.00	100.00	100.00
Subscribed & Fully Paid Up						
Equity Shares of Rs. 10 each	100.00	100.00	100.00	100.00	100.00	100.00
Total	100.00	100.00	100.00	100.00	100.00	100.00

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

(Shares in Nos.)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Shares outstanding at the beginning of the year (Fully Paid Up)	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000
Shares issued during the year (Fully Paid Up)	-	-	-	-	-	-
Bonus Shares issued during the year#						
Share outstanding at the end of the year (Fully Paid Up)	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000	1,000,000

25,00,000 Equity Shares of Rs. 10/- each was allotted as bonus shares on 10-08-2016

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

Name of Shareholder	As at June 30, 2016		As at March 31,									
	No. of Shares held	% of Holding	2016		2015		2014		2013		2012	
			No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Nishant Mahimtura	500,000	50.00%	500,000	50.00%	500,000	50.00%	500,000	50.00%	500,000	50.00%	500,000	50.00%
Riyaz Ganji	250,000	25.00%	250,000	25.00%	250,000	25.00%	250,000	25.00%	250,000	25.00%	250,000	25.00%
Reshma Ganji	250,000	25.00%	250,000	25.00%	250,000	25.00%	250,000	25.00%	250,000	25.00%	250,000	25.00%

ANNEXURE VI
STATEMENT OF LONG TERM BORROWINGS AS RESTATED

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
other Loans & Advances						
<i>Unsecured:</i>	-	-	-	-	-	-
Grand Total	-	-	-	-	-	-

ANNEXURE VII
STATEMENT OF LONG TERM LOANS & ADVANCES AS RESTATED

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
(Unsecured and considered good, unless otherwise stated)						
Loans & Advances to Related Parties	-	-	6.33	3.07	0.11	-
-Libas Fashions	-	-	6.33	3.07	0.11	-
Loans & Advances to Suppliers	-	-	26.72	20.87	20.87	20.04
-N. R. A. Fashions Pvt Ltd	-	-	26.72	20.87	20.87	-
-KNG Fashion Private Limited						20.04
Loans & Advances to Others	-	-	0.30	1.05	0.75	0.50
-Advance against ludhiana Store	-	-	0.30	0.30	-	-
-Uday B Wavikar	-	-	-	0.25	0.25	-
-Obcess	-	-	-	0.50	0.50	0.50
Deposits with Government Authorities	7.25	7.25	7.25	7.25	7.25	-
-ESIC Deposit	7.25	7.25	7.25	7.25	7.25	-
Deposits against premises on Lease	62.12	57.12	58.08	67.32	42.01	37.01
-Pedder Road	13.51	13.51	13.51	13.51	13.51	13.51
- Juhu	13.50	13.50	13.50	13.50	13.50	13.50
- Santa Cruz	10.00	10.00	10.00	10.00	-	-
- Borivali	5.00	5.00	5.00	5.00	5.00	-
-Andheri	15.11	15.11	15.11	15.11	-	-
-Juhu SNTD	-	-	0.57	10.00	10.00	10.00
-Kolkata	-	-	0.39	0.20	-	-
-Pune	5.00	-	-	-	-	-
Deposits with others	0.84	0.35	0.35	0.35	0.35	2.08
-Nirmal Lifestyle Ltd		-	-	-	-	2.08

-Tata Power	0.35	0.35	0.35	0.35	0.35	-
-Reliance Infrastructure Ltd.	0.49	-	-	-	-	-
Grand Total	70.21	64.72	99.03	99.91	71.34	59.63

Out of the above amounts, outstanding from promoters/promoter group/group directors/relative of directors are as follows:

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
From Promoters/Directors/Relatives						
From Group Companies	-	-	6.33	3.07	0.11	-
TOTAL	-	-	6.33	3.07	0.11	-

ANNEXURE VIII

STATEMENT OF TRADE RECEIVABLES AS RESTATED

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Outstanding for a period less than six months from the date they are due for payment						
Unsecured, Considered Good	764.73	711.26	547.46	433.54	368.41	36.40
Outstanding for a period exceeding six months from the date they are due for payment						
Unsecured, Considered Good	184.38	187.79	10.35	86.84	85.30	388.76
Considered Doubtful	-	-	-	-	-	-
Grand Total	949.11	899.05	557.81	520.38	453.70	425.16

Out of the above amounts outstanding from promoters/promoter group/group directors/relative of directors are as follows:

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
From Promoters/Directors/Relatives	-	-	-	-	-	-
From Group Companies	-	-	-	-	-	-
TOTAL	-	-	-	-	-	-

ANNEXURE IX
STATEMENT OF SHORT TERM LOANS & ADVANCES AS RESTATED

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
(Unsecured and considered good, unless otherwise stated)						
Loans & Advances to related parties	-	-	8.50	12.19	5.09	4.57
Smriti Industries	-	-	8.50	8.19	5.09	4.57
Suchitra Mahimtura	-	-	-	4.00	-	-
	-					
Loans & Advances to others	-	7.32	39.77	1.86	-	4.80
Advances Against Ludhiana Store	-	-	39.77	-	-	-
Advances To Others	-	7.32	-	1.86	-	-
Ekraj	-	-	-	-	-	0.71
Girish N. Joshi	-	-	-	-	-	0.10
Global Advertisers	-	-	-	-	-	3.98
Balances with Revenue Authorities(VAT & Excise)	0.39	0.39	0.48	3.60	3.60	10.39
Sales Tax Refund	0.39	0.39	0.39	0.39	0.39	0.39
Advance FBT	-	-	-	-	-	0.48
Excise Duty paid in Advance	-	-	0.09	3.21	3.21	9.53
Advances to Suppliers	-	-	42.95	40.00	6.80	46.79
-Others	-	-	42.95	40.00	6.80	46.79
Grand Total	0.39	7.70	91.69	57.65	15.49	66.54

Out of the above amounts outstanding from promoters/promoter group/group directors/relative of directors are as follows:

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
From Promoters/Directors/Relatives	-	-	-	4.00	-	-
From Group Entities	-	-	8.50	8.19	5.09	4.57
TOTAL	-	-	8.50	12.19	5.09	4.57

ANNEXURE X
STATEMENT OF OTHER INCOME AS RESTATED

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Interest Income	-	1.00	-	-	0.55	1.33
Dividend Income	-	0.12	0.12	0.12	0.12	-
Other Non-Operating Income	0.42	1.82	3.65	26.64	1.08	2.24
Grand Total	0.42	2.93	3.77	26.76	1.76	3.57

ANNEXURE XI
CONTINGENT LIABILITIES

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Contingent Liabilities against Income Tax Demand	6.94	10.47	6.93	6.93	6.93	-
Demand under TDS Authority	14.99	11.44	11.36	8.35	5.96	2.66
Demand under Value Added Tax	1.81	1.81	-	-	-	-
Demand under ESIC	7.84	7.84	7.84	7.84	7.84	-
Total	31.58	31.56	26.13	23.12	20.73	2.66

ANNEXURE XII
STATEMENT OF RELATED PARTY DISCLOSURES AS RESTATED

As required under Accounting Standard 18 "Related Party Disclosures" as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions during the year with related parties of the company as defined in AS 18.

A. List of Related Parties and Relationships

Particulars	
Directors /Key Managerial Personnel	Riyaz Eqbal Ganji
	Nishant Mitrasen Mahimtura
	Reshma Riyaz Ganji
Relatives of Promoter/Director	Suchitra Mahimtura
Enterprise under significant influence of Key Management Personnel	Smriti Industries
	Libas Fashions

B. Details of Related Party Transactions are as follows

(Rs. In Lakhs)

Nature of the Transaction	Name of Party	Nature of Relationship	As at June 30, 2016	Year Ended March 31				
				2016	2015	2014	2013	2012
Remuneration to Director / KMP / Relative of Director & KMP	Riyaz Eqbal Ganji	Director / KMP	6.00	24.00	18.00	18.00	15.70	6.00
	Nishant Mitrasen Mahimtura	Director / KMP	3.00	6.00	11.40	15.80	2.50	-
	Reshma Riyaz Ganji*	Director / KMP	3.00	12.00	10.20	9.80	7.20	6.00
	Suchitra Mahimtura	Relative of Promoter / Director	1.50	-	6.00	6.00	6.24	4.50
Hire Charges	Nishant Mitrasen Mahimtura	Director / KMP	-	-	-	-	-	5.50
	Reshma Riyaz Ganji	Director / KMP	-	-	-	-	-	1.73
	Suchitra Mahimtura	Relative of Promoter / Director	-	-	-	-	-	0.72
Commission	Smriti Industries	Enterprise under significant influence of Key Management Personnel	4.50	13.80	11.40	10.20	10.20	8.40
Repayment of Loan	Libas Fashions	Enterprise under significant influence of Key Management Personnel	-	-	-	-	3.44	2.96
Advances Given during the year	Suchitra Mahimtura	Relative of Promoter / Director	-	-	-	4.00	-	-
	Smriti Industries	Enterprise under significant influence	-	(8.50)	0.31	3.10	0.53	(1.34)

		of Key Management Personnel						
	Libas Fashions	Enterprise under significant influence of Key Management Personnel	-	(6.33)	3.26	2.96	0.11	-
Assets Purchased	Libas Fashions	Enterprise under significant influence of Key Management Personnel	-	11.44	-	-	-	-

*Appointed as Managing Director w.e.f. July 26, 2016.

C. Outstanding Balance as at the end of the year

(Rs in Lakhs)

Nature of the Transaction	Name of Party	Nature of Relationship	As at June 30, 2016	Year Ended March 31				
				2016	2015	2014	2013	2012
Payable	Libas Fashions	Enterprise under significant influence of Key Management Personnel	-	-	-	-	-	3.44
Receivable	Libas Fashions	Enterprise under significant influence of Key Management Personnel	-	-	6.33	3.07	0.11	-
	Smriti Industries	Enterprise under significant influence of Key Management Personnel	-	-	8.50	8.19	5.09	4.57
	Suchitra Mahimtura	Enterprise under significant influence of Key Management Personnel	-	-	-	4.00	-	-

ANNEXURE XIII
SUMMARY OF ACCOUNTING RATIOS

Ratios	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Restated PAT as per P& L Account	26.10	91.04	35.22	33.32	29.37	26.94
Weighted Average Number of Equity Shares at the end of the Year (With Bonus effect after considering the splitting with retrospective effect)	3,500,000	3,500,000	3,500,000	3,500,000	3,500,000	3,500,000
Net Worth	379.32	353.22	262.18	226.81	193.28	167.16
Earnings Per Share (without Bonus effect)						
Basic	2.61	9.10	3.52	3.33	2.94	2.69
Diluted	2.61	9.10	3.52	3.33	2.94	2.69
Earnings Per Share (with subsequent Bonus effect)						
Basic	0.75	2.60	1.01	0.95	0.84	0.77
Diluted	0.75	2.60	1.01	0.95	0.84	0.77
Return on Net Worth (%)	6.88	25.77	13.43	14.69	15.19	16.12
Number of Equity Shares at the end of the Year	10,00,000	10,00,000	10,00,000	10,00,000	10,00,000	10,00,000
Net Asset Value Per Share (Rs)	37.93	35.32	26.22	22.68	19.33	16.72
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00	10.00	10.00	10.00

ANNEXURE XIV
EARNING PER SHARE

Particulars	As at June 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
A) Weighted Average Number of Equity Shares of Rs.10 each						
I) Number of shares at the beginning of the year	3,500,000	3,500,000	3,500,000	3,500,000	3,500,000	3,500,000
II) Number of shares at the end of the year	3,500,000	3,500,000	3,500,000	3,500,000	3,500,000	3,500,000
III) Weighted Average Number of Equity Shares outstanding during the year**	3,500,000	3,500,000	3,500,000	3,500,000	3,500,000	3,500,000
IV) Weighted Average Number of Potential Equity Shares outstanding during the year	-	-	-	-	-	-

V) Weighted Average Number of Equity Shares for calculating Diluted EPS	3,500,000	3,500,000	3,500,000	3,500,000	3,500,000	3,500,000
B) Net profit/ (Loss) after Tax adjustments available for Equity Shareholders (in Lakhs)	26.10	91.04	35.22	33.32	29.37	26.94
C) Basic Earning Per Share (in Rupees) {B/A(III)}*	0.75	2.60	1.01	0.95	0.84	0.77
D) Diluted Earning Per Share (in Rupees) {B/A(V)}*	0.75	2.60	1.01	0.95	0.84	0.77

The Company does not have any diluted potential Equity Shares. Consequently the basic and diluted profit/earning per share of the company *remain the same.

**Earning Per Share (EPS) is calculated after adjusting for bonus equity shares issued, with retrospective effect as provided in Accounting Standard (AS-20) - Earning per Share, issued by the Institute of Chartered Accountant of India.

#25,00,000 Equity Shares of Rs. 10/- each was allotted as bonus shares on 10-08-2016. Consequently, EPS has been calculated taking retrospective effect of this splitting.

Formula:

1	Earnings Per Share (Rs.)	$\frac{\text{Net Profit attributable to Equity Shares}}{\text{Weighted Average Number of Equity Shares Outstanding during the period}}$
2	Return on Net Worth (%)	$\frac{\text{Net Profit after Tax Adjustments}}{\text{Net worth at the end of the year/ period}}$
3	Net Asset Value Per Share	$\frac{\text{Net Worth excluding Revaluation Reserve at the end of the period}}{\text{Total Number of Equity Shares Outstanding at the end of the year/period}}$
4	Net Assets	Equity Share Capital plus reserves and Surplus less Misc. Expenditure to the extent not written off

ANNEXURE XV

STATEMENT OF CAPITALISATION

(Rs. in Lakhs)

Sr. No	Particulars	Pre issue as June 30, 2016	Post issue
	Debts		
A	Long Term Debt	-	-
B	Short Term Debt	706.29	706.29
C	Total Debt	706.29	706.29
	Equity Shareholders Funds		
	Equity Share Capital	100.00	750.00
	Reserves and Surplus	279.32	1,189.32
D	Total Equity	379.32	1,939.32
E	Total Capitalisation	1,085.61	2,645.41
	Long Term Debt/ Equity Ratio (A/D)	-	-

Total Debt/ Equity Ratio (C/D)	0.65	0.27
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ANNEXURE - XVI

STATEMENT OF TAX SHELTERS

(Rs. In Lakhs)

Particulars	As at June 30, 2016	For The Year Ended March 31,				
		2016	2015	2014	2013	2012
Profit before tax as per books (A)	37.77	136.01	53.08	48.22	44.41	40.84
Tax Rate (%)	33.06%	30.90%	30.90%	30.90%	30.90%	30.90%
Tax at notional rate on profits	12.49	44.97	16.40	14.90	13.72	12.62
Adjustments:	-	-	-	0	0	0
Permanent Differences (B)	-	-	-	-	-	-
<u>Disallowable Expenditure</u>	-	-	-	0	0	0
Expenses disallowed under the Income Tax Act, 1961	-	-	-	-	-	-
Total Permanent Differences (B)	-	-	-	-	-	-
Income considered separately (C)	-	-	0.55	-	-	-
Timing Differences (D)	-	-	-	-	-	-
Difference between tax depreciation and book depreciation	1.41	4.07	3.65	1.25	1.04	0.67
Provision for Gratuity & Leave encashment disallowed	-	-	-	-	-	-
Difference due to expenses allowable/disallowable u/s Income Tax	-	-	-	-	-	-
Total Timing Differences (D)	1.41	4.07	3.65	1.25	1.04	0.67
Net Adjustments E= (B-C+D)	1.41	4.07	3.10	1.25	1.04	0.67
Tax expense/(saving) thereon	0.47	1.35	0.96	0.39	0.32	0.21
Income from Other Sources (F)	-	1.00	0.55	-	-	1.11
Tax Rate (%)	33.06%	33.06%	30.90%	30.90%	30.90%	30.90%
Tax at notional rate	-	0.33	0.17	-	-	0.34

on other source						
Loss Set Off (G)	-	-	-	-	-	-
Deductions under VIA		-	0.21	0.21	0.21	-
Tax Rate (%)	33.06%	33.06	30.90%	30.90%	30.90%	30.90%
Tax Savings on deduction	-	-	0.06	0.06	0.06	-
Income/(loss) (A+E+F-G)	39.18	141.07	56.52	49.26	45.24	42.62
Taxable Income/(Loss) as per MAT	37.77	136.01	53.08	48.22	44.41	40.84
Income Tax as returned/computed	12.96	46.64	17.47	15.22	13.98	13.17
Tax paid as per normal or MAT	NORAMAL	NORMAL	NORMAL	NORMAL	NORMAL	NORMAL

ANNEXURE - XVII

STATEMENT OF FINANCIAL INDEBTEDNESS

Name of Bank	Loan No.	Facility Key term			Outstanding as on June, 30 2016 (In Rs.)	Security
		Loan Amount (Rs. In Lakh)	Rate of Interest (%)	Total Term (Months)		
SVC Bank*	SVC/SLT/BL/CC/161/2015-16	350.00	12.50%	12	-	<p>Hypothecation of Stock & Book Debts up to 90 Days</p> <p>Collateral Security of :- Gala no 55, Sidhapura Industrial Estate, Masrani Lane, Near Halav Pool, Kurla (W) Mumbai 400070 - in the name of Nishant Mahimtura</p> <p>Gala no 62, Sidhapura Industrial Estate, Masrani Lane, Near Halav Pool, Kurla (W) Mumbai 400070 - in the name of Nishant Mahimtura</p> <p>Own Deposits:- :- TD/RD/6944 :- TD/SVCC/61645</p>

Union Bank of India	BND/ADV/2016	1,100.00	12.15%	12	706.29	<p>Hypothecation of Stock & Book Debts up to 90 Days & Collateral Security of :- Flat No. 1103 & 1203, A Wing, 11th and 12th Floor, Duplex Height Andheri - in the name of Riyaz Ganji & Reshma Ganji</p> <p>Gala no 55, Sidhapura Industrial Estate, Masrani Lane, Near Halav Pool, Kurla (W) Mumbai 400070 - in the name of Nishant Mahimtura</p> <p>Gala no 62, Sidhapura Industrial Estate, Masrani Lane, Near Halav Pool, Kurla (W) Mumbai 400070 - in the name of Nishant Mahimtura</p>
	Total				706.29	

* The loan from SVC Bank has been fully repaid and a No dues certificate has been obtained from the bank, dated: 02.09.2016

Notes on material adjustments:

1. Appropriate reclassification/ adjustments/ regrouping have been made in the restated summary statements, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financial statements of the company. Material reclassifications/ regrouping made are as under:

Accompanying Notes To Restated Financial Statements

1. Background

a. Libas Designs Limited. (the "Company") is a limited company domiciled in India and incorporated under the provisions of the Companies Act 1956. The Company markets its product under the brand name of LIBAS RIYAZ GANGJI and it is a well-established fashion designer brand name in Mumbai. The Company's registered office is in Mumbai. The Company is a Small and Medium Sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 2013. Accordingly, the Company has complied with the Accounting Standards as applicable to a Small and Medium Sized Company

- b. The Restated Statements of Assets and Liabilities for the period ended June 30, 2016 and for the period ended as at 31st March 2016, 2015, 2014, 2013 and 2012 and the related Restated statement of Profit and Loss and Restated statement of Cash Flow for the period ended June 30, 2016 and for the period ended 31st March 2016, 2015, 2014, 2013 and 2012 (hereinafter collectively referred to as -Restated Financial Statements) related to the company have been prepared specifically for inclusion in the offer document to be filed by the company with Securities Exchange Board of India (SEBI) in connection with proposed initial public offering of equity shares of the Company.
- c. The Restated Financial statements have been prepared to comply in all material respects with accordance to sub-clause (i) and (iii) of clause (b) of sub-section (1) of section of the Companies Act, 2013 ('the Act') read with Rule 4 of Companies (prospectus and Allotment of Securities) Rules, 2014 and the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2009, as amended (the SEBI Regulations) issued by SEBI in pursuance of Section 11 of Securities and Exchange Board of India Act, 1992.

2. Material Regroupings

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

Restatement Adjustments

(Rs. in Lakhs)

Particulars	As at June 30, 2016	For The Year Ended March 31,				
		2016	2015	2014	2013	2012
Net Profit (as per Audited accounts)	26.10	91.04	35.22	33.32	29.37	26.94
Adjustments on account of						
Preliminary expenses written off	-	-	-	-	-	-
Provision for Doubtful Advance	-	-	-	-	-	-
Total	-	-	-	-	-	-
Tax Impact	-	-	-	-	-	-
Adjusted Net Profit	26.10	91.04	35.22	33.32	29.37	26.94

Contingent Liability

(Rs. In Lakhs)

Particulars	As at June 30, 2016	As at 31-03-2016	As at 31-03-2015	As at 31-03-2014	As at 31-03-2013	As at 31-03-2012
Contingent Liabilities						
TDS Demand	6.94	11.44	11.36	8.35	5.96	2.66
Income Tax Demand	14.99	10.47	6.93	6.93	6.93	-
ESIC Demand	7.84	7.84	7.84	7.84	7.84	-
Vat Demand	1.81	1.81				
Total	31.58	31.56	26.13	23.12	20.73	2.66

- 3 Some of the loans and advances are subject to confirmation and reconciliation. Consequential adjustment thereof, if any, will be given effect in the books of account in the year of such adjustments.
- 4 Dividend: The Company has not paid/declared any dividend to its shareholders for the period / years ended June 30, 2016, 31 March 2016, 2015, 2014, 2013 and 2012.
- 5 Segment Reporting: The Company is engaged in Fashion & Apparel Industry all over India which, in the context of Accounting Standard 17 on Segment Reporting constitutes a single reportable business segment.
- 6 Related Party Disclosures as required in terms of Accounting Standard - 18 are given in Annexure XII
- 7 Earnings Per Share (EPS) as required in terms of Accounting Standard - 20 are given in Annexure XIV
- 8 Company has issued 25,00,000 Equity Shares of Rs. 10 each as Bonus Shares in the ratio of 2.5:1 after the Balance Sheet date.
- 9 Company has issued 20,00,000 Equity Shares of Rs. 10 each as Rights Issue after the Balance Sheet date.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF 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 financial statements as of and for the years ended March 31, 2016, 2015, 2014, 2013 and 2012 prepared in accordance with the Companies Act, 1956 and Companies Act, 2013 to the extent applicable and Indian GAAP and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in "Financial Statements" beginning on page 156 of this Prospectus beginning.

Indian GAAP differs in certain material respects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and the SEBI ICDR Regulations.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in "Risk Factors" and "Forward-Looking Statements" beginning on pages 19 and 18 respectively, of this Prospectus.

BUSINESS OVERVIEW

Our Company was incorporated as Libas Designs Private Limited under the provisions of the Companies Act 1956 vide certificate of incorporation dated November 10, 2004, issued by the Registrar of Companies, Mumbai, Maharashtra. Subsequently, our Company was converted into a public limited company pursuant to which the name of our Company was changed to "Libas Designs Limited" vide fresh certificate of incorporation dated September 20, 2016.

The Company markets its product under the brand name of LIBAS and it is a well-established fashion designer brand name in Mumbai. Furthermore, it has tie up with more than 80 Indian & international designers and have inventory of more than 500 Designer wear to choose.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of the last financial statements disclosed in this Prospectus, any significant developments or any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months expect as follows

1. The authorized capital of Rs. 1,00,00,000 (Rupees One Crore only) consisting of 10,00,000 Equity Shares of face value of Rs.10 each was increased to Rs. 11,00,00,000 (Rupees Eleven Crores only) consisting of 1,10,00,000 Equity Shares of face value of Rs.10 each pursuant to a resolution of the shareholders dated August 04, 2016.
2. The Company issued Bonus Share in the ratio of 2.5:1 dated August 10, 2016.
3. The Company issued Equity Shares on right basis to the existing shareholders in the ratio of 4:7 dated September 06, 2016.
4. The Company issued Equity Shares on right basis to the existing shareholders in the ratio of 277:1000 dated September 12, 2016.
5. We have passed a special resolution for conversion of private limited to public company dated June 21, 2016 and Registrar of Companies issued the fresh certificate of Incorporation dated September 14, 2016.
6. We passed a special resolution for approval for our IPO vide Shareholders resolution dated September 21, 2016.
7. We have started exporting apparels and Jute bags.

8. We have passed Board Resolution dated October 20, 2016, for Change in registered office from 4B Chandan Building, 62B Peddar Road, Mumbai – 400026 to Gala No. 55, Apaki Industrial Premises Co-operative Society Limited, Plot No. 246, Masrani Lane, Kurla (W), Mumbai – 400070.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled “Risk Factor” beginning on page 19 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Changes, if any, in the regulations / regulatory framework / economic policies in India and / or in foreign countries, which affect national & international finance.
- Company’s results of operations and financial performance;
- Performance of Company’s competitors,
- Trained manpower.
- Significant developments in India’s economic and fiscal policies;
- Significant developments in India’s environmental regulations.
- Increase in rate of Interest that would affect cost of Borrowings

DISCUSSION ON RESULT OF OPERATION

The following discussion on results of operations should be read in conjunction with the audited financial results of our Company for years ended March 31, 2016, 2015, 2014, 2013 and 2012.

Overview of Revenue & Expenditure

Revenues

Our Company’s revenue is primarily generated from Sale of Products:-

(Rs. In Lacs)

Particulars	As at March 31				
	2016	2015	2014	2013	2012
Income					
Revenue from Operations	2,146.47	1,767.96	1,407.25	1,066.85	917.49
Increase/Decrease in %	21.41%	25.63%	31.91%	16.28%	NA
Other Income	2.93	3.77	26.76	1.76	3.57
Increase/Decrease in %	(22.28)%	(85.91)%	1420.45%	(50.70)%	NA
Total Revenue	2,149.40	1,771.73	1,434.01	1,068.61	921.06

The following is the Income mix in terms of value of total income of our Company for different services.

(Rs. In Lacs)

Particulars	As at March 31				
	2016	2015	2014	2013	2012
Revenue from Operation					
Sale of Products-	2,146.47	1,767.96	1,407.25	1,066.85	917.49
Total Revenue from Operations	2,146.47	1,767.96	1,407.25	1,066.85	917.49

The following is the Income mix in terms of percentage of total income of our Company for different services.

Particulars	As at March 31				
	2016	2015	2014	2013	2012

Revenue from Operation					
Sale of Products-	100.00%	100.00%	100.00%	100.00%	100.00%
Total Revenue from Operation	100.00%	100.00%	100.00%	100.00%	100.00%

Other Income

Other Income was recognized from Interest Income, Dividend Income and Other Non-Operating.

(Rs. In lakhs)

Particulars	As at March 31				
	2016	2015	2014	2013	2012
Interest Income	0.99	-	-	0.55	1.33
Dividend income	0.12	0.12	0.12	0.12	-
Other Non-Operating Income	1.82	3.65	26.64	1.08	2.24
Grand Total	2.93	3.77	26.76	1.75	3.57

The following is the other income mix in terms of value of other income of our Company for other incomes

(Rs. In Lakhs)

Particulars	As at March 31				
	2016	2015	2014	2013	2012
Interest Income	33.79%	0.00%	0.00%	31.43%	37.25%
Dividend income	4.10%	3.18%	0.45%	6.86%	0.00%
Other Non-Operating Income	62.12%	96.82%	99.55%	61.71%	62.75%
Total Other Income	100.00%	100.00%	100.00%	100.00%	100.00%

Trade Receivables

The following table presents the details of our Company's trade receivables which represent interest receivable on housing loans.

Particulars	As at March 31				
	2016	2015	2014	2013	2012
Unsecured and Considered Good					
Outstanding for a period not exceeding six months	711.26	547.46	433.54	368.41	36.40
As a % of total Trade receivables	79.11%	98.14%	83.31%	81.20%	8.56%
Outstanding for a period exceeding six months	187.79	10.35	86.84	85.30	388.76
As a % of total Trade receivables	20.89%	1.86%	16.69	18.80%	91.44%
Less: Provision for doubtful debts	Nil	Nil	Nil	Nil	Nil
As a % of total Trade receivables	0.00%	0.00%	0.00%	0.00%	0.00%
Total –Trade receivables	899.05	557.81	520.38	453.71	425.16
Avg. Trade receivables	728.43	539.10	487.05	439.44	NA
Trade receivables Turnover Ratio	2.34	3.17	2.70	2.35	2.16
Average Collection Period (in days)	155.78	115.16	134.97	155.23	169.14

Expenditure

Our Company's operating expenditure consists of following:-

- Cost of Material Consumed and Changes in inventories of goods, Employees benefit expenses, Finance cost, Depreciation and other expenses and Other expenses

RESULTS OF OPERATIONS

Statement of profits and losses

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

(Rs. In Lakhs)

Particulars	For The Year Ended March 31,				
	2016	2015	2014	2013	2012
INCOME					
Revenue from Operations					
Revenue	2,146.47	1,767.96	1,407.25	1,066.85	917.49
Increase/Decrease in %	21.41%	25.63%	31.91%	16.28%	NA
Other Income	2.93	3.77	26.76	1.76	3.57
Increase/Decrease in %	(22.28)%	(85.91)%	1,420.45%	(50.70)%	NA
Total Revenue	2,149.40	1,771.73	1,434.01	1,068.61	921.06
EXPENDITURE					
Cost of Material Consumed and Change in inventories	1,526.56	1,266.52	980.22	671.73	550.89
As a % of Total Revenue	71.02%	71.48%	68.36%	62.86%	59.81%
Employee benefit expenses	128.47	112.87	102.83	94.44	78.44
As a % of Total Revenue	5.98%	6.37%	7.17%	8.84%	8.52%
Finance costs	97.55	62.94	49.03	26.98	23.49
As a % of Total Revenue	4.54%	2.99%	2.33%	1.28%	1.11%
Depreciation and amortization expense	11.87	8.59	5.44	5.38	4.49
As a % of Total Revenue	0.55%	0.48%	0.38%	0.50%	0.49%
Other expenses	248.95	267.74	248.27	225.68	222.91
As a % of Total Revenue	11.58%	15.11%	17.31%	21.12%	24.20%
Total Expenditure	2,013.40	1,718.66	1,385.79	1,024.21	880.22
As a % of Total Revenue	93.67%	97.00%	96.64%	95.85%	95.57%
Profit before prior period items	136.00	53.07	48.22	44.40	40.84
Exceptional Items	0.00	0.00	0.00	0.00	0.00
Extraordinary Items	0.00	0.00	0.00	0.00	0.00
Profit before tax	136.00	53.07	48.22	44.40	40.84
PBT Margin	6.34%	3.00%	3.43%	4.16%	4.45%
Tax expense :					
(i) Current tax Provision	44.97	17.47	15.29	15.04	13.90
(ii) Deferred Tax Provision/(Assets)	0.00	0.40	(0.40)	0.00	0.00
Total	44.97	17.87	14.89	15.04	13.90
As a % of Total Revenue	2.09%	1.01%	1.04%	1.41%	1.51%
Profit for the year	91.03	35.20	33.33	29.36	26.94
PAT Margin	4.24%	1.99%	2.37%	2.75%	2.94%

FISCAL YEAR ENDED MARCH 31, 2016 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2015**Income**

Total revenue increased by Rs. 377.67 Lacs or 21.32% from Rs. 1,771.73 lacs in the fiscal year ended March 31, 2015 to Rs. 2,149.40Lacs in the fiscal year ended March 31, 2016. The revenue has increased due to increase in sales of products corresponding to increase in business of the Company.

Expenditure

Total Expenditure increased by Rs. 294.74 Lacs, or 17.15%, from Rs. 1,718.66 Lacs in the fiscal year ended March 31, 2015 to Rs. 2,013.40Lacs in the fiscal year ended March 31, 2016. Overall expenditure has increased mainly due to increase in Cost of material consumed, Employee Benefits Expenses, finance costs, depreciation & amortization expenses and other expenses which are directly linked to our operations.

Cost of Material Consumed & Inventories

Cost of material consumed expenses in terms of value and percentage increased by Rs. 260.04 Lacs and 20.53% from Rs. 1,266.52 Lacs in the fiscal year ended March 31, 2015 to Rs. 1,526.56 Lacs in the fiscal year ended March 31, 2016. The cost of Material Consumed for FY March 31, 2016 is higher at 72.40% of total revenue as compared to 71.48% last year. Overall cost has increased mainly due to increase in sales of the Company.

Employee Benefit Expenses

Employee benefit expenses in terms of value and percentage increased by Rs. 15.60 Lacs and 12.14% from Rs. 112.87 Lacs in the fiscal year ended March 31, 2015 to Rs. 128.47 Lacs in the fiscal year ended March 31, 2016. Overall employee cost has increased mainly due to increase in salaries & allowances of staff both due to increase in no. of personnel & general increments.

Finance Costs

Finance Costs in terms of value and percentage increased by Rs. 34.61 Lacs and 54.99%, from Rs. 62.94 Lacs in the fiscal year ended March 31, 2015 to Rs. 97.55 Lacs in the fiscal year ended March 31, 2016. Overall finance cost has increased mainly due to increase in interest paid to Banks on higher working capital utilizations.

Depreciation & Amortization

Depreciation in terms of value increased by Rs. 3.28 Lacs or 38.18% from Rs.8.59 Lacs in the fiscal year ended March 31, 2015 to Rs. 11.87 Lacs in the fiscal year ended March 31, 2016. Increase in Depreciation was due to additions to fixed assets.

Other Expenses

Other Expenses in terms of value and percentage decreased by Rs. 18.79 Lacs and 7.02%, from Rs. 267.74 Lacs in the fiscal year ended March 31, 2015 to Rs. 248.95 Lacs in the fiscal year ended March 31, 2016. Other expenses decreased mainly due to decrease in charges paid for Electricity & water bill, sundry expenses.

Net Profit after Tax and Extraordinary items

Net Profit has increased by Rs. 55.83 Lacs and 158.61% from profit of Rs. 35.20 Lacs in the fiscal year ended March 31, 2015 to profit of Rs. 91.03 Lacs in the fiscal year ended March 31, 2016. Net profit has increased due to increase in revenue & better management of resources.

FISCAL YEAR ENDED MARCH 31, 2015 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2014**Income**

Total revenue increased by Rs. 337.72 Lacs or 23.55%, from Rs. 1,434.01 Lacs in the fiscal year ended March 31, 2014 to Rs. 1,771.73 Lacs in the fiscal year ended March 31, 2015. The revenue has increased due to increase in sales of products.

Expenditure

Total Expenditure increased by Rs. 332.87 Lacs, or 24.02%, from Rs. 1,385.79 Lacs in the fiscal year ended March 31, 2014 to Rs. 1,718.66 Lacs in the fiscal year ended March 31, 2015. Overall expenditure has increased mainly due to increase in Cost of material consumed, Employee Benefits Expenses, finance costs, depreciation & amortization expenses and other expenses.

Cost of Material Consumed & Inventories

Cost of material consumed expenses in terms of value and percentage increased by Rs. 286.30 Lacs and 29.21% from Rs. 980.22 Lacs in the fiscal year ended March 31, 2014 to Rs. 1,266.52 Lacs in the fiscal year ended March 31, 2015. The cost of Material Consumed for FY March 31, 2015 is higher at 71.48% of total revenue as compared to 68.36% last year. Overall cost has increased mainly due to increase in sales of the Company.

Employee Benefit Expenses

Employee benefit expenses in terms of value and percentage increased by Rs. 10.04 Lacs and 9.76% from Rs. 102.83 Lacs in the fiscal year ended March 31, 2014 to Rs. 112.87 Lacs in the fiscal year ended March 31, 2015. Overall employee cost has increased mainly due to new recruitments, general increment in Salaries & allowances to staff.

Finance Costs

Finance Costs in terms of value and percentage increased by Rs. 13.91 Lacs and 28.37%, from Rs. 49.03 Lacs in the fiscal year ended March 31, 2014 to Rs. 62.94 Lacs in the fiscal year ended March 31, 2015. Overall finance cost has increased mainly due to increase in interest paid to on working Capital loans, Banks and other borrowing costs.

Depreciation & Amortization Expenses

Depreciation in terms of value increased by 3.15 Lacs or 57.90% from Rs. 5.44 Lacs in the fiscal year ended March 31, 2014 to Rs. 8.59 Lacs in the fiscal year ended March 31, 2015. Overall Depreciation & Amortization Expenses has increased mainly due to Change in Calculation of Depreciation as per Companies Act, 2013.

Other Expenses

Other Expenses in terms of value and percentage increased by Rs. 19.47 Lacs and 7.84%, from Rs. 248.27 Lacs in the fiscal year ended March 31, 2014 to Rs. 267.74 Lacs in the fiscal year ended March 31, 2015. Other expenses increased mainly due to increase in Rent of Shops, business promotion, Travelling expenses, sundry expenses, and communication expenses.

Net Profit after Tax and Extraordinary items

Net Profit has increased by Rs. 1.87 Lacs and 5.61% from Rs. 33.33 Lacs in the fiscal year ended March 31, 2014 to Rs. 35.20 Lacs in the fiscal year ended March 31, 2015. Net profit has increased due to increase in revenue from sales of products.

FISCAL YEAR ENDED MARCH 31, 2014 COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2013

Income

Total revenue increased by Rs. 365.40 Lacs or 34.19%, from Rs. 1,068.61 Lacs in the fiscal year ended March 31, 2013 to Rs. 1,434.01 Lacs in the fiscal year ended March 31, 2014. The revenue has increased due to increase in sales of products.

Expenditure

Total Expenditure increased by Rs. 361.58 Lacs, or 35.30%, from Rs. 1,024.21 Lacs in the fiscal year ended March 31, 2013 to Rs. 1,385.79 Lacs in the fiscal year ended March 31, 2014. Overall expenditure has increased mainly due to increase in cost of material consumed, employee benefit expenses, Finance costs and other expenses.

Cost of Material Consumed & Inventories

Cost of material consumed expenses in terms of value and percentage increased by Rs. 308.49 Lacs and 45.92% from Rs. 671.73 Lacs in the fiscal year ended March 31, 2013 to Rs. 980.22 Lacs in the fiscal year ended March 31, 2014. Overall cost has increased mainly due to increase in sales of the Company.

Employee Benefit Expenses

Employee benefit expenses in terms of value and percentage increased by Rs. 8.39 Lacs and 8.88% from Rs. 94.44 Lacs in the fiscal year ended March 31, 2013 to Rs. 102.83 Lacs in the fiscal year ended March 31, 2014. Overall employee cost has increased mainly due to increase in Directors remuneration and through the salaries & allowances to staff has increased.

Finance Costs

Finance Costs in terms of value and percentage increased by Rs. 22.05 Lacs and 81.72%, from Rs. 26.98 Lacs in the fiscal year ended March 31, 2013 to Rs. 49.03 Lacs in the fiscal year ended March 31, 2014. Overall finance cost has increased mainly due to increase in interest on additional working capital borrowed from banks of Maharashtra loans and other borrowing costs of the Company.

Depreciation & Amortization

Depreciation in terms of value increased by Rs. 0.06 Lacs or 1.12% from Rs. 5.38 Lacs in the fiscal year ended March 31, 2013 to Rs. 5.44 Lakh in the fiscal year ended March 31, 2014. Increase in Depreciation & Amortization was due to increase in depreciations on account of addition to fixed assets.

Other Expenses

Other Expenses in terms of value and percentage increased by Rs. 22.59 Lacs and 10.01%, from Rs. 225.68 Lacs in the fiscal year ended March 31, 2013 to Rs. 248.27 Lacs in the fiscal year ended March 31, 2014. Other expenses increased mainly due to increase in Rent for shops, Repair & maintenance expenses, travelling & conveyance expenses, administration expenses and registration expenses.

Net Profit after Tax and Extraordinary items

Net Profit has increased by 3.97 Lacs and 13.52% from Rs. 29.36 Lacs in the fiscal year ended March 31, 2013 to Rs. 33.33 Lacs in the fiscal year ended March 31, 2014. Net profit has been increased due to increase in revenue from operations and income from other sources of the Company.

OTHER MATTERS

1. Unusual or infrequent events or transactions

Except as described in this Prospectus, during the periods 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 19 of this 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 19 of this 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.



4. Future relationship between Costs and Income

Our Company's future costs and revenues will be determined by customer performance, government policies and availability of trained manpower.

5. The extent to which material increases in net revenue are due to increase in sale of servicers in domestic market.

Increases in revenues are by and large linked to increases in volume of business activity carried out by the Company.

6. Total turnover of each major industry segment in which the issuer company operates.

The Company is operating in Textile (Fashion &Apparels) Industry. Relevant industry data, as available, has been included in the chapter titled "*Our Industry*" beginning on page 95 of this Prospectus.

7. Status of any publicly announced new products or business segments

Our Company has not announced any new product and segment / scheme, other than through this Prospectus.

8. The extent to which the business is seasonal

Our Company business is not seasonal in nature.

9. Any significant dependence on a single or few suppliers or customers.

Our business is not significantly dependent on any suppliers or customers.

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 "Our Business" on page 103 of this Prospectus.

SECTION VI – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated below there are no outstanding litigations, suits, criminal or civil prosecutions, proceedings or tax liabilities against/by the Company, its Directors, its Promoters and its Group Companies and there are no defaults, non-payment of statutory dues, over-dues to banks/financial institutions, defaults against banks/financial institutions by the Company, default in creation of full security as per terms of issue/other liabilities, no amounts owed to small scale undertakings or any other creditor exceeding Rs. 1 lakh, which is outstanding for more than 30 days, no proceedings initiated for economic/civil/any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under Schedule V to 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, its Promoters, its Directors and Group Companies.

Further, except as stated herein, there are no past cases in which penalties have been imposed on the Company, its Promoters, its Directors or its Group Companies, and there is no outstanding litigation against any other Company whose outcome could have a material adverse effect on the position of the Company. Further, there are no cases of litigation, defaults etc. in respect of companies/firms/ventures with which the Promoters were associated in the past but are no longer associated, in respect of which the name(s) of the Promoters continues to be associated.

Further, apart from those as stated below, there are no show-cause notices / claims served on the Company, its Promoters, its Directors or its Group Companies from any statutory authority / revenue authority that would have a material adverse effect on our business.

LITIGATION RELATING TO THE COMPANY

CIVIL CASES PENDING AGAINST OUR COMPANY

Case Filed Against Our Company

- a) **Employees State Insurance Corporation has filed Application ESI No. 28 of 2013 in the Hon'ble Employees Insurance Court.**

Case No. ESI No. 28 of 2013 filed in the Hon'ble Employees Insurance Court, Mumbai by ESIC for recovery of Rs. 7,84,838/-. Our Company got the recovery stayed through Hon'ble Employees Insurance Court. Employees State Insurance Corporation filed the case alleging that the stay orders are obtained by suppressing or misrepresenting the material facts to obtain orders and hence to award punishment in accordance with law. Application is at the stage of Evidence.

- b) **Ms. Manushi A Shah, Petitioner Vs M/s Libas Designs Private Limited and Mr. Nishant Mahimtura, Defendants.**

Ms. Manushi A Shah has filed a claim arrears of wages for the month of December 2015 and January 2016 under the payment of Wages Act, 1936 (IV of 1936) against our Company and Mr. Nishant Mahimtura.

Company has filed its reply on November 15, 2016 and next date of hearing is December 19, 2016.

- c) **ESI Cases filed against our Company.**

- Case No. 267/SW/2012 filed for non-payment of contribution for the period February 2007 to December 2011 of Rs. 11,59,373/-.
- Case No. 2512447/2012 filed for non submission of Return of contribution from April 2006 to September 2011 in due dates i.e. within 42 days from the expiry of contribution period.

Both the cases were filed on October 10, 2012 in Sewree Court. Our Company has attending the case. The next date of hearing is January03, 2017. The said cases are also pending in E.I. Court Bandra, Mumbai.

(d) Mr. Rupshi M. Satra and Mrs. Manjula R. Satra Vs. Libas Designs Private Limited, Mr. Riyaz Eqbal Ganji and Mr. Nishant Mitrasen Mahimtura

Mr. Rupshi M. Satra and Mrs. Manjula R. Satra through their advocate Mr. Kshitish Shukla served a notice dated April 19, 2014 to our Company and Directors for non payment of rent of two months for the Borivali Showroom amounting to Rs. 1,60,000/- (Rupees One Lac Sixty Thousand Only) along with interest at the rate 24% per annum and demanded Rs. 26,600 (Rupees Twenty Six Thousand Six Hundred) towards legal expenses and professional fees incurred for settling case with Municipal Corporation and also Rs. 2,500 towards legal charges of the Notice. Our Company in their reply dated May 05, 2015 denied all the allegation stating that our company had already given 36 post dated cheques for payment of rent amount and they had no information regarding BMC Case so they are not liable to pay the same.

Further, no action has been taken by the opposite party.

(e) Mr. Aditya Krishna Vs. Libas Designs Private Limited and Mr. Riyaz Eqbal Ganji

Mr. Aditya Krishna through his legal advisor sent a notice to our company for refund of Rs. 10,000/- for non delivery of the ordered suit by the agreed date i.e. 18/12/2015. Mr. Aditya Krishna claims that Mr. Riyaz Gangji had given the commitment for delivery of suit by agreed date which if not fulfilled amount paid shall be refunded.

No action has been taken by our company with this regard.

Tax Proceeding involving our Company

• **Details of outstanding demand in respect of TDS:**

F.Y.	Amount (in Rs.)
2015-16	361,470
2014-15	302,530
2013-14	239,910
2012-13	326,300
2011-12	108,850
2010-11	53,390
2009-10	101,280
2007-08	1,770
Total	1,495,500

• **Details of Outstanding demand in respect of Income Tax:**

A.Y.	Section	Outstanding demand amount (in Rs.)	Pending with Jurisdiction
2012-13*	1431a	6,93,280	CPC
2009-10 [#]	220(2)	469	CPC
Total		6,93,749	

*The Company has paid self assessment Tax of Amount Rs. 6,49,649/- on December 14, 2012. However, the same has not been updated on Income tax website and demand of amount Rs. 6,93,280/- has been raised.

#The Company has paid the Interest amount of Rs 469/- on September 24, 2016. However, the same has not been updated on Income Tax Website.

Notice received from Registrar of Companies:

Nil

CASES FILED BY OUR COMPANY

a) **Libas Designs Private Limited V/s LFE World Private Limited & Others**

Our Company has sent legal notices u/s 138 r.w. 141 of Negotiable Instrument Act, 1881 dated September 13, 2012 to M/s LFE World Private Limited, Hemant Aanrigh, Simran Harsharanjit Singh and Harmeet Anurish demanding payment of Rs. 2,50,000/- in lieu of Cheque dishonoured for the reason "STOP PAYMENT", within a period of Fifteen (15) days from the receipt of the Legal Notice.

M/s LFE World Private Limited, Hemant Aanrigh, Simran Harsharanjit Singh and Harmeet Anurish failed to make the payment for the Dishonoured Cheque Amount within stipulated period of Fifteen (15) Days of receipt of the Legal Notice. Thereafter, our Company filed a Complaint under Section 138 and 142 of the Negotiable Instrument Act, 1881 against them in the Court of Metropolitan Magistrates, Girgaon vide C.C. No. 1400511/SS/2012.

The matter is still pending with Court of Metropolitan Magistrates and next date of hearing is December 26, 2016.

b) **Application ESI No. 25 of 2012 filed in the Hon'ble Employees Insurance Court, Mumbai.**

Application is filed by our Company against the recovery proceeding initiated by the ESI Corporation in respect of their alleged order passed u/s. 45A of the ESI Act dated 30.07.2010 against M/s Libas Fashion, (proprietorship concern of Mr. Riyaz Eqbal Ganji), claiming contribution of Rs. 55,502/- and another order dated 30.03.2012 claiming contribution of Rs. 11,59,373/- for period 2/2007 to 12/2011. While application was pending, the ESIC recovered Rs. 7,84,838/- from the bank account of Libas Designs Private Limited.

Employee's Insurance court has stayed the Recovery proceedings and presently application is at the stage of evidence.

Employee State Insurance Corporation has filed Writ Petition in the Hon'ble High Court being Writ Petition no. 914 of 2013 against the order dated 22.11.2012 allowing the Review Application of M/s



Libas Designs Pvt. Ltd., and directing the opponent to refund the recovered amount of Rs. 7,84,838/-.
Petition filed by the ESIC is admitted but no hearing date has been received.

CRIMINAL CASES FILED BY OUR COMPANY

Nil

LITIGATIONS RELATING TO THE PROMOTERS OF OUR COMPANY

Cases filed by Our Promoters

Application ESI No. 23 of 2012 filed in the Hon’ble Employees Insurance Court, Mumbai.

Application is filed against the Recovery proceeding initiated the ESI Corporation in respect of their alleged order passed u/s. 45A of the ESI Act dated 30.07.2010 against M/s Libas Fashion, proprietorship concern of Mr. Riyaz Eqbal Ganji, claiming contribution of Rs. 55,502/- and another order dated 30.03.2012 claiming contribution of Rs. 11,59,373/- for period 2/2007 to 12/2011. Recovery amount initiated as per Recovery Notice with interest thereon as on date of filing was Rs. 16,05,487/-. ESIC has initiated recovery against Mr. Riyaz Ganji considering him as Principal employer.

Recovery proceeding are stayed and presently application is at the stage of evidence. Amount of Rs. 1,00,000/- is deposited by Mr. Riyaz Ganji in the court. No date of hearing is fixed yet.

Cases filed against our Promoters

1. A case is filed in the Bandra Metropolitan Court against Mr. Riyaz Eqbal Ganji, who was booked on charges of assault, rioting and criminal intimidation, after he allegedly got into a scuffle with residents of a housing society on Juhu Tara Road, he was released on bail of Rs 5,000/-. The designer claimed he was harassed and wrongfully arrested. However, charge sheet is filed and matter is pending for further proceeding.

2. Mrs. Rekha V. Khakhar Vs. Nishant Mitrasen Mahimtura and Asha K. Haji

Bombay City Civil Court: Case no: 1948 of 2006

Dr. Labhuben S. Soneji, Nishant Mitrasen Mahimtura’s Aunt was unmarried. She died on 11th Jan. 2005.

His surviving aunt, Mrs. Rekha V. Khakhar had filed a suit in March 2005 in the Hon’ble Mumbai High Court claiming that she was the sole surviving heir of the deceased, Dr. Ms. Labhuben S. Soneji.

Justice Karnik ruled that as Dr. Labhuben S. Soneji was unmarried and as per Hindu Succession Act, her Class I legal heir was her father but since he was not alive it shall devolve on her two sisters. Since the eldest sister, Dr. Mrs. Jayanti Mahimtura was not alive, her share shall vest upon her children, namely, Dr. Asha K. Haji and Nishant M. Mahimtura.

Subsequently, Mrs. Khakhar withdrew her claim and made a settlement with Nishant M. Mahimtura and Dr. Asha K. Haji on the partition of the estate of late Dr. Labhuben S. Soneji.

Thereafter, she went to court and filed the ongoing case in the Hon’ble Mumbai High Court, which then transferred to the Bombay City Civil court for a property and jewellery and other belongings. This case is pending in the Bombay City Civil Court.

Case Pending With Tax Authorities against our Promoters and Directors:

Details of outstanding demand in respect of Income Tax against Nishant Mitrasen Mahimtura:

A.Y	Section	Outstanding demand amount(in Rs.)	Pending with jurisdiction
2012-13	1431a	26,020	Assessing Officer
2014-15	1431a	6,130	CPC
TOTAL		32,150	

Details of outstanding demand in respect of Income Tax against Riyaz Eqbal Ganji:

A.Y	Section	Outstanding demand amount(in Rs.)	Pending with jurisdiction
2005-06	143(1)	1,05,131	Assessing Officer
2008-09	143(1)	84,613	Assessing Officer
2009-10	1431a	1,320	CPC
2010-11	154	510	CPC
TOTAL		1,91,574	

Details of outstanding demand in respect of Income Tax against Reshma Riyaz Ganji:

A.Y	Section	Outstanding demand amount(in Rs.)	Pending with jurisdiction
2007-08	143(1)	2,817	Assessing Officer
2008-09	143(1)	22,295	Assessing Officer
2010-11	1431a	2,230	CPC
TOTAL		27,342	

LITIGATIONS RELATING TO THE DIRECTORS OTHER THAN PROMOTERS OF THE COMPANY

Cases filed against the Directors

Nil

Cases filed by the Directors

Nil

LITIGATIONS RELATING TO THE GROUP COMPANIES

Cases Filed Against the Group Companies

Nil

Cases Filed By the Group Companies

Nil

LITIGATIONS RELATING TO THE DIRECTORS OF GROUP COMPANIES

Cases Filed Against the Directors of Group Companies

Nil

Cases Filed By the Directors of Group Companies

Nil

PAST CASES IN WHICH PENALTIES HAVE BEEN IMPOSED ON THE COMPANY

There are no cases in the last five years in which penalties have been imposed on the Company.

CREDITORS OF THE COMPANY FOR THE AMOUNT EXCEEDING RS. 1 LAKHS OUTSTANDING FOR MORE THAN 30 DAYS

The Company has total of 22 trade creditors as on June 30, 2016 for the total amount of Rs.7,04,09,881/- which is outstanding for more than 30 days.

MATERIAL DEVELOPMENTS

Except as stated in the chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on page 187 of this Prospectus, no material developments have taken place after March 31, 2016, the date of the latest balance sheet, that would materially adversely affect the performance of prospectus of the Company. In accordance with SEBI requirements, our Company and the Lead Manager

shall ensure that investors are informed of material developments until such time as the grant of listing and trading permission by the NSE EMERGE Platform.

We certify that except as stated herein above:

- a. There are no pending proceedings for offences for non-payment of statutory dues by the promoters of the Company.
- b. There are no cases of litigation pending against the Company or against any other Company in which Directors are interested, whose outcome could have a materially adverse effect on the financial position of the Company.
- c. There are no pending litigation against the Promoters/ Directors in their personal capacities and also involving violation of statutory regulations or criminal offences.
- d. There are no pending proceedings initiated for economic offences against the Directors, Promoters, Companies and firms promoted by the Promoters.
- e. There are no outstanding litigation, defaults etc. pertaining to matters likely to affect the operations and finances of the Company including disputed tax liability or prosecution under any enactment.
- f. There are litigations against the Promoters / Directors in their personal capacity.
- g. The Company, its Promoters and other Companies with which promoters are associated have neither been suspended by SEBI nor has any disciplinary action been taken by SEBI.
- h. Following are the trade creditors as on June30, 2016 to whom Company owes sum exceeding Rs. 1,00,000 and are outstanding for more than 30 days as certified by the management of Our Company.

Sr. No.	Organization	Amount (Rs.)
1.	Ambika Paints	249,321
2.	Gs Majestic Developers Pvt Ltd	818,788
3.	Conjure Fashion	548,390
4.	Oms A/c Times internet Ltd	100,804
5.	Sapphire Glass Traders	502,987
6.	Shri Balaji Traders	200,000
7.	Subhash Electric & Company	240,431
8.	Laik Ahmed	424,640
9.	Bt Sydicate Ltd	7,243,393
10.	Disha Clothing & Co	6,671,936
11.	Divya Fashion	125,241
12.	Helios Mercantile Ltd	13,222,896
13.	Jaya Jewellery Pvt Ltd	107,574
14.	Mahavir Interlining	281,740
15.	Pashupati Effects Pvt Ltd	198,842
16.	Sakshi Design Studio	146,665
17.	Sujata Creation	258,690
18.	Shree Shyam Traders	2,424,499
19.	Svp Global	3,904,977
20.	Tanmay Fashion	129,345
21.	Tirupati Fibres & Industries Limited	17,608,430
22.	Gravity India Ltd	15,000,292
	TOTAL	7,04,09,881

GOVERNMENT AND OTHER STATUTORY APPROVALS

We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business and except as mentioned below, and no further approvals are required for carrying on our present business or to undertake the Issue. Unless otherwise stated, these approvals are all valid as on the date of this Prospectus.

I. APPROVALS FOR THE ISSUE

Corporate Approvals

1. Our Board has, pursuant to a resolution passed at its meeting held on September 21, 2016 authorized the Issue.
2. Our shareholders have pursuant to a resolution passed at their meeting dated September 21, 2016 under Section 62(1)(c) of the Companies Act 2013, authorized the Issue.

Approvals from Lenders

1. The Company has obtained approval vide letter dated November 08, 2016 from Union Bank of India, 100 BTM Compound, LBS Marg, Bhandup (West), Mumbai – 400078.

II. INCORPORATION DETAILS

1. Certificate of Incorporation dated November 10, 2004 issued by the Registrar of Companies, Mumbai, Maharashtra.
2. Fresh Certificate of Incorporation dated September 20, 2016 issued by the Registrar of Companies, Mumbai, Maharashtra consequent upon conversion to public limited company.

III. 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:

A. Under Direct and Indirect Laws

Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
1.	Registration in Income Tax Department	Income Tax Department, Govt. of India	PAN: AABCL1093Q	Perpetual	-
2.	Allotment of Tax Deduction Account Number (TAN)	Income Tax Department, Govt. of India	TAN:MUML06905D	Perpetual	TAN shall be quoted while furnishing TDS returns including e-TDS return.
3.	Service Tax Registration	Assistant Commissioner of Service Tax, Mumbai	ST Code: AABCL1093QSD002*	Perpetual	-

4.	Registration under Maharashtra Value Added Tax Act, 2002	Sales Tax Officer, Sales Tax Department, Govt. of Maharashtra	TIN No. 27390594586V	Perpetual	-
5.	Registration under Central Sales Tax Act, 1956	Sales Tax Department, Govt. of Maharashtra	TIN No. 27390594586C	Perpetual	-
6.	Certificate of Importer-Exporter Code Number	Foreign Trade Development Officer, Ministry of Commerce and Industry, Govt. of India	IEC No.: 0315058765	Perpetual	-
7.	Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.	Profession Tax Officer	P.T.E.C. No.: 99571816760P	Perpetual	-
8.	Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.	Profession Tax Officer	P.T.R.C. No.: 27390594586P	Perpetual	-

*Registration will be granted subject to post verification of the documents.

B. Under Industrial and Labour Law

Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
1.	Registration under Employees' Provident Fund and Miscellaneous Provisions Act, 1952	Employees' Provident Fund Organisation, Ministry of Labour and Employment, Govt of India.	MH/BAN/15212/11/000	Perpetual	-
2.	Registration under Employees State Insurance Corporation in the State of Maharashtra	Asst./Deputy Director, Lower Parel, Mumbai, Maharashtra.	ESIC Code: 31001054640001002	Perpetual	-

C. Miscellaneous Approval/ Licenses / Registration

Sr. No.	Nature of License / Approvals	Authority	Address of the Shop	Particulars of License / Approvals	Validity Period	Special conditions , if any
1.	Registration of shop under the Maharashtra Shops and Establishments Act, 1948	Inspector of Shops and Establishments, Maharashtra	3, Nathubhai Shankar Chwal, S.V. Road, Near old Police Station, Borivali (W), Mumbai-400092	Registration No.: 760298563/ Shop I*	December 31, 2016	-
2.	Registration of shop under the Maharashtra Shops and Establishments Act, 1948	Inspector of Shops and Establishments, Maharashtra	Nathubhai Shankar Chwal, Shop No. 2, S.V. Road, Borivali (W), Mumbai-400092	Registration No.: 760298589*	December 31, 2017	-
3.	Registration of shop under the Maharashtra Shops and Establishments Act, 1948	Inspector of Shops and Establishments, Maharashtra	Shop No. 2 & 1A, Sukhshanti Building No. 2, 19 Peddar Road, Mumbai - 400026	Registration No.: D014975/ Shop I**	December 31, 2017	-
4.	Mumbai Municipal Corporation Act	Sr. Inspector, License Department, Municipal Corporation of Greater Mumbai	2/1-A-2, Sukh Shanti Building, 19 Peddar Road, Mumbai - 400026	License No.: 861413056**	Spetember 30, 2017	-
5.	Registration of shop under the Maharashtra Shops and Establishments Act, 1948	Inspector of Shops and Establishments, Maharashtra	Block No.2, New Sujata CHS, Next to Manekji Cooper, Juhu Tara Road, Santacruz (West), Mumbai – 400049.	Registration No. 760189841/ Shop I*	December 31, 2016	-
6.	Registration of shop under the Maharashtra Shops and Establishments Act, 1948	Inspector of Shops and Establishments, Maharashtra	Shop 1, 2, Ground Floor, ApsaraBldg, S.V. Road, Santacruz (West), Mumbai - 400054	Registration No.: 760360972/ Commercial II	December 31, 2016	-

Sr. No.	Nature of License / Approvals	Authority	Address of the Shop	Particulars of License / Approvals	Validity Period	Special conditions , if any
7.	ISO9001:2008	Absolute Quality Certification Pvt. Ltd.	No. 2, SukhshantiMorarka Chowk, Peddar Road, Mumbai	Certificate No.: 1016QEF33	September 14, 2018	-

*Shop & Establishment License is in the name of Libas Riyaz Gangji

**Shop & Establishment License and License for Using Boardare in the name of Smriti Industries, a Proprietorship Concern of Mr.NishantMitrasenMahimtura.

INTELLECTUAL PROPERTY

We have filed the application form for trademark registration before the Registrar of Trade Marks, Trademarks Registry at Mumbai, which is summarized as follows: -

Sr. No.	Logo	Date of Application/Approval date	Application No./Trademark No.	Class	Current Status
1.		13/09/2010	2022072	18	Registered
2.		13/09/2010	2022073	20	Registered
3.		13/09/2010	2022074	22	Registered
4.		13/09/2010	2022075	23	Registered
5.		05/02/2013	2472370	25	Objected
6.		13/09/2010	2022076	27	Registered
7.		07/10/2013	2608254	35	Objected
8.		13/09/2010	2022077	37	Registered



9.		13/09/2010	2022078	41	Registered
10.		07/09/2007	1599213	35	Opposed

Our Managing Director, Mrs. Reshma Ganji has also applied under the Trademark Act 1999. Our Company has obtained NOC from her for use of the same. The status of the application is as under:

Sr. No.	Logo	Date of Application/Approval date	Application No./Trademark No.	Class	Current Status
1.		14/10/2014	2826550	18	Objected
2.		14/10/2014	2826551	25	Objected
3.		14/10/2014	2826552	35	Objected



We have applied for registration of our logo under the Copyright Act, 1957. The status of the application is as under:

Sr. no.	Name of the Applicant	Nature of Applicant's Interest	Class & Description of the Work	Title of Work	Registration No. and Date of Registration	Diary No.	Whether the work is published or unpublished	Date of Application
1.	Libas Designs Private Limited	Owner	Artistic Work	LIBAS RIYAZ GANGJI	A-114460/2015 04/12/2015	8356/2015-CO/A	Published	10/07/2015

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Issue has been authorized by a resolution passed by our Board of Directors at its meeting held on September 21, 2016 and by the shareholders of our Company by a special resolution, pursuant to Section 62(1)(c) of the Companies Act, 2013, passed at the Extra-Ordinary General Meeting of our Company held on September 21, 2016 at the registered office of the Company.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, our Promoters, our Directors, our Promoter Group and our Group Entities, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

The companies with which our Promoters, our Directors or persons in control of our Company are/ were associated as promoters, directors or persons in control have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

None of our Directors are in any manner associated with the securities market. There has been no action taken by SEBI against any of our Directors or any entity our Directors are associated with as directors.

PROHIBITION BY RBI

Neither our Company, nor our Promoters, or the relatives (as defined under the Companies Act) of our Promoters or Group Entities have been identified as willful defaulters by the RBI or any other governmental authority. There are no violations of securities laws committed by them in the past or no proceedings thereof are pending against them.

ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Issue in terms of Regulation 106M(2) of chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue face value capital is does not exceed Rs. 1,000 Lakhs, may issue shares to the public in accordance with the provisions of Chapter XB the SEBI (ICDR) Regulations, 2009. Our Company also complies with the eligibility conditions laid by the Emerge Platform of National Stock Exchange of India Limited (NSE) for listing of our Equity Shares.

We confirm that:

1. In accordance with regulation 106(P) of the SEBI ICDR Regulations, this Issue will be 100% underwritten and that the LM 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 46 of this Prospectus.
2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed u/s 40 of the Companies Act, 2013
3. In accordance with Regulation 106(O) of the SEBI (ICDR) Regulations, we have not filed any 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 Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
4. In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the Lead Manager will 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 market making arrangement see chapter titled "General Information" beginning on page 46 of this Prospectus.

5. The Company has Net Tangible assets of at least Rs. 1 crore as per the latest audited financial results.
6. The Net worth (excluding revaluation reserves) of the Company is at least Rs. 1 crore as per the latest audited financial results.
7. The Post-issue paid up capital of the Company shall be at least Rs. 1crore. The paid up capital shall be Rs. 7.50 Croresafter the issue.
8. The Company shall mandatorily facilitate trading in demat securities and has entered into an agreement with both the depositories.
9. The Company has not been referred to Board for Industrial and Financial Reconstruction.
10. No petition for winding up is admitted by a court of competent jurisdiction or a liquidator has been appointed against the Company.
11. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
12. The Company has a website: www.libasfashion.com

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN 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 THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, SARTHI CAPITAL ADVISORS PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS FOR THE TIME BEING IN FORCE. 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 COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS PROSPECTUS, THE LEAD MANAGER, SARTHI CAPITAL ADVISORS PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, SARTHI CAPITAL ADVISORS PRIVATE LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED, DECEMBER 19, 2016, IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992.

“WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AS FOLLOWS:

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, CIVIL LITIGATIONS, DISPUTES WITH COLLABORATORS, CRIMINAL LITIGATIONS ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE;**
- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**
 - A. THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
 - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
 - C. THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956/COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
- 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.**
- 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 PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.**
- 6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.**

7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. 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 CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 73 OF THE COMPANIES ACT, 1956* AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE, SUBJECT TO COMPLIANCE WITH REGULATION 56 OF THE SEBI REGULATIONS
10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. – NOT APPLICABLE**
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:
 - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
 - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.

- 14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.**
- 15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**
- 16. WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS AS PER FORMAT SPECIFIED BY THE BOARD (SEBI) THROUGH CIRCULAR – DETAILS ARE ENCLOSED IN “ANNEXURE A”**
- 17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTION HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.”**

**Section 40(3) of the Companies Act, 2013 has been notified by the Ministry of Corporate Affairs, Government of India.*

***Section 29 of the Companies Act, 2013 provides inter alia that every company making public offers shall issue securities only in dematerialised form by complying with the provisions of the Depositories Act, 1996 and the regulations made thereunder.*

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

- (1) “WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN 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.**
- (3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. – NOTED FOR COMPLIANCE**
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER. –.**
- (5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS.**

(6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION [106P] AND [106V] OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE. -”

Note:

The filing of this Prospectus does not, however, absolve our Company from any liabilities under section 34, section 35, section 36 OR section 38(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Lead manager any irregularities or lapses in the 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 Mumbai, Maharashtra, in terms of sections 26, 32 and 33 of the Companies Act, 2013.

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 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.libasfashion.com would be doing so at his or her own risk.

Caution

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue Management entered into among the Lead Manager and our Company dated September 22, 2016, the Underwriting Agreement dated September 22, 2016 entered into among the Underwriter and our Company.

Our Company and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, *etc.*

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

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/CFD/DIL/7/2015 dated October 30, 2015 issued by the SEBI, please refer to ‘Annexure A’ to this Prospectus and the website of the Lead Manager at www.sarthiwm.in.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and 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. The Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Prospectus has been filed with National Stock Exchange of India Limited (NSE) for its observations and NSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE NSE EMERGE PLATFORM

National Stock Exchange of India Limited (NSE) has given permission vide letter dated October 28, 2016, to use its name in the offer document in respect of the proposed public issue of equity shares. The disclaimer clause of stock exchange is as given below:

“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 Ref.: NSE/LIST/92054 dated October 28, 2016 permission to the Issuer to use the Exchange’s name in this Offer Document as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the 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 Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription / acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.”

FILING

This Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in term of Regulation 106(M)(3). However, a copy of the Prospectus shall be filed with SEBI at the SEBI Head Office, Plot No.C4-A,'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400051. A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Companies, 100, Everest, Marine Drive, Mumbai- 400002.

LISTING

An Application will be made to the NSE-Emerge Platform for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The NSE-Emerge Platform has given its in-principal approval for using its name in our Prospectus vide its letter dated October 28, 2016.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE-EMERGE, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE-EMERGE mentioned above are taken within Six Working Days from the Issue Closing Date

CONSENTS

Consents in writing of: (a) the Directors, the Promoters, the Company Secretary and Compliance Officer, Chief Financial Officer, the Statutory and Peer Review Auditor, the Banker to the Company; and (b) Lead Manager, Underwriter, Market Maker, Registrar to the Issue, Legal Advisor to the Issue, Banker to the Issue, Lendersto act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of this Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Prospectus and such consent and report is not withdrawn up to the time of delivery of this Prospectus with NSE.

EXPERT OPINION TO THE ISSUE

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

1. Report of the Statutory Auditor on Statement of Tax Benefits

EXPENSES OF THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, see the chapter "Objects of the Issue" beginning on page 79 of this Prospectus.

DETAILS OF FEES PAYABLE**Fees Payable to the Lead Manager**

The total fees payable to the Lead Manager will be as per the Mandate Letter dated May 18, 2016 issued by the Lead Manager to our Company, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated September 22, 2016 a copy of which is available for inspection at our Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send refund orders or allotment advice by registered post/ speed post/ under certificate of posting.



Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, *etc.* will be as per the terms of their respective engagement letters.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and selling commission for this Issue is as set out in the Underwriting Agreement entered into between our Company and the Lead Manager. Payment of underwriting commission, brokerage and selling commission would be in accordance with applicable laws.

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 and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled “Capital Structure” beginning on page 54 of this Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370 (1B) OF THE COMPANIES ACT, 1956/ SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS

None of the equity shares of our Group Entities are listed on any recognized stock exchange. None of the above companies have raised any capital during the past 3 years.

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations. Therefore, data regarding promise versus performance is not applicable to us.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of this Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement between the Registrar and our Company provides for retention of records with the Registrar for a period of at least three year from the last date of dispatch of the letters of allotment, demat credit to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Company Secretary and Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centres of SCBSs where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Applicant shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee Shareholders of the Board *vide* resolution passed at the Board Meeting held on September 21, 2016. For further details, please refer to the chapter titled “*Our Management*” beginning on page 135 of this Prospectus.

Our Company has appointed Mr. Govind Rao as the Company Secretary and Compliance Officer and he may be contacted at the following address:

Libas Designs Limited

Gala No. 55, Apaki Industrial Premises Society Limited,
Plot No. 246, Masrani Lane, Kurla (W),
Mumbai – 400070, Maharashtra, India

Tel: +91 22 23525145

Email: cs@libas.co.in

Website: www.libasfashion.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, *etc.*

CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS

There have been no changes in the statutory auditors of our Company in the last three financial years.

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled “*Capital Structure*” beginning on page 54 of this Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

PURCHASE OF PROPERTY

Other than as disclosed in this Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made thereunder.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

SECTION VII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, the Memorandum and Articles, the terms of this Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN) and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE Emerge, RoC, RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, 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.

RANKING OF EQUITY SHARES

The Equity Shares being offered shall be subject to the provisions of the Companies Act, 2013, our Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to the section titled, 'Main Provisions of the Articles of Association of the Company' on page 242 of this Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act 2013 and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled 'Dividend Policy' on page 155 of this Prospectus.

FACE VALUE AND ISSUE PRICE

The Equity Shares having a Face Value of Rs. 10/- each are being offered in terms of this Prospectus at the price of Rs. 68/- per Equity 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 85 of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; Right of free transferability; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum and Articles of Association of the Company.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

As per the provisions of the Depositories Act, 1996 & regulations made thereunder and Section 29(1) of the Companies Act, 2013, the equity shares of a body corporate can 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. The trading of the Equity Shares will happen in the minimum contract size of 2,000 Equity Shares and the same may be modified by the NSE Emerge from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 2,000 Equity Shares subject to a minimum allotment of 2,000 Equity Shares to the successful Applicants terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

MINIMUM NUMBER OF ALLOTTEES

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within 6 working days of closure of Issue.

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:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

MINIMUM SUBSCRIPTION

In the event our Company does not receive a minimum subscription of 100% of the Issue, subject to the Issue being made for at least 25% of the post-Issue paid up Indian Equity Share capital of our Company, in accordance with Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, including devolvement to the Underwriters within 60 days from the Issue Closing Date, we shall forthwith refund the entire subscription amount received not later than 70 days from the Issue Closing Date. If there is a delay beyond eight



days after the expiry of 70 days from the Issue Closing Date, the Directors of our Company who are officers in default shall jointly and severally be liable to repay the money with such interest as prescribed under section 39(3) of the Companies Act, 2013 and Companies (Prospectus and Allotment of Securities) Rules, 2014. Further Section 39(5) states that in case of default under section 39(3), the Company and its officers who are in default shall be liable to a penalty of Rs. 1,000 for each day during which the default continues or Rs. 100,000, whichever is less.

Additionally, section 40(3) of the 2013 Act requires application money to be refunded in the event of failure to Allot Equity Shares for any other reason. If a default is made in complying with the provisions of this section the Company shall be punishable with a fine which shall not be less than Rs. 500,000, but which may extend to Rs. 5,000,000 and every officer of the Company who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than Rs. 50,000 but which may extend to Rs. 300,000 or with both.

MIGRATION TO MAIN BOARD

Our company may migrate to the main board of NSE Emerge Exchange at a later date subject to the following:

- a) If the Paid up Capital of our Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), our Company shall apply to NSE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- b) If the Paid up Capital of our company is more than 10 crores but below Rs. 25 crores, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

MARKET MAKING

The shares offered through this issue are proposed to be listed on the NSE Emerge Platform wherein the Lead Manager to the issue shall ensure compulsory Market Making through registered Market Makers of the NSE Emerge Platform for a minimum period of three years from the date of listing of shares offered through this Prospectus. For further details of the Market Making arrangement see chapter titled “General Information” beginning on page 46 of this Prospectus.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of 2,000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the NSE Emerge Platform.

RESTRICTIONS, IF ANY, 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 Promoter’s minimum contribution as detailed in chapter titled “Capital Structure” beginning on page 54 of this Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of Equity Shares and on their consolidation/ splitting except as provided in the Articles of Association. Please refer to the section “Main Provisions of the Articles of Association” beginning on page 242 of this Prospectus.

ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM

Our Company shall issue shares only in dematerialized. Investors making application in dematerialized form may get the specified securities rematerialized subsequent to allotment.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai, Maharashtra, India.

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

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

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(2) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, whereby, an issuer whose post-issue face value capital is more than Rs. 1,000 Lakhs and upto Rs. 2,500 Lakhs, shall issue shares to the public and propose to list the same on the Emerge Platform of NSE ('NSE 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 to the chapters titled 'Terms of the Issue' and 'Issue Procedure' beginning on page 216 and 222 of this Prospectus.

The Issue is being made by way of Fixed Price method.

FOLLOWING IS THE ISSUE STRUCTURE:

Public Issue of 20,00,000 Equity shares of face value of Rs. 10/- each fully paid (the 'Equity Shares') for cash at a price of Rs. 68/- per Equity Share aggregating to Rs. 1360.00 Lakhs ('the Issue') by our Company.

The Issue comprises a Net Issue to Public of 18,96,000 Equity Shares ('the Net Issue') and a reservation of 1,04,000 Equity Shares for subscription by the designated Market Maker ('the Market Maker Reservation Portion').

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	18,96,000 Equity Shares	1,04,000 Equity Shares
Percentage of Issue Size available for allocation	94.80% of the Issue size (50% to Retail Individual Investors and the balance 50% to other investors).	5.20 % of the Issue size
Basis of Allotment	Proportionate subject to minimum allotment of 2,000 Equity Shares and further allotment in multiples of 2,000 Equity Shares each. For further details, please refer to the "Basis of Allotment" on page 232 of this Prospectus.	Firm Allotment
Mode of Application	All the applicants must compulsorily apply through the ASBA Process.	Through ASBA Process Only
Minimum Application Size	<u>For QIB and NII:</u> Such number of Equity Shares in multiples of 2000 Equity Shares such that the Application Value exceeds Rs. 2,00,000/- <u>For Retail Individuals:</u> 2,000 Equity Shares	1,04,000 Equity Shares
Maximum Application Size	<u>For QIB and NII:</u> Such number of equity shares in	Application size shall be 1,04,000 equity shares since there is a firm

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
	<p>multiples of 2,000 Equity Shares such that the Application Size does not exceed 18,96,000 Equity Shares.</p> <p><u>For Retail Individuals:</u></p> <p>Such number of Equity Shares in multiples of 2000 Equity Shares such that the Application Value does not exceed Rs. 2,00,000/-.</p>	allotment
Mode of Allotment	Dematerialized Form	Dematerialized Form
Trading Lot	2,000 Equity Shares	2,000 Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form.	

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details, please refer to “Issue Structure” on page 220 of this Prospectus.

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

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

ISSUE OPENING DATE	December 27, 2016
ISSUE CLOSING DATE	December 30, 2016

Applications and any revision to the same (except that on the Issue Closing Date) will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. On the Issue Closing date application and revision to the same will be accepted between 10.00 a.m and 2.00 p.m. Applications will be accepted only on Working Days, i.e., all trading days of stock exchange excluding Sundays and bank holidays.

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (“General Information Document”) included below under section “PART B – General Information Document”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations 2015 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, there have been certain changes in the issue procedure for initial public offerings including making ASBA Process mandatory for all investors, allowing registrar, share transfer agents, collecting depository participants and stock brokers to accept application forms. Further, SEBI, by its circular No. (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days. These changes are applicable for all public issues which open on or after January 01, 2016.

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 the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus 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.

Our Company and the LM are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of this Prospectus.

FIXED PRICE ISSUE PROCEDURE

This Issue is being made in terms of Regulation 106(M)(2) of Chapter XB of SEBI (ICDR) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to an 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, our Company would have a right to reject the Applications only on technical grounds.

As per the provisions Section 29(1) of the Companies Act, 2013, the Allotment of Equity Shares in the Issue shall be only in a de-materialized form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). The Equity Shares on Allotment shall, however, be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

APPLICATION FORM

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants.

The prescribed color of the Application Form for various categories is as follows:

Category	Color of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs applying on a repatriation basis	Blue

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.

WHO CAN APPLY?

Persons eligible to invest under all applicable laws, rules, regulations and guidelines: -

- Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
- 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;
- 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;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional applicants category;
- Venture Capital Funds registered with SEBI;
- Foreign Venture Capital Investors registered with SEBI;
- State Industrial Development Corporations;

- Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Multilateral and Bilateral Development Financial Institutions;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of 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

As per the existing regulations, OCBs cannot participate in this Issue.

PARTICIPATION BY ASSOCIATES OF LM

The LM shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the LM may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum Form 2A containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue and The Registrar to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of National Stock Exchange of India Limited i.e. www.nseindia.com.

OPTION TO SUBSCRIBE IN THE ISSUE

- a) As per Section 29(1) of the Companies Act 2013, Investors will get the allotment of Equity Shares in dematerialization form only.
- b) The Equity Shares, on allotment, shall be traded on Stock Exchange in demat segment only.
- c) In a single Application Form any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

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 (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu undivided families, partnership firms or their nominees. In case of HUF's application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of 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

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to reject the Application without assigning any reason thereof.

Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made. No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

APPLICATIONS BY ELIGIBLE NRIS ON REPATRIATION BASIS

NRIs may obtain copies of Application Form from the offices of the Lead Manager and the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary (“NRO”) accounts for the full Application Amount, at the time of the submission of the Application Form.

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.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

APPLICATIONS BY ELIGIBLE FIIs/FPIs

On January 07, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely “foreign institutional investors” and “qualified foreign investors” will be subsumed under a new category namely “foreign portfolio investors” or “FPIs”. RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Offer, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations. Further, a qualified foreign investor who had not obtained a certificate of registration as and FPI could only continue to buy, sell or otherwise deal in securities until January 6, 2015. Hence, such qualified foreign investors who have not registered as FPIs under the SEBI FPI Regulations shall not be eligible to participate in this Offer. In case of Applications made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any application without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations,

participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Applications made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason. In terms of the SEBI FPI Regulations, the offer of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10.00% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24.00% of the paid-up Equity Share capital of our Company. The aggregate limit of 24.00% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10.00% and 24.00% of the total paid-up Equity Share capital of our Company, respectively. As per the circular issued by SEBI on November 24, 2014, these investment restrictions shall also apply to subscribers of offshore derivative instruments (“ODIs”). Two or more subscribers of ODIs having a common beneficial owner shall be considered together as a single subscriber of the ODI. In the event an investor has investments as a FPI and as a subscriber of ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments held in the underlying company. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client’ norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Offer are advised to use the Application Form for Non-Residents (blue in color). FPIs are required to apply through the ASBA process to participate in the Offer.

AS PER THE CURRENT REGULATIONS, THE FOLLOWING RESTRICTIONS ARE APPLICABLE FOR INVESTMENTS BY FPIs:

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 XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - ❖ 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 promoter 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, 1998;
 - 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 Depository Receipts or Global Depository 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 XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - 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.
4. 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.
5. The purchase of Equity Shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
6. 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.

7. 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.
8. 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.

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.

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.

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.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10 per cent of the total issued capital of the company.

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.

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.

APPLICATIONS 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 AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing 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 reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (the "IRDA Investment Regulations"), are broadly set forth below:

- (a) Equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b) The entire group of the investee company: the least of 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of ULIPS); and
- (c) The industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of ULIPS).

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in the infrastructure and housing sectors on December 26, 2008, providing, among other things, that the exposure of an insurer to an infrastructure company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

APPLICATIONS BY BANKING COMPANIES

Applications by Banking Companies: In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company and the Selling Shareholders reserve the right to reject any Application without assigning any reason. The investment limit for banking companies as per the Banking Regulation Act, 1949, as amended, is 30.00% of the paid up share capital of the investee company or 30.00% of the banks' own paid up share capital and reserves, whichever is less (except in certain specified exceptions, such as setting up or investing in a subsidiary, which requires RBI approval). Further, the RBI Master Circular of July 01, 2015 sets forth prudential norms required to be followed for classification, valuation and operation of investment portfolio of banking companies.

Applications by SCSBs: SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 02, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATION UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged 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 therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- (a) With respect to applications by VCFs, FVCIs, FIIs and Mutual Funds, a certified copy of their SEBI registration certificate 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 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, our 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. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the lead manager may deem fit.

Our 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 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 this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

MAXIMUM AND MINIMUM APPLICATION SIZE

a) For Retail Individual Applicants

The Application must be for a minimum of 2,000 Equity Shares. As the Application Price payable by the Applicant cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for 2,000 Equity Shares.

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 2,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

INFORMATION FOR THE APPLICANTS:

- a) Our Company will file the Prospectus with the Registrar of Companies, Mumbai at least 3 (three) days before the Issue Opening Date.
- b) Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Prospectus and/or the Application Form can obtain the same from our Registered Office or from the office of the LM.
- c) Applicants who are interested in subscribing for the Equity Shares should approach the LM or their authorized agent(s) to register their Applications.
- d) Applications made in the Name of Minors and/or their nominees shall not be accepted.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. ASBA Application Forms should bear the stamp of the SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

Applicants residing at places where the designated branches of the Banker to the Issue are not located may submit/mail their applications at their sole risk along with Demand payable at Mumbai.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 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 Centre is available on the websites of National Stock Exchange of India Limited i.e. www.nseindia.com.

APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). 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. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

BASIS OF ALLOTMENT

Allotment will be made in consultation with the NSE Emerge Platform (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 2000 equity shares the allotment will be made as follows:
 - a) Each successful applicant shall be allotted 2000 equity shares; and
 - b) The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 2000 equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 2000 equity shares subject to a minimum allotment of 2000 equity shares.
5. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 2000 equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.
6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:

- a) As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
- b) The balance net offer of shares to the public shall be made available for allotment to
 - i. Individual applicants other than retails individual investors and
 - ii. Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
- c) The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

‘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 NSE.

The Executive Director / Managing Director 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.

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 05, 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.

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.
- All Applicants should submit their application through ASBA process only.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form
- Do not apply on another Application Form after you have submitted an Application to the Bankers of the Issue.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Selected Branches / Offices of the Banker to the Issue.
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.

OTHER INSTRUCTIONS

Joint Applications in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- (i) All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- (ii) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- (iii) Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of 'know your client' norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

PERMANENT ACCOUNT NUMBER OR PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ('PAN') to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. **Applications without this information will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

GROUNDS FOR REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned/ PAN mismatched/ Duplicate PAN 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 2000;
- Category not ticked;
- Multiple Applications as defined in this Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulations or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed by the sole Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 2.00 pm on the Issue Closing Date;

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

“Any person who:

- a. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.”

SIGNING OF UNDERWRITING AGREEMENT

Vide an Underwriting agreement dated September 22, 2016 this issue is 100% Underwritten.

FILING OF THE PROSPECTUS WITH THE ROC

The Company will file a copy of the Prospectus with the Registrar of Companies, Mumbai, Maharashtra in terms of Section 26 of Companies Act, 2013.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013 the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation. In the pre-issue advertisement, we shall state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into Public Issue Account with the Banker to the Issue. Upon approval of the Basis of Allotment by the designated Stock Exchange, the Registrar to the Issue shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Share. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the Issue. Pursuant to confirmation of such corporate actions, the Registrar to the Issue 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.

Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensure the credit of shares to the successful Applicant's depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the SCSBs Banks to Public Issue Account on the Designated Date.

PAYMENT OF REFUND

In the event that the listing of the Equity Shares does not occur in the manner described in this Prospectus, the Lead Manager shall intimate Public Issue bank and Public Issue Bank 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 applicants.

As per RBI regulations, OCBs are not permitted to participate in the issue.

There is no reservation for Non Residents, NRIs, FIIs and Foreign Venture Capital Funds and all Non Residents, NRIs, FIIs and Foreign Venture Capital Funds will be treated on the same basis with other categories for the purpose of allocation.

DISPOSAL OF APPLICATION 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.

UNDERTAKINGS BY OUR COMPANY

The Company undertakes the following:

1. That the complaints received in respect of this Issue shall be attended to by us expeditiously;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within six working days of closure of the issue;
3. That the letter of allotment/ unblocking of funds to the non-resident Indians shall be dispatched within specified time; and
4. That no further issue of Equity Shares shall be made till the Equity Shares offered through this Prospectus are listed.

UTILIZATION OF ISSUE PROCEEDS

Our Board certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the issue referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;
3. Details of all unutilized monies out of the Issue referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

WITHDRAWAL OF THE ISSUE

The Company, in consultation with the LM, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of NSE for listing of Equity Shares offered through this issue on its Emerge Platform, which the Company shall apply for after Allotment and
2. The filing of Prospectus with the concerned RoC. In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of



Issue. The public notice will appear in two widely circulated national newspapers (One each in English and Hindi) and one in regional newspaper.

The LM, through the Registrar to the Issue, will instruct 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 our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an initial public offering of Equity Shares, our Company shall file a fresh prospectus with stock exchange(s).

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 has entered into following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- (a) We have entered into tripartite agreement between NSDL, the Company and the Registrar to the Issue on October 21, 2016;
- (b) We have entered into tripartite agreement between CDSL, the Company and the Registrar to the Issue on October 14, 2016;

The Company's Equity shares bear an ISIN No. INE908V01012

- An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.
- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

COMMUNICATIONS

All future communications in connection with the 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 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.

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 LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

ASBA PROCESS

Applicant shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ('ASBA Account') is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the LM.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

Who can apply?

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all investors have to compulsorily apply through the ASBA Process.

Mode of Payment

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, 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 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 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 Public Issue Account as per the provisions of 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.

RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

India's current Foreign Direct Investment ("FDI") Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI ("DIPP") by circular of 2016 with effect from June 07, 2016 ("Circular of 2016"), consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP. The Government usually updates the consolidated circular on FDI Policy once every Year and therefore, this circular of 2016 will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a Non-resident does not require the prior approval of the FIPB or the RBI, subject to fulfillment of certain conditions as specified by DIPP / RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company.

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

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.

SECTION VIII – MAIN PROVISION OF ARTICLES OF ASSOCIATION

Pursuant to Schedule I of the Companies Act and the SEBI Regulation, the main provisions of our Articles relating to, inter alia, 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 each Provision herein below is numbered as per the corresponding article number in our Articles and capitalized/defined terms herein have the same meaning given to them in our Articles.

CAPITAL AND INCREASE AND REDUCTION OF CAPITAL

Article No.	Contents	Title of Article
3.	a) The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V (a) of Memorandum of Association of the Company from time to time.	Authorized Capital.
	b) The minimum paid up Share capital of the Company shall be Rs. 5,00,000/- or such other higher sum as may be prescribed in the Act from time to time.	
4.	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.	Increase of capital by the Company how carried into effect
5.	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	New Capital same as existing capital
6.	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premium, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	Non Voting Shares
7.	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	Redeemable Preference Shares
8.	The holder of Preference Shares shall have a right to vote only on	Voting rights of

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	Resolutions, which directly affect the rights attached to his Preference Shares.	preference shares
9.	<p>On the issue of redeemable preference shares under the provisions of Article 7 hereof , the following provisions-shall take effect:</p> <p>(a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;</p> <p>(b) No such Shares shall be redeemed unless they are fully paid;</p> <p>(c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;</p> <p>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital</p>	Provisions to apply on issue of Redeemable Preference Shares
10.	<p>The Company may (subject to the provisions of sections 52, 55, 56, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account</p> <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>	Reduction of capital
11.	Any debentures, debenture-stock or other securities may be issued at a discount (subject to the compliance with the provision of Section 53 of the Companies Act, 2013), premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in	Debentures

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	the General Meeting by a Special Resolution.	
12.	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.	Issue of Sweat Equity Shares
13.	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.	ESOP
14.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.	Buy Back of shares
15.	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.	Consolidation, Sub-Division And Cancellation
16.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.	Issue of Depository Receipts
17.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.	Issue of Securities
	MODIFICATION OF CLASS RIGHTS	
18.	<p>(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting.</p> <p>Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained</p>	Modification of rights

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	and the provisions of this section shall apply to such variation.	
19.	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking <i>paripassu</i> therewith.	New Issue of Shares not to affect rights attached to existing shares of that class.
20.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	Shares at the disposal of the Directors.
21.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	Power to issue shares on preferential basis.
22.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	Shares should be Numbered progressively and no share to be subdivided.
23.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	Acceptance of Shares.
24.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	Directors may allot shares as full paid-up

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25.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	Deposit and call etc. to be a debt payable immediately.
26.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	Liability of Members.
27.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	Registration of Shares.
	RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT	
28.	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	
	CERTIFICATES	
29.	(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the	Share Certificates.

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	<p>Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.</p>	
<p>30.</p>	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>	<p>Issue of new certificates in place of those defaced, lost or destroyed.</p>
<p>31.</p>	<p>(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.</p>	<p>The first named joint holder deemed Sole holder.</p>

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	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	Maximum number of joint holders.
32.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	Company not bound to recognize any interest in share other than that of registered holders.
33.	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	Installment on share to be duly paid.
	UNDERWRITING AND BROKERAGE	
34.	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	Commission
35.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	Brokerage
	CALLS	
36.	<p>(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board.</p> <p>(2) A call may be revoked or postponed at the discretion of the Board.</p> <p>(3) A call may be made payable by installments.</p>	Directors may make calls
37.	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	Notice of Calls

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38.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorizing such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	Calls to date from resolution.
39.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	Calls on uniform basis.
40.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	Directors may extend time.
41.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	Calls to carry interest.
42.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	Sums deemed to be calls.
43.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	Proof on trial of suit for money due on shares.
44.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a	Judgment, decree, partial payment suo motto proceed for

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	<p>portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.</p>	<p>forfeiture.</p>
<p>45.</p>	<p>(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.</p> <p>(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p>	<p>Payments in Anticipation of calls may carry interest</p>
	<p>LIEN</p>	
<p>46.</p>	<p>The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.</p>	<p>Company to have Lien on shares / debentures.</p>
<p>47.</p>	<p>For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorize some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of</p>	<p>As to enforcing lien by sale.</p>

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	no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	
48.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.	Application of proceeds of sale.
	FORFEITURE AND SURRENDER OF SHARES	
49.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.	If call or installment not paid, notice may be given.
50.	<p>The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid.</p> <p>The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.</p>	Terms of notice.
51.	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	On default of payment, shares to be forfeited.
52.	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	Notice of forfeiture to a Member

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53.	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	Forfeited shares to be property of the Company and may be sold etc.
54.	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	Members still liable to pay money owing at time of forfeiture and interest.
55.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	Effect of forfeiture.
56.	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.	Evidence of Forfeiture.
57.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularly or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	Title of purchaser and allottee of Forfeited shares.
58.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	Cancellation of share certificate in respect of forfeited shares.
59.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	Forfeiture may be remitted.
60.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint	Validity of sale

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	<p>some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.</p>	
61.	<p>The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.</p>	Surrender of shares.
	TRANSFER AND TRANSMISSION OF SHARES	
62.	<p>(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee.</p> <p>(b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.</p>	Execution of the instrument of shares.
63.	<p>The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof.</p> <p>The instrument of transfer shall be in a common form approved by the Exchange;</p>	Transfer Form.
64.	<p>The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.</p>	Transfer not to be registered except on production of instrument of transfer.
65.	<p>Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register—</p> <p>(a) any transfer of shares on which the company has a lien.</p>	Directors may refuse to register transfer.

Article No.	Contents	Title of Article
	Provided that the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares.	
66.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	Notice of refusal to be given to transferor and transferee.
67.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	No fee on transfer.
68.	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	Closure of Register of Members or debenture holder or other security holders.
69.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	Custody of transfer Deeds.
70.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	Application for transfer of partly paid shares.
71.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	Notice to transferee.
72.	<p>(a) 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 person recognized by the Company as having any title to his interest in the shares.</p> <p>(b) Before recognizing any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India.</p>	Recognition of legal representative.

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	<p>Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>	
73.	<p>The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.</p>	<p>Titles of Shares of deceased Member</p>
74.	<p>Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.</p>	<p>Notice of application when to be given</p>
75.	<p>Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.</p>	<p>Registration of persons entitled to share otherwise than by transfer. (transmission clause).</p>
76.	<p>Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.</p>	<p>Refusal to register nominee.</p>

Article No.	Contents	Title of Article
77.	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	Board may require evidence of transmission.
78.	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	Company not liable for disregard of a notice prohibiting registration of transfer.
79.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in form SH4 hereof as circumstances permit.	Form of transfer Outside India.
80.	No transfer shall be made to any minor, insolvent or person of unsound mind.	No transfer to insolvent etc.
NOMINATION		
81.	<ul style="list-style-type: none"> i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination. ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination. iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and 	Nomination

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	shall automatically stand revoked.	
82.	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>	Transmission of Securities by nominee
	DEMATERIALIZATION OF SHARES	
83.	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	Dematerialisation of Securities
	JOINT HOLDER	
84.	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	Joint Holders
85.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	Joint and several liabilities for all payments in respect of shares.
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly	Title of survivors.

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	with any other person;	
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	Receipts of one sufficient.
	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	Delivery of certificate and giving of notices to first named holders.
	SHARE WARRANTS	
86.	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	Power to issue share warrants
87.	<p>(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant.</p> <p>(b) Not more than one person shall be recognized as depositor of the Share warrant.</p> <p>(c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.</p>	Deposit of share warrants
88.	<p>(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company.</p> <p>(b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.</p>	Privileges and disabilities of the holders of share warrant
89.	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	Issue of new share warrant coupons

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CONVERSION OF SHARES INTO STOCK		
90.	<p>The Company may, by ordinary resolution in General Meeting.</p> <p>a) convert any fully paid-up shares into stock; and</p> <p>b) re-convert any stock into fully paid-up shares of any denomination.</p>	Conversion of shares into stock or reconversion.
91.	<p>The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.</p>	Transfer of stock.
92.	<p>The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.</p>	Rights of stock holders.
93.	<p>Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words “share” and “shareholders” in those regulations shall include “stock” and “stockholders” respectively.</p>	Regulations.
BORROWING POWERS		
94.	<p>Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit</p> <p>or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.</p>	Power to borrow.
95.	<p>Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount (subject to the compliance with the provision of Section 53 of the Companies Act, 2013), premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise;</p>	Issue of discount etc. or with special privileges.

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	provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	
96.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charge, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.	Securing payment or repayment of Moneys borrowed.
97.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	Bonds, Debentures etc. to be under the control of the Directors.
98.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	Mortgage of uncalled Capital.
99.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	Indemnity may be given.
	RELATED PARTY TRANSACTIONS	
100.	<p>A. Subject to the provisions of the Act, the Company may enter into contracts with the Related Party which are at arm's length and are in ordinary course of business of the company with approval of the Audit Committee and subsequently Board.</p> <p>B. Subject to the provisions of the Act, the Company may enter into contracts with the related parties which are of such nature wherein it requires consent of shareholders in terms of Act or Listing Agreement or any other law for the time being in force, with approval of the shareholders in the general meeting.</p>	
	MEETINGS OF MEMBERS	
101.	All the General Meetings of the Company other than Annual	Distinction between

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	General Meetings shall be called Extra-ordinary General Meetings.	AGM & EGM.
102.	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of	Extra-Ordinary General Meeting by Board and by requisition
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	When a Director or any two Members may call an Extra Ordinary General Meeting
103.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	Meeting not to transact business not mentioned in notice.
104.	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	Chairman of General Meeting
105.	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	Business confined to election of Chairman whilst chair is vacant.
106.	<p>a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.</p> <p>b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>	Chairman with consent may adjourn meeting.
107.	In the case of an equality of votes the Chairman shall both on a	Chairman's casting vote.

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	show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	
108.	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	In what case poll taken without adjournment.
109.	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	Demand for poll not to prevent transaction of other business.
	VOTES OF MEMBERS	
110.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	Members in arrears not to vote.
111.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub-section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	Number of votes each member entitled.
112.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	Casting of votes by a member entitled to more than one vote.
113.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	Vote of member of unsound mind and of minor
114.	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead	Postal Ballot

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	of transacting the business in the General Meeting of the Company.	
115.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	E-Voting
116.	<p>a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof.</p> <p>b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>	Votes of joint members.
117.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorized as mentioned in Articles	Votes may be given by proxy or by representative
118.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorize such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorized by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	Representation of a body corporate.
119.	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	Members paying money in advance.
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	Members not prohibited if share not held for any specified period.
120.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members.

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121.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorized under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	No votes by proxy on show of hands.
122.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	Appointment of a Proxy.
123.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	Form of proxy.
124.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	Validity of votes given by proxy notwithstanding death of a member.
125.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	Time for objections to votes.
126.	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	Chairperson of the Meeting to be the judge of validity of any vote.
	DIRECTORS	
127.	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution	Number of Directors
128.	The following shall be the First Directors of the Company: 1. Mr. Nishant Mitrasen Mahimtura 2. Mr. Riyaz Eqbal Ganji	First Directors
129.	A Director of the Company shall not be bound to hold any	Qualification shares.

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	Qualification Shares in the Company.	
130.	<p>(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement</p> <p>(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.</p> <p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.</p> <p>(d) The Nominee Director/s shall, notwithstanding anything to the contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.</p>	Nominee Directors.
131.	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	Appointment of alternate Director.
132.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only up to the date of the next Annual General Meeting.	Additional Director
133.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if it had not been vacated by him.	Directors' power to fill casual vacancies.
134.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees	Sitting Fees.

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	formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	
141.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	Committee Meetings how to be governed.
142.	a) A committee may elect a Chairperson of its meetings. b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	Chairperson of Committee Meetings
143.	a) A committee may meet and adjourn as it thinks fit. b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.	Meetings of the Committee
144.	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	Acts of Board or Committee shall be valid notwithstanding defect in appointment.
	RETIREMENT AND ROTATION OF DIRECTORS	
145.	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	Power to fill casual vacancy
	POWERS OF THE BOARD	
146.	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting	Powers of the Board

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	shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	
147.	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	Certain powers of the Board
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorized to carry on, in any part of India.	To acquire any property , rights etc.
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	To take on Lease.
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	To erect & construct.
	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	To pay for property.
	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	To insure properties of the Company.

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	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	To open Bank accounts.
	(7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	To secure contracts by way of mortgage.
	(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	To accept surrender of shares.
	(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	To appoint trustees for the Company.
	(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	To conduct legal proceedings.
	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.	Bankruptcy & Insolvency
	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	To issue receipts & give discharge.
	(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realize such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	To invest and deal with money of the Company.
	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	To give Security by way of indemnity.
	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts,	To determine signing

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	acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	powers.
	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	Commission or share in profits.
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	Bonus etc. to employees.
	(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.	Transfer to Reserve Funds.
	(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may	To appoint and remove officers and other employees.

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	think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.	
	(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorized by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.	To appoint Attorneys.
	(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.	To enter into contracts.
	(22) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.	To make rules.
	(23) To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	To effect contracts etc.
	(24) To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	To apply & obtain concessions licenses etc.
	(25) To pay and charge to the capital account of the Company any	To pay commissionsor

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	commission or interest lawfully payable there out under the provisions of Sections 40of the Act and of the provisions contained in these presents.	interest.
	(26) To redeem preference shares.	To redeem preference shares.
	(27) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	To assist charitable or benevolent institutions.
	(28) To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. (29) To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.	
	(30) To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	
	(31) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how. (32) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products. (33) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.	

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	<p>(34) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>(35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>	
	MANAGING AND WHOLE-TIME DIRECTORS	
148.	<p>a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.</p>	Powers to appoint Managing/ Whole-time Directors.
149.	<p>The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.</p>	Remuneration of Managing or Whole-time Director.

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150.	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Whole-time Director or Whole-time Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p>	<p>Powers and duties of Managing Director or Whole-time Director.</p>
	<p>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</p>	
151.	<p>a) Subject to the provisions of the Act,—</p> <p>i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>b) A provision of the Act or these regulations requiring or</p>	<p>Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer</p>

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	authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.	
	THE SEAL	
152.	<p>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p>	The seal, its custody and use.
153.	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	Deeds how executed.
	Dividend and Reserves	
154.	<p>(1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.</p> <p>(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>(3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</p>	Division of profits.
155.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	The company in General Meeting may declare Dividends.

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156.	<p>a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in 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, think fit.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>	Transfer to reserves
157.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	Interim Dividend.
158.	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	Debts may be deducted.
159.	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	Capital paid up in advance not to earn dividend.
160.	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	Dividends in proportion to amount paid-up.
161.	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Article has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	Retention of dividends until completion of transfer under Articles .
162.	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.
163.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	Effect of transfer of shares.
164.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	Dividend to joint holders.

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165.	<p>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.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>	Dividends how remitted.
166.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	Notice of dividend.
167.	No unclaimed dividend shall be forfeited and no unpaid dividend shall bear interest as against the Company.	No interest on Dividends.
CAPITALIZATION		
168.	<p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and</p> <p>(b) That such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	Capitalization.
169.	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments</p>	Fractional Certificates.

Article No.	Contents	Title of Article
	<p>and issues of fully paid shares, if any, and</p> <p>(b) generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p>	
170.	<p>(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.</p>	Inspection of Minutes Books of General Meetings.
171.	<p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.</p>	Inspection of Accounts

Article No.	Contents	Title of Article
	FOREIGN REGISTER	
172.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	Foreign Register.
	DOCUMENTS AND SERVICE OF NOTICES	
173.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorized by the Board for such purpose and the signature may be written or printed or lithographed.	Signing of documents & notices to be served or given.
174.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorized Officer of the Company and need not be under the Common Seal of the Company.	Authentication of documents and proceedings.
	WINDING UP	
175.	<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>(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.</p> <p>(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.</p> <p>(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>	
	INDEMNITY	
176.	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director,	Directors' and others right to indemnity.

Article No.	Contents	Title of Article
	Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463of the Act on which relief is granted to him by the Court.	
177.	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	Not responsible for acts of others
	SECRECY	
178.	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors 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 contained.	Secrecy
	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.	Access to property information etc.

SECTION IX – 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 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 this Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at Gala No. 55, Apaki Industrial Premises Co-operative Society Limited, Plot No. 246, Masrani Lane, Kurla (W), Mumbai – 400070, Maharashtra, India from date of filing this Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

MATERIAL CONTRACTS

1. Mandate letter dated May 18, 2016 issued by the Lead Manager to our Company.
2. Issue Agreement dated September 22, 2016 between our Company and the Lead Manager.
3. Agreement dated September 22, 2016 between our Company and the Registrar to the Issue.
4. Public Issue Account Agreement dated October 26, 2016 among our Company, the Lead Manager, the Banker to Issue/Public Issue Bank, and the Registrar to the Issue.
5. Underwriting Agreement dated September 22, 2016 between our Company and Lead Manager.
6. Market Making Agreement dated September 22, 2016 between our Company, the Lead Manager and the Market Maker.
7. Agreement among NSDL, our Company and the Registrar to the Issue dated October 21, 2016.
8. Agreement among CDSL, our Company and the Registrar to the Issue dated October 14, 2016..

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. Resolution of the Board dated September 21, 2016 authorizing the Issue.
3. Special Resolution of the shareholders passed at the Extra-Ordinary General Meeting dated September 21, 2016 authorizing the Issue.
4. Statement of Tax Benefits dated November 30, 2016, issued by Statutory Auditor, V.A. Mishra & Associates., Chartered Accountants.
5. Report of the Peer Review Auditor, RPMD & Associates, Chartered Accountants, on the Restated Financial Statements for Period ended June 30, 2016 and the Financial Year ended on March 31, 2016, 2015, 2014, 2013 and 2012 of our Company.
6. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Review Auditor, Banker to our Company, the Lead Manager, Underwriter, Registrar to the Issue, Market Maker to the Issue, Legal Advisor, Banker to the Issue/Public Issue Bank, Refund Banker to the Issue, Lenders, to act in their respective capacities.
7. Copy of approval from NSE *vide* letter dated October 28, 2016 to use the name of NSE in this offer document for listing of Equity Shares on NSE EMERGE Platform.
8. Due Diligence Certificate dated December 19, 2016 the Lead Manager.
9. Copy of Managing Director Agreement with Mrs. Reshma Riyaz Ganji and our Company dated August 04, 2016 for her appointment.
10. Copy of the Special Resolution dated August 04, 2016 for the detailed terms of appointment of Mrs. Reshma Riyaz Ganji as Managing Director of the Company.



Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, the Directors, hereby certify and declare that, all relevant provisions of the Companies Act, 1956, notified provisions of Companies Act, 2013 and the guidelines issued by the Government of India or the regulations / guidelines 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 the Prospectus is contrary to the provisions of the Companies Act, 1956, notified provisions of 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 the disclosures and statements made in the Prospectus are true and correct.

Signed by the Directors of our Company

Name	DIN	Designation	Signature
ReshmaRiyazGanji	07576582	Managing Director	
Riyaz Eqbal Ganji	02236203	Executive Director	
Nishanat Mitrasen Mahimtura	02000572	Executive Director	
Anand Devidas Taggarsi	06959365	Independent & Non- Executive Director	
Vivek Padmanabh Kamath	07239860	Independent & Non- Executive Director	
Reema Deepak Varde	07604537	Independent & Non- Executive Director	

Signed by Company Secretary & Compliance Officer and Chief Financial Officer

Govind Rao
Company Secretary & Compliance Officer

NishantMitsenMahimtura
Chief Financial Officer

Date: December 19, 2016

Place: Mumbai

Annexure A

FORMAT FOR DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY SARTHI CAPITAL ADVISORS PRIVATE LIMITED

TABLE 1

S.	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing Benchmark]- 30 th calendar day from listing	+/- % change in closing price, [+/- % change in closing Benchmark]- 90 th calendar day from listing	+/- % change in closing price, [+/- % change in closing Benchmark]- 180 th calendar day from listing
1.	Bothra Metals & Alloys Limited	12.21	25	March 25, 2013	25.5	11.00 [3.88]	7.40 [-0.75]	30.00 [6.23]
2.	Tiger Logistics (India) Limited	7.52	66	September 12, 2013	69.2	-13.17 [4.17]	-7.38 [7.02]	-8.10 [10.34]
3.	R J Bio-Tech Limited	5.00	20.00	September 25, 2013	21.00	92.97 [4.17]	63.49 [5.92]	36.05 [11.08]
4.	RCI Industries & Technologies Limited	11.52	40.00	January 21, 2014	41.00	-8.02 [-3.36]	6.31 [7.12]	-2.76 [21.01]
5.	B.C. Power Controls Limited	10.36	18.00	March 14, 2014	17.15	1.10 [3.10]	1.10 [17.27]	2.21 [24.06]
6.	Starlit Power Systems Limited	2.95	18.00	October 22, 2014	18.10	-3.96 [5.78]	-17.68 [7.46]	-33.51 [4.10]
7.	JLA Infraville Shoppers Limited	2.00	10.00	November 12, 2014	11.05	5.17 [-2.35]	68.97 [1.24]	72.84 [-1.79]
8.	AkmeStarhousing Finance Limited	4.80	30.00	March 20, 2015	32.00	-3.94 [-1.33]	6.14 [-4.05]	11.81 [-8.10]
9.	Mahabir Metallex Limited	3.90	10.00	March 27, 2015	10.30	22.77 [-1.03]	21.78 [1.59]	2.97 [-5.96]

10	Pecos Hotels And Pubs Limited	2.29	50.00	August 11, 2015	56.00	-4.69 [-8.05]	-6.10 [-6.26]	7.14 [-12.84]
11	Shaival Reality Limited	5.28	100.00	October 01, 2015	100.50	-0.50 [6.06]	1.64 [-0.69]	1.64 [-4.45]
12	Ahimsa Industries Limited	3.79	25.00	October 15, 2015	26.00	-3.08 [-4.56]	-3.08 [-7.54]	-3.08 [-5.75]
13	Fourth Dimension Solutions Limited	8.68	30.00	January 22, 2016	31.80	107.78 [-2.53]	94.44 [6.60]	108.33 [15.40]
14	Hi-Tech Pipes Limited	13.65	50.00	February 25, 2016	60.00	2.55 [9.25]	65.11[13.83]	100.85 [23.84]
15	Wealth First Portfolio Managers Limited	8.40	50.00	March 30, 2016	52.00	-4.85[1.48]	-4.76[5.08]	-8.74 [12.77]
16	HEC Infra Projects Limited	5.39	100.00	March 30, 2016	102.00	3.17[1.48]	15.93[5.08]	3.17[12.77]
17	Crown Lifters Limited	6.68	121.00	September 27, 2016	122.80	0.92[-1.05]	-	-
18	Husys Consulting Limited	4.20	69.00	September 27, 2016	72.90	1.82[-1.05]	-	-
19	AVSL Industries Limited	5.18	36.00	October 06, 2016	38.00	-25.83[-2.44]	-	-
20	Jet Knitwears Limited	4.22	39.00	October 07, 2016	46.80	102.99[-2.31]	-	-
21	Jet Freight Logistics Limited	4.06	28.00	December 06, 2016	33.60	-	-	-

Sources: All share price data is from www.bseindia.com / www.nseindia.com

Note:-

1. The BSE Sensex/ Nifty is considered as the Benchmark Index
2. Price on BSE/ NSE is considered for all of the above calculations
3. In case 30th/90th/180th day is not a trading day (trading holiday), closing price on BSE/ NSE of the next trading day has been considered
4. In case 30th/90th/180th day there is no trade then the closing price of the next day when trading has taken place has been considered

TABLE 2: SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPOs	Total funds raised (Rs. In. 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 day from listing			No. of IPOs trading at premium - 180 th calendar day 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%
12-13	1	12.21	-	-	-	-	-	1	-	-	-	-	1	-
13-14	4	34.39	-		2	1		1	-	-	2	-	1	1
14-15	4	13.65	-	-	2	-	-	2	-	1	-	1	-	2
15-16	7*	47.48	-	-	4	1	-	2	-	-	2	2	-	3
16-17	5*	24.33	-	1	-	1	-	2	-	-	-	-	-	-

*Following points to be noted:

- The fields left blank in Table 1 indicates that the shares of respective companies have not reached the consequent milestones.