Prospectus
Dated: September 19, 2017
Please read Section 26 of the Companies Act, 2013
100% Fixed Price Issue

Beta Drugs Limited

Our Company was incorporated as "Beta Drugs Private limited" at Himachal Pradesh as a private limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated September 21, 2005 bearing Corporate Identification Number U24230HP2005PTC28969 issued by Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh. Subsequently, our Company was converted in to public limited company pursuant to Shareholders Resolution passed at the Extra-Ordinary General Meeting of our Company held on July 24, 2017 and the name of our Company was changed to "Beta Drugs Limited" pursuant to issuance of fresh Certificate of Incorporation consequent upon conversion of Company from Private to Public Limited dated August 11, 2017 issued by the Registrar of Companies, Himachal Pradesh. The Corporate Identification Number of our Company is U24230HP2005PLC028969. For details of Incorporation, Change of name and registered office of our Company, please refer to chapter titled "General Information" and "Our History and Certain Other Corporate Matters" beginning on page **64** and **169** respectively of this Prospectus.

Registered Office: Village Nandpur Baddi, Himachal Pradesh-17410, India.
Tel. No.: 01795-236196; **Fax No.:** Not Available; **E-mail**: info@betadrugslimited.com; **Website**:www.betadrugslimited.com
Contact Person: Rajni Brar, Company Secretary and Compliance Officer
Email Id: cs@betadrugslimited.com **Contact No**: 0172-2585481

PROMOTERS OF OUR COMPANY: VIJAY KUMAR BATRA

THE ISSUE

PUBLIC ISSUE UPTO 22,96,000* EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH ("EQUITY SHARES") OF BETA DRUGS LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. 85/- PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF RS. 75/- PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING RS. 1951.60 LAKHS ("THE ISSUE"), OF WHICH UPTO 1,29,600 EQUITY SHARES OF FACE VALUE OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. 85/- PER EQUITY SHARE, AGGREGATING RS.110.16 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE UPTO 21,66,400 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH FOR CASH AT A PRICE OF RS. 85/- PER EQUITY SHARE, AGGREGATING RS. 1841.44 LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.54% AND 25.05% RESPECTIVELY OF THE FULLY DILUTED POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH AND THE ISSUE PRICE OF RS. 85 IS 8.5 TIMES OF THE FACE VALUE OF THE EQUITY SHARES.

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to the chapter titled "Issue Procedure" beginning on page **292** of this Prospectus. A copy has been delivered for registration to the Registrar as required under Section 26 of the Companies Act, 2013.

THE ISSUE IS BEING MADE IN ACCORDANCE WITH CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED FROM TIME TO TIME ("SEBI (ICDR) REGULATIONS"). For further details please refer the section titled '*Issue Information*' beginning on page **283** of this Prospectus.

RISKS IN RELATION TO FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for our Equity Shares. The face value of the Equity Shares of our Company is Rs. 10 and the Issue price of Rs. **85**/- per Equity Share is **8.5** times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager as stated in the chapter titled '*Basis for issue Price*' beginning on page **94** of this Prospectus) should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and / or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this issue. For taking an investment decision, investors must rely on their own examination of the Company and this issue, including the risks involved. The Equity Shares issued 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 the contents of this Prospectus. **Specific attention of the investors is invited to the section titled 'Risk Factors' beginning on page 14 of this Prospectus.**

COMPANY'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and this issue, which is material in the context of this Issue, that the information contained in this 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 or inclusion 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 of our Company issued through this Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited (''NSE EMERGE"). In terms of the Chapter XB of the SEBI ICDR Regulations, 2009 as amended from time to time, our Company has received an In Principle approval letter dated **September 18, 2017** from National Stock Exchange of India Limited for using its name in this issue document for listing of our shares on the EMERGE Platform of National Stock Exchange of India Limited. For the purpose of this issue, EMERGE Platform of the National Stock Exchange of India Limited shall be the Designated Stock

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED 406-408, Keshava Premises, Behind Family Court, Bandra Kurla Complex, Bandra East, Mumbai – 400 051 **Tel:** +91-22 6194 6719 **Fax:** +91-22 2659 8690 **Website:**www.pantomathgroup.com **Email:** ipo@pantomathgroup.com **Investor Grievance Id:** ipo@pantomathgroup.com **Contact Person:** Bharti Ranga **SEBI Registration No:**INM000012110	**LINK INTIME INDIA PRIVATE LIMITED** C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400 083, India **Tel:** 022-49186200 **Fax:** 022-49186195 **Email:** betadrugs.ipo@linkintime.co.in **Website:** www.linkintime.co.in **Investor Grievance Id**: betadrugs.ipo@linkintime.co.in **Contact Person:** Shanti Gopalkrishnan **SEBI Registration Number:** INR000004058

ISSUE PROGRAMME

ISSUE OPENS ON FRIDAY, SEPTEMBER 29, 2017	ISSUE CLOSES ON WEDNESDAY, OCTOBER 04, 2017

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

Contents

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

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

SECTION I – GENERAL
DEFINITION AND ABBREVIATION

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
"Beta Drugs Limited", or "the Company" ,or "our Company" or "we", "us", "our", or "Issuer" or the "Issuer Company"	Unless the context otherwise requires, refers to Beta Drugs Limited, a public limited company incorporated under the provisions of the Companies Act, 1956
"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 statutory auditor of our Company, being M/s. Kalra Rai and Associates
Banker to our Company	Such banks which are disclosed as bankers to the Company in the chapter titled '*General Information*' beginning on page 64 of this Prospectus.
"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	The Company Secretary and Compliance Officer of our Company being Rajni Brar
Corporate Office	The Corporate office of our Company situated at Village Nandpur, Baddi, Himachal Pradesh-174101, India
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 fully paid up unless otherwise specified in the context thereof.
Equity Shareholders	Persons/Entities holding Equity Shares of our Company
Group Companies	Such companies as are included in the chapter titled "*Our Group Companies"* beginning on page number 191 of this Prospectus
ISIN	ISIN International Securities Identification Number. In this case being INE351Y01019
"Memorandum of Association" or "Memorandum" or "MOA"	The Memorandum of Association of our Company, as amended from time to time
Peer Reviewed Auditor	The Peer Reviewed Auditor of our Company means an, Independent Auditor having a valid Peer Review Certificate in our case being M/s R T Jain & Co LLP
"Promoters" or "our Promoters"	Promoters of our Company being Vijay Kumar Batra
Promoter Group	Included such persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(zb) of the SEBI (ICDR) Regulations and as enlisted in the chapter titled "*Our Promoter and Promoter Group*" beginning on page 188 of this Prospectus. The Promoter Group of our Company does not include Ajay Batra, Sanjay Batra, Suresh Batra, Santosh Kumara, Raj Chawla, Rakesh Kumar and Rajesh Kalucha
Registered Office	The Registered office of our Company situated at Village Nandpur, Baddi, Himachal Pradesh, 174101 , India
RoC / Registrar of Companies	The Registrar of Companies, Punjab, Chandigarh ,Corporate Bhawan, Plot No.4 B, Sector 27 B, Madhya Marg, Chandigarh – 160019,India
Shareholders	Shareholders of our Company

Issue Related Terms

Term	Description
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Issue of Equity Shares to the successful Applicants
Allotment/ Allot/ Allotted	Issue and allotment of Equity Shares of our Company pursuant to Issue of the Equity Shares to the successful Applicants
Allottee(s)	Successful Applicant(s) to whom Equity Shares of our Company have been allotted
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of the Prospectus. All the applicants should make application through ASBA only.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of the Prospectus
Application Collecting Intermediaries	1. a SCSB with whom the bank account to be blocked, is maintained 2. a syndicate member (or sub-syndicate member) If any 3. a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity)(‘broker’) if any 4. a depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity) 5. a registrar to an issue and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue
ASBA / Application Supported by Blocked Amount	Applications 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 Application Location(s) / Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata, Ahmedabad and Vapi
ASBA Investor/ASBA applicant	Any prospective investor(s) / applicants(s) in this Issue who apply(ies) through the ASBA process
Banker/Refund Banker to the Issue/ Public Issue Bank	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account and Refund Account will be opened and in this case being HDFC Bank Limited
Broker Centres	Broker centres notified by the Stock Exchanges, where the applicants can submit the Application forms to a Registered Broker.
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 “*Issue Procedure*” beginning on page 289 of this Prospectus
Collecting Centres	Centres at which the Designated Intermediaries shall accept the Application Forms, being the Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
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 Exchanges and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details
Depositories	Depositories registered with SEBI under the Securities and Exchange Board

Term	Description
	of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the ASBA Applicant and a list of which is available on http://www.sebi.gov.in/sebiweb/home/detail/32791/no/List-of-Self-Certified-Syndicate-Banks-under-the-ASBA-facility
Designated Date	The date on which the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account or the amount is unblocked in the ASBA Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted to the successful Applicants
Designated RTA Locations	Such centres of the RTAs where Applicants can submit the Application Forms. The details of such Designated RTA Locations, along with the names and contact details of the RTAs are available on the respective website of the Stock Exchange (www.nseindia.com and www.bseindia.com) updated from time to time
Designated Stock Exchange	Emerge Platform of National Stock Exchange Of India Limited
Draft Prospectus	The Draft Prospectus dated August 28, 2017 issued in accordance with section 26 of the Companies Act, 2013 and filed with the NSE under 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 the Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein
General Information Document	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.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FII/ Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
Issue/ Issue Size/ Initial Public Issue/ Initial Public Offer/ Initial Public Offering/ IPO	Public Issue of 22,96,000 Equity Shares of face value of Rs. 10 each fully paid at a price of Rs. 85 per Equity Share (including a premium of Rs. 75per Equity Share) aggregating Rs. 1951.60 lakhs.
Issue Agreement	The agreement dated August 28, 2017 between our Company and the Lead Managers, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing date	The date on which Issue Closes for Subscription Wednesday October 04, 2017
Issue Opening Date	The date on which Issue Opens for Subscription Friday, September 29, 2017
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. 85 per Equity Share of face value of Rs. 10 each fully paid
Issue Proceeds/Gross Proceeds	Proceeds from the Issue that will be available to our Company, being Rs. 1951.60 Lakhs
Lead Managers / LM	Lead Managers to the Issue in this case being Pantomath Capital Advisors Private Limited (PCAPL).
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited
Market Making Agreement	Market Making Agreement dated August 28, 2017 between our Company,

Term	Description
	Lead Managers and Market Maker.
Market Maker	Market Maker appointed by our Company from time to time, in this case being Pantomath Stock Brokers 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 1,29,600 Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs 85/- per Equity Share aggregating Rs. 1951.60 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 21,66,400 Equity Shares of face value of Rs. 10 each fully paid for cash at a price of Rs 85/- per Equity Share aggregating Rs. 1951.60 lakhs by our Company
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company.
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 Rs2,00,000
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Prospectus	The Prospectus to be filed with RoC containing, *inter-alia*, the issue size, the issue opening and closing dates and other information
Public Issue Account	Account opened with the Banker to the Issue i.e HDFC Bank Limited under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Public Issue Account Agreement/ Banker to the Issue Agreement	Agreement entered on August 28, 2017 amongst our Company, Lead Managers, the Registrar to the Issue and Public Issue Bank/Banker to the Issue for collection of the Application Amount on the terms and conditions thereof.
Qualified Institutional Buyers or QIBs	Qualified Institutional Buyers as defined under Regulation 2(1)(zd) of the SEBI (ICDR) Regulations 2009
Refund Account	Account to which Application monies to be refunded to the Applicants
Refund through electronic transfer of funds	Refund through ASBA process
Registered Broker	Individuals or companies registered with SEBI as "Trading Members" (except Syndicate/Sub-Syndicate Members) who hold valid membership of either BSE or NSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on http://www.bseindia.com/members/MembershipDirectory.aspx & http://www.nseindia.com/membership/dynaContent/find_a_broker.htm

Term	Description
Registrar /Registrar to the Issue	Link Intime India Private Limited
Retail Individual Investor	Individual Applicants, or minors applying through their natural guardians, including HUFs (applying through their *Karta*), 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/sebiweb/home/list/5/33/0/0/Recognised Intermediaries or at such other website as may be prescribed by SEBI from time to time
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SME Exchange	Emerge Platform of National Stock Exchange of India Limited
Specified Locations	Collection centres where the SCSBs shall accept application form, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.
Underwriter	Pantomath Capital Advisors Private Limited
Underwriting Agreement	The agreement dated August 28, 2017entered into between the Underwriter and our Company
Working Day	(i) Till Application / Issue closing date: All days other than a Saturday, Sunday or a public holiday; (ii) Post Application / Issue closing date and till the Listing of Equity Shares: All trading days of stock exchanges excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

Technical and Industry Terms

Term	Description
ACA	Affordable Care Act
ACOs	Accountable Care Organizations
CPI	Consumer Price Index
CRAMS	Contract Research & Manufacturing Services industry
CSO	Central Statistics Office
DIPP	Department of Industrial Policy and Promotion
EPFO	Employees' Provident Fund Organisation
EPFO	Employees' Provident Fund Organisation
ESA	Employee State Insurance
ESI	Employee State Insurance
FCNR	Foreign Currency Non-Resident
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FIPB	Foreign Investment and Promotion Board
FY	Financial Year
GAV	Gross Value Addition
GDP	Gross Domestic Product
GST	Goods and Services Tax
GVA	Gross Value Added

Term	Description
IFC	International Finance Corporation
IMF	International Monetary Fund
MLHW	Ministry of Labor Health and Welfare
MYEA	Mid-Year Economic Analysis
NAS	New Active Substances
NLEM	National List of Essential Medicines
NMP	National Manufacturing Policy
PMGKY	Pradhan Mantra Garib Kalyan Yojana
PMGKY	Pradhan Mantri Garib Kalyan Yojana
RBI	Reserve Bank of India
SARC	Syngene Amgen Research and Development Center
TADF	Technology Acquisition and Development Fund
TAF	TenofovirAlafenamide
UDAY	Ujwal DISCOM Assurance Yojana
UDAY	Ujwal DISCOM Assurance Yojana Scheme
US/ U.S./ USA	United States of America
USFDA	US Food and Drug Administration
WPI	Wholesale Price Index

Conventional and General Terms/ Abbreviations

Term	Description
A.Y.	Assessment Year
A/C	Account
AGM	Annual General Meeting
AIF	Alternative Investments Fund as defined in and registered with SEBI under Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AoA	Articles of Association
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Application Supported by Blocked Amount
B. Tech.	Bachelor of Technology
B.Com	Bachelor of Commerce
B.Sc.	Bachelor of Science
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BRLM	Book Running Lead Manager
C.A.	Chartered Accountant
CAGR	Compounded Annual Growth Rate
CB	Controlling Branch
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CMD	Chairman and Managing Director
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013.
Companies Act, 2013	The Companies Act, 2013, to the extent in force pursuant to the notification of the notified sections

Term	Description
CS	Company Secretary
CST	Central Sales Tax
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.
DGFT	Directorate General of Foreign Trade
DIN	Director Identification Number
DIPP	Department of Industrial Policy & Promotion
DP	Depository Participant
DP ID	Depository Participant's Identity
EBIDTA	Earnings before interest, depreciation, tax, amortization and extraordinary items
ECS	Electronic Clearing Services
EGM	Extraordinary General Meeting
EPFA	The Employees' Provident Funds and Miscellaneous Provisions Act,1952
EPS	Earnings Per Share
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
ESPS	Employee Stock Purchase Scheme
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act 1999, as amended from time to time and the regulations framed there under
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
FII(s)	Foreign Institutional Investor, as defined under the FII Regulations and registered with the SEBI under applicable laws in India
Financial Year/FY/ Fiscal Year	The period of twelve (12) months ended on March 31 of that particular year.
FIPB	The Foreign Investment Promotion Board, Ministry of Finance, Government of India
FIs	Financial Institutions
FPI(s)	"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
FTP	Foreign Trade Policy, 2009
FV	Face Value
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GoI/Government	Government of India
HNI	High Net Worth Individual
HUF	Hindu Undivided Family
I. T. Act	The Income Tax Act, 1961, as amended.
I. T. Rules	The Income Tax Rules, 1962, as amended, except as stated otherwise.
i.e.	That is
IFRS	International Financial Reporting Standards
Indian GAAP	Generally Accepted Accounting Principles in India

Term	Description
INR / Rs./ Rupees	Indian Rupees, the legal currency of the Republic of India
IPO	Initial Public Offer
IRDA	Insurance Regulatory and Development Authority
IT Authorities	Income Tax Authorities
KMP	Key Managerial Personnel
Ltd.	Limited
MD	Managing Director
MICR	Magnetic Ink Character Recognition
Mn	Million
MNC	Multi National Company
MoA	Memorandum of Association
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
Mtr	Meter
N/A or N.A.	Not Applicable
NAV	Net Asset Value
NBFC	Non- Banking Finance Company
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
NI Act	Negotiable Instruments Act, 1881
No.	Number
NOC	No Objection Certificate
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
NSE EMERGE	EMERGE Platform of National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
Pvt.	Private
QIB	Qualified Institutional Buyer
R & D	Research and Development
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RoC	Registrar of Companies
ROE	Return on Equity
RoNW	Return on Net Worth
Rs. / INR	Indian Rupees, the official currency of the Republic of India

Term	Description
RTGS	Real Time Gross Settlement
SARFAESI	The Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time.
SCRR	Securities Contracts (Regulation) Rules, 1957
SCSB	Self Certified Syndicate Bank
SEBI	Securities and Exchange Board of India
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time
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 Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Sec.	Section
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time
SME	Small Medium Enterprise
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
TRS	Transaction Registration Slip
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
US/ U.S. / USA/United States	United States of America
USD/ US$/ $	United States Dollar, the official currency of the Unites States of America
VAT	Value added tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India
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 340 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 197 of this Prospectus, defined terms shall have the meaning given to such terms in that section;

iii. In the section titled “*Risk Factor*” beginning on page 14 of this Prospectus, defined terms shall have the meaning given to such terms in that section;

iv. In the chapter titled *“Statement of Possible Tax Benefits”* beginning on page 97 of this Prospectus, defined terms shall have the meaning given to such terms in that chapter; and

In the chapter titled *“Management’s Discussion and Analysis of Financial Condition and Results of Operations”* beginning on page 235 of this Prospectus, defined terms shall have the meaning given to such terms in that section.

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, 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 197 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 April 1st of each year and ends on March 31st of the next year. All references to a particular fiscal year are to the 12 month period ended March 31st 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, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled 'Financial Statements' beginning on page 197 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 million' 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 internal Company reports and Industry publications inter alia Planning Commission of India, Economic Survey, Industry Chambers and Associations 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 STATEMENT

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, but are not limited to the following:-

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 industry which we operate;
- Factors affecting the industry in which we operate;
- Our ability to meet our capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally;
- Any adverse outcome in the legal proceedings in which we are involved;
- Our failure to keep pace with rapid changes in technology;
- The occurrence of natural disasters or calamities;
- Other factors beyond our control;
- Our ability to manage risks that arise from these factors;
- Conflict of Interest with affiliated companies, the promoter group and other related parties; and
- Changes in government policies and regulatory actions that apply to or affect our business.

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 14 and 235 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, Lead Manager, Underwriters 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 FACTOR

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.

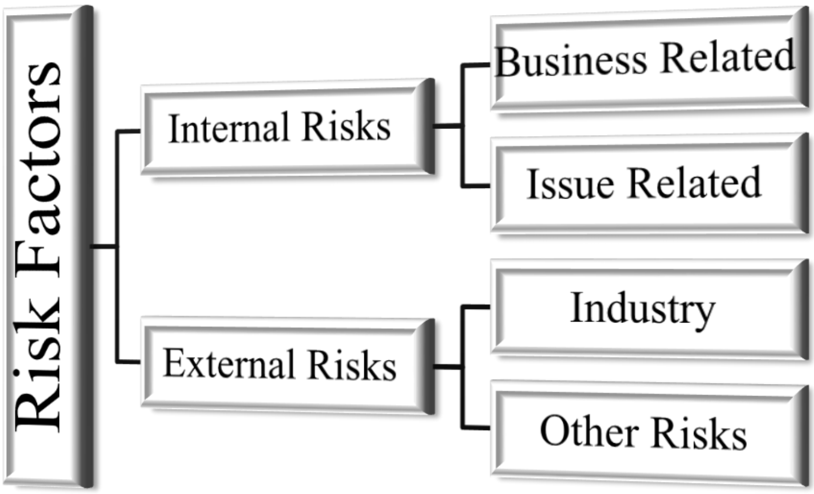
Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. Unless otherwise stated, the financial information of our Company used in this section is derived from our restated financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations. To obtain a better understanding, you should read this section in conjunction with the chapters titled "Our Business" beginning on page 135, "Our Industry" beginning on page 100 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 235 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, 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 Abbreviation" 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:



INTERNAL RISKS

- **Business Related Risks**

1. ***Our Company, Promoter Mr. Vijay Batra and his sole proprietorship firms are involved in certain litigations which is currently pending at various stages. Currently, our company has received one taxation notice for furnishing few more details. Our Promoter is also involved in a few criminal (under Drugs and Cosmetics Act, 1940), civil, labour, tax proceeding and certain other NI Act, 1881 proceedings; any adverse decision in such proceedings may render our Promoter and Company liable to liabilities and penalties and may adversely affect our business and results of operations.***

   A classification of legal proceedings is mentioned below:
   Also, there is no assurance that in future, we, our promoters, our directors or group companies may not face legal proceedings; any adverse decision in such legal proceedings may impact our business. For further details in relation to legal proceedings involving our Company, Promoters, Directors and Group Company see the chapter titled "Outstanding Litigation and Material Developments" on page 248 of this Prospectus.

Name of Entity	Criminal Proceedings	Civil/ Arbitration Proceedings	Tax Proceedings	Labour Disputes	Consumer Complaints	Complaints under Section 138 of NI Act, 1881	Aggregate amount involved (Rs. In lakhs)
Company							
By the Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against the Company	Nil	Nil	1	Nil	Nil	Nil	Not Ascertainable
Promoters							
By the Promoter	2*	3/4**	1#	1	Nil	5	40.97
Against the Promoter	1#	Nil	4	Nil	Nil	Nil	164.25
Group Companies							
By Group Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Against Group Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Directors other than promoters							
By the Directors	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**
Against the Directors	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**	**Nil**

*N.A. = Not Applicable
**Interest may be levied by the court in certain cases.
Not Ascertainable

2. ***Our business is subject to extensive regulation. If we fail to comply with the applicable regulations prescribed by governments and regulatory agencies, our business, results of operations and financial condition could be adversely affected.***

We operate in a highly regulated industry and our operations are subject to extensive regulation in each market in which we do business. Regulatory authorities in each of these markets must approve our products before we or our distribution agents can market them. Applicable regulations have become increasingly stringent, a trend which may continue in the future. The penalties for non-compliance with these regulations can be severe, including the revocation or suspension of our business licence, imposition of fines and criminal sanctions in those jurisdictions. If we fail to comply with applicable statutory or regulatory requirements, there could be a delay in the submission or grant of approval for the manufacturing and marketing new products. Moreover, if we fail to comply with the various conditions attached to such approvals, licenses, registrations and permissions once received, the relevant regulatory body may suspend, curtail or revoke our ability to market such products or impose fines upon us. In the South America, Africa and many of the international markets in which we sell our products, the approval process for a new product is complex, lengthy and expensive. The time taken to obtain approvals varies by country, but generally takes between six months and several years from the date of application. If we fail to obtain such approvals, licenses, registrations and permissions, in a timely manner or at all, our business, results of operations and financial condition could be adversely affected.

3. ***Our success depends on our ability to commercialize new products in a timely manner.***

Our success largely depends upon our ability to commercialize new pharmaceutical products across various markets around the world. We must successfully develop, test and manufacture generic products and all of our products must meet and continue to comply with regulatory and safety standards and receive regulatory approvals from appropriate authorities. The process of commercialization of pharmaceutical formulations is time-consuming, involves significant investments and entails a high degree of business risk. Our overall profitability depends on, among other things, our ability to introduce new generic products in a timely manner, to continue to manufacture products cost-efficiently and to manage the life cycle of our global generic portfolio. The time for commercial launch of a product varies between six months to three years and involves multiple stages during which the product may be abandoned as a result of factors such as, the inability to obtain necessary regulatory approvals in a timely manner or at all, and the inability to produce and market such new products successfully and profitably delays in any part of the process or our inability to obtain regulatory approvals for our products could have a material adverse effect on our business, prospects, results of operations and financial condition by restricting or delaying the introduction of new products.

4. ***Certain commercial orders entered into by us impose several contractual obligations upon us. If we are unable to meet these contractual obligations and / or our customers perceive any deficiency in our service we may face legal liabilities and consequent damage to our reputation which may in-turn adversely impact our business, financial condition and results of operations.***

The commercial orders entered into by us impose several contractual obligations upon us including compliance with certain quality norms, non-infringement, confidentiality, non-compete clauses and completion schedules as is typical of agreements entered into by companies in pharmaceutical sector. If we cannot perform the services undertaken by us in accordance with the requisite quality norms or if our client‘s proprietary rights are infringed by our employees in violation of any applicable confidentiality agreements and / or our customers perceive any deficiency or delay in service or breach of stipulated terms of these orders, our customers may consider us liable for that act and seek damages from us. Companies could be in a better position to negotiate terms which may not be entirely favourable to us. There are also some orders which may be terminable by our clients without cause on a short notice period affecting our business and creating uncertainty about our revenue flow at a particular point of time. Further, certain of the commercial orders that we have entered into restrict us from providing services to competitors of our existing customers or restrict our ability to approach customers in certain jurisdictions. Such clauses may restrict our ability to offer services to customers on terms preferred by our customers/ more favourable than those offered by our competitors. Further, given the stringent nature of obligations imposed by our commercial contracts, we face the risk of potential liabilities from lawsuits or claims by our customers for the breach of the terms of our contractual obligations and cannot assure you that such restrictions will not have an adverse effect on our business, financial condition and results of operations in the future.

5. ***We have not yet placed orders for 100% of plant & machinery and other equipment requirements as specified in the Objects of the Issue. Any delay in procurement of plant & machinery, equipment, etc. may delay the implementation schedule which may also lead to increase in prices of these equipments, further affecting our costs, revenue and profitability*.**

   We propose to purchase plant & machinery worth Rs. 741.68 lakhs from the proceeds of this Issue as specified in the Objects of the Issue. Any delay in procurement of plant & machinery, equipment, etc may delay the implementation schedule. We may also be subject to risks of cost escalation on account of inflation in the price of plant & machinery and other equipments that we require. Hence our project could face time and cost over-run which could have an adverse effect on the operations of our Company.

6. ***Our Company began production of oncology products in the year 2015 which makes it difficult for our investors to compare our performance between periods.***

   Our current promoter took over the company in the year 2014 and our company commenced production and sale of oncology products in the year 2015. In 2012-13, 2013-14, and 2014-15 our company was engaged in production of pharmaceutical products other than oncology products. Therefore results of the financial years 2012-13, 2013-14 and 2014-15 are not comparable with the results of financials years 2015-16 and 2016-17.Potential investors should carefully take into account the above discussion, our Restated Financial Statements and the discussions in "Management's Discussion and Analysis of Financial Statements" beginning on page 235, in evaluating our business and financial performance and in making any investment decision.

7. ***If our company do not obtain EU GMP Approval it may adversely affect our operations***

   One of the objects of our issue is to obtain EU GMP approval. If our company fails to obtain the approval, or there is any delay in obtaining the approval it could result in delaying the operations of our business, which may adversely affect our business, financial condition, results of operations and prospects. For more information please refer chapter titled "Object of the Issue" beginning on page 83 of this Prospectus.

8. ***We depend on certain brand names and our corporate name and logo that we may not be able to protect and/or maintain.***

   Our ability to market and sell our products depends upon the recognition of our brand names and associated consumer goodwill. Currently, we do not have registered trademarks for our own nor our corporate name and logo under the Trade Marks Act, 1999. Although we do have few Trademarks which we are using are under name of i) Vijay Batra, trading as : Adley Formulations, Single Firm, ii) Adley laboratories limited, trading as : Adley Laboratories Limited Body Incorporate Adley Laboratories Ltd, iii) Vijay Batra, trading as : Rishi Herbals, Single Firm, iv) Vijay Batra, trading as : Savoy Biotech Chandigarh, Single Firm. We are using all these Trademarks as per MOU dated October 13, 2014. We have not enjoyed any Assignment rights over the Trademarks. We are neither the registered owner nor the proprietor or assign of the trademarks therefore any in absence of such rights we may be required to invest significant resources in developing new brands or names, and the same could materially and adversely affect our business, financial condition, results of operations and prospects in future. Consequently, we do not enjoy the statutory protections accorded to registered trademarks in India for the corporate name and logo of our company, which are currently pending. In the absence of such registrations, competitors and other companies may challenge the validity or scope of our intellectual property right over these brands or our corporate name or logo. As a result, we may be required to invest significant resources in developing new brands or names, which could materially and adversely affect our business, financial condition, results of operations and prospects. In addition to same, our failure to comply with existing or increased regulations, or the introduction of changes to existing regulations, could adversely affect our business, financial condition, results of operations and prospects. We cannot assure you that the approvals, licences, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. The material approvals, licences or permits required for our business include trade licence and tax laws, environment laws as applicable. See "Government and other Statutory Approvals" on page 259 of this Prospectus for further details on the required material approvals for the operation of our business.

9. ***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 a 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 our customers have in the quality of our products. Any negative publicity regarding our company, brand, or products, including those arising from a 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.

10. ***Stricter marketing norms prescribed by a new code of conduct in India for companies doing business in the pharmaceuticals industry could affect our ability to effectively market our products which may affect our profitability.***

In December 2014, the Department of Pharmaceuticals, Ministry of Chemicals and Fertilizers of the Government of India announced details of the UCPMP which became effective across India from January 1, 2015. This code of conduct for marketing practices for the Indian pharmaceutical industry is expected to be voluntarily adopted by pharmaceutical companies for a period of six months (extended by a further period of two months) after which it would be reviewed by the Government.

The UCPMP amongst other things provides detailed guidelines about promotional materials, conduct of medical representatives, physician samples, gifts and relationships with healthcare professionals. For example, under the UCPMP, pharmaceutical companies may not supply or offer any gifts, pecuniary advantages or benefits in kind to persons qualified to prescribe or supply drugs. Further, the Managing Director or the chief executive officer of the company is responsible for ensuring adherence to the UCPMP and a self-declaration is required to be submitted by the managing director or the chief executive officer within two months of the closure of every financial year to the industry association. Although these guidelines are voluntary in nature, they may be codified in the future and we may have to spend a considerable amount of time and resources to conform to the requirements of the UCPMP

11. ***Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.***

Modernization and technology up gradation is essential to reduce costs and increase the output. Our technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we believe that we have installed latest technology and that the chances of a technological innovation are not very high in our sector we shall continue to strive to keep our technology, plant and machinery in line with the latest technological standards. In case of a new found technology in the manufacturing facilities, we may be required to implement new technology or upgrade the machineries and other equipment's employed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries are significant which could substantially affect our finances and operations

12. ***Our lenders have imposed certain restrictive conditions on us under our financing arrangements. Further as on the date of the Prospectus our Company has not received "No-objection" certificate from our lenders to undertake this issue. Non receipt of such "No-Objection" certificate could lead to non compliance of the terms of loan agreements entered into by our Company with said lenders.***

We have entered into agreements for availing debt facilities from lenders. Certain covenants in these agreements require us to obtain approval/permission from our lenders in certain conditions. In the event of default or the breach of certain covenants, our lender has the option to make the entire outstanding amount payable immediately. There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow our business.

Further, as on the date of the Prospectus, we have not received "No Objection" certificates from the lenders. We cannot assure you that such lenders will grant us the "No-Objection" certificate for this Issue. Non-receipt of such "No-Objection" certificate could lead to non-compliance of the terms of loan agreements entered into by our Company with the lenders.

For further details in this regard, including approvals obtained from our lenders for this Issue, please refer chapter titled '*Financial Indebtedness'* beginning on page 245 of this Prospectus.

13. ***We are susceptible to volatility of prices of products marketed by us, including due to Competitive products.***

Prices of the products marketed by us are subject to fluctuation, depending on, among other factors, the number of producers and their production volumes and changes in demand in the markets we serve. Volatility in price realization and loss of customers may adversely affect our profitability. Further, there is no assurance that we will be able to maintain our low cost of operations or to further reduce costs or develop new cost effective processes in the future, owing to factors beyond our control.

14. ***The success of our strategy of expanding presence in semi-regulated markets is dependent on a number of factors, some of which are beyond our control.***

One of our business strategies is to expand our sales and distribution activities in semi-regulated markets. The success of such expansion is dependent upon our obtaining requisite approval of the regulatory authorities for the products which we intend to sell, as well as timely renewal of existing accreditations. Any change in foreign governments or in foreign governmental policies, regulations, practices or focus that results in a slowdown or inability to obtain government approvals or product registrations could adversely affect this strategy, which in turn could adversely affect our business, financial condition and results of operations.

15. ***We rely extensively on our systems, including quality assurance systems, products processing systems and information technology systems, the failure of which could adversely affect our business, financial condition and results of operations.***

We depend extensively on the capacity and reliability of the quality assurance systems, product processing systems and information technology systems, supporting our operations. Considering the nature of our business and the industry in which we operate, it is imperative for us to have a robust information technology platform. If our data capturing, processing and sharing cannot be integrated and/ or we experience any defect or disruption in the use of, or damage to, our information technology systems, it may adversely affect our operations and thereby our business and financial condition. Our systems are also subject to damage or incapacitation by natural disasters, human error, power loss, sabotage, computer viruses, hacking, acts of terrorism and similar events or the loss of support services from third parties. Any disruption in the use of, or damage to, our systems may adversely affect our business, financial condition and results of operations.

16. ***Our Company's expected production levels could be adversely affected by various factors.***

Manufacturers of products often encounter difficulties in production. These problems include difficulties with production costs and yields, product quality (caused by, among other things, process failure, equipment failure, human errors or other unforeseen events during the production cycle) and shortages of qualified personnel, as well as compliance with regulatory requirements, including GMP requirements. Because of the many steps involved in the production of APIs, any interruption in one of the steps in the manufacturing process could cause delays in the entire production cycle. In addition, any material labour problems, such as a work stoppage or mechanical failure or malfunction could likewise lead to delays in production. Any of these problems could result in delay or suspension of production and may entail higher costs or other instalment expenses. Furthermore, if our Company's suppliers fail to deliver necessary manufacturing equipment, raw materials or adequately perform the services outsourced by our Company to them, production deadlines may not be met. Any such developments could have a material adverse effect on our Company's business and financial operations.

17. ***We have historically derived a substantial portion of our revenue from the Domestic Market and the unregulated Markets.***

We derived a significant percentage of our revenue from the Domestic Market and the unregulated Markets. We are well positioned in the Domestic Market and we intend to increase our presence in the Regulated Market. We will continue to evaluate initiatives and strategies to increase our presence in the Domestic Market and the Regulated Markets. We cannot assure you that we will be able to continue to generate a significant portion of our revenue from these markets. Any failure to do so may adversely affect our business, financial condition and results of operations.

18. ***If we cannot respond adequately to the increased competition we expect to face, we will lose market share and our profits will decline, which will adversely affect our business, results of operations and financial condition.***

Our products face intense competition from products commercialized or under development by competitors in all of our product portfolios. We compete with local companies, multi-national corporations and companies from the rest of World. If our competitors gain significant market share at our expense, our business, results of operations and financial condition could be adversely affected.

Many of our competitors may have greater financial, manufacturing, research and development, marketing and other resources, more experience in obtaining regulatory approvals, greater geographic reach, broader product ranges and stronger sales forces. Our competitors may succeed in developing products that are more effective, more popular or cheaper than any we may develop, which may render our products obsolete or uncompetitive and adversely affect our business and financial results. Also, we face pressure on our margins due to pricing competition from several small and unorganized local players. Presence of more players in the unorganized sector compared to organized ones has resulted in increasingly competitive environment characterized by stiff price competition.

We also operate in a rapidly consolidating industry. The strength of combined companies could affect our competitive position in all of our business areas. Furthermore, if one of our competitors or their customers acquires any of our customers or suppliers, we may lose business from the customer or lose a supplier of a critical raw material, which may adversely affect our business, results of operations and financial condition.

19. ***Any manufacturing or quality control problems may damage our reputation for high quality products and expose us to litigation or other liabilities, which could adversely affect our financial results.***

Pharmaceutical manufacturers are subject to significant regulatory scrutiny. Our Manufacturing Facility at Baddi, Himachal Pradesh manufacture products in accordance with Manufacturing Practices stipulated by WHO, and state level food and drug administrations.

Furthermore, we are liable for the quality of our products for the entire duration of the shelf life of the product. After our products reach the market, certain developments could adversely affect demand for our products, including any contamination of our products by intermediaries, re-review of products that are already marketed, new scientific information, greater scrutiny in advertising and promotion, the discovery of previously unknown side effects or the recall or loss of approval of products that we manufacture, market or sell.

Disputes over non-conformity of our products with such quality standards or specifications are generally referred to independent government approved testing laboratories. If any such independent laboratory confirms that our products do not conform to the prescribed or agreed standards and specifications, we would bear the expenses of replacing and testing such products, which could adversely affect our business, results of operations and financial condition.

We also face the risk of loss resulting from, and the adverse publicity associated with, manufacturing or quality problems. Such adverse publicity harms the brand image of our Company and products. We may be subject to claims resulting from manufacturing defects or negligence in storage and handling of our products. Any loss of our reputation or brand image, for whatsoever reason may lead to a loss of existing business contracts and adversely affect our ability to enter into additional business contracts in the future.

20. ***We may incur substantial costs as a result of various proceedings relating to intellectual property rights including litigations and injunctions.***

The pharmaceutical industry is driven by innovations and fierce competition for acquiring intellectual property rights over processes and products. Therefore, there is no assurance that our trademarks will not be infringed upon. Depending on whether we are able to discover any such infringement of our trademarks or successfully enforce our legal rights in the jurisdictions where such infringements may occur, our business and branding may suffer as a result of any misuse of our trademark. In such circumstances, our reputation and business may be adversely affected. Further, if we decide to pursue action against such infringements to protect our reputation, it could result in diversion of our resources and our financial results may be adversely affected.

Similarly, we may also infringe the intellectual property rights of third parties in the use of our various trademarks in our operations. Although we are not aware of any such infringement by us, there is no assurance that we will not infringe or have not infringed the intellectual property rights of any third party. In the event of any such infringement, we may be subject to our claims or actions and our business, reputation, financial condition and results of operations may be adversely affected.

21. ***The regulatory uncertainty associated with pharmaceutical pricing, reimbursement and related matters could adversely affect the marketing, pricing and demand for our products.***

In many countries in which we currently operate, including India, pharmaceutical prices are subject to regulation. The existence of price controls can limit the revenues we earn from our products. India enacted the National Pharmaceuticals Pricing Policy in 2012. As a result, a number of drug formulations were identified as essential drugs and were added to India's National List of Essential Medicines and these drugs are subjected to price controls in India. On May 15, 2013, the Department of Pharmaceuticals released the revised DPCO 2013 (which replaced the earlier Drugs (Prices Control) Order, 1995). The Drugs (Price Control Order) 2013 ("hereinafter referred as "The DPCO 2013" governs the price control mechanism for 509 formulations listed in the National List of Essential Medicines.

As per this order, the prices of each of the formulations are determined based on the average of all drugs having an Indian market share of more than 1% by value. The individual drug price notifications for a majority of the products have been released by the National Pharmaceutical Pricing Authority. The DPCO 2013 also regulates the margin that can be offered to the trade channels including the retailers.

Under terms of the DPCO 2013 non-compliance with the notified ceiling price or breaching the ceiling price would be tantamount to overcharging the consumer under the order, and the amount charged over and above the ceiling price shall be recovered along with interest thereon from the date of overcharging. Further, non-compliance with the price notification issued by National Pharmaceutical Pricing Authority ("**NPPA**") could also attract prosecution of the officers of the Company under the Essential Commodities Act, 1955 including imprisonment for a term up to seven years and shall also be liable for fine. Any action against us or our management for violation of the DPCO 2013 may divert management attention and could adversely affect our business, prospects, results of operations and financial condition.

22. ***Stricter marketing norms prescribed by a new code of conduct in India for companies doing business in the pharmaceuticals industry could affect our ability to effectively market our products which may affect our profitability.***

In December 2014, the Department of Pharmaceuticals, Ministry of Chemicals and Fertilizers of the Government of India announced details of the UCPMP which became effective across India from January 1, 2015. This code of conduct for marketing practices for the Indian pharmaceutical industry is expected to be voluntarily adopted by pharmaceutical companies for a period of six months (extended by a further period of two months) after which it would be reviewed by the Government.

The UCPMP amongst other things provides detailed guidelines about promotional materials, conduct of medical representatives, physician samples, gifts and relationships with healthcare professionals. For example, under the UCPMP, pharmaceutical companies may not supply or offer any gifts, pecuniary advantages or benefits in kind to persons qualified to prescribe or supply drugs. Further, the Managing Director or the chief executive officer of the company is responsible for ensuring adherence to the UCPMP and a self-declaration is required to be submitted by the managing director or the chief executive officer within two months of the closure of every financial year to the industry association. Although these guidelines are voluntary in nature, they may be codified in the future and we may have to spend a considerable amount of time and resources to conform to the requirements of the UCPMP.

23. ***We require a number of approvals, NOCs, licences, registrations and permits in the ordinary course of our business. Some of the approvals are required to be transferred in the name of Beta Drugs Limited from Beta Drugs Private Limited pursuant to name change of our company and any failure or delay in obtaining the same in a timely manner may adversely affect our operations.***

We require a number of approvals, licenses, registrations and permits in ordinary course of our business. Additionally, we need to apply for renewal of approvals which expire, from time to time, as and when required in the ordinary course. Also, we were a private limited company in the name of "Beta Drugs Private Limited". As per Companies Act, 1956/2013, a private limited company can be converted into public limited company. After complying with the relevant procedure of Companies Act, 1956/2013, the said private limited company was converted into a public limited company in the year 2017. After conversion there was change of name of the company from "Beta Drugs Private Limited" to "Beta Drugs Limited". We shall be taking necessary steps for transferring the approvals in new name of our company. In case we fail to transfer/obtain the same in name of the company same may adversely affect our business or we may not be able to carry our business

Approvals like TAN letter of allotment is currently not traceable by the company. Additionally, our company has not applied for change of name of the approval/s mentioned in pending approvals section of Government and Other Statutory Approvals Chapter. For more information, see chapter "Government and Other Statutory Approvals" on page 259 of this Prospectus. In case of delay or failure to obtain the same, it could affect our business operations. Any failure to renew the approvals that have expired, or to apply for and obtain the required approvals, licences, registrations or permits, or any suspension or revocation of any of the approvals, licences, registrations and permits that have been or may be issued to us, could result in delaying the operations of our business, which may adversely affect our business, financial condition, results of operations and prospects.

24. ***Non-compliance with the bar coding requirements stipulated by the Director General of Foreign Trade, ("DGFT"), from time to time, for primary, secondary and tertiary level packaging of finished pharmaceutical products for export, could adversely affect our goodwill, business, financial condition and results of operations.***

Pursuant to applicable notices, notifications and circulars issued by the DGFT, from time to time, we are required to comply with bar coding requirements for primary, secondary and tertiary level packaging of finished pharmaceutical products for export, provided, the importing country has not mandated a specific bar coding requirement. As the bar coding requirements mandated by the DGFT, are applicable in addition to the standard labelling requirements under the DCA and the Drug Rules, it may lead to an increase in packaging and other costs, thereby requiring us to allocate more resources and impeding our ability to operate and grow our business. Any non-compliance with the bar coding requirements as stipulated by the DGFT, could result in counterfeiting or piracy of our pharmaceutical products, thereby affecting our goodwill. We cannot assure you that we will be able to comply with all the bar coding requirements as stipulated by the DGFT, from time to time, within the prescribed time, or at all, failing which our goodwill, business, financial condition and results of operations could be adversely affected.

25. ***Our Company's failure to maintain the quality standards of the products or keep pace with the technological developments could adversely impact our business, results of operations and financial condition.***

Our products depend on recent inventions and developments as we manufacture and market the products as per the market trends. Any failure to maintain the quality standards may affect our business. Although we have put in place strict quality control procedures, we cannot assure that our products will always be able to satisfy our customers' quality standards. Any negative publicity regarding our Company, or products, including those arising from any deterioration in quality of our products from our vendors, or any other unforeseen events could adversely affect our reputation, our operations and our results from operations. Also, rapid change in our customers' expectation on account of changes in technology or introduction of new products or for any other reason and failure on our part to meet their expectation could adversely affect our business, result of operations and financial condition. While, we believe that we have always introduced new products based on consumers need to cater to the growing demand of our customers and also endeavour regularly update our existing technology, our failure to anticipate or to respond adequately to changing technical, market demands and/or client requirements could adversely affect our business and financial results

26. ***Compliance with, and changes in, safety, health and environmental laws and regulations may adversely affect our business, prospects, financial condition and results of operations.***

Due to the nature of our business, we expect to be or continue to be subject to extensive and increasingly stringent environmental, health and safety laws and regulations and various labour, workplace and related laws and regulations. We are also subject to environmental, health and safety laws including but not limited to:

a. The Drugs and Cosmetics Act, 1940 ("DCA")

b. The Drugs and Cosmetics Rules, 1945 ("DC Rules")

c. The Drugs (Price Control) Order, 2013 ("DPCO 2013")

d. Food Safety and Standard Act, 2006

e. The Environment Protection Act, 1986 ("Environment Protection Act")

f. Air (Prevention and Control of Pollution) Act, 1981

g. Water (Prevention and Control of Pollution) Act, 1974

h. Hazardous Waste Management & Handling Rules, 2008

Any failure on our part to comply with any existing or future regulations applicable to us may result in legal proceedings being initiated against us, third party claims or the levy of regulatory fines, which may adversely affect our business, results of operations and financial condition. Further amendments to such statutes may impose additional provisions to be followed by our Company and accordingly our Company may need to avoid use of certain ingredients in preparation of our products, discontinue any range of product, incur clean-up and remediation costs, as well as damages, payment of fines or other penalties, closure of production facilities for non-compliance, other liabilities and related litigation, which could adversely affect our business, prospects, financial condition and results of operations.

For details on properties taken on lease/rent by us please refer to the heading titled "Land & Property" in chapter titled "Our Business" beginning on page 135 of this Prospectus.

27. ***Our cost of production is exposed to fluctuations in the prices of materials.***

Our Company is dependent on third party suppliers for procuring the raw material. We are exposed to fluctuations in the prices of these raw materials as well as its unavailability, particularly as we typically do not enter into any long term supply agreements with our suppliers and our major requirement is met in the spot market. We may be unable to control the factors affecting the price at which we procure the materials. We also face the risks associated with compensating for or passing on such increase in our cost of production/ on account of such fluctuations in prices to our customers. Upward fluctuations in the prices of raw material may thereby affect our margins and profitability, resulting in a material adverse effect on our business, financial condition and results of operations. Though we enjoy favourable 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 and delivery schedules, which may result in the loss of our customers and revenues.

28. Our Company is dependent on third party transportation for the delivery of raw materials/ finished products and any disruption in their operations or a decrease in the quality of their services could affect our Company's reputation and results of operations.

Our Company uses third party transportation for delivery of our raw materials and finished products. Though our business has not experienced any disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on our business. These transportation facilities may not be adequate to support our existing and future operations. In addition such goods may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of products which may also affect our business and results of operation negatively. An increase in the freight costs or unavailability of freight for transportation of our raw materials may have an adverse effect on our business and results of operations.

Further, disruptions of transportation services due to weather-related problems, strikes, lockouts, inadequacies in the road infrastructure and port facilities, or other events could impair ability to procure raw materials or delivery of goods on time. Any such disruptions could materially and adversely affect our business, financial condition and results of operations.

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

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

30. Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.

Modernization and technology upgradation is essential to reduce costs and increase the output. Our technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we believe that we have installed advanced technology and that the chances of a technological innovation are not very high in our sector we shall continue to strive to keep our technology, plant and machinery in line with the latest technological standards. In case of a new found technology in the manufacturing facilities, we may be required to implement new technology or upgrade the machineries and other equipment’s employed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries are significant which could substantially affect our finances and operations

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

Our daily operations largely depend on consistent inventory control which is generally dependent on our projected sales in different months of the year. An optimal level of inventory is important to our business as it allows us to respond to customer demand effectively and to maintain a range of pharmaceutical products. If we over-stock inventory, our required working capital will increase and if we under-stock inventory, our ability to meet consumer demand and our operating results may be adversely affected. Any mismatch between our planning and the actual off take by customers can impact us adversely

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

As on March 2017, our Company has unsecured loans amounting to Rs.236.16 lakhs from related parties that are repayable on demand to the relevant lender. Such loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time. Any such unexpected demand or accelerated repayment may have a material adverse effect on the business, cash flows and financial condition of the borrower against which repayment is sought. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows. For further details of unsecured loans of our Company, please refer Annexure VII - Details of Long Term Borrowings as Restated of chapter titled ―Financial Statements beginning on page 197 of the Prospectus.

33. ***Our Company has no formal supply agreement or contract with our vendors/suppliers for the uninterrupted supply of major raw materials and traded goods. Our business may be adversely affected if there is any disruption in the raw material supply or traded goods.***

We do not have any formal agreements with our vendors/suppliers as we operate on a purchase order system. Due to the absence of any formal contract with our vendors/suppliers, we are exposed to the risks of irregular supplies or no supplies at all and delayed supplies which would materially affect our results of operations. In the event of any disruption in the raw materials/traded goods supply or the non availability of raw materials/traded goods, the production and dispatch schedule may be adversely affected impacting the sales and profitability of the Company. In the event the prices of such raw materials/traded goods were to rise substantially, we may find it difficult to make alternative arrangements for supplies of our raw materials/traded goods, on the terms acceptable to us, which could materially affect our business, results of operations and financial condition. Our management believes that we maintain good relations with our suppliers and we shall also not face any challenge in finding new suppliers if required.

34. ***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 shortfall in raising / meeting the same could adversely affect our growth plans, business operations and financial condition.***

As on date of this Prospectus, we have not made any alternate arrangements for meeting our capital requirements for one of the objects of the issue i.e. working capital etc. We meet our capital requirements through our bank finance, debts, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our 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 shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled "Objects of the Issue" beginning on page 83 of this Prospectus.

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

Our Company have taken secured loan from banks by creating a charge over our movable and immovable properties in respect of loans/facilities availed by us. The total amounts outstanding and payable by us for secured loans were Rs.515.48 lakhs as on the date of the Prospectus. 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 our business, financial condition and results of operations. For further details please refer to chapter titled Financial Indebtedness in chapter titled "Financial Indebtedness" on page 245 of this Prospectus.

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

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

37. ***Within the parameters as mentioned in the chapter titled "Objects of the Issue" beginning on page 83 of this Prospectus, our Company's management will have flexibility in applying proceeds of the Issue. The fund requirement and deployment mentioned in the Objects of this Issue have not been appraised by any bank or financial institution.***

We intend to use fresh Issue Proceeds towards purchase of new plant and machinery, renovation of manufacturing facility building, long term and short term working capital requirements, general corporate purposes and to meet the issue expenses. We intend to deploy the Net Issue Proceeds in Financial Year 2017-2018 and Financial Year 2018-19 and such deployment is based on certain assumptions and strategy which our Company believes to implement in future. The funds raised from the fresh Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc., For further details on the use of the Issue Proceeds, please refer chapter titled "Objects of the Issue" beginning on page 83 of this Prospectus.

The deployment of funds for the purposes described above is at the discretion of our Company's Board of Directors. The fund requirement and deployment is based on internal management estimates and has not been appraised by any bank or financial institution. Accordingly, within the parameters as mentioned in the chapter titled "Objects of the Issue" beginning on page 83 of this Prospectus, the management will have flexibility in applying the proceeds received by our Company from the Issue. However, the company shall comply with Section 27 of the Companies Act, 2013 before varying the Objects of the Issue. The Audit Committee will monitor the utilisation of the proceeds of this Issue

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

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see "Dividend Policy" on page 196 of this Prospectus.

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

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

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

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

41. ***We have had negative cash flows in recent periods. Our inability to generate and sustain adequate cash flows in the future may adversely affect our business, results of operation and financial condition.***

We have experienced negative cash flows in the recent periods, the details of which, as per our Restated Financial Information are as follows

Particulars	For the Year Ended				
	March 31,2017	March 31,2016	March 31,2015	March 31,2014	March 31,2013
Net Cash Flow from/(used in) Operating Activities	302.64	(37.03)	138.90	21.00	0.04
Net Cash Flow from/(used in) Investing Activities	(199.95)	(230.41)	(570.79)	0.19	(3.32)
Net Cash Flow from/(used in) Financing Activities	- (101.1)	274.62	436.96	(21.67)	3.33

42. ***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, dividend entitlement, if any; loan availed by our Company, etc.***

Our Directors and Key Managerial Personnel are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and Key Managerial Personnel may also be interested to the extent of their shareholding, dividend entitlement, if any; loan availed from them by our Company, etc. For further information, see “Capital Structure” and “Our Management” and “Related Party Transactions” beginning on pages 71, 172 and 195, respectively, of this Prospectus.

43. ***The shortage or non-availability of power facilities may adversely affect our manufacturing processes and have an adverse impact on our results of operations and financial condition.***

Our manufacturing processes require substantial amount of power facilities. Currently, Company receives 355kva power from Himachal Pradesh State Electricity Board Ltd. The quantum and nature of power requirements of our industry and Company is such that it cannot be supplemented/ augmented by alternative/ independent sources of power supply since it involve significant capital expenditure and per unit cost of electricity produced is very high in view of oil prices and other constraints. Our Company is mainly dependent on State Government for meeting its electricity requirements. Any disruption/non availability of power shall directly affect our production which in turn shall have an impact on profitability and turnover of our Company.

44. ***The Shortage or non availability of water facilities may adversely affect our manufacturing processes and have an adverse impact on our results of operations and financial condition.***

Our Manufacturing facility situated at Solan-PO Lodhi majra, Village Nand Purteh, Nalagarh Distt, Solan Himachal Pradesh requires substantial amount of water facilities for manufacturing process. Our Company uses Bore well water for our manufacturing facility at our manufacturing unit. The quantum and nature of water requirements of our industry is significant and requires continuous supply. Our Company is mainly dependent on Bore well water for meeting its water requirements. Any disruption/non availability of water shall directly affect our production which in turn shall have an impact on profitability and turnover of our Company

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

After completion of the Issue, our Promoters and members of the Promoter Group will collectively own 68.50 % of our equity share capital. As a result, our Promoters, together with the members of the Promoter Group, will continue to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

In addition, our Promoters will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares

46. ***Continued operations of our manufacturing facilities are critical to our business and any disruption in the operation of our manufacturing facilities may have a material adverse effect on our business, results of operations and financial condition.***

Our manufacturing facilities are subject to operating risks, such as unavailability of machinery, break-down, obsolescence or failure of machinery, disruption in power supply or processes, performance below expected levels of efficiency, labour disputes, natural disasters, industrial accidents and statutory and regulatory restrictions. Our machines have limited lives and require periodic cleaning as well as annual over hauling maintenance. In the event of a breakdown or failure of such machinery, replacement parts may not be available and such machinery may have to be sent for repairs or servicing. This may lead to delay and disruption in our production process that could have an adverse impact on our sales, results of operations, business growth and prospects.

47. ***Our operations may be adversely affected in case of industrial accidents at our production facility.***

Usage and handling of machinery or any sharp part of any machinery by labour during production process, handling of chemicals and materials, short circuit of power supply for machines, etc. may result in accidents and fires, which could cause indirect injury to our labour, employees, other persons on the site and could also damage our properties thereby affecting our operations. Further our plants and machinery and personnel may not be covered under adequate insurance for occurrence of particular types of accidents which could adversely hamper our cash flows and profitability.

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

Our Company has entered into transactions with our certain related parties. While we believe that all such transactions have been conducted on an arm‘s length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operation. For details on the transactions entered by us, please refer to "Annexure XXII Related Party Transactions" in Section "Financial Statements as restated" beginning on page 197 of this Prospectus

49. ***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 cause serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees 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.

50. ***We are dependent upon the growth prospects of the Healthcare Sector, where our products are largely used to cater masses.***

Our Company broadly falls under the pharmaceutical industry of which we undertake manufacturing and marketing of pharmaceutical products. Our products are used generally in the healthcare sector and thus cater to the requirements of the healthcare sector at large, thus any slowdown in the growth rate or downward trend in any healthcare facilities in the country directly or indirectly impact our own growth prospects and may result in decline in profits and turnover of sales.

51. ***Increasing employee compensation in India may erode some of our Company's competitive advantages and may reduce profit margins.***

Employee compensation in India has historically been significantly lower than employee compensation in the US and Europe for comparable skilled professionals, which is one of our Company's competitive strengths. However, increase in compensation levels in India may erode some of this competitive advantage and may negatively affect our profit margins. Employee compensation in India is currently increasing which could result in increased costs relating to scientists and engineers, managers and other professionals. Our Company may need to continue to increase levels of employee compensation to remain competitive and manage attrition. Any increases in the amount of compensation paid to our Company's employees could have a significant effect on production costs, which may affect our position as a low-cost producer of Bulk drugs and have a material adverse effect on our business and financial operations.

52. ***Our Company's entire manufacturing facility is located at a single geographical location, and all of our Company's manufactured products are produced from such facility. Any delay in production at, or shutdown of, these facilities may in turn adversely affect our business, financial conditions and results of operations***

Our Company's manufacturing facility is at single location and all of our Company's products are manufactured from such facility at Baddi, Himachal Pradesh. Further, our business operations would be vulnerable to damage or interruptions in operations due to adverse weather conditions, earthquakes, fires, explosions, power loss, civil disturbances or other similar events which may affect this area. If our Company experiences delays in production or shutdown at such facilities due to any reason, including disruptions caused by disputes with its workforce or due to its employees forming a trade union or any natural disaster, our Company's ability to execute orders in a timely manner and its operations will be significantly affected, which in turn would have a material effect on its business, financial conditions and results of operations.

53. ***Our Promoters / Directors/ Members have given personal guarantees in relation to certain debt facilities provided to our Company by our lender. In event of default on the debt obligations, the personal guarantees may be invoked thereby adversely affecting our Promoters/ Directors ability to manage the affairs of our Company and consequently this may impact our business, prospects, financial condition and results of operations.***

Some of the debt facilities provided to our Company by our lenders stipulate that the facility shall be secured by a personal guarantee of our Promoters/ Directors/ Members. In event of default on the debt obligations, the personal guarantees may be invoked thereby adversely affecting our Promoters/ Directors / Key Managerial Personnel(s) ability to manage the affairs of our Company and consequently this may impact our business, prospects, financial condition and results of operations. Further, in an event our Promoters/ Directors/ Members withdraws or terminates his/their guarantee/s or security, the lenders for such facilities may ask for alternate guarantee/s or securities or for repayment of amounts outstanding under such facilities or even terminate such facilities. We may not be successful in procuring guarantee/s or collateral securities satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition. For more information, please see the chapter titled "Financial Indebtedness" beginning on page 245 of this Prospectus.

54. ***The Objects of this Issue are based on the internal estimates of our management, and have not been appraised by any bank or financial institution. The deployment of funds in the project is entirely at our discretion and as per the details mentioned in chapter titled "Objects of the Issue".***

Our funding requirements, the funding plans and the deployment of the proceeds of the Issue are based on our management estimates and have not been appraised by any bank or financial institution. The deployment of funds in the expansion project is entirely at our own discretion and the same will not be monitored by any external agency. We may have to revise our management estimates from time to time and consequently our funding requirements may also change. The estimates contained in the Prospectus may exceed the value that would have been determined by third party appraisals, which may require us to reschedule the deployment of funds proposed by us and may have a bearing on our expected revenues and earnings.

55. ***Certain of our Group Entities have incurred losses in the preceding fiscal years.***

Certain of our Group Entities have incurred losses during the financial year immediately preceding the date of filing of this Prospectus. The details of profits (or losses) after tax of these companies in the preceding three years are as below:

(Rs. In Lakhs)

Name of Group Company	Fiscal 2014	Fiscal 2015	Fiscal 2016
Kedge Pharmacia (India) Private Limited	1.39	0.01	(5.03)
Adley Lab Limited	(4.7)	(7.33)	(16.44)

There is no assurance that these or any of our other Group Entities will not incur losses in future periods or that there will not be an adverse effect on our Company's reputation or business as a result of such losses

56. ***We have issued Equity Shares in the last twelve months, the price of which can be lower than the Issue Price.***

Our Company has issued 49,49,000 Bonus Equity Shares and 3,94.500 Equity Shares by way of right issue during the last twelve months which were issued at price lower then the Issue price. For further details of

Equity Shares issued, please refer to chapter titled, "Capital Structure" beginning on page 71 of this Prospectus

57. The products that we commercialize may not perform as expected which could adversely affect our business, financial condition and results of operations.

Our success depends significantly on our ability to commercialize new pharmaceutical products in India and across various markets around the world. Commercialization requires us to successfully develop, test, manufacture and obtain the required regulatory approvals for our products, while complying with applicable regulatory and safety standards. In order to develop a commercially viable product, we must demonstrate, through extensive trials that the products are safe and effective for use in humans. Our products currently under development, if and when fully developed and tested, may not perform as we expect, necessary regulatory approvals may not be obtained in a timely manner, if at all, and we may not be able to successfully and profitably produce and market such products.

Furthermore, even if we are successful in developing a new product, that product may become subject to litigation by third parties claiming our products infringe on their patents or may be seized in-transit by regulatory authorities for alleged infringement of intellectual property or may be otherwise unsuccessful in the market place due to the introduction of superior products by competitors. Moreover, it may take an extended period of time for our new products to gain market acceptance, if at all.

58. Reduction or termination of tax incentives and benefits available to our Company's manufacturing unit located in Baddi, Himachal Pradesh would adversely impact our tax liabilities and affect our business, prospects, results of operations and financial condition.

Our Company has established its manufacturing facility in Baddi, Himachal Pradesh. Our manufacturing unit is entitled to certain tax incentives and benefits, detailed in the section ―Statement of Possible Tax Benefits beginning on page 97 of this Prospectus subject to the fulfilment of the terms and conditions imposed by the relevant authorities. We have benefited from certain tax regulations and incentives that accord favourable treatment to our manufacturing facilities. In the event our Company fails to comply with the said terms and conditions, our Company will not be entitled to such tax incentives and benefits which may have an adverse effect on our results of operations and financial condition. Further, our Company cannot assure you that the Indian Government will not enact laws in the future that would adversely impact the tax incentives and benefits and consequently the tax liabilities and profits of our Company.

59. Our lenders have imposed certain restrictive conditions on us under our financing arrangements. Further as on the date of the Prospectus our Company has not received "No-objection" certificate from our lenders to undertake this issue. Non receipt of such "No-Objection" certificate could lead to non compliance of the terms of loan agreements entered into by our Company with said lenders.

We have entered into agreements for availing debt facilities from lenders. Certain covenants in these agreements require us to obtain approval/permission from our lenders in certain conditions. In the event of default or the breach of certain covenants, our lender has the option to make the entire outstanding amount payable immediately. There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain consents necessary to take the actions that we believe are required to operate and grow our business.

Further, as on the date of the Prospectus, we have not received "No Objection" certificates from the lenders. We cannot assure you that such lenders will grant us the "No-Objection" certificate for this Issue. Non-receipt of such "No-Objection" certificate could lead to non-compliance of the terms of loan agreements entered into by our Company with the lenders.

For further details in this regard, including approvals obtained from our lenders for this Issue, please refer chapter titled '*Financial Indebtedness*' beginning on page 245 of this Prospectus.

- **Issue related risk**

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

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

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

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

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

The Issue Price of our Equity Shares has been determined by book building method. This price is be based on numerous factors (For further information, please refer chapter titled "Basis for Issue Price" beginning on page 94 of this Prospectus) and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price. Among the factors that could affect our share price include without limitation. The following:

- Half yearly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- General market conditions; and
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

62. Sale of Equity Shares by our Promoters or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.

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

Industry Risks

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

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

Other Risks

64. The Companies Act, 2013 has effected significant changes to the existing Indian company law framework, which may subject us to higher compliance requirements and increase our compliance costs.

A majority of the provisions and rules under the Companies Act, 2013 have recently been notified and have come into effect from the date of their respective notification, resulting in the corresponding provisions of the Companies Act, 1956 ceasing to have effect. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital, disclosures in prospectus, corporate governance norms, audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and restrictions on directors and key managerial personnel from engaging in forward dealing. To ensure compliance with the requirements of the Companies Act, 2013, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention.

The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to limited jurisprudence on them. In the event, our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. We may face difficulties in complying with any such overlapping requirements. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013 which are yet to come in force. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realised on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax ("STT") has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India, if securities transaction tax has been paid on the transaction. Any gain realised on the sale of shares held for more than 36 months to an Indian resident, which are sold other than on a recognised stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of equity shares held for a period of 36 months or less which are sold other than on a recognised stock exchange and on which no STT has been paid, may be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India.

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

As stated in the reports of the Auditor included in this Prospectus under chapter "Financial Statements as restated" beginning on page 197, the financial statements included in this Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Prospectus. Accordingly, the degree to which the financial information included in this Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Prospectus should accordingly be limited.

67. 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:

- Custom duties on imports of raw materials and components;
- Excise duty on certain raw materials and components;
- Central and state sales tax, value added tax and other levies; and
- Other new or special taxes and surcharges introduced on a permanent or temporary basis from time to time.

These taxes and levies affect the cost and prices of our products and therefore demand for our product. An increase in any of these taxes or levies, or the imposition of new taxes or levies in the future, may have a material adverse effect on our business, profitability and financial condition.

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

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

69. We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and Pharmaceutical industry contained in the Prospectus.

While facts and other statistics in this Prospectus relating to India, the Indian economy and the Pharmaceutical industry has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled 'Our Industry' beginning on page 100 of this Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

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

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

71. 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.

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

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

73. ***The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition.***

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

74. ***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.

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

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

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

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

PROMINENT NOTES

1. Public Issue of Equity Shares of 22,96,000 of face value of Rs. 10/- each of our Company for cash at a price of Rs. 85/- per Equity Share (including a share premium of Rs. 75/- per equity share) ("Issue Price")

aggregating upto Rs. 1951.60 Lakhs, of which 1,29,600 Equity Shares of face value of Rs.10/- each will be reserved for subscription by Market Maker to the Issue ("Market Maker Reservation Portion"). The Issue less the Market Maker Reservation Portion i.e. Net Issue of 1,29,600 Equity Shares of face value of Rs. 10 each is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute 26.54 % and 25.05 %, respectively of the post Issue paid up equity share capital of the Company.

2. Investors may contact the Lead Manager (LM) or the Company Secretary & Compliance Officer for any complaint/clarification/information pertaining to the Issue. For contact details of the Lead Manager and the Company Secretary & Compliance Officer, please refer to chapter titled "General Information" beginning on page 64 of this Prospectus.
3. The pre-issue net worth of our Company was Rs. 738.04 Lakhs and Rs.220.09 Lakhs, as of March 31, 2017, March 31, 2016 respectively. The book value of each Equity Share (adjusted for bonus) was Rs.12.39, and Rs. 3.69 as of March 31, 2017 and March 31, 2016 respectively as per the restated financial statements of our Company. For more information, please refer to section titled "Financial Statements" beginning on page 197 of this Prospectus.
4. The average cost of acquisition per Equity Share by our Promoter is set forth in the table below:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Vijay Batra	5924780	1.80

For further details relating to the allotment of Equity Shares to our Promoters, please refer to the chapter titled "Capital Structure" beginning on page number 71 of this Prospectus.

5. Our Company has entered into related party transactions during the previous years. For details on related party transactions and loans and advances made to any company in which Directors are interested, please refer Annexure XXII "Related Party Transactions" under chapter titled "Financial Statements as restated" beginning on page 197 of this Prospectus.
6. Investors may note that in case of over-subscription in the Offer, 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 289 of this Prospectus.
7. Except as disclosed in the chapter titled "Capital Structure", "Our Promoters and Promoter Group", "Our Management" and "Related Party Transaction" beginning on pages 71, 188, 172 and 195 respectively, of this Prospectus, none of our Promoters, Directors or Key Management Personnel has any interest in our Company.
8. Except as disclosed in the chapter titled "Capital Structure" beginning on page 71 of this Prospectus, we have not issued any Equity Shares for consideration other than cash.
9. Trading in Equity Shares of our Company for all investors shall be in dematerialized form only.
10. Investors are advised to refer to the chapter titled "Basis for Issue Price" beginning on page 94 of this Prospectus.
11. 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 our Company during the period of six months immediately preceding the date of filing of this Prospectus with the Stock exchange.
12. Our Company was incorporated as "Beta Drugs Private Limited" at Baddi, Himachal Pradesh as a Private Limited Company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated September 21, 2005 issued by the Registrar of Companies Punjab, Himachal Pradesh and Chandigarh Subsequently, our Company was converted into Public Company pursuant to Shareholders resolution passed at the Extraordinary General Meeting of our Company held on July 28, 2008 and the name of our Company was changed to "Beta Drugs Limited" and a Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company dated August 11, 2017 was issued by the the Registrar of Companies Punjab, Himachal Pradesh and Chandigarh. The Corporate Identification Number of our Company is U24230HP2005PLC028969. For further details of change of name and registered office of our Company, please refer to chapter titled 'Our History and Certain Other Corporate Matters' beginning on page 169 of this Prospectus.
13. As on date of this Prospectus, our Company has group Company as disclosed in the chapter titled "Capital Structure" beginning on page 71 of this Prospectus

SECTION III- INTRODUCTION
SUMMARY OF INDUSTRY

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. You should read the entire Prospectus, including the information contained in the sections titled "Risk Factors" and "Financial Statements" and related notes beginning on page 14 and 197 respectively of this Prospectus before deciding to invest in our Equity Shares.

INTRODUCTION TO THE INDIAN PHARMACEUTICAL INDUSTRY

The Indian pharmaceuticals market is the third largest in terms of volume and thirteenth largest in terms of value, as per a report by Equity Master. India is the largest provider of generic drugs globally with the Indian generics accounting for 20 per cent of global exports in terms of volume. Of late, consolidation has become an important characteristic of the Indian pharmaceutical market as the industry is highly fragmented.

India enjoys an important position in the global pharmaceuticals sector. The country also has a large pool of scientists and engineers who have the potential to steer the industry ahead to an even higher level. Presently over 80 per cent of the antiretroviral drugs used globally to combat AIDS (Acquired Immuno Deficiency Syndrome) are supplied by Indian pharmaceutical firms.

The UN backed Medicines Patent Pool has signed six sublicences with Aurobindo, Cipla, Desano, Emcure, Hetero Labs and Laurus Labs, allowing them to make generic antiAIDS medicine TenofovirAlafenamide (TAF) for 112 developing countries

(Source: Indian Pharmaceuticals Industry Analysis - India Brand Equity Foundation - www.ibef.org)

GLOBAL ECONOMIC OVERVIEW

For India, three external developments are of significant consequence. In the short run, the change in the outlook for global interest rates as a result of the US elections and the implied change in expectations of US fiscal and monetary policy will impact on India's capital flows and exchange rates. Markets are factoring in a regime change in advanced countries, especially US macroeconomic policy, with high expectations of fiscal stimulus and unwavering exit from unconventional monetary policies. The end of the 20-year bond rally and end to the corset of deflation and deflationary expectations are within sight. Second, the medium-term political outlook for globalisation and in particular for the world's "political carrying capacity for globalisation" may have changed in the wake of recent developments. In the short run a strong dollar and declining competitiveness might exacerbate the lure of protectionist policies. These follow on on-going trends— documented widely— about stagnant or declining trade at the global level. This changed outlook will affect India's export and growth prospects

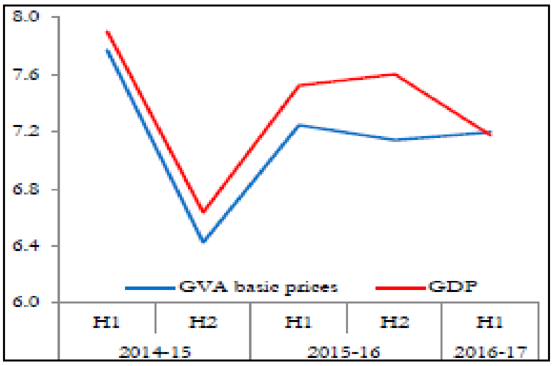
Third, developments in the US, especially the rise of the dollar, will have implications for China's currency and currency policy. If China is able to successfully re-balance its economy, the spill over effects on India and the rest of the world will be positive. On, the other hand, further declines in the yuan, even if dollar-induced, could interact with underlying vulnerabilities to create disruptions in China that could have negative spill overs for India. For China, there are at least two difficult balancing acts with respect to the currency. Domestically, a declining currency (and credit expansion) props up the economy in the short run but delay rebalancing while also adding to the medium term challenges. Internationally, allowing the currency to weaken in response to capital flight risks creating trade frictions but imposing capital controls discourages FDI and undermines China's ambitions to establish the Yuan as a reserve currency. China with its underlying vulnerabilities remains the country to watch for its potential to unsettle the global economy.

(Source: Economic Survey 2016-17 www.indiabudget.nic.in)

REVIEW OF MAJOR DEVELOPMENTS IN INDIAN ECONOMY

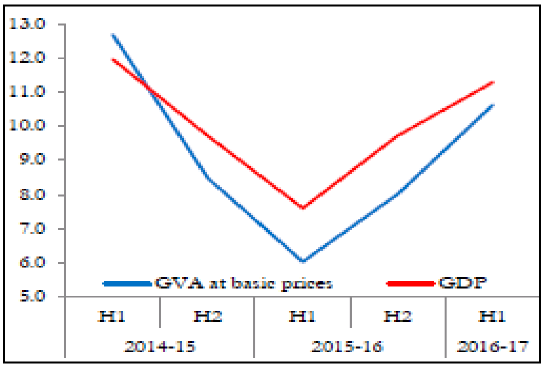
The Indian economy has continued to consolidate the gains achieved in restoring macroeconomic stability. Real GDP growth in the first half of the year was 7.2 percent, on the weaker side of the 7.0-7.75 per cent projection in the Economic Survey 2015-16 and somewhat lower than the 7.6 percent rate recorded in the second half of 2015-16 (Figure 1a). The main problem was fixed investment, which declined sharply as stressed balance sheets in the corporate sector continued to take a toll on firms' spending plans. On the positive side, the economy was buoyed by government consumption, as the 7th Pay Commission salary recommendations were implemented, and by the long-awaited start of an export recovery as demand in advanced countries began to accelerate. Nominal GDP growth recovered to respectable levels, reversing the sharp and worrisome dip that had occurred in the first half of 2015-16 (Figure 1b).

Figure 1a. GVA and GDP Growth (Constant Prices)



Source: CSO

Figure 1b. GVA and GDP Growth (Current Prices)



Source: CSO

The major highlights of the sectoral growth outcome of the first half of 2016-17 were: (i) moderation in industrial and nongovernment service sectors; (ii) the modest pick-up in agricultural growth on the back of improved monsoon; and (iii) strong growth in public administration and defence services— dampeners on and catalysts to growth almost balancing each other and producing a real Gross Value Addition (GVA) growth (7.2 percent), quite similar to the one (7.1 per cent) in H2 2015-16 (Figure 1b).

Inflation this year has been characterized by two distinctive features. The Consumer Price Index (CPI)-New Series inflation, which averaged 4.9 per cent during April-December 2016, has displayed a downward trend since July when it became apparent that kharif agricultural production in general, and pulses in particular would be bountiful. The decline in pulses prices has contributed substantially to the decline in CPI inflation which reached 3.4 percent at end-December. The second distinctive feature has been the reversal of WPI inflation, from a trough of (-)5.1 percent in August 2015 to 3.4 percent at end-December 2016, on the back of rising international oil prices. The wedge between CPI and WPI inflation, which had serious implications for the measurement of GDP discussed in MYEA (Box 3, Chapter 1, MYEA 2015-16), has narrowed considerably. Core inflation has, however, been more stable, hovering around 4.5 percent to 5 percent for the year so far. The outlook for the year as a whole is for CPI inflation to be below the RBI's target of 5 percent, a trend likely to be assisted by demonetisation.

<u>External Sector</u>

Similarly, the external position appears robust having successfully weathered the sizeable redemption of Foreign Currency Non-Resident (FCNR) deposits in late 2016, and the volatility associated with the US election and demonetisation. The current account deficit has declined to reach about 0.3 percent of GDP in the first half of FY2017.Foreign exchange reserves are at comfortable levels, having have risen from around US$350billion at end-January 2016 to US$ 360 billion at end-December 2016 and are well above standard norms for reserve adequacy. In part, surging net FDI inflows, which grew from 1.7percent of GDP in FY2016 to 3.2 percent of GDP in the second quarter of FY2017, helped the balance-of-payments

The trade deficit declined by 23.5 per cent in April-December 2016 over corresponding period of previous year. During the first half of the fiscal year, the main factor was the contraction in imports, which was far steeper than the fall in exports. But during October- December, both exports and imports started a long-awaited recovery, growing at an average rate of more than 5 per cent. The improvement in exports appears to be linked to improvements in the world economy, led by better growth in the US and Germany. On the import side, the advantage on account of benign international oil prices has receded and is likely to exercise upward pressure on the import bill in the short to medium term. Meanwhile, the net services surplus declined in the first half, as software service exports slowed and financial service exports declined. Net private remittances declined by $4.5 bn in the first half of 2016-17 compared to the same period of 2015-16, weighed down by the lagged effects of the oil price decline, which affected inflows from the Gulf region.

Fiscal Position

Trends in the fiscal sector in the first half have been unexceptional and the central government is committed to achieving its fiscal deficit target of 3.5 percent of GDP this year. Excise duties and services taxes have benefitted from the additional revenue measures introduced last year. The most notable feature has been the over-performance (even relative to budget estimates) of excise duties in turn based on buoyant petroleum consumption: real consumption of petroleum products (petrol) increased by 11.2 percent during April-December 2016 compared to same period in the previous year. Indirect taxes, especially petroleum excises, have held up even after demonetisation in part due to the exemption of petroleum products from its scope. More broadly, tax collections have held up to a greater extent than expected possibly because of payment of dues in demonetised notes was permitted. Non-tax revenues have been challenged owing to shortfall in spectrum and disinvestment receipts but also to forecast optimism; the stress in public sector enterprises has also reduced dividend payments.

State government finances are under stress. The consolidated deficit of the states has increased steadily in recent years, rising from 2.5 percent of GDP in 2014-15 to 3.6 percent of GDP in 2015-16, in part because of the UDAY scheme. The budgeted numbers suggest there will be an improvement this year. However, markets are anticipating some slippage, on account of the expected growth slowdown, reduced revenues from stamp duties, and implementation of their own Pay Commissions. For these reasons, the spread on state bonds over government securities jumped to 75 basis points in the January 2017 auction from 45 basis points in October 2016. For the general government as a whole, there is an improvement in the fiscal deficit with and without UDAY scheme.

(Source: Economic Survey 2016-17 www.indiabudget.nic.in)

OUTLOOK FOR 2017-18

Turning to the outlook for 2017-18, we need to examine each of the components of aggregate demand: exports, consumption, private investment and government.

As discussed earlier, India's exports appear to be recovering, based on an uptick in global economic activity. This is expected to continue in the aftermath of the US elections and expectations of a fiscal stimulus. The IMF's January update of its World Economic Outlook forecast is projecting an increase in global growth from 3.1 percent in 2016 to 3.4 percent in 2017, with a corresponding increase in growth for advanced economies from 1.6 percent to 1.9 percent. Given the high elasticity of Indian real export growth to global GDP, exports could contribute to higher growth next year, by as much as 1 percentage point.

The outlook for private consumption is less clear. International oil prices are expected to be about 10-15 percent higher in 2017 compared to 2016, which would create a drag of about 0.5 percentage points. On the other hand, consumption is expected to receive a boost from two sources: catch-up after the demonetisation-induced reduction in the last two quarters of 2016-17; and cheaper borrowing costs, which are likely to be lower in 2017 than 2016 by as much as 75 to 100 basis points. As a result, spending on housing and consumer durables and semi-durables could rise smartly. It is too early to predict prospects for the monsoon in 2017 and hence agricultural production. But the higher is agricultural growth this year, the less likely that there would be an extra boost to GDP growth next year.

Since no clear progress is yet visible in tackling the twin balance sheet problem, private investment is unlikely to recover significantly from the levels of FY2017. Some of this weakness could be offset through higher public investment, but that would depend on the stance of fiscal policy next year, which has to balance the short-term requirements of an economy recovering from demonetisation against the medium-term necessity of adhering to fiscal discipline—and the need to be seen as doing so. Putting these factors together, we expect real GDP growth to be in the 6¾ to 7½ percent range in FY2018. Even under this forecast, India would remain the fastest growing major economy in the world.

There are three main downside risks to the forecast. First, the extent to which the effects of demonetisation could linger into next year, especially if uncertainty remains on the policy response. Currency shortages also affect supplies of certain agricultural products, especially milk (where procurement has been low), sugar (where cane availability and drought in the southern states will restrict production), and potatoes and onions (where sowings have been low). Vigilance is essential to prevent other agricultural products becoming in 2017-18 what pulses was in 2015-16.

Second, geopolitics could take oil prices up further than forecast. The ability of shale oil production to respond quickly should contain the risks of a sharp increase, but even if prices rose merely to $60-65/barrel the Indian economy would nonetheless be affected by way of reduced consumption; less room for public investment; and lower corporate margins, further denting private investment. The scope for monetary easing might also narrow, if higher oil prices stoked inflationary pressure.

Third, there are risks from the possible eruption of trade tensions amongst the major countries, triggered by geo-politics or currency movements. This could reduce global growth and trigger capital flight from emerging markets. The one significant upside possibility is a strong rebound in global demand and hence in India's exports. There are some nascent signs of that in the last two quarters. A strong export recovery would have broader spill over effects to investment.

Fiscal outlook

The fiscal outlook for the central government for next year will be marked by three factors. First, the increase in the tax to GDP ratio of about 0.5 percentage points in each of the last two years, owing to the oil windfall will disappear. In fact, excise-related taxes will decline by about 0.1 percentage point of GDP, a swing of about 0.6 percentage points relative to FY2017.

Second, there will be a fiscal windfall both from the high denomination notes that are not returned to the RBI and from higher tax collections as a result of increased disclosure under the Pradhan Mantra Garib Kalyan Yojana (PMGKY). Both of these are likely to be one-off in nature, and in both cases the magnitudes are uncertain.

A third factor will be the implementation of the GST. It appears that the GST will probably be implemented later in the fiscal year. The transition to the GST is so complicated from an administrative and technology perspective that revenue collection will take some time to reach full potential. Combined with the government's commitment to compensating the states for any shortfall in their own GST collections (relative to a baseline of 14 percent increase), the outlook must be cautious with respect to revenue collections. The fiscal gains from implementing the GST and demonetisation, while almost certain to occur, will probably take time to be fully realized. In addition, muted non-tax revenues and allowances granted under the 7th Pay Commission could add to pressures on the deficit.

The macroeconomic policy stance for 2017-18

An economy recovering from demonetisation will need policy support. On the assumption that the equilibrium cash-GDP ratio will be lower than before November 8, the banking system will benefit from a higher level of deposits. Thus, market interest rates—deposits, lending, and yields on g-secs—should be lower in 2017-18 than 2016-17. This will provide a boost to the economy (provided, of course, liquidity is no longer a binding constraint). A corollary is that policy rates can be lower not necessarily to lead and nudge market rates but to validate them. Of course, any sharp uptick in oil prices and those of agricultural products, would limit the scope for monetary easing.

Fiscal policy is another potential source of policy support. This year the arguments may be slightly different from those of last year in two respects. Unlike last year, there is more cyclical weakness on account of demonetisation. Moreover, the government has acquired more credibility because of posting steady and consistent improvements in the fiscal situation for three consecutive years, the central government fiscal deficit declining from 4.5 percent of GDP in 2013-14 to 4.1 percent, 3.9 percent, and 3.5 percent in the following three years. But fiscal policy needs to balance the cyclical imperatives with medium term issues relating to prudence and credibility.

One key question will be the use of the fiscal windfall (comprising the unreturned cash and additional receipts under the PMGKY) which is still uncertain. Since the windfall to the public sector is both one off and a wealth gain not an income gain, it should be deployed to strengthening the government's balance sheet rather than being used for government consumption, especially in the form of programs that create permanent entitlements. In this light, the best use of the windfall would be to create a public sector asset reconstruction company so that the twin balance sheet problem can be addressed, facilitating credit and investment revival; or toward the compensation fund for the GST that would allow the rates to be lowered and simplified; or toward debt reduction. The windfall should not influence decisions about the conduct of fiscal policy going forward.

Perhaps the most important reforms to boost growth will be structural. In addition to those spelt out in Section 1—strategic disinvestment, tax reform, subsidy rationalization—it is imperative to address directly the twin balance sheet problem. The problem is large, persistent and difficult, will not correct itself even if growth picks up and interest rates decline, and current attempts have proved grossly inadequate. It may be time to consider something like a public sector asset reconstruction company.

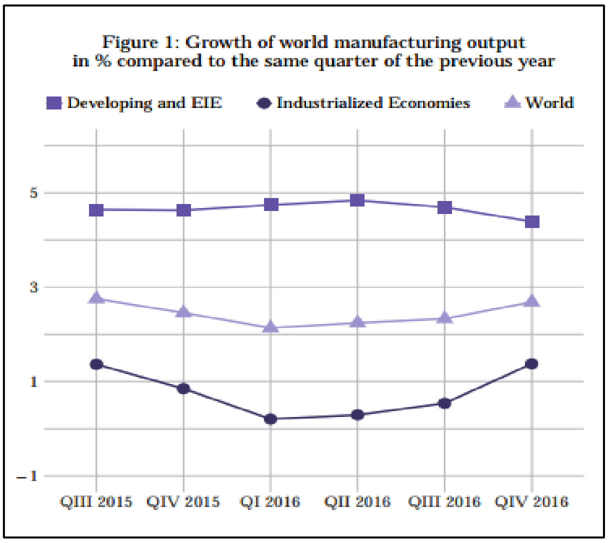
Another area of reform relates to labour. Given the difficulty of reforming labor laws per se, the thrust could be to move towards affording greater choice to workers which would foster competition amongst service providers. Choices would relate to: whether they want to make their own contribution to the Employees' Provident Fund Organisation (EPFO); whether the employers' contribution should go to the EPFO or the National Pension Scheme; and whether to contribute to the Employee State Insurance (ESI) or an alternative medical insurance program. At the same time, there could be a gradual move to ensure that at least compliance with the central labour laws is made paperless, presence less, and cashless. One radical idea to consider is the provision of a universal basic income. But another more modest proposal worth embracing is procedural: a standstill on new government programs, a commitment to assess every new program only if it can be shown to demonstrably address the limitations of an existing one that is similar to the proposed one; and a commitment to evaluate and phase down existing programs that are not serving their purpose

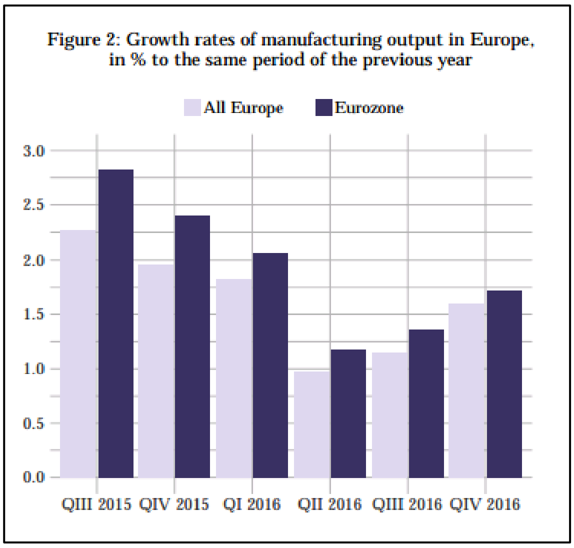
GLOBAL MANUFACTURING INDUSTRY

World manufacturing growth

World manufacturing output growth improved slightly during the final quarter of 2016. Fourth quarter figures show that the improvement is primarily attributable to the continuing recovery process in industrialized economies. However, manufacturing output growth further slowed in developing and emerging industrial economies. Although the overall growth trend in world manufacturing was positive in the second half of 2016, geopolitical uncertainty remained high and potential changes in global trade arrangements may create new risks.

Against the backdrop of sluggish dynamics, world manufacturing output rose by 2.7 per cent in the fourth quarter of 2016 compared to the same period of the previous year, which is higher than the 2.3 per cent rise in the third quarter and represents the strongest performance since the beginning of the year. A slightly decelerated growth rate observed in developing and emerging industrial economies during the final quarter of 2016 was compensated by a more positive picture in industrialized countries as their growth performance improved. However, the level of growth in developing economies has been consistently higher than in industrialized countries, as depicted in Figure 1.





Major industrialized economies with significant contributions to global manufacturing output, namely the United States, Japan, Germany, the Republic of Korea and United Kingdom, recorded an expansion compared to the same period of the previous year. In China, the world's largest manufacturer, comparably lower growth rates have now become more prevalent, thus pushing the average industrial growth of emerging industrial economies downward.

The manufacturing output of industrialized economies increased to 1.4 per cent in the fourth quarter of 2016 from the 0.5 per cent recorded in the previous quarter. This increase is primarily attributable to the performance of East Asia, which experienced a significant reversal in growth in the second half of 2016, following several consecutive slumps that have lasted for nearly two years. The main force driving this nearly 2.9 per cent year-by-year upturn is Japan, East Asia's major manufacturer, whose export-fuelled growth was also supported by a weakened yen against the US dollar. Production in Europe witnessed a healthy growth momentum at the end of 2016, and had a positive impact on the manufacturing growth of industrialized countries as a whole. By contrast, the growth of North America's manufacturing output remained stagnant in the fourth quarter of 2016 and recorded a negligible gain of 0.2 per cent.

The manufacturing output of developing and emerging industrial economies rose by merely 4.4 per cent. This was the first time the growth of these economies was below 5.0 per cent since the beginning of 2015. Asian economies maintained a relatively higher growth rate at 5.5 per cent, but their growth performance hit a multi-year low in the final quarter of 2016. Other regions' production slightly decreased compared to the same period of 2015: by 1.0 per cent in Latin America and 0.5 per cent in Africa. As long as economic and political instability persists in industrialized countries, the threat of another slowdown remains looming over developing economies.

(Source: World Manufacturing Production- Statistics for Quarter IV, 2016; United Nations Industrial Development Organisation - www.unido.org)

Key Findings - Global manufacturing

Global manufacturing production maintained a positive growth in nearly all industries in the final quarter of 2016. High- and medium-high-technology manufacturing industries held top positions, when looking at the year-by-year developments - the manufacture of computers, electronics and optical products grew by 6.3 per cent, the manufacture of motor vehicles rose by 6.2 per cent and the production of pharmaceutical products by 4.0 per cent. However, the production of other transport equipment, another high-technology sector, contracted by 0.9 per cent compared to the same period of the previous year. The largest loss was recorded in the tobacco industry, with its global production declining by 5.8 per cent.

As regards durable and capital goods, the production of machinery and equipment experienced an exceptionally high growth rate at 3.7 per cent in the fourth quarter of 2016. The manufacture of non-metallic mineral products, which essentially supply construction materials, registered a growth figure of 2.5 per cent worldwide. The manufacture of fabricated metal products and furniture both rose at a moderate pace of 1.7 per cent.

Worldwide manufacturing of basic metals has systematically lost strength over the last few years and reached a negative growth rate of 0.7 per cent in the fourth quarter of 2016, mostly due to a visibly decreased production of basic metals in China.

Global manufacturing output maintained relatively high growth rates in the production of basic consumer goods. The manufacture of food products rose by 3.1 per cent and beverages by 3.7 per cent, while the manufacture of wearing apparel increased by 0.5 per cent only. In low-technology manufacturing sectors, the global production of wood products rose by 3.3 per cent while the growth pace of manufacturing of paper products, textiles and leather products remained below 2.0 per cent.

The growth performance of developing and emerging industrial economies outperformed industrialized economies in nearly all manufacturing industries, including a number of high-technology industries, as illustrated in Figure 4. The fastest growing industry in both country groups was the automotive industry, reflecting strong growth of automobile production in China as well as in European countries.

(Source: World Manufacturing Production- Statistics for Quarter IV, 2016; United Nations Industrial Development Organisation - www.unido.org)

GLOBAL PHARMACEUTICAL INDUSTRY

The volume of medicines used globally will reach 4.5 trillion doses by 2020 and cost $1.4 trillion, both representing significant increases from 2015. The largest pharmaceutical-using countries will be the pharmerging markets, with two-thirds of the global medicine volumes, mostly comprised of generic medicines and dramatic increases in the utilization of medicines due to broad-based health system expansions. Developed markets will continue to account for the majority of medicine spending due to both higher prices per unit and the mix of newer medicines that bring meaningful clinical benefit to patients facing a wide range of diseases.

Medicine use in 2020

In 2020, more of the world’s population will have access to medicine than ever before, albeit with substantial disparities. Patients will receive 4.5 trillion doses, up 24% from 2015, with most of the increase from countries closing the gap in per capita usage of medicines between developed and pharmerging countries. Over 50% of the world’s population will consume more than 1 dose per person per day of medicines, up from one third of the world in 2005, driven by India, China, Brazil and Indonesia. Developed markets will continue to use more original branded and specialty medicines per capita while pharmerging markets will use more non-original brands, generics and over the counter medicines. The use of new medicines – first available in the prior 10 years – will represent 0.1% of volumes in pharmerging markets, compared to 2-3% in developed markets.

Medicine spending in 2020

Global spending on medicines will reach $1.4 trillion by 2020, an increase of 29-32% from 2015 compared to an increase of 35% in the prior 5 years. Spending will be concentrated in developed markets, with more than half for original brands and focused on non-communicable diseases. Specialty therapies will continue to be more significant in developed markets than in pharmerging markets and different traditional medicines will be used in developed markets compared to pharmerging markets. Spending growth will be driven by brands in developed markets and increased usage in pharmerging markets, while being offset by patent expiries. Brand spending in developed markets will increase by $298 billion in the 5 years to 2020 driven by new products and price increases primarily in the U.S., but will be offset by an estimated $90 billion in net price reductions. Small molecule patent expiries will have a larger impact in 2016-2020 than in the prior five years, and there will be an increased impact from biologics. In 2020, the U.S., EU5, and Japan will have important differences in spending and growth dynamics from today. Pharmerging markets’ spending will grow primarily from increased use of medicines while China, the leading pharmerging country, will reach $160-190 billion in spending with slowing growth to 2020.

Transformations in disease treatment

The overwhelming inertia in medicine use - where 97% of medicines used have been available for more than 10 years - masks the contribution from transformative disease treatments, orphan drugs for rare diseases and technology-enabled changes in care that can harness big data to better inform decisions help drive patient behaviour changes and improve outcomes. The seemingly intractable problems of neglected tropical diseases, compounded by poverty and war in Africa, appear to finally be responding to philanthropy-funded research and engagement resulting in fundamental changes by 2020. The use of medicines in 2020 will include 943 New Active Substances introduced in the prior 25 years, and new medicines in recent years will be weighted to specialty and biologics. Patients will have greater access to breakthrough therapies and clusters of innovation around hepatitis C, a range of cancers, autoimmune diseases, heart disease, and an array of other rare diseases. The ubiquity of smartphones, tablets, apps and related wearable devices combined with electronic medical records and exponentially increasing real-world data volumes will open new avenues to connect healthcare information while offering providers and payers new mechanisms to control costs.

Implications

The continued expansion of healthcare access around the world portends a fundamental gap in delivery capacity where added patient access outruns staffing, infrastructure and funding sources. By 2020 we will see a substantial shift in many major markets away from the siloed budgeting that manages drug spending separately from other healthcare costs. Emerging economies will be focused on providing access and essential medicines to that in need to close endemic healthcare gaps.

Providers in more parts of the world will be subject to performance or outcomes-based contracts and payment systems, bringing sharper scrutiny to patient outcomes and costs associated with patient care. More healthcare will be delivered using technology-enabled means, by providers other than doctors and in patients' homes, pharmacies and community-based facilities. The use of technology will be key to the advancement of healthcare, especially in emerging markets where the expense of large scale infrastructure projects would delay progress.

Patients will have many more treatment options, especially in cancer and rare diseases, and will be informed, motivated and engaged partners in treatment choices. Their financial stake will also rise as private and public payers in developed economies have already begun to increase patients' levels of co-payment. In low- and middle-income countries direct out-of-pocket cash payments will shift to premiums for private or supplementary insurance as countries strive for universal health coverage.

The outlook to 2020 includes higher levels of medicine spending and therefore higher revenues for manufacturers than in the last five years. The extent and nature of the issues faced by healthcare stakeholders and the sources of the spending growth projected in this report belie a more complex challenge to the sustainability of the pharmaceutical industry. Critical adaptations will be necessary to thrive into the next decade, and key among them will be listening and providing valuable solutions to the problems their customers face.

(Source: Global Medicines Use in 2020 - Outlook and Implications IMS Institute for Healthcare Informatics www.imshealth.com)

Fundamental change across stakeholders

The combination of demographic pressures - population growth, aging populations - and relatively slow or slowing economic growth will have built substantial pressure for most countries to develop new funding models for healthcare by 2020. Medicines in 2020 will include a vast array of treatments ranging from those that provide symptom relief available without a prescription to lifesaving genetically personalized therapies unique to a single patient. The role of medicines in global healthcare will have evolved to one which often replaces more complex interventions and in many cases will be accompanied by a societal expectation that medicines can achieve tremendous results, and that whatever the innovation, it should be affordable and accessible to those who need it. This consensus is clearly present in the discussions of access to treatments for HIV, hepatitis C, and many other medicines, and is included in the policies or ideologies of both developed and developing world countries. While the U.S. has long dominated the world's spending on medicines, the next five years will likely see key pharmerging markets, particularly India and China pass the U.S. in using the highest volumes of medicines, largely driven by their populations, and yet demonstrating that they continue to have limited access per capita to the most transformative innovative medicines.

The number of clinically desirable and costly breakthrough drugs, combined with the larger volume driven costs of existing lower-cost treatment options will strain even the most well managed budgets. The expected growth of medicine usage implies by its very nature that healthcare delivery capacity will need to expand or change significantly. The wider use of newer technologies is likely to enable system expansion without linear cost growth, but difficult decisions that balance overall population benefit and individual patient need will remain challenging issues for stakeholders to resolve.

Health systems globally will largely be on sounder footing in 2020 than today, with broader population access, better evidence basis for the treatment protocols, a faster cycle in adopting better protocols informed by larger volumes of real world data, and a more uniform set of policies to appropriately adopt innovation. Key to this set of improvements and an ongoing evolution of better health and healthcare will be a sustainable set of rewards for innovation, including transparent price negotiation systems, and the wider adoption of intellectual property protection for innovation.

(Source: Global Medicines Use in 2020 - Outlook and Implications IMS Institute for Healthcare Informatics www.imshealth.com

INDIAN MANUFACTURING SECTOR

Introduction

Manufacturing has emerged as one of the high growth sectors in India. Prime Minister of India, Mr Narendra Modi, had launched the 'Make in India' program to place India on the world map as a manufacturing hub and give global recognition to the Indian economy. India is expected to become the fifth largest manufacturing country in the world by the end of year 2020*.

Market Size

The Gross Value Added (GVA) at basic constant (2011-12) prices from the manufacturing sector in India grew 7.9 per cent year-on-year in 2016-17, as per the 2nd provisional estimate of annual national income published by the Government of India. Under the Make in India initiative, the Government of India aims to increase the share of the manufacturing sector to the gross domestic product (GDP) to 25 per cent by 2022, from 16 per cent, and to create 100 million new jobs by 2022. Business conditions in the Indian manufacturing sector continue to remain positive.

Government Initiatives

In a bid to push the 'Make in India' initiative to the global level, Mr Narendra Modi, Prime Minister of India, pitched India as a manufacturing destination at the World International Fair in Germany's Hannover in 2015. Mr Modi showcased India as a business friendly destination to attract foreign businesses to invest and manufacture in the country.

The Government of India has taken several initiatives to promote a healthy environment for the growth of manufacturing sector in the country. Some of the notable initiatives and developments are:

- The Government of India has introduced several policy measures in the Union Budget 2017-18 to provide impetus to the manufacturing sector. Some of which include reduction of income tax rate to 25 per cent for MSME companies having turnover up to Rs 50 crore (US$ 7.5 million), MAT credit carry forward extended to 15 years from 10 years and abolishment of Foreign Investment Promotion Board (FIPB) by 2017-18.
- The Government of India has launched a phased manufacturing programme (PMP) aimed at adding more smartphone components under the Make in India initiative thereby giving a push to the domestic manufacturing of mobile handsets.
- The Ministry of Heavy Industries and Public Enterprises, Government of India, has approved the setting up of four Centres of Excellence (CoE) in areas of textile machinery, machine tools, welding technology and smart pumps, which will help raise the technology depth of the Indian Capital Goods Industry.
- The Union Cabinet has approved the Modified Special Incentive Package Scheme (M-SIPS) in which, proposals will be accepted till December 2018 or up to an incentive commitment limit of Rs 10,000 crore (US$ 1.5 billion).
- The Government of India has removed the 12.5 per cent excise duty and 4 per cent special additional duty (SAD) on the manufacturing of point-of-sale (PoS) machines till March 31, 2017, which is expected to give a boost to the cashless economy as more PoS machines will be deployed in the future.

- Ms Nirmala Sitharaman, Minister of State (Independent Charge) for Commerce and Industry, has launched the Technology Acquisition and Development Fund (TADF) under the National Manufacturing Policy (NMP) to facilitate acquisition of Clean, Green and Energy Efficient Technologies, by Micro, Small & Medium Enterprises (MSMEs).
- The Government of Uttar Pradesh has secured investment deals valued at Rs 5,000 crore (US$ 741.2 million) for setting up mobile manufacturing units in the state.
- Government of India has planned to invest US$ 10 billion in two semiconductor plants in order to facilitate electronics manufacturing in the country.

Road Ahead

India is an attractive hub for foreign investments in the manufacturing sector. Several mobile phone, luxury and automobile brands, among others, have set up or are looking to establish their manufacturing bases in the country.

The implementation of the Goods and Services Tax (GST) will make India a common market with a GDP of US$ 2 trillion along with a population of 1.2 billion people, which will be a big draw for investors.

With impetus on developing industrial corridors and smart cities, the government aims to ensure holistic development of the nation. The corridors would further assist in integrating, monitoring and developing a conducive environment for the industrial development and will promote advance practices in manufacturing.

Exchange Rate Used: INR 1 = US$ 0.0155 as on April 17, 2017

(Source: Indian Manufacturing Industry Analysis - India Brand Equity Foundation - www.ibef.org)

INDIAN PHARMACEUTICALS MARKET

Introduction

The Indian pharmaceuticals market is the third largest in terms of volume and thirteenth largest in terms of value, as per a report by Equity Master. India is the largest provider of generic drugs globally with the Indian generics accounting for 20 per cent of global exports in terms of volume. Of late, consolidation has become an important characteristic of the Indian pharmaceutical market as the industry is highly fragmented.

India enjoys an important position in the global pharmaceuticals sector. The country also has a large pool of scientists and engineers who have the potential to steer the industry ahead to an even higher level. Presently over 80 per cent of the antiretroviral drugs used globally to combat AIDS (Acquired Immuno Deficiency Syndrome) are supplied by Indian pharmaceutical firms.

The UN-backed Medicines Patent Pool has signed six sub-licences with Aurobindo, Cipla, Desano, Emcure, Hetero Labs and Laurus Labs, allowing them to make generic anti-AIDS medicine Tenofovir Alafenamide (TAF) for 112 developing countries.

(Source: Indian Pharmaceuticals Industry Analysis - India Brand Equity Foundation - www.ibef.org)

Market Size

The Indian pharma industry, which is expected to grow over 15 per cent per annum between 2015 and 2020, will outperform the global pharma industry, which is set to grow at an annual rate of 5 per cent between the same period. The market is expected to grow to US$ 55 billion by 2020, thereby emerging as the sixth largest pharmaceutical market globally by absolute size, as stated by Mr Arun Singh, Indian Ambassador to the US. Branded generics dominate the pharmaceuticals market, constituting nearly 80 per cent of the market share (in terms of revenues).

India has also maintained its lead over China in pharmaceutical exports with a year-on-year growth of 11.44 per cent to US$ 12.91 billion in FY 2015-16, according to data from the Ministry of Commerce and Industry. In addition, Indian pharmaceutical exports are poised to grow between 8-10 per cent in FY 2016-17. Imports of pharmaceutical products rose marginally by 0.80 per cent year-on-year to US$ 1,641.15 million.

Overall drug approvals given by the US Food and Drug Administration (USFDA) to Indian companies have nearly doubled to 201 in FY 2015-16 from 109 in FY 2014-15. The country accounts for around 30 per cent (by volume) and about 10 per cent (value) in the US$ 70-80 billion US generics market.

India's biotechnology industry comprising bio-pharmaceuticals, bio-services, bio-agriculture, bio-industry and bioinformatics is expected grow at an average growth rate of around 30 per cent a year and reach US$ 100 billion by 2025. Biopharma, comprising vaccines, therapeutics and diagnostics, is the largest sub-sector contributing nearly 62 per cent of the total revenues at Rs 12,600 crore (US$ 1.89 billion).

Government Initiatives

The Government of India unveiled 'Pharma Vision 2020' aimed at making India a global leader in end-to-end drug manufacture. Approval time for new facilities has been reduced to boost investments. Further, the government introduced mechanisms such as the Drug Price Control Order and the National Pharmaceutical Pricing Authority to deal with the issue of affordability and availability of medicines.

Mr Ananth Kumar, Union Minister of Chemicals and Petrochemicals, has announced setting up of chemical hubs across the country, early environment clearances in existing clusters, adequate infrastructure, and establishment of a Central Institute of Chemical Engineering and Technology.

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

- The Government of India plans to set up around eight mini drug-testing laboratories across major ports and airports in the country, which is expected to improve the drug regulatory system and infrastructure facilities by monitoring the standards of imported and exported drugs and reduce the overall time spent on quality assessment.
- India is expected to rank among the top five global pharmaceutical innovation hubs by 2020, based on Government of India's decision to allow 50 per cent public funding in the pharmaceuticals sector through its Public Private Partnership (PPP) model.#
- Indian Pharmaceutical Association (IPA), the professional association of pharmaceutical companies in India, plans to prepare data integrity guidelines which will help to measure and benchmark the quality of Indian companies with global peers.
- The Government of India plans to incentivise bulk drug manufacturers, including both state-run and private companies, to encourage ‘Make in India’ programme and reduce dependence on imports of Active Pharmaceutical Ingredients (API), nearly 85 per cent of which come from China.
- The Department of Pharmaceuticals has set up an inter-ministerial co-ordination committee, which would periodically review, coordinate and facilitate the resolution of the issues and constraints faced by the Indian pharmaceutical companies.
- The Department of Pharmaceuticals has planned to launch a venture capital fund of Rs 1,000 crore (US$ 149.11 million) to support start-ups in the research and development in the pharmaceutical and biotech industry.

Road Ahead

The Indian pharmaceutical market size is expected to grow to US$ 100 billion by 2025, driven by increasing consumer spending, rapid urbanisation, and raising healthcare insurance among others.

Going forward, better growth in domestic sales would also depend on the ability of companies to align their product portfolio towards chronic therapies for diseases such as such as cardiovascular, anti-diabetes, anti-depressants and anti-cancers that are on the rise.

The Indian government has taken many steps to reduce costs and bring down healthcare expenses. Speedy introduction of generic drugs into the market has remained in focus and is expected to benefit the Indian pharmaceutical companies. In addition, the thrust on rural health programmes, lifesaving drugs and preventive vaccines also augurs well for the pharmaceutical companies.

Exchange Rate Used: INR 1 = US$ 0.0150 as on February 9, 2017

References: Consolidated FDI Policy, Department of Industrial Policy & Promotion (DIPP), Press Information Bureau (PIB), Media Reports, Pharmaceuticals Export Promotion Council

Note:- According to a study by UBM India, the Indian arm of London-based media and events company; @ - According to India Ratings (a Fitch company); # - according to Assocham and TechSci Research

(Source: Indian Pharmaceuticals Industry Analysis - India Brand Equity Foundation - www.ibef.org)

FAVOURABLE POLICY MEASURES SUPPORT GROWTH

Reduction in approval timer new facilities

Steps taken to reduce approval time for new facilities. NOC for export licence issued in 2 weeks compared to 12 weeks earlier

Collaborations

MoUs with USFDA, WHO, Health Canada, etc. to boost growth in the Indian Pharma sector by benefiting from their expertise. In 2015, NIPER (Mohali) signed MoUs with pharmaceutical industry leaders Bharat Biotech, Dr Reddy, Cadila Healthcare, Sun Pharma & Panacea Biotech. In 2016, Strides Arcolab & US-based Gilead Sciences Inc. entered into a licensing agreement for manufacturing & distributing Gilead Sciences' cost-efficient TenofovirAlafenamide (TAF) product in order to treat HIV patients in developing economies

Support for technology upgrades and FDIs

Zero duty for technology upgrades in the pharmaceutical sector through the Export Promotion Capital Goods (EPCG) Scheme. Government is planning to relax FDI norms in the pharmaceutical sector. In March 2017, the government to create a digital platform to regulate and track the sale of quality drugs, and it can be used by people living in the country as well as abroad

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Industry infrastructure

Under the Union Budget 2017-18, the government has announced to set up 1.5 lakh Health Care Centres & open 2 new AIIMS in Jharkhand & Gujarat. In 2016, the government has planned to set up 6 pharma parks at an investment of about USD27 million

Pharma Vision 2020

Pharma Vision 2020 by the government’s Department of Pharmaceuticals aims to make India a major hub for end-to-end drug discovery

Exceptions

Full exemption from excise duty is being provided for HIV/AIDS drugs & diagnostic kits supplied under National AIDS Control Programme funded by the Global Fund to fight AIDS, TB & Malaria (GFATM). The customs duties on the said drugs are also being exempted

(Source: Pharmaceuticals July 2017 - India Brand Equity Foundation - www.ibef.org)

NATIONAL PHARMA PRICING POLICY 2012

Market-based pricing

Cost-based pricing is complicated and time consuming than market based pricing. Market-based pricing is expected to create greater transparency in pricing information and would be available in public domain. Prices of NLEM drugs linked to WPI.

Essentiality of drugs

Essentiality of drugs is determined by including the drug in National List of Essential Medicines (NLEM) (348 drugs at present). Promote rational use of medicines based on cost, safety & efficacy

Price control of formulations only

The regulation of prices of drugs on the basis of regulating the prices of formulations only. Only finished medicines are to be considered essential which would prevent price control of APIs, which are not necessarily used for essential drugs.

(Source: Pharmaceuticals July 2017 - India Brand Equity Foundation - www.ibef.org)

OPPORUNITIES: INDIAN PHARMACEUTICALS MARKET

Clinical trials market

India is among the leaders in the clinical trial market. Due to a genetically diverse population and availability of skilled doctors, India has the potential to attract huge investments to its clinical trial market. From 2009 to 2015, 3043 clinical trial has been carried out in India

High-end drugs

Due to increasing population & income levels, demand for high-end drugs is expected to rise. Growing demand could open up the market for production of high-end drugs in India.

Penetration in rural Market

With 70 per cent of India's population residing in rural areas, pharma companies have immense opportunities to tap this market. Demand for generic medicines in rural markets has seen a sharp growth. Various companies are investing in the distribution network in rural areas.

CRAMS

The Contract Research & Manufacturing Services industry (CRAMS) – estimated at USD8 billion in 2015, is expected to reach has a huge potential for Investments. The market has more than 1,000 players

(Source: Pharmaceuticals July 2017 - India Brand Equity Foundation - www.ibef.org)

ADVANTAGE INDIA

Cost efficiency

Low cost of production and R&D boosts efficiency of Indian pharma companies. India's cost of production is approximately 60 per cent lower than that of the US & almost half of that of Europe. Due to lower cost of treatment, India is emerging as a leading destination for medical tourism As of February 2017, India's ability to manufacture high quality, low priced medicines, presents a huge business opportunity for the domestic industry.

Economic drivers

Economic prosperity to improve drug affordability. Increasing penetration of health insurance. With increasing penetration of chemists, especially in rural India, OTC drugs will be readily available

Diversified portfolio

Accounts for over 10 per cent of the global pharmaceutical production. Over 60,000 generic brands across 60 therapeutic categories. Manufactures more than 500 different APIs. 35.7 per cent of all drug master filings from India are registered in the USA in 2015

Policy support

Government unveiled 'Pharma Vision 2020' aimed at making India a global leader in end-to-end drug manufacture. Reduced approval time for new facilities to boost investments. In this sector, 100 per cent FDI is allowed under automatic route

2016 Market size: USD27.57 Billion

2020F Market size: USD55 Billion

(Source: Pharmaceuticals July 2017 - India Brand Equity Foundation - www.ibef.org)

SUMMARY OF OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the chapter titled "Forward-Looking Statements" beginning on page 13 of this Prospectus, for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year.

The financial information used in this section, unless otherwise stated, is derived from our Financial Information, as restated prepared in accordance with Indian GAAP, Companies Act and SEBI Regulations. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in the sections titled "Risk Factors" and "Financial Information" beginning on pages 14 and 197 , respectively.

OVERVIEW

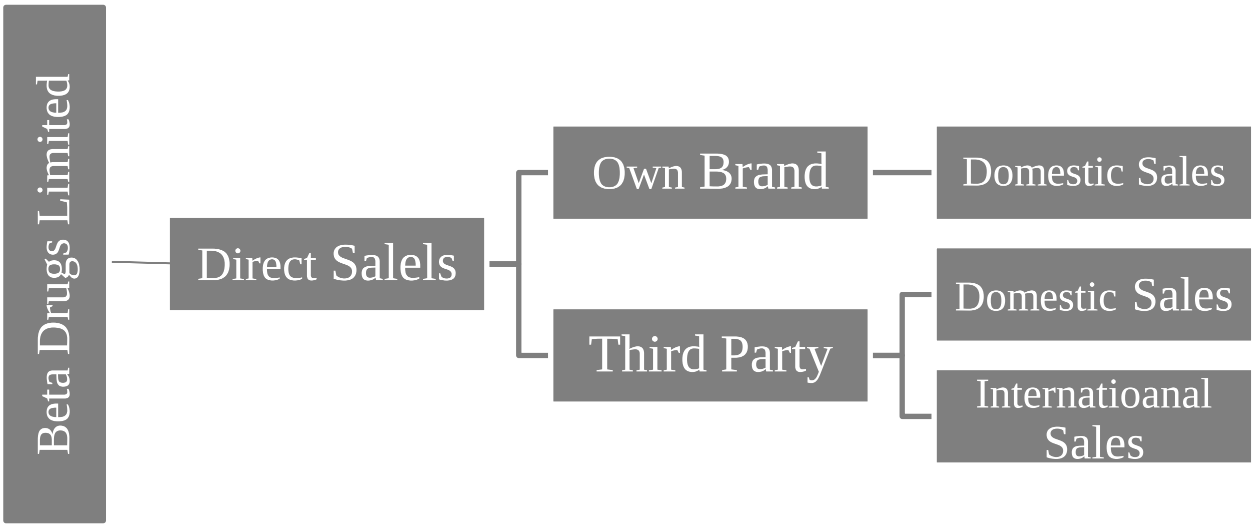
Beta Drugs Limited is a part of Adley Group. Adley Group was founded in the year 1985, by our promoter Vijay Batra, who has more than twenty five years of experience in manufacture of pharmaceutical products in India. Beta Drugs Limited is , pharmaceutical formulation manufacturing company engaged in developing, manufacturing and marketing of drug products for domestic and international customers. . Our promoter Vijay Batra, is responsible for day to day activities of our business. In the domestic market we market our products through our own sales & marketing team and we also do P2P which contributes aournd 65% of the total revenue. our current promoter Vijay Batra, took over the company from Kiran Goyal, Deepak Kumar Prince Bharti and Rohit Bansal in the year 2014.Subsequently, our Company was converted into a public limited company and a fresh Certificate of Incorporation consequent upon change of name on Conversion to Public Limited Company dated 11-08-2017 was issued by the Registrar of Companies, and the name of our Company was changed to "Beta Drugs Limited".

Our manufacturing unit, an ISO 9001:2008 certified facility, is located at Kharuni –Lodhimajra Road, Village Nandpur, Baddi, Dist-Solan Himachal Pradesh, and India. In the year 2003, Government of India announced tax holiday of ten years, beginning from the date of commercial production, for manufacturing units at Baddi. Under the tax holiday scheme, the industry was offered exemption on excise duty for setting up units in Baddi. Since our commercial production started in the year 2009-10, our company will continue to enjoy tax holiday till the year 2019-2020.

Our company is primarily engaged in the manufacturing of oncology products. Our products range from anti-cancer tablets, capsules, injections and lyophilized injections. Our company started production of oncology products by manufacturing portfolio of over 35 products which is used for the treatment of various cancer disease. As on March 31, 2017, our company had a portfolio of over 50 products products catering to various oncology diseases including breast, brain, bone, lung, mouth, head & neck, prostate, haematology, cervics, oeaophagus etc. We have increased our product range, starting from 35 in 2015-16 to 50 active products in 2016-17. Our oncology portfolio includes key brands like Admine, Adgef, Addplatin, Erlotad etc.

Our revenues from sale of products in the domestic market grew by 47.24% from Rs. 2600 lakhs in Fiscal 2015-16 to Rs. 3828.36 lakhs Fiscal 2016-17. In overseas market our sales grew by 88.81% from Rs. 37.71 lakhs in Fiscal 2015-16 to Rs. 336.91 lakhs in Fiscal 2016-17.

OUR BUSINESS MODEL



We are engage in manufacturing and marketing the formulations in domestic as well as international market . The Table set forth below presents a breakdown of our regional and export sales in international markets, as a percentage of our revenue from operations, for fiscals 2016 and 2017.

OUR PRODUCTS:

SR.NO	PRODUCT NAME	COMPOSITION	SR.NO	PRODUCT NAME	COMPOSITION
1	ADCARB 150	CARBOPLATIN 150 MG	2	ADMINE 400	IMATINIB-400MG
3	ADCARB 450	CARBOPLATIN 450 MG	4	TEMOZAD 20	TEMOZOLOMIDE-20
5	ADOXI 20	DOCETAXEL TRIHYDRATE 20 MG	6	TEMOZAD 100	TEMOZOLOMIDE-100
7	ADOXI 80	DOCETAXEL TRIHYDRATE 80 MG	8	TEMOZAD 250	TEMOZOLOMIDE-250MG
9	ADOXI 120	DOCETAXEL TRIHYDRATE 120 MG	10	CAPAD	CAPECITABINE-500MG
11	ADRIB 10	DOXORUBICIN 10MG LIQ	12	ADSIDE	ETOPOSIDE-50MG
13	ADRIB 50	DOXORUBICIN 50MG LIQ	14	ADMIDE	BICLUTAMIDE-50 MG
15	ADRICIN 10	EPIRUBICIN 10 MG	16	ADNAST	ANASTRAZOLE-1MG

17	ADRICIN 50	EPIRUBICIN 50 MG	18	ADGEST	MAGESTRAL ACETATE-40MG
19	ADPAXIL 30	PACLITAXEL 30 MG INJ	20	ADTHAL 50	THALIDOMIDE 50 MG
21	ADPAXIL 100	PACLITAXEL 100 MG	22	ADTHAL 100	THALIDOMIDE 100 MG
23	ADPAXIL 260	PACLITAXEL 260 MG	24	ERLOTAD 100	ERLOTINIB 100 MG
25	ADPAXIL 300	PACLITAXEL 300 MG	26	ERLOTAD 150	ERLOTINIB 150 MG
27	AB-PACLI 100 MG	ALBUMIN BOUND PACLITAXEL	28	EMETANT	APREPITANT 80/125 KIT
29	ARBAZ	CABAZITAXEL	30	ADLINOD-10	LENALIDOMIDE - 10 MG.
31	ADPLATIN 50	OXALIPLATIN 50 MG	32	ADLINOD-25	LENALIDOMIDE - 25 MG.
33	ADPLATIN 100	OXALIPLATIN 100 MG	34	L-ASGEN-5000	L-ASPARAGINASE - 5000 IU
35	ADCOV 50	CALCIUM LEUCOVORINE 50 MG	36	L-ASGEN-10000	L-ASPARAGINASE - 10000 IU
37	ALZIC	ZOLIDRONIC ACID 4MG	38	EVEROCARE-5	EVEROLIMUS 5 MG.
39	AMGICIN 1GM	GEMCITABIN 1GM	40	EVEROCARE-10	EVEROLIMUS 10 MG.
41	AMGICIN 200	GEMCITABIN-200MG	42	PEG ADRIB 20	PEG L DOXORUBICINE - 20MG
43	ADSIDE 100 MG	ETOPOSIDE 100MG	44	ADBEN - 100	BENDAMUSTINE HCL
45	ADPEM 100	PEMETREXED 100 MG	46	ADDCURE	CREAM FOR RADIATION DERM
47	ADPEM 500	PEMETREXED 500 MG	48	ADFILL CAP	FILLGRASTIN

49	BORTIAD 3.5 MG	BORTIZUMAB 3.5 MG	50	ADFILL INJ	PEGFILGRASTIM
51	BORTIAD 2.0 MG	BORTIZUMAB 2.0 MG	52	ADMERK	MERCAPTOPUINE 50 MG
53	ADGRAM	GRANISETRON HCL	54	ADCYCLO	CYCLOPHOSPHAMIDE 50 MG
55	ADFLU - 50 MG	FLUDARABIN PHOSPHATE 50ML	56	LETRAFEM	LETRAZOLE 2.5 MG
57	LUPARD 11.25 MG	LEUPROLIDE ACETATE 11.25 MG	58	ADBIRON 250 MG	ABIRATERONE ACETATE
59	EMETANT IV 150 MG	APREPITANT IV 150 MG	60	ADGEF	GEFITINIB-250 MG
61	FISTENT INJ 5ML	FULVESTRANT 5ML	62	ADMINE 100	IMATINIB 100MG
63	ADCUMIN CAPS	CURCUMIN LONGA 500 MG			

OUR STRENGTH

Focus on oncology segment

As on March 31, 2017 our company had a portfolio of over 50 products catering to various oncology diseases including breast, brain, bone, lung cancer. Our Oncology portfolio includes key brands such as Adoxi, Bortiad, Capad, Adgef, Erlotad, Admine, Adpenm, Adricin .We enjoy a considerable market presence in the oncology segment which we believe will enable us to grow further and generate sustainable revenue.

Registered Products

Our Company presently has 18 product registrations in various countries. The company dispatches currently to these countries only those products / brands which are registered in the respective countries. Our Company has is in the process of making additional 12 applications for product registration in various countries.

Experienced Promoters and Management Team

Our Company has experienced management and employees in the business who are capable of meeting the requisite requirements of our customers. Our experienced management and employees has successfully expanded our business through proper customization under the guidance of our Managing Director and thereby increasing our revenues. Our Company believes that the skills, industry and business knowledge and operating experience of our senior executives, provide us with a significant competitive advantage as we are set to expand our existing business to newer geographic markets. We also have a qualified senior management team with diverse experience in the pharmaceutical industry, including in the areas of regulatory affairs, manufacturing, quality control, supply chain management, sales and marketing and finance.

OUR BUSINESS STRATEGIES

We intend to strengthen our position across identified pharmaceutical formulations in India and further expand our operations both in domestic and international markets in order to achieve long-term sustainable growth and increase shareholder value. Our principal strategies and initiatives to achieve these objectives are set out below.

Focus on increasing our export business

We believe that our growth in international markets will result from the growing demand for anti cancer drugs, access to affordable high - quality medicine and new product opportunities. . Our broad strategic initiatives for international markets include offering a wide product portfolio with a well established product pipeline to support the growth in our existing markets, developing a broader market penetration strategy, territory-specific marketing and establishing our presence in developed markets such as Europe,.

Expansion of business activity by tapping potential market in other parts of the Country

Considering the huge potential of the pharmaceutical industry in India and in order to capitalize on the growth, we intend to expand our operations to other regions of the country, besides the western region where we are currently present in order to expand our business.

Access new markets through obtaining more certifications

Our Company aims to position itself as a preferred supplier, by increasing the number of registration and marketing activities of its existing and new products, in international markets. Our Company intends to have EUGMP certificate

SWOT ANALYSIS

Strengths	Weakness
➢ In depth knowledge of promoter of industry and their decades of experience ➢ Focus on oncology segment ➢ Company has a good F&D centre where it develops newer molecules ➢ Company has its presence in all the major RCCs pan India ➢ P2P for Indian Companies l	➢ Underutilisation of manufacturing capacity ➢ Shortage of Raw Material
Opportunity	**Threats**
➢ Exploring Export Market ➢ Gap between demand and supply for generic Oncology products in Regulated Markets	➢ Change in regulatory norms in our country/ exporting countries ➢ Price erosion in generics degrade the market ➢ Malpractices by some players in industry affect overall performance of the emerging companies

HUMAN RESOURCES

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business.

As at August 31, 2017, we have 155 employees at our manufacturing facility. These employees look after our manufacturing operations including production, quality controls, technical and engineering support services, stores and administration. Further at our registered office we have 36 employees. These employees look after marketing, administration, accounting, secretarial and other functions. At our branch office, we have around 5 employees who mainly look after storage, packing and dispatch functions. Further we have a team who manage our marketing operations across different states of India. All these employees are guided and supervised by our directors. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work progress and skilled/ semi-skilled/ unskilled resources together with our strong management team have enabled us to successfully implement our growth plans.

Our employees are not currently unionized, and there have been no work disruptions, strikes, lock-outs or other employee unrest to date. The Company believes that its relations with its employees are good. We maintain safety standards in our facilities to ensure that none of our employees are exposed to any hazards.

COMPETITION

Our Company operates in the pharmaceutical sector which faces competition from domestic as well as international players. Competition emerges not only from the organized and unorganized sector but also from small and big players. Its competitiveness depends on several factors including quality, price and customer service. Internationally, competition typically comes from low-cost operations in other emerging countries.

We compete with our competitors on the basis of product quality, brand image, price and reliability. We continuously strive to increase our distribution channel to increase our domestic presence and for increasing our global reach, we are in process of obtaining new product registrations in overseas countries. We intend to continue compete vigorously to capture more market share and manage our growth in an optimal way by improving our brand image, increase our product offerings, satisfying customer’s demands, achieving operating efficiencies, etc.

INSURANCE

Our Company has insurance coverage which we consider reasonably sufficient to cover all normal risks associated with our operations and which we believe is in accordance with the industry standards. Further, our contractual obligations to our lenders also require us to obtain specific insurance policies.

We have taken insurance policies for a substantial majority of our assets at our office, factory and warehouse. These policies also insure us against the risk of earthquakes (fire and shock).Our policies are subject to customary exclusions and customary deductibles.

We believe that our insurance coverage is adequate for our business needs and operations. We will continue to review our policies to ensure adequate insurance coverage is maintained.

MARKETING

We have a marketing network for sales and marketing initiative which helps us maintain and develop our relationships with our existing customers and procure order from new customers. The efficiency of the marketing and sales network is critical success of our Company. Our success lies in the strength of our relationship with our distributors that have been associated with our Company.

We believe our relationship with our distributors is cordial and established as we receive repeat order flows. We intend to expand our existing customer base by reaching out to other geographical areas. Our marketing team is ready to take up challenges so as to scale new heights

SUMMARY OF FINANCIAL STATEMENTS

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED *ANNEXURE I*

(Rs. In Lacs)

Sr. No.	Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
1)	**Equity & Liabilities**					
	Shareholders' funds					
	a. Share capital	101.00	101.00	101.00	1.00	1.00
	b. Reserves & surplus	637.04	119.09	5.71	17.16	14.90
	Sub-total	**738.04**	**220.09**	**106.71**	**18.16**	**15.90**
2)	**Share application money pending allotment**	-	-	-	-	5.51
3)	**Non-current liabilities**	-	-	-	-	-
	a. Long-term borrowings	376.49	390.45	394.02	50.71	60.92
	b. Deferred tax liabilities (net)	-	-	-	-	-
	c. Long-term liabilities	-	-	-	-	-
	d. Long-term provisions	12.47	5.54	0.37		
	Sub-total	**388.96**	**395.99**	**394.39**	**50.71**	**60.92**
4)	**Current liabilities**					
	a. Short-term borrowings	375.15	384.05	42.58	46.68	49.61
	b. Trade payables	705.64	402.60	215.92	7.83	39.38
	c. Other current liabilities	163.20	114.96	41.26	11.82	5.42
	d. Short term provisions	83.39	2.68	0.05	0.36	0.47
	Sub-total	**1327.38**	**904.29**	**299.81**	**66.69**	**94.88**
	T O T A L (1+2+3+4)	**2,454.38**	**1,520.37**	**800.91**	**135.56**	**176.85**
5)	**Non-current assets**					
	a. Fixed assets					
	i. Tangible assets	1,112.43	909.63	106.65	106.65	106.65
	ii. Intangible assets					
	Less Accumulated Depreciation	299.95	176.08	52.16	42.30	33.94
	iii.Capital work in progress	-	-	570.82	-	-

Sr. No.	Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
	Net Block	812.48	733.55	625.32	64.35	72.71
	b.Non-current investments	-	-	-	-	-
	c.Deferred Tax Assets (Net)	-	-	-	-	-
	c. Long term loans &advances	20.68	6.82	6.82	1.25	1.25
	d. Other non-currentassets					
	Sub-total	2245.54	1826.80	1361.77	214.56	214.56
6)	**Current assets**					
	a. Current investments	-	-	-	-	-
	b. Inventories	239.68	285.86	127.72	29.19	47.37
	c. Trade receivables	1,051.42	440.01	8.08	28.66	40.13
	d. Cash and bank balances	14.42	12.83	5.65	0.58	1.06
	e. Short term loans & advances	312.07	39.16	24.03	9.05	11.85
	f. Other current assets	3.63	2.14	3.29	2.48	2.48
	Sub-total	1621.22	780.00	168.77	69.96	102.89
	T O T A L (5+6)	**2,454.38**	**1,520.37**	**800.91**	**135.56**	**176.85**

STATEMENT OF PROFIT AND LOSS AS RESTATED ***ANNEXURE II***

(Rs. in Lacs)

Sr. No.	Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
	INCOME					
	Revenue from Operations	4,165.27	2,637.72	26.21	138.16	312.84
	Other income	2.90	1.75	0.03	0.19	0.15
	Total revenue (A)	**4,168.17**	**2,639.47**	**26.24**	**138.35**	**312.99**
	EXPENDITURE					
	Cost of materials consumed	2,403.99	1,532.51	25.86	83.56	247.15
	Purchase of stock-in-trade	-	-	-	-	-
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	-25.33	-19.58	-11.42	1.82	-0.35
	Employee benefit expenses	452.73	316.73	9.42	16.28	17.22
	Finance costs	82.10	66.15	2.27	8.52	11.47
	Depreciation and amortisation expenses	123.87	123.92	9.82	8.37	9.53
	Other expenses	612.87	506.35	1.70	17.63	23.57
	Total expenses (B)	**3,650.23**	**2,526.08**	**37.65**	**136.18**	**308.59**
	Net profit/ (loss) before exceptional, extraordinary items and tax, as restated	**517.94**	**113.39**	**-11.41**	**2.17**	**4.40**
	Exceptional items					
	Net profit/ (loss) before extraordinary items and tax, as restated	**517.94**	**113.39**	**- 11.41**	**2.17**	**4.40**
	Extraordinary items					
	Net profit/ (loss) before tax, as restated	**517.94**	**113.39**	**- 11.41**	**2.17**	**4.40**
	Tax expense:					

Sr. No.	Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
	(i) Current tax	105.60	23.12	-	0.41	0.84
	(ii) Minimum alternate tax	(105.60)	(23.12)	-	(0.41)	(0.84)
	(ii) Deferred tax (asset)/liability					
	Total tax expense					
	Profit/ (loss) for the year/ period, as restated	**517.94**	**113.39**	**- 11.41**	**2.17**	**4.40**
	Earning per equity share(face value of Rs. 10/- each): **Basic & Diluted (Rs.)**	**51.28**	**11.23**	**-2.50**	**21.80**	**44.00**
	Adjusted earning per equity share(face value of Rs. 10/- each): **Basic & Diluted(Rs.)**	8.69	1.90	-0.19	0.04	0.09

STATEMENT OF CASH FLOW AS RESTATED ***ANNEXURE III***

Rs. (in Lacs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Cash flow from operating activities:					
Net profit before tax as per statement of profit and loss	517.95	113.39	(11.42)	2.18	4.40
Adjusted for:					
Preliminary expenses	-	-	-	0.09	0.09
Provision for gratuity	7.12	5.69	0.42	-	-
Depreciation & amortization Expense	123.87	123.92	9.82	8.37	9.53
MAT Credit of Earlier Year	-	-	-	-	1.41
Share application money pending allotment	-	-	-	(5.15)	-
Interest Expense	78.23	63.30	2.24	8.52	11.47
Interest income	(2.85)	(1.75)	(0.03)	(0.19)	(0.15)
Operating cash flow before working capital changes	**724.32**	**304.55**	**1.03**	**13.82**	**26.75**
Adjusted for:					
Inventories	46.20	(158.16)	(98.52)	18.17	(6.84)
Trade Receivables	(611.41)	(431.93)	20.58	11.48	34.12
Loans & Advances and Other Current Assets	(288.26)	(13.96)	(21.35)	2.80	(4.41)
Trade Payables	303.04	186.68	208.09	(31.55)	(45.28)
Other Current Liabilities & Provisions	244.81	100.58	29.07	6.76	(3.38)
Cash generated from/ (used in) operations	**418.70**	**(12.25)**	**138.90**	**21.47**	**0.94**
Income taxes paid	(116.06)	(24.78)	-	(0.47)	(0.90)
Net cash generated from/ (used in) operating activities (A)	**302.64**	**(37.03)**	**138.90**	**21.00**	**0.04**
Cash flow from investing activities:					
Purchase of fixed assets	(202.80)	(232.16)	(570.82)	-	(3.47)
Intrest Income	2.85	1.75	0.03	0.19	0.15
Net cash flow from/(used) in investing activities (B)	**(199.95)**	**(230.41)**	**(570.79)**	**0.19**	**(3.32)**
Cash flow from financing activities:					
Proceeds from issue of equity shares	-	-	100.00	-	-

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Net Increase /(Decrease) in Borrowings	(22.87)	337.92	339.20	(13.15)	14.80
Interest Paid	(78.23)	(63.30)	(2.24)	(8.52)	(11.47)
Net cash flow from/(used in) financing activities (C)	**(101.10)**	**274.62**	**436.96**	**(21.67)**	**3.33**
Net increase/(decrease) in cash & cash equivalents (A+B+C)	1.59	7.18	5.07	(0.48)	0.05
Cash & cash equivalents as at beginning of the year	12.83	5.65	0.58	1.06	1.01
Cash & cash equivalents as at end of the year	**14.42**	**12.83**	**5.65**	**0.58**	**1.06**

I. The Cash Flow statement has been prepared under Indirect method as per Accounting Standard-3 "Cash Flow Statements"

II. Figures in Brackets represent outflows

The above statement should be read with the Restated Statement of Assets and Liabilities, Statement of Profit and loss, Significant Accounting Policies and Notes to Accounts as appearing in Annexure I,II, IV(A) respectively.

THE ISSUE

The following table summarizes the Issue details:

Particulars	Details of Equity Shares
Public Issue of Equity Shares	Upto 22,96,000 Equity Shares of face value of Rs.10/- each fully paid of the Company for cash at price of Rs. 85/- per Equity Share aggregating Rs. 1951.60 lakhs
Of which:	
Market Maker Reservation Portion	Upto 1,29,600 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs.85/- per Equity Share aggregating Rs.110.16 lakhs
Net Issue to the Public*	Upto 21,66,400 Equity Shares of face value of Rs.10/- each fully paid of the Company for cash at price of Rs.85/- per Equity Share aggregating Rs. 110.16 lakhs
	Of which:
	Upto 10,83,200 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs.85/- per Equity Share aggregating Rs. 920.72 lakhs will be available for allocation for allotment to Retail Individual Investors of up to Rs. 2 lakhs
	Upto 10,83,200 Equity Shares of face value of Rs. 10 /- each fully paid of the Company for cash at price of Rs.85/-- per Equity Share aggregating Rs. 920.72 lakhs will be available for allocation to investors above Rs. 2 lakhs
Pre and Post Issue Equity Shares	
Equity Shares outstanding prior to the Issue	63,35,500 Equity Shares
Equity Shares outstanding after the Issue	Upto 86,49,500 Equity Shares
Use of Proceeds(Objects of the Issue)	For further details please refer chapter titled *"Objects of the Issue"* beginning on page 83 of this Prospectus for information on use of Issue Proceeds

Notes: The Issue has been authorized by the Board of Directors *vide* a resolution passed at its meeting held on August 14, 2017 and by the shareholders of our Company *vide* a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on August 17, 2017.This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time.

*As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue, the allocation in the net Issue 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 (a) or (b) above may be allocated to the applicants in the other category.

If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage

For further details please refer to section titled *'Issue Information'* beginning on page 283 of this Prospectus.

GENERAL INFORMATION

Our company was incorporated as Beta Drugs Private Limited by Inpeet Singh and Gaganpeet Kaur under the provision of the companies Act, 1956 vide certificate of incorporation dated September 21, 2005. Subsequently, our company was taken over by Kiran Goyal, Deepak Kumar, Prince Bharti and Rohit Bansalin the year 2013. Our current promoters Vijay Kumar Batra took over the company from Kiran Goyal, Deepak Kumar Prince Bharti and Rohit Bansal in the year 2014. Subsequently, our Company was converted in to public limited company pursuant to Shareholders Resolution passed at the Extra-Ordinary General Meeting of our Company held on July 24, 2017 and the name of our Company was changed to "Beta Drugs Limited" pursuant to issuance of fresh Certificate of Incorporation consequent upon conversion of Company from Private to Public Limited dated August 11, 2017 issued by the Registrar of Companies, Himachal Pradesh. The Corporate Identification Number of our Company is U24230HP2005PLC028969.

For further details of Business, Incorporation, Change of Name and Registered Office of our company, please refer to chapter titled "Our Business" and "Our History and Certain Other Corporate Matters" beginning on page 135 and page 169 of this Prospectus.

REGISTERED OFFICE AND CORPORATE OFFICE OF OUR COMPANY

Beta Drugs Limited
Village Nandpur Baddi
Himachal Pradesh-17410 India
Tel: 01795-236196
Fax: Not Available
Email: info@betadrugslimited.com
Website: www.betadrugslimited.com
Corporate Identification Number: U24230HP2005PLC028969.

REGISTRAR OF COMPANIES

Registrar of Companies,
Corporate bhawan, Plot No.4 B,
Sector 27 B, Madhya Marg, Chandigarh - 160019
Website: www.mca.gov.in

DESIGNATED STOCK EXCHANGE

Emerge Platform of NSE (NSE EMERGE)
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051, Maharastra, India

BOARD OF DIRECTORS OF OUR COMPANY

Sr. No.	Name	Age (in Years)	DIN	Address	Designation
1.	Vijay Kumar Batra	63	01089968	Kotho No. 55 Sector 12 Panchkula 134109 Haryana, India	Managing Director
2.	Balwant Singh	47	01083215	H No. 810 Iind Floor Sector 9 Panchkula 134109 Haryana, India	Whole time Director
3.	Varun Batra	32	02148383	H No. 810 Iind Floor Sector 9 Panchkula 134109 Haryana, India	Whole time Director

Sr. No.	Name	Age (in Years)	DIN	Address	Designation
4.	Neeraj Batra	59	02229217	H No. 810 Iind Floor Sector 9 Panchkula 134109 Haryana, India	Whole time Director
5.	Rahul Batra	34	02229234	H No. 810 Iind Floor Sector 9 Panchkula 134109 Haryana, India	Whole time Director
6.	Nipun Arora	33	05333399	House No. 1225, Sector 21, Panchkula- 134116, Haryana, India	Additional Director
7.	Manmohan Khanna	64	07888319	House No. 113, Sector 27- A, Chandhigarh-160019, Chandigarh, India	Additional Director
8.	Rohit Parti	41	07889944	House No. 687, Sector 10, Panchkula- 134113, Haryana, India	Additional Director

For further details of our Directors, please refer to the chapter titled *"Our Management"* beginning on page 172 of this Prospectus

CHIEF FINANCIAL OFFICER

Jayant Kumar
Village Nandpur Baddi
Himachal Pradesh-17410 India
Tel: 01795-236196
Fax: Not Available
Email: cfo@betadrugslimited.com
Website: www.betadrugslimited.com

COMPANY SECRETARY & COMPLIANCE OFFICER

Rajni Brar
Village Nandpur Baddi
Himachal Pradesh-17410 India
Tel: 01795-236196
Fax: Not Available
Email: cs@betadrugslimited.com
Website: www.betadrugslimited.com

Investors may contact our Company Secretary and Compliance Officer and / or the Registrar to the Issue and / or the Lead Manager, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, credit of allotted Equity Shares in the respective beneficiary account or unblocking of ASBA Account, etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB to whom the Application was submitted, giving full details such as name, address of the applicant, number of Equity Shares applied for, Amount blocked, ASBA Bank Account number and the Designated Branch of the relevant SCSBs to whom the Application Form was submitted by the Applicants. (at ASBA Locations) where the ASBA Form was submitted by the ASBA applicants.

STATUTORY AUDITOR

Kalra Rai & Associates
Kothi no.667,Sector 43 A,
Chandigrah, India
Tel No.: 9888066743
Email:kalrarai@gmail.com
Contact Person: Lajpat Rai Kalra
Firm Registration No.:008859N
Membership No.:087438

PEER REVIEWED AUDITOR

M/s. R. T. Jain & Co.
2nd Floor, Lotus Building,
59, Mohammed Ali Road,
Mumbai-400 003,
Maharashtra, India.
Tel: + 91 22 23465218
Fax: + 91 22 23464955
E-mail: info@rtjainandco.in
Contact Person: CA Bankim Jain
Firm Registration No.: 103961W/W100182
M/s. R.T Jain & Co holds a peer reviewed certificate dated September 20, 2011 issued by the Institute of Chartered Accountants of India

LEAD MANAGER

Pantomath Capital Advisors Private Limited
406-408, Keshva Premises, Behind Family Court,
Bandra Kurla Complex, Bandra (East)
Mumbai- 400051, Maharashtra, India
Tel: +91 22 6194 6719
Fax: + 91 22 2659 8690
Email: ipo@pantomathgroup.com
Website: www.pantomathgroup.com
Contact Person: Bharti Ranga
SEBI Registration No: INM000012110

REGISTRAR TO THE ISSUE

Link Intime India Private Limited
C-101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai 400083, Maharashtra, India.
Tel: 022-49186200
Fax: 022-49186195
Email:betadrugs.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration Number: INR000004058

LEGAL ADVISOR TO THE ISSUE

M V Kini, Law Firm
Kini House, 216/263, 1st Floor, Near Citi Bank,
D.N. Road, Fort, Mumbai - 400 001, Maharashtra, India
Tel: +91 22 22612527/28/29
Fax: +91 22 22612530
E-mail: vidisha@mvkini.com

Contact Person: Vidisha Krishan
Website: www.mvkini.com

BANKER TO THE COMPANY

ICICI Bank Limited **Tel:** 0172-5064230 **Email:** dharmesh.P@icicibank.com **Contact Person:** Dharmesh Parmar **Website: www.icicibank.com**	**Vijaya Bank** **Tel:** 0172-25655450172 **Fax No:** 0172-258616 **EmailId**: Vb8304@vijayabank.co.in **Website:** vijayabank.com **Contact Person:** Rajneesh Arora	**Axis Bank Limited** **Tel:** 0172-4617307 **Email:** Manimajra.operations@axisbank.com **Contact Person:** Mr. Rohan Uniyal **Website:** Axisbank.com

PUBLIC ISSUE BANK / BANKER TO THE ISSUE / REFUND BANKER

ICICI Bank Limited
Capital Market Division,1st Floor, 122
Mistry Bhavan, Dinshaw Vachha Road
Backbay Reclamation,Churchgate,
Mumbai-400 020
Tel: (91) 022 66818907
Fax: (91) 022 22611138
Email: upendra.tripathi@icicibank.com
Contact Person: Ms Upendra Tripathi
Website: www.icicibank.com
SEBI Registration Number: INBI00000004

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/sebiweb/home/list/5/33/0/0/Recognition-Intermediaries. For details on Designated Branches of SCSBs collecting the ASBA Bid Form, please refer to the above-mentioned SEBI link.

REGISTERED BROKERS

Bidders can submit Bid cum Application Forms in the Issue using the stock broker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the websites of the NSE Ltd., as updated from time to time. In relation to ASBA Bids submitted to the Registered Brokers at the Broker Centres, the list of branches of the SCSBs at the Broker Centres named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS

The list of the RTAs eligible to accept Bid cum Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of Stock Exchange at NSE Ltd., as updated from time to time.

COLLECTING DEPOSITORY PARTICIPANTS

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

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. 10,000 Lakhs. Since the Issue size is only of Rs.1951.60 lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per the Clause 52 of the SME Listing Agreement to be entered into with NSE Ltd. upon listing of the Equity Shares the Audit Committee of our Company as per section 177 of Companies Act, 2013, would be monitoring the utilization of the proceeds of the Issue.

INTER-SE ALLOCATION OF RESPONSIBILITIES

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

EXPERT OPINION

RT Jain & Co LLP, Chartered Accountants, have provided their written consent for the inclusion of the report on the restated financial statements in the form and context in which it will appear in the Prospectus and Prospectus and the statement of tax benefits and to be named as an expert in relation hereto, and such consent has not been withdrawn at the time of delivery of this Prospectus to Stock Exchange. Except the report of the Peer Reviewed Auditor 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 Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated August 28, 2017 and pursuant to the terms of the underwriting agreement; obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite 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
Pantomath Capital Advisors Private Limited 406-408, Keshava Premises Co-Op Soc. Ltd. Bandra Kurla Complex, Bandra (East) Mumbai 400051 **Tel:** 022 61946700/725 **Fax:** 022 26598690 **Email:** ipo@pantomathgroup.com **Contact Person:** Madhu Lunawat **SEBI Registration Number**: INM000012110	22,96,000	1951.60	100%
Total	22,96,000	**1951.60**	**100%**

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.

Includes 1,29,600 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 106 V(4) of the SEBI (ICDR) Regulations, 2009, as amended.

DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company and the Lead Manager have entered into a tripartite agreement dated August 28, 2017 with the following Market Maker, duly registered with NSE Ltd. to fulfil the obligations of Market Making:

Pantomath Stock Brokers Private Limited
406-408, Keshava Premises, Behind Family Court
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051, Maharashtra, India
Tel: +91 22 61946700
Fax: +91 22 26598690
E-mail: broking@pantomathgroup.com
Website: www.pantomathbroking.com
Contact Person: Mahavir Toshniwal
SEBI Registration No.: INZ000068338

Pantomath Stock Brokers Private Limited, registered with EMERGE platform of National Stock Exchange of India Limited will act as the Market Maker and has agreed to receive or deliver of 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 any 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 NSE Ltd. 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. The spread (difference between the sell and the buy quote) shall not be more than 10% or as specified 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. Based on the IPO price of Rs. 85 the minimum lot size is 1600 Equity shares thus minimum depth of the quote shall be Rs. 1.36 Lakhs until the same, would be revised by NSE.

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 upto 1,29,600 Equity Shares out to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% Equity Shares would not be taken in to consideration of computing the threshold of 25% 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, NSE Ltd. 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 the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Pantomath Stock Brokers Private Limited is acting as the sole Market Maker.

7. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on Emerge Platform of NSE Ltd. and market maker will remain present as per the guidelines mentioned under NSE Ltd. and SEBI circulars.
8. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
9. The Market Maker(s) shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).
   In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(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. Further the Company and the Lead Manager reserves 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 particulars point of time. The Market Making Agreement is available for inspection at our Corporate Office from 11.00 a.m. to 5.00 p.m. on working days.

10. Emerge Platform 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 Ltd. can impose any other margins as deemed necessary from time-to-time.
11. Emerge Platform of NSE Ltd. 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.

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

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

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

CAPITAL STRUCTURE

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

Amount *(Rs.in lakhs except share data)*

No.	Particulars	Aggregate nominal value	Aggregate value at Issue Price
A.	**Authorised Share Capital**		
	1,00,00,000 Equity Shares of Rs. 10/- each	1000.00	
B.	**Issued, Subscribed and Paid-Up Share Capital before the Issue**		
	63,53,500 Equity Shares of face value of Rs. 10/- each	635.35	
C.	**Present Issue in terms of this Prospectus**		
	Issue of upto 22,96,000 Equity Shares of face value of Rs.10 each at a price of Rs. **85**/- per Equity Share	229.60	1951.60
	Consisting:		
	Reservation for Market Maker – upto 1,29,600 Equity Shares of face value of Rs. 10/- each reserved as Market Maker portion at a price of Rs.85/- per Equity Share	12.96	110.16
	Net Issue to the Public – upto 21,66,400 Equity Shares of face value of Rs. 10/- each at a price of Rs. **85**/- per Equity Share	216.64	1841.44
	Of the Net Issue to the Public		
	Allocation to Retail Individual Investors – upto 10,83,200 Equity Shares of face value of Rs. 10/- each at a price of Rs. **85**/- per Equity Share shall be available for allocation for Investors applying for a value of upto Rs. 2 lakhs	108.32	920.72
	Allocation to Other than Retail Individual Investors – upto 10,83,200 Equity Shares of face value of Rs. 10/- each at a price of Rs. **85**/- per Equity Share shall be available for allocation for Investors applying for a value of above Rs. 2 lakhs	108.32	920.72
D.	**Issued, Subscribed and Paid-Up Share Capital after the Issue**		
	Upto 86,49,500 Equity Shares of face value of Rs. 10/- each	864.95	
E.	**Securities Premium Account**		
	Before the Issue	252.48	
	After the Issue	1974.48	

The Issue has been authorised by the Board of Directors of our Company *vide* a resolution passed at its meeting held on August 14, 2017 and by the shareholders of our company vide a Special Resolution passed pursuant to Section 62 (1) (c) of Companies Act, 2013 at the Extra-Ordinary General Meeting held on August 17, 2017 .

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

1. **Details of changes in authorised Share Capital:**

Since the Incorporation of our Company, the authorised share capital of our Company has been altered in the manner set forth below:

Sr. No.	Change in authorized share capital	Date of AGM/EGM Resolution	AGM/EGM
1	The authorized share capital was of Rs. 5,00,000 divided into 50,000 Equity Shares of Rs. 10 each.	On Incorporation	
2	The authorised share capital of Rs. 5,00,000 consisting of 50,000 Equity Shares of Rs. 10/- each was increased to Rs. 1,00,00,000 consisting of 10,00,000 Equity Shares of Rs. 10/- each.	September 25, 2014	AGM
3	The authorised share capital of Rs. 1,00,00,000 consisting of 10,00,000 Equity Shares of Rs. 10/- each was increased to Rs. 1,01,00,000 consisting of 10,10,000 Equity Shares of Rs. 10/- each.	October 08, 2014	EGM
4	The authorised share capital of Rs. 1,01,00,000 consisting of 10,10,000 Equity Shares of Rs. 10/- each was increased to Rs. 10,00,00,000 consisting of 1,00,00,000 Equity Shares of Rs. 10/- each.	June 26, 2017	EGM

2. **History of Equity Share Capital of our Company**

Date of Allotment/ Fully Paid up	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Nature of consideration	Nature of Allotment	Cumulative no. of Equity Shares	Cumulative Paid -up Capital (Rs.)
On Incorporation	10,000	10	10	Cash	Subscription to MOA(1)	10,000	1,00,000
October 13, 2014	2,50,000	10	10	Cash	Rights Issue (2)	2,60,000	26,00,000
October 15, 2014	2,50,000	10	10	Cash		5,10,000	51,00,000
October 20, 2014	2,50,000	10	10	Cash		7,60,000	76,00,000
November 01, 2014	2,50,000	10	10	Cash		10,10,000	1,01,00,000
July 26, 2017	49,49,000	10	NA	Other than Cash	Bonus Issue (3)	59,59,000	5,95,90,000
August 17, 2017	3,94,500	10	74	Cash	Right Issue (4)	63,53,500	6,35,35,000

1) Initial Subscribers to Memorandum of Association subscribed 10,000 Equity Shares allotted on September 21, 2005 of face value of Rs. 10/-each fully paid at par as per the details given below:

Sr. No.	Name of Allottees	No. of shares subscribed
1	Ipneet Singh	5,000
2	Gaganpreet Kaur	5,000
	Total	**10,000**

2) Rights Issue of 10,00,000 Equity Shares of face value of Rs. 10/- each in the ratio of 100 Equity shares for every 1 Equity Share held allotted on October 13, 2014, October 15, 2014, October 20, 2014 and November 01, 2014 as per the details given below:

Sr. No.	Name of Allottee	No. of shares Allotted
1	Vijay Batra*	10,00,000
	Total	**10,00,000**

*Our Company has allotted 10,00,000 Equity Shares to Vijay Batra on Rights Basis including rights of 2,50,000 each renounced by Varun Batra and Rahul Batra in favour of him during the offer period between October 08, 2014 to November 09, 2014.

3) Bonus Issue of 49,49,000 Equity Shares of face value of Rs. 10/- each fully paid at par as on in the ratio of 4.9 Equity Share for every 1 Equity Share held allotted on July 26, 2017 as per the details given below:

Sr. No.	Name of Allottee	No. of shares Allotted
1	Vijay Batra	49,20,580
2	Varun Batra	12,250
3	Rahul Batra	12,250
4	Neeraj Batra	2,450
5	Balwant Singh	490
6	Aditi Batra	490
7	Heena Batra	490
	Total	**49,49,000**

4) Rights Issue of 3,94,500 Equity Shares at a price of Rs. 74/- including premium of Rs. 64/- issued on Rights basis pursuant to the resolution dated August 17, 2017 as per the details given below:

Sr. No.	Name of Allottee*	No. of shares Allotted
1.	Gurdeep Singh	75,000
2.	Sandla Bhandari	75,000
3.	Vishal Bhandari	25,000
4.	Vikas Bhandari	50,000
5.	Value Worth Capital Management Private Limited	75,000
6.	Amit Singla	7,000
7.	Pushpa Gupta	7,000
8.	Raj Thapar Dulari	7,000
9.	Swapan Khandelwal	15,000
10.	Pankaj Sharma	10,000
11.	Jai Bhagwan	6,500
12.	Sanjay Kumar Goyal	21,000
13.	Leslie Farias	7,000
14.	Nitika Thakur	14,000
	Total	**3,94,500**

*All the rights were renounced in favor of abovementioned allottees.

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

Date of Allotment / Fully paid-up	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Reasons for allotment	Benefits accrued to our Company	Allottees	No. of Shares allotted
July 26, 2017	49,49,000	10	NA	Bonus Issue	Capitalization of Reserves	Vijay Batra	49,20,580
						Varun Batra	12,250
						Rahul Batra	12,250
						Neeraj Batra	2,450
						Balwant Singh	490
						Aditi Batra	490
						Heena Batra	490

4. No Equity Shares have been allotted pursuant to any scheme approved under Section 230-240 of the Companies Act, 2013.
5. Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
6. Except as mentioned below, no shares have been issued at price below Issue Price within last one year from the date of this Prospectus:-

Date of Allotment / Fully paid-up	No. of Equity Shares allotted	Face value (Rs.)	Issue Price (Rs.)	Reasons for allotment	Benefits accrued to our Company	Allottees	No. of Shares allotted
July 26, 2017	49,49,000	10	NA	Bonus Issue	Capitalization of Reserves	Vijay Batra	49,20,580
						Varun Batra	12,250
						Rahul Batra	12,250
						Neeraj Batra	2,450
						Balwant Singh	490
						Aditi Batra	490
						Heena Batra	490
August 17, 2017	3,94,500	10	74	Right Issue		Gurdeep Singh	75,000
						Sandla Bhandari	75,000
						Vishal Bhandari	25,000
						Vikas Bhandari	50,000
						Value Worth Capital Management Private Limited	75,000
						Amit Singla	7,000
						Pushpa Gupta	7,000
						Raj Thapar Dulari	7,000
						Swapan Khandelwal	15,000
						Pankaj Sharma	10,000
						Jai Bhagwan	6,500
						Sanjay Kumar Goyal	21,000
						Leslie Farias	7,000
						Nitika Thakur	14,000

7. **Build-up of Promoters' shareholding, Promoters' contribution and lock-in**

i. Build Up of Promoter's shareholdings

As on the date of this Prospectus, our Promoter, Vijay Batra, holds 59,24,780 Equity Shares of our Company. None of the Equity shares held by our Promoter are subject to any pledge.

1) Vijay Batra

Date of Allotment / Transfer / when made fully paid up	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %
August 01,	5,000	10	150	Acquisition	0.08%	0.06%

Date of Allotment / Transfer / when made fully paid up	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition / Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post- issue shareholding %
2014						
October 13, 2014	2,50,000	10	10	Rights Issue	3.93%	2.89%
October 15, 2014	2,50,000	10	10	Rights Issue	3.93%	2.89%
October 20, 2014	2,50,000	10	10	Rights Issue	3.93%	2.89%
November 01, 2014	2,50,000	10	10	Rights Issue	3.93%	2.89%
June 28, 2017	(500)	10	70	Transfer	-0.01%	-0.01%
June 28, 2017	(100)	10	70	Transfer	-0.00%	-0.00%
June 28, 2017	(100)	10	70	Transfer	-0.00%	-0.00%
June 28, 2017	(100)	10	70	Transfer	-0.00%	-0.00%
July 26, 2017	49,20,580	10	NA	Bonus Issue	77.45%	56.89%
Total	59,24,780				**93.25%**	**68.50%**

ii. 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 Equity Share capital of our Company held by our Promoter shall be considered as Promoter's 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 Promoters have given written consent to include such number of Equity Shares held by them and subscribed by them as a part of Promoters' Contribution constituting 20.02 % of the post issue Equity Shares of our Company and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution, for a period of three years from the date of allotment in the Issue. Details of the Promoters Contribution are provided herein below:

Date of Allotment/ made fully paid up	No. of Shares Allotted/ Transferred	Face Value	Issue Price	Nature of Allotment	% of Post Issue shareholding	Lock in Period	Source of Promoters contribution
Vijay Batra							
August 01, 2014	4200	10	150	Acquisition	0.05%	3 Years	Internal Accrual
October 13, 2014	2,50,000	10	10	Rights Issue	2.89%	3 Years	Internal Accrual
October 15, 2014	2,50,000	10	10	Rights Issue	2.89%	3 Years	Internal Accrual
October 20, 2014	2,50,000	10	10	Rights Issue	2.89%	3 Years	Internal Accrual

Date of Allotment/ made fully paid up	No. of Shares Allotted/ Transferred	Face Value	Issue Price	Nature of Allotment	% of Post Issue shareholding	Lock in Period	Source of Promoters contribution
November 01, 2014	2,50,000	10	10	Rights Issue	2.89%	3 Years	Internal Accrual
July 26, 2017	7,27,800	10	NA	Bonus Issue	8.41%	3 Years	Internal Accrual
Total	**17,32,000**				**20.02%**		

The minimum Promoters' contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as 'promoter' under the SEBI (ICDR) Regulations. The Equity Shares that are being locked in are not ineligible for computation of Promoters' contribution in terms of Regulation 33 of the SEBI ICDR Regulations. In connection, we confirm the following:

a) The Equity Shares offered for minimum 20% Promoters' contribution have not been acquired in the three years preceding the date of this Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoters' contribution;
b) The minimum Promoters' contribution does not include Equity Shares acquired during the one year preceding the date of this Prospectus at a price lower than the Issue Price;
c) No equity shares have been issued to our promoter upon conversion of a partnership firm during the preceding one year at a price less than the issue price.
d) The Equity Shares held by the Promoter and offered for minimum Promoters' contribution are not subject to any pledge;
e) All the Equity Shares of our Company held by the Promoter are in the process of being dematerialized; and
f) The Equity Shares offered for Promoter's contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoter for inclusion of its subscription in the Promoter's contribution subject to lock-in.

iii. Details of Share Capital locked in for one year

Other than the above Equity Shares that are locked in for three years, the entire pre-Issue Equity Share capital of our Company shall be locked-in for a period of one year from the date of allotment in the Public Issue.

iv. Other requirements in respect of lock-in:

Pursuant to Regulation 39 of the SEBI ICDR Regulations, the locked-in Equity Shares held by the Promoters, as specified above, can be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such scheduled commercial banks or public financial institution, provided that the pledge of the Equity Shares is one of the terms of the sanction of the loan.

Provided that securities locked in as Promoters' Contribution for 3 years under Regulation 36(a) of the SEBI ICDR Regulations may be pledged only if, in addition to fulfilling the above requirement, the loan has been granted by such scheduled commercial bank or public financial institution for the purpose of financing one or more of the objects of the Issue.

Further, pursuant to Regulation 40 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 37 of the SEBI (ICDR) Regulations, along with the Equity Shares proposed to be transferred, provided that lock-in on such Equity Shares will continue for the remaining period with the transferee and such transferee shall not be eligible to transfer such Equity Shares till the lock-in period stipulated under the SEBI (ICDR) Regulations has ended, subject to compliance with the Takeover Code, as applicable.

We further confirm that our Promoters' Contribution of 20.02% of the post Issue Equity Share capital does not include any contribution from Alternative Investment Fund.

8. Except as mentioned below, there were no shares purchased/sold by the Promoter and Promoter Group, directors and their immediate relatives during last six months.

Date of Transfer	Name of the Transferor	Name of the Transferee	Party Category	No. of Shares Allotted/ Transferred	Face Value	Issue/Transfer Price	Nature of Allotment
June 28, 2017	Vijay Batra	Mrs. Neeraj Batra	Promoter Group	500	10	70	Transfer
June 28, 2017	Vijay Batra	Mr. Balwant Singh	Public	100	10	70	Transfer
June 28, 2017	Vijay Batra	Mrs. Aditi Batra	Promoter Group	100	10	70	Transfer
June 28, 2017	Vijay Batra	Mrs. Heena Batra	Promoter Group	100	10	70	Transfer

9. **Our Shareholding Pattern**

The table below presents the shareholding pattern of our Company as per Regulation 31, of the SEBI Listing Regulations, 2015

i. Summary of Shareholding Pattern as on the date of this Prospectus:-

Category	Category of Shareholder	Nos. 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 equity shares held in dematerialized form***
								No of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
I	II	III	IV	V	VI	VII = IV + V+ VI	VIII	IX		X	XI = VII + X	XII		XIII		XIV
A	Promoter and Promoter Group	6	59,58,410	-	-	59,58,410	93.78	59,58,410	93.78	-	93.78	-	-	-	-	**59,58,410**
B	Public	15	3,95,090	-	-	3,95,090	6.22	3,95,090	6.22	-	6.22	-	-	-	-	
C	Non Promoter-Non Public	-	-	-	-	-		-	-	-	-	-	-	-	-	-
1	Shares underlying DRs	-	-	-	-	-		-	-	-	-	-	-	-	-	-
2	Shares held by Employee Trusts	-	-	-	-	-		-	-	-	-	-	-	-	-	-
	Total	21	63,53,500	-	-	63,53,500	**100.00**	63,53,500	**100.00**	-	**100.00**	-	-	-	-	**59,58,410**

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

***All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to Listing of Shares on NSE EMERGE.*

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

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

*** In terms of SEBI Listing Regulations, our Company shall ensure that the Equity Shares held by the Promoter / members of the Promoter Group shall be dematerialised prior to listing of Equity shares.

The details of the holding of securities (including shares, warrants, convertible securities) of persons belonging to the category Promoter and Promoter Group are as under:

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)
	Promoter				
1.	Vijay Batra	59,24,780	93.25%	59,24,780	68.50%
	Sub total (A)	**59,24,780**	**93.25%**	**59,24,780**	**68.50%**
	Promoter Group				
2.	Varun Batra	14,750	0.23%	14,750	0.17%
3.	Rahul Batra	14,750	0.23%	14,750	0.17%
4.	Neeraj Batra	2,950	0.05%	2,950	0.03%
5.	Aditi Batra	590	0.01%	590	0.01%
6.	Heena Batra	590	0.01%	590	0.01%
	Sub total (B)	**33,630**	**0.53%**	**33,630**	**0.39%**
	Total (A+B)	**59,58,410**	**93.78%**	**59,58,410**	**68.89%**

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in Rs.)
Vijay Batra	59,24,780	1.80

13. Except as mentioned below no persons belonging to the category "Public" who holds securities (including shares, warrants, convertible securities) of more than 1% of the total number of shares.

Sr. No	Name of the Shareholders	Pre Issue		Post Issue	
		No. of Equity Shares	%of pre issue Capital	No. of Equity Shares	%of post issue Capital
1	Gurdeep Singh	75,000	1.18	75,000	0.87
2	Sandla Bhandari	75,000	1.18	75,000	0.87
3	Value Worth Capital Management Private Limited	75,000	1.18	75,000	0.87

14. The lists of top 10 shareholders of our Company and the number of Equity Shares held by them as on the date of filing, ten days before the date of filing and two years before the date of filing of this Prospectus are set forth below:

a) Particulars of the top ten shareholders as on the date of filing this Prospectus:

Sr. No.	Name of Shareholders	Number of Equity Shares	% of Total Paid-Up Capital
1.	Vijay Batra	59,24,780	93.25%
2.	Gurdeep Singh	75,000	1.18%
3.	Sandla Bhandari	75,000	1.18%
4.	Value Worth Capital Management Private Limited	75,000	1.18%
5.	Vikas Bhandari	50,000	0.79%
6.	Vishal Bhandari	25,000	0.39%
7.	Sanjay Kumar Goyal	21,000	0.33%
8.	Swapan Khandelwal	15,000	0.24%
9.	Varun Batra	14,750	0.23%
10.	Rahul Batra	14,750	0.23%
	Total	**62,90,280**	**99.00%**

Note: - Our Company has 21 shareholders as on date of filing of this Prospectus.

b) Particulars of the top ten shareholders as at ten days prior to the date of filing of this Prospectus:

Sr. No.	Name of Shareholders	Number of Equity Shares	% of the Total Paid-Up Capital
1.	Vijay Batra	59,24,780	93.25%
2.	Gurdeep Singh	75,000	1.18%
3.	Sandla Bhandari	75,000	1.18%
4.	Value Worth Capital Management Private Limited	75,000	1.18%
5.	Vikas Bhandari	50,000	0.79%
6.	Vishal Bhandari	25,000	0.39%
7.	Sanjay Kumar Goyal	21,000	0.33%
8.	Swapan Khandelwal	15000	0.24%
9.	Varun Batra	14,750	0.23%
10.	Rahul Batra	14,750	0.23%
	Total	**62,90,280**	**99.00%**

c) Particulars of the top ten shareholders two years prior to the date of filing of this Prospectus:

Sr. No.	Name of Shareholders	Number of Equity Shares	% of the then Total Paid-Up Capital
1.	Vijay Batra	10,05,000	99.50
2.	Varun Batra	2,500	0.25
3.	Rahul Batra	2,500	0.25
	Total		**100.00**

Note: - Our Company had only 3 shareholders two years prior to the date of this Prospectus.

14. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Plan for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
15. Neither the Lead Manager viz. Pantomath Capital Advisors Private Limited, nor their associates hold any Equity Shares of our Company as on the date of this Prospectus.
16. Under-subscription in the net issue, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the EMERGE Platform of National Stock Exchange of India Limited.
17. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
18. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.
19. There are no Equity Shares against which depository receipts have been issued.
20. Other than the Equity Shares, there is no other class of securities issued by our Company.
21. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares have been listed. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the Issue, by way of split / consolidation of the denomination of Equity Shares. However our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
22. None of the persons/entities comprising our Promoter Group, or our Directors or their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the business of any such entity/individual or otherwise during the period of six months immediately preceding the date of filing of this Prospectus.
23. Our Company, our Promoters, our Directors and the Lead Manager have not entered into any buy back or standby or similar arrangements for the purchase of Equity Shares being offered through the Issue from any person.
24. There are no safety net arrangements for this public issue.
25. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest multiple of minimum allotment lot, while finalizing the Basis of Allotment. Consequently, the actual Allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-Issue paid up capital after the Issue would also increase by the excess amount of Allotment so made. In such an event, the Equity Shares held by our Promoters and subject to lock- in shall be suitably increased; so as to ensure that a minimum of 20% of the post Issue paid-up capital is locked in.
26. 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.

27. As on date of this Prospectus there are no outstanding warrants, options or rights to convert debentures loans or other financial instruments into our Equity Shares.
28. All the Equity Shares of our Company are fully paid up as on the date of the Prospectus. Further, since the entire issue price in respect of the Issue is payable on application, all the successful applicants will be issued fully paid-up equity shares and thus all shares offered through this issue shall be fully paid-up.
29. As per RBI regulations, OCBs are not allowed to participate in this Issue.
30. Our Company has not raised any bridge loans against the proceeds of the Issue.
31. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
32. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
33. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
34. No payment, direct or indirect in the nature of discount, commission, and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
35. Our Company has 21 shareholders as on the date of filing of this Prospectus.
36. Our Promoters and the members of our Promoter Group will not participate in this Issue.
37. Our Company has not made any public issue since its incorporation.
38. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
39. For the details of transactions by our Company with our Promoter Group, Group Companies during the financial years ended March 31, 2017, 2016, 2015, 2014 and 2013, please refer to paragraph titled "Details of Related Parties Transactions as Restated" in the chapter titled *"Financial Statements as restated"* on page 197 of this Prospectus.
40. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled "Our Management" beginning on page 172 of this Prospectus.

OBJECT OF THE ISSUE

Requirement of Funds

The proceeds of the Issue, after deducting Issue related expenses, are estimated to be 1951.60 lakhs (the **—Net Proceeds**)

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

1. Purchase of new plant and machinery and upgradation of our existing plant and machinery.
2. Civil Construction work at existing manufacturing unit.
3. To obtain registration of European Union GMP & Pharmaceutical Inspection Co-operation Scheme certificate
4. Working Capital requirements.
5. General Corporate Purpose.

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

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

ISSUE PROCEEDS

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

Particulars	Amount (Rs. in lakhs)*
Gross Proceeds from the Issue	1951.60
(Less) Issue related expenses	298.50
Net Proceeds	1653.10

**To be finalized on determination of Issue Price*

UTILIZATION OF NET PROCEEDS

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

(Rs. In Lakhs)

Sr. No.	Particulars	Estimated Amount*
1.	Purchase of new plant and machinery and upgradtion of our existing plant and machinery	741.68
2.	Civil Construction work at existing manufacturing unit.	127.80
3.	To obtain registration of European Union GMP & Pharmaceutical Inspection Co-operation Scheme	78.68
4.	Working Capital	294.97
5.	General Corporate Purpose*	409.98

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

SCHEDULE OF IMPLEMENTATION & DEPLOYMENT OF FUNDS:

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of

Implementation and deployment of funds set forth in the table below. As on the date of this Prospectus our Company has not deployed any funds towards the objects of the Issue

Amount (Rs In lakhs)

Activity	Amount to be funded from the(Net Proceeds)	Estimated Utilization of Net Proceeds(Financial Year 2018)	Estimated Utilization of Net Proceeds(Financial Year 2019)
Purchase of new plant and machinery and upgradtion of our existing plant and machinery	741.68	741.68	-
Civil Construction Work at existing manufacturing unit	127.80	127.80	-
To obtain registration of European Union GMP & Pharmaceutical Inspection Co-operation Scheme	78.68	-	78.68
Funding Working Capital Requirements	294.97	294.97	-
General corporate purposes(1)	409.98	409.98	-

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

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

Means Of Finance

The Purchase of new plant and machinery and upgradtion of our existing plant and machinery, Civil Construction Work at existing manufacturing unit, To obtain registration of European Union GMP & Pharmaceutical Inspection Co-operation Scheme certificate under our Objects will be entirely met through the Net Proceeds of the Issue and working capital requirements will be met through IPO proceeds to the extent of Rs. 294.97 lakhs and balance through bank loan, internal accrual and unsecured loan availed by the company

Accordingly, we confirm that we are in compliance with the requirement to make firm arrangements of finance under Regulation 4(2)(g) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

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.

The fund requirements are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. The actual costs would depend upon the negotiated prices with the suppliers/contractors and may vary from the above estimates. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing.

Details of the Object

1. **Purchase of new plant and machinery and upgradation of our existing plant and machinery**

The company proposes to acquire machineries and upgrade the existing plant and machinery at an estimated cost of about Rs. 741.68 lakhs. Presently, our existing manufacturing operations are conducted from our Baddi Unit located at Kharuni –Lodhimajra Road, Vil Nandpur, Baddi, Dist-Solan Himachal Pradesh, India

The detailed list of plant & machinery to be acquired and upgraded by the company provided are as under

Amount (Rs In lakhs)

Sr. No.	Description	Quotation By	Quantity	Rs. in Lakhs
1.	**Tablet/Capsule Section**	Saimach Pharmatech Pvt. Ltd.		
a)	SAIPRESS II-37 Station Model SPD II GMP Model		1	38.90
b)	Auto Coater-size-36” dia		1	32.00
c)	16 Station “D” Tooling (Model:SMD-16) Rotary Tablet Press Suitable for Single Layer GMP Model		1	22.50
d)	Tablet Coater-GMP Model Size 18” dia		1	25.00
	GST On Above			21.31
	Freight and Other Charges on above			2.37
2.	**Isolators-Tablet/Capsule Section**	GEE ESS KAY LIFECARE		
a)	Flexible Isolators for Granulation		1	36.45

b)	Flexible Isolators for Compression		1	18.25
c)	Flexible Isolators for Coating		1	24.30
d)	Flexible Isolators for Inspection		1	16.20
e)	Flexible Isolators for Sampling		1	16.60
f)	Flexible Isolators for Dispensing		1	16.60
g)	Flexible Isolators for Capsule		4	113.4
	GST On Above			43.52
	Freight and Other Charges on above			15.75
3.	**Integrated Plant Management System(BMS/PMS)**	GE India		
	Injection Section			
a)	Temp(0-500Deg)		18	4.30
b)	Temp Sensor(0-500Deg),RH % Sensor		4	0.58
c)	Differential Pressure Sensor		46	5.15
	Tablet Section			
a)	Temp(0-500Deg)		15	3.59
b)	Temp Sensor(0-500Deg),RH % Sensor		12	1.75
c)	Differential Pressure Sensor		30	3.36
	Micro Lab Section			
a)	Temp(0-500Deg)		3	0.72
b)	Differential Pressure Sensor		8	0.90
	Utility Section			
a)	Level Sensor(3step SS Rod)-Main Water Tank		4	0.43
b)	Utility Pressure Sensor(0-10 Bar)		4	0.89
c)	Main Power+ DG EM (MF Meter)		4	1.47
	Support Systems			
a)	Converters(RS485 to Ethernet)		12	3.82
b)	Controllers(DI,DO,AI &AO RTU)		8	2.92
c)	Panels for Power Supply+Panel Wiring		5	1.36
d)	Software(Movicon progia)		1	13.85
e)	Personal Computer linked to system		1	0.85
f)	Networking cost		800 Meters	3.76
g)	Wire and Wiring Charges(4 crore)		900 Meters	1.24
h)	Ethernet Cabel		600 Meters	1.32
i)	Conduits+Cabels Trays		500	2.07

			Meters	
j)	Fire Tank & Jockey Pump Status		2	0.28
k)	Boiler,DG,Chiller-Connect with software		5	0.52
l)	Sectionwise HMI		5	2.10
m)	RO Water Flow meter (Feed=Return)		2	1.57
n)	Actuated Valves-2 Way		24	3.50
o)	Actuated Valves-3 Way		18	3.13
p)	Connectors-Valve-Temperature		24	1.87
q)	Connector-Valve-RH%		18	1.20
r)	VFD's for Core AUH's –Injection		6	1.08
s)	VFD's for Core AUH's –Tablets		11	2.64
s)	VFD,Connector and Valve Installation		101	2.75
t)	Sensor installation		144	0.93
u)	Engineering Task,designing & Installation		30	5.40
	GST on above			14.56
	Freight and Other Charges on above			1.61
4.	**Particulate Counter**	MK Technology Private Limited		
a)	On- Line Particle Counting system with Built-in Vacuum Pump		1	23.28
b)	Air Particle counter 50 Lpm		1	8.22
	GST on above			5.67
	Freight and Other Charges on above			0.63
5.	**HPLC System**	Shimadzu (Asia Pacific PTE Ltd)	1	37.65 (USD58500@64.35)
	GST on above			7.31
	Freight and Other Charges on above			3.75
6.	**Filter Check 06 Integrity testing machine, with Laptop Interface Capable of** **1.Forward flow test(Air Diffusion Test)** **2.Bubble Point Test With IQ,OQ** **3.Wet Intrusion Test**	Advanced Microdevic ces (Pvt Ltd)	6	42.00
	GST on above			7.56
	Freight and Other Charges on above			0.84
7.	**Water System Upgradation**			48.00
8.	**Capsule filing Machine**	**New Brehz Engineering Works**	**1**	8.50
	Capsule Polishing Machine		**1**	6.50
	GST on above			4.20

	Freight and other charges on above		**1**	0.30
Total				**741.68**

2. **Civil Construction work at existing manufacturing unit**

   The company proposes to undertake certain civil construction at our existing manufacturing facility in order to accommodate the proposed machinery to be purchased at an estimated cost of Rs127.80 lakhs. The details of civil work to be undertaken at manufacturing building are as under:-

Sr. No.	Description	Quotation By	Rs. In Lakhs
1.	PUF insulated panelled walls.	AR. Arun Lakhanpal	
a)	Tablet/Capsule(540Sq.m@Rs.2250/)-		12.15
b)	Injection(450 Sq.m@Rs.2250/-)		10.12
2.	PUF insulated panel false ceiling with GI frame.	AR. Arun Lakhanpal	
a)	Tablet/Capsule(800Sq.m@Rs.2050/)-		16.40
b)	Injection(800 Sq.m@Rs.2050/-)		16.40
3.	Industrial epoxy flooring	AR. Arun Lakhanpal	
a)	Tablet/Capsule(44 Nos @Rs.20500/)-		18.00
b)	Injection(44 Nos @Rs.20500/-)		18.00
4.	PUF Insulated Double skinned door with hardware	AR. Arun Lakhanpal	
a)	Tablet/Capsule(44 Nos @Rs.20500/)-		9.02
b)	Injection(44 Nos @Rs.20500/-)		9.02
5.	CFM OF AHUNo. Of Units	AR. Arun Lakhanpal	
a)	500 (1 Unit @ Rs15000/-)		0.15
b)	700 (3 Unit @ Rs18000/-)		0.54
c)	800 (9 Unit @ Rs21500/-)		1.93
d)	1000 (4 Unit @ Rs24500/-)		0.98
e)	1200 (2 Unit @ Rs28500/-)		0.57
f)	1500 (7 Unit @ Rs43500/-)		3.04
g)	2000 (5 Unit @ Rs55500/-)		2.77
h)	2500 (1 Unit @ Rs65000/-)		0.65
i)	2800 (1 Unit @ Rs75000/-)		0.75
j)	3500 (2 Unit @ Rs85000/-)		1.70
k)	5000 (1 Unit @ Rs135000/-)		1.35
l)	7000 (1 Unit @ Rs165000/-)		1.65
6.	Modular Clean Room Wall Panels	Ozone Overseas Private Limited	0.13
7.	Riser Panels	Ozone Overseas Private Limited	0.22
8.	Metal Clean Doors	Ozone Overseas Private Limited	0.31
9.	Door Accessories	Ozone Overseas Private Limited	0.38
	GST @ 18% (on Item No 6,7,8,&9)		0.38
TOTAL			**127.80**

3. **<u>To obtain registration of European Union GMP & Pharmaceutical Inspection Co-operation Scheme</u>**

We propose to utilize Rs.78.68 lakhs towards consultancy fees and regulatory charges for European Union (EU) Good Manufacturing & Pharmaceutical Inspection Co-operation Scheme.

Sr. No.	Description	Quotation By	EURO/CHF	Rs. in Lakhs
1.	EU GMP Inspection and Certification Fees	Metina Pharma consulting Pvt. Ltd.	-	60.18
2.	EUGMP Fees	-	EURO 17400	13.12*
3.	PCI/S Certification	-	CHF 8100	5.37**
	TOTAL			**78.68**

*(1 EURO=75.40)

* *(1 CHF=66.32)

4. **<u>Working Capital</u>**

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, financing from various banks and financial institutions, unsecured loans and capital raising through issue of Equity Shares. As on March 31, 2017 our Company's cash credit limit was Rs.500 lakhs and our outstanding was Rs375.15 lakhs.

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

Basis of estimation of working capital requirement

***Amount* (Rs *In Lakhs*)**

Particulars	*Fiscal 2017*
Current Assets	
Inventories	
Raw material	180.76
Work in Progress	24.10
Finished goods	34.82
Trade Receivables	1051.42
Cash and Bank Balance	14.42
Short term loans & advances and other Current Assets	315.70
Total (A)	**1621.22**
Current Liabilities	
Trade Payables	705.64
Other Current Liabilities	163.20
Provisions	83.39
Total (B)	**952.23**

Total Working Capital (A)-(B)	**668.99**

On the basis of our existing working capital requirements and the projected working capital requirements, our Board pursuant to its resolution dated August 23, 2017 has approved the business plan for the three year period for Fiscals 2017, 2018, 2019. The projected working capital requirements for Fiscal 2019 are stated below:

***Amount* (Rs *In Lakhs*)**

Particulars	*Fiscal 2018*
Current Assets	
Inventories	
Raw material	510.56
Work in Progress	32.70
Finished goods	49.42
Trade Receivables	1489.08
Cash and Bank Balance	218.41
Short term loans & advances and Other current assets	489.98
Total (A)	**2790.06**
Current Liabilities	
Trade Payables	571.23
Other Current Liabilities	168.72
Total (B)	**739.95**
Total Working Capital (A)-(B)	**2050.11**
IPO Proceeds	294.97
Bank Loan	500.00
Internal Accrual/Unsecured Loan	1255.12

Assumption for working capital requirements

Assumptions for Holding Levels*

(In months)

Particulars	**Holding Level for Fiscal 2016**	**Holding Level for Fiscal 2017**	**Holding Level for Fiscal 2018 (Estimated)**
Current Assets			
Raw material	1.98	0.90	2.00
Work in Progress	0.08	0.09	0.10
Finished Goods	0.12	0.13	0.15
Trade Receivables	2.00	3.03	3.30
Current Liabilities			

Particulars	Holding Level for Fiscal 2016	Holding Level for Fiscal 2017	Holding Level for Fiscal 2018 (Estimated)
Trade Payables	2.68	3.62	2.00

Justification for "Holding Period" levels

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

Assets- Current Assets	
Raw Material	Our company intends to maintain raw material level of 2.00 months in 2017-18 against 0.90 of months in 2016-17 as we expect increase in growth of our business operations during the year .
Work In Progress	We have assumed Work In Progress level of 0.10 months in 2017-18 against 0.09 months in 2016-17 which is in line with the previous year level.
Finished Goods	We have assumed Finished goods level of 0.15 months in 2017-18 against 0.13 months in 2016-17 which is in line with the previous year level.
Trade receivables	We have assumed Trade Receivable level of 3.01 months in 2017-18 against 3.30 of months in 2016-17 which is slightly higher than previous year level as we intend to provide more credit to expand in other geographies.
Liabilities– Current Liabilities	
Trade Payables	Our creditors for goods based on restated financial statements were 3.62 months and 2.00 months for fiscal 2016 and fiscal 2017 respectively. Going forward we expect to prune our creditors days by infusing funds towards working capital from the net issue proceeds.

Our Company proposes to utilize Rs.294.97 lakhs of the Net Proceeds in Fiscal 2018 towards our working capital requirements.

Pursuant to the certificate dated August 23, 2017, Kalra Rai & Associates Chartered Accountant, have compiled the working capital estimates from the Restated Financial Information for the Financial Years 2016 and 2017 and the working capital projections as approved by the Board pursuant to its resolution dated August 28, 2017

5. **General Corporate Purpose**

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

- strategic initiatives

- brand building and strengthening of marketing activities; and
- On-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions.

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

ISSUE RELATED EXPENSES

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. 298.50 Lakhs.

Expenses	Expenses (Rs. in Lakhs)*	Expenses (% of total Issue expenses)	Expenses (% of Gross Issue Proceeds)
Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Registrars, Bankers etc.	268.50	89.95	13.76
Regulatory fees	15.00	5.03	0.77
Marketing and Other Expenses	15.00	5.03	0.77
Total estimated Issue expenses	298.50	100.00	15.30

As on date of the Prospectus, our Company has incurred Rs. 20.00 Lakhs towards Issue Expenses out of internal accruals.

***SCSBs will be entitled to a processing fee of Rs. 10/- per Application Form for processing of the Application Forms procured by other Application Collecting Intermediary and submitted to them on successful allotment.*

Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non Institutional Applicants, would be 0.5% on the Allotment Amount# on the Applications wherein shares are allotted.

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

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

BRIDGE FINANCING

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

INTERIM USE OF FUNDS

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

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

MONITORING UTILIZATION OF FUNDS

As the size of the Issue does not exceed Rs 1951.60, in terms of Regulation 16 of the SEBI Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

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

VARIATION IN OBJECTS

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

OTHER CONFIRMATIONS

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, Associates, Key Management Personnel or Group Companies except in the normal course of business and in compliance with the applicable law.

BASIS FOR ISSUE PRICE

The Issue Price of Rs.85/- 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 and on the basis of an assessment of Market demand for the equity shares through the fixed price process. The face value of the Equity Share is Rs. 10/- and Issue Price is Rs. 85/- per Equity Share and is 8.5 times the face value. Investors should read the following basis with the sections titled "Risk Factors" and "Financial Information" and the chapter titled "Our Business" beginning on page nos. 14, 197 and 135 respectively, of this Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments

QUALITATIVE FACTORS

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

- Experienced management team.
- Quality certifications
- Focus on oncology segment
- Product range

For further details, refer to heading "Our Competitive Strengths" under the chapter titled "*Our Business"* beginning on page 135 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 2015, 2016 and 2017 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1. **Basic and Diluted Earnings per Share (EPS) as per Accounting Standard 20**

Year ended	EPS (Rs.)	Weight
March 31, 2015	-0.19	1
March 31, 2016	1.90	2
March 31, 2017	8.69	3
Weighted average	**4.95**	

Note:-

1. The earnings per share has been computed by dividing net profit as restated, attributable to equity shareholders by restated weighted average number of equity shares outstanding during the period / year. Restated weighted average number of equity shares has been computed as per AS 20. The face value of each Equity Share is Rs. 10/-.
2. EPS is calculated after adjusting for issuance of 49,49,000 bonus shares affected on July 26, 2017. For details, see the section- Capital Structure of this Prospectus

2. **Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 85/- per Equity Share of Rs. 10 each fully paid up.**

Particulars	PE Ratio
P/E ratio based on Basic EPS for FY 2016-17	9.78

Particulars	PE Ratio
P/E ratio based on Weighted Average EPS	17.18
***Industry P/E**	
Lowest	22.20
Highest	71.48
Average	31.66

*Industry Composite comprises of Venus Remedies Limited, Cipla Limited, Natco Pharma Limited, Dr. Reddy, Cadila Healthcare.

3. Return on Net worth (RoNW)

Return on Net Worth ("RoNW") as per restated financial statements

Year ended	RoNW (%)	Weight
March 31, 2015	-10.70	1
March 31, 2016	51.52	2
March 31, 2017	70.18	3
Weighted Average	**50.48%**	

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

4. Minimum Return on Total Net Worth post issue needed to maintain Pre Issue EPS for the year ended March 31, 2017 is 27.95%

5. Net Asset Value (NAV)

Particulars	Rs per share
Net Asset Value per Equity Share as of March 31, 2017	12.39
Net Asset Value per Equity Share after the Issue	31.10
Issue Price per equity share	85

Net Asset Value per Equity Share has been calculated as net worth divided by number of equity shares outstanding at the end of the period.

Comparison with other listed companies

Companies	CMP	EPS	PE Ratio	RONW %	NAV (Per Share)	Face Value	Total Income (Rs. in lakhs)	PAT (Rs in lakhs)
Beta Drugs Limited	85	8.69	9.78	70.18	12.39	10	4168.17	517.94
Peer Group*								
Venus Remedies Ltd	91.90	4.14	22.20	1.04	370.41	10	37544.50	474.74
Cipla Limited	559.60	12.13	46.13	7.62	159.11	2	10974.58	97494.00
Natco Pharma Limited	726.20	28.27	25.69	29.11	97.40	2	201600.00	49480.00
Dr. Reddy's Laboratories	2029.50	83.05	24.44	11.93	699.67	5	1031100.00	138410.00

Companies	CMP	EPS	PE Ratio	RONW %	NAV (Per Share)	Face Value	Total Income (Rs. in lakhs)	PAT (Rs in lakhs)
Limited								
Cadila Healthcare Limited	462.50	6.47	71.48	10.00	64.63	1	385760.00	66190.00

Source-www.bseindia.com

Notes:

1. Considering the nature and size of business of the Company, the peers are not strictly comparable. However, above Companies have been included for broad comparison.
2. The figures for Beta Drugs Limited are based on the restated results for the year ended March 31, 2017.
3. Current Market Price (CMP) is the closing prices of respective scripts as on 23rd August, 2017.
4. The Issue Price of Rs.85 per Equity Share has been determined by the company in Consultation with LM and is justified on the above accounting ratio.

   For further details refer section titled “Risk Factors” beginning on page 14 of this Prospectus and the financials of the company including profitability and return ratio, as set out in the section titled “Financial Statements” beginning on page 197 of this Prospectus for a more informed view.

STATEMENT OF POSSIBLE TAX BENEFIT

To

The Board of Directors
Beta Drugs Limited
Village Nandpur,
Lodhimajra Road,
Baddi, Solan
Himachal Pradesh

Dear Sirs,

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

We hereby report that the enclosed annexure, prepared by the Management of the Company, states the possible special tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 ('Act') as amended by the Finance Act, 2016 (i.e applicable to Financial Year 2016-17 relevant to Assessment Year 2017-18), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

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

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

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

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

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

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

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

For R T Jain & Co. LLP
Chartered Accountants
Firm Registration No.103961W / W100182

(CA Bankim Jain)
Partner
Membership No. 139447

Mumbai, August 23, 2017

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY 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.

A. SPECIAL TAX BENEFITS TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

With reference to Notification No.1 (10)/2001-NER Government of India Ministry of Commerce & Industry (Department of Industrial Policy & Promotion) New Delhi, dated 7th January, 2003 toward New Industrial Policy and other concessions for the state of Uttaranchal and the state of Himachal Pradesh. Following Fiscal Incentives to new Industrial Units and to existing units on their substantial expansion:

(a) 100% (hundred percent) outright excise duty exemption in respect of very few products of the company for a period of 10 years from the date of commencement of commercial production.

(b) 100% income tax exemption for initial period of five years and thereafter 30% for companies and 25% for other than companies for a further period of five years for the entire states of Uttaranchal and Himachal Pradesh from the date of commencement of commercial production.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

The Shareholders of the Company are not entitled to any special tax benefits under the Act.

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 industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. You should read the entire Prospectus, including the information contained in the sections titled "Risk Factors" and "Financial Statements" and related notes beginning on page 14 and 197 respectively of this Prospectus before deciding to invest in our Equity Shares.

INTRODUCTION TO THE INDIAN PHARMACEUTICAL INDUSTRY

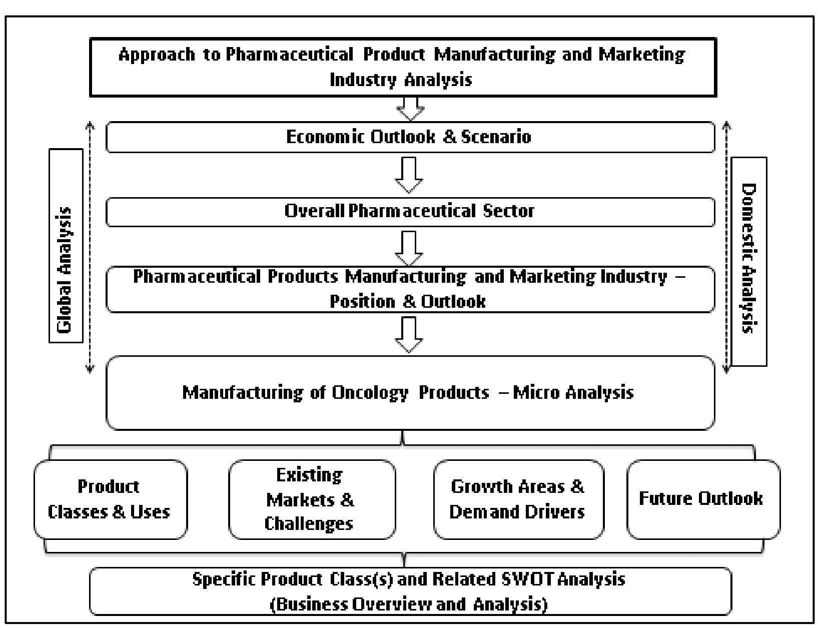
The Indian pharmaceuticals market is the third largest in terms of volume and thirteenth largest in terms of value, as per a report by Equity Master. India is the largest provider of generic drugs globally with the Indian generics accounting for 20 per cent of global exports in terms of volume. Of late, consolidation has become an important characteristic of the Indian pharmaceutical market as the industry is highly fragmented.

India enjoys an important position in the global pharmaceuticals sector. The country also has a large pool of scientists and engineers who have the potential to steer the industry ahead to an even higher level. Presently over 80 per cent of the antiretroviral drugs used globally to combat AIDS (Acquired Immuno Deficiency Syndrome) are supplied by Indian pharmaceutical firms.

The UN backed Medicines Patent Pool has signed six sublicences with Aurobindo, Cipla, Desano, Emcure, Hetero Labs and Laurus Labs, allowing them to make generic antiAIDS medicine TenofovirAlafenamide (TAF) for 112 developing countries

(Source: Indian Pharmaceuticals Industry Analysis - India Brand Equity Foundation - www.ibef.org)

APPROACH TO PHARMACEUTICAL PRODUCTS MANUFACTURING AND MARKETING INDUSTRY ANALYSIS



This Approach Note is developed by Pantomath Capital Advisors (P) Ltd ('Pantomath') and any unauthorized reference or use of this Note, whether in the context of Pharmaceuticals Industry and / or any other industry, may entail legal consequences.

Analysis of Pharmaceutical Products Manufacturing and Marketing Industry needs to be approached at both macro and micro levels, whether for domestic or global markets. Pharmaceutical Product Manufacturing and Marketing Industry forms part of Pharmaceutical Sector at a macro level. Hence, broad picture of Pharmaceutical Sector should be at preface while analysing the Pharmaceutical Product Manufacturing and Marketing Industry.

Pharmaceutical Sector comprises various industries, which in turn, have numerous sub-classes or products. One such major industry in the overall Pharmaceutical Sector is "Pharmaceutical Products Manufacturing and Marketing Industry", which in turn encompasses various segments such as Manufacturing of oncology drugs and products.

Thus, the micro analysis of segments such as manufacturing of oncology drugs and products should be analysed in the light of "Pharmaceutical Products Manufacturing and Marketing Industry" at large. An appropriate view on oncology products, anti-cancer tablets, capsules, injections and lyophilized injections Products Segment, then, calls for the overall economic outlook, performance and expectations of Pharmaceutical Sector, position of Pharmaceutical Products Manufacturing and Marketing Industry and micro analysis thereof.

GLOBAL ECONOMIC OVERVIEW

For India, three external developments are of significant consequence. In the short run, the change in the outlook for global interest rates as a result of the US elections and the implied change in expectations of US fiscal and monetary policy will impact on India's capital flows and exchange rates. Markets are factoring in a regime change in advanced countries, especially US macroeconomic policy, with high expectations of fiscal stimulus and unwavering exit from unconventional monetary policies. The end of the 20-year bond rally and end to the corset of deflation and deflationary expectations are within sight. Second, the medium-term political outlook for globalisation and in particular for the world's "political carrying capacity for globalisation" may have changed in the wake of recent developments. In the short run a strong dollar and declining competitiveness might exacerbate the lure of protectionist policies. These follow on on-going trends— documented widely—about stagnant or declining trade at the global level. This changed outlook will affect India's export and growth prospects

Third, developments in the US, especially the rise of the dollar, will have implications for China's currency and currency policy. If China is able to successfully re-balance its economy, the spill over effects on India and the rest of the world will be positive. On, the other hand, further declines in the yuan, even if dollar-induced, could interact with underlying vulnerabilities to create disruptions in China that could have negative spill overs for India. For China, there are at least two difficult balancing acts with respect to the currency. Domestically, a declining currency (and credit expansion) props up the economy in the short run but delay rebalancing while also adding to the medium term challenges. Internationally, allowing the currency to weaken in response to capital flight risks creating trade frictions but imposing capital controls discourages FDI and undermines China's ambitions to establish the Yuan as a reserve currency. China with its underlying vulnerabilities remains the country to watch for its potential to unsettle the global economy.

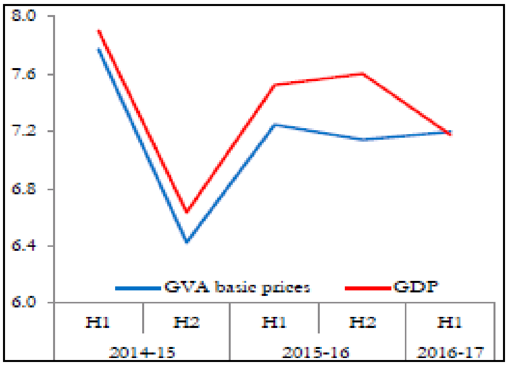
(Source: Economic Survey 2016-17 www.indiabudget.nic.in)

REVIEW OF MAJOR DEVELOPMENTS IN INDIAN ECONOMY

The Indian economy has continued to consolidate the gains achieved in restoring macroeconomic stability. Real GDP growth in the first half of the year was 7.2 percent, on the weaker side of the 7.0-

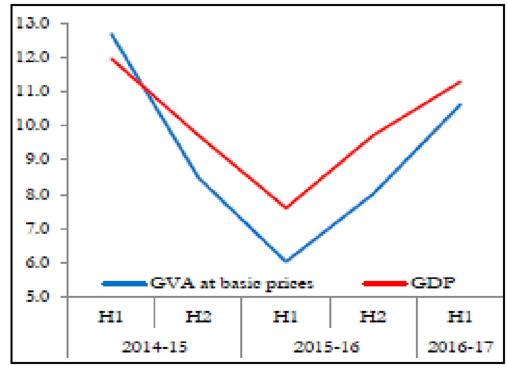
7.75 per cent projection in the Economic Survey 2015-16 and somewhat lower than the 7.6 percent rate recorded in the second half of 2015-16 (Figure 1a). The main problem was fixed investment, which declined sharply as stressed balance sheets in the corporate sector continued to take a toll on firms' spending plans. On the positive side, the economy was buoyed by government consumption, as the 7th Pay Commission salary recommendations were implemented, and by the long-awaited start of an export recovery as demand in advanced countries began to accelerate. Nominal GDP growth recovered to respectable levels, reversing the sharp and worrisome dip that had occurred in the first half of 2015-16 (Figure 1b).

Figure 1a. GVA and GDP Growth
(Constant Prices)



Source: CSO

Figure 1b. GVA and GDP Growth
(Current Prices)



Source: CSO

The major highlights of the sectoral growth outcome of the first half of 2016-17 were: (i) moderation in industrial and nongovernment service sectors; (ii) the modest pick-up in agricultural growth on the back of improved monsoon; and (iii) strong growth in public administration and defence services—dampeners on and catalysts to growth almost balancing each other and producing a real Gross Value Addition (GVA) growth (7.2 percent), quite similar to the one (7.1 per cent) in H2 2015-16 (Figure 1b).

Inflation this year has been characterized by two distinctive features. The Consumer Price Index (CPI)-New Series inflation, which averaged 4.9 per cent during April-December 2016, has displayed a downward trend since July when it became apparent that kharif agricultural production in general, and pulses in particular would be bountiful. The decline in pulses prices has contributed substantially to the decline in CPI inflation which reached 3.4 percent at end-December. The second distinctive feature has been the reversal of WPI inflation, from a trough of (-)5.1 percent in August 2015 to 3.4 percent at end-December 2016, on the back of rising international oil prices. The wedge between CPI and WPI inflation, which had serious implications for the measurement of GDP discussed in MYEA (Box 3, Chapter 1, MYEA 2015-16), has narrowed considerably. Core inflation has, however, been more stable, hovering around 4.5 percent to 5 percent for the year so far. The outlook for the year as a whole is for CPI inflation to be below the RBI's target of 5 percent, a trend likely to be assisted by demonetisation.

External Sector

Similarly, the external position appears robust having successfully weathered the sizeable redemption of Foreign Currency Non-Resident (FCNR) deposits in late 2016, and the volatility associated with the US election and demonetisation. The current account deficit has declined to reach about 0.3 percent of GDP in the first half of FY2017.Foreign exchange reserves are at comfortable levels, having have risen from around US$350billion at end-January 2016 to US$ 360 billion at end-December 2016 and are well above standard norms for reserve adequacy. In part, surging net FDI inflows, which grew from 1.7percent of GDP in FY2016 to 3.2 percent of GDP in the second quarter of FY2017, helped the balance-of-payments

The trade deficit declined by 23.5 per cent in April-December 2016 over corresponding period of previous year. During the first half of the fiscal year, the main factor was the contraction in imports, which was far steeper than the fall in exports. But during October- December, both exports and imports started a long-awaited recovery, growing at an average rate of more than 5 per cent. The improvement in exports appears to be linked to improvements in the world economy, led by better growth in the US and Germany. On the import side, the advantage on account of benign international oil prices has receded and is likely to exercise upward pressure on the import bill in the short to medium term. Meanwhile, the net services surplus declined in the first half, as software service exports slowed and financial service exports declined. Net private remittances declined by $4.5 bn in the first half of 2016-17 compared to the same period of 2015-16, weighed down by the lagged effects of the oil price decline, which affected inflows from the Gulf region.

Fiscal Position

Trends in the fiscal sector in the first half have been unexceptional and the central government is committed to achieving its fiscal deficit target of 3.5 percent of GDP this year. Excise duties and services taxes have benefitted from the additional revenue measures introduced last year. The most notable feature has been the over-performance (even relative to budget estimates) of excise duties in turn based on buoyant petroleum consumption: real consumption of petroleum products (petrol) increased by 11.2 percent during April-December 2016 compared to same period in the previous year. Indirect taxes, especially petroleum excises, have held up even after demonetisation in part due to the exemption of petroleum products from its scope. More broadly, tax collections have held up to a greater extent than expected possibly because of payment of dues in demonetised notes was permitted. Non-tax revenues have been challenged owing to shortfall in spectrum and disinvestment receipts but also to forecast optimism; the stress in public sector enterprises has also reduced dividend payments.

State government finances are under stress. The consolidated deficit of the states has increased steadily in recent years, rising from 2.5 percent of GDP in 2014-15 to 3.6 percent of GDP in 2015-16, in part because of the UDAY scheme. The budgeted numbers suggest there will be an improvement this year. However, markets are anticipating some slippage, on account of the expected growth slowdown, reduced revenues from stamp duties, and implementation of their own Pay Commissions. For these reasons, the spread on state bonds over government securities jumped to 75 basis points in the January 2017 auction from 45 basis points in October 2016. For the general government as a whole, there is an improvement in the fiscal deficit with and without UDAY scheme.

(Source: Economic Survey 2016-17 www.indiabudget.nic.in)

OUTLOOK FOR 2016-17

This year's outlook must be evaluated in the wake of the November 8 action to demonetize the high denomination notes. But it is first important to understand the analytics of the demonetisation shock in the short run. Demonetisation affects the economy through three different channels. It is potentially: 1) an aggregate demand shock because it reduces the supply of money and affects private wealth, especially of those holding unaccounted money; 2) an aggregate supply shock to the extent that economic activity relies on cash as an input (for example, agricultural production might be affected since sowing requires the use of labour traditionally paid in cash); and 3) an uncertainty shock because economic agents face imponderables related to the magnitude and duration of the cash shortage and the policy responses (perhaps causing consumers to defer or reduce discretionary consumption and firms to scale back investments).

Demonetisation is also very unusual in its monetary consequences. It has reduced sharply, the supply of one type of money— cash—while increasing almost to the same extent another type of money—demand deposits. This is because the demonetized cash was required to be deposited in the banking system. In the third quarter of FY2017 (when demonetisation was introduced), cash declined by 9.4 percent, demand deposits increased by 43 percent, and growth in the sum of the two by 11.3 percent.

The price counterparts of this unusual aspect of demonetisation are the surge in the price of cash (inferred largely through queues and restrictions), on the one hand; and the decline in interest rates on the lending rate (based on the marginal cost of funds) by 90 basis points since November 9; on deposits (by about 25 basis points); and on g-secs on the other (by about 32 basis points).

There is yet another dimension of demonetisation that must be kept in mind. By definition, all these quantity and price impacts will self-correct by amounts that will depend on the pace at which the economy is remonetized and policy restrictions eased. As this occurs, consumers will run down their bank deposits and increase their cash holdings. Of course, it is possible, even likely that the self-correction will not be complete because in the new equilibrium, aggregate cash holdings (as a share of banking deposits and GDP) are likely to be lower than before.

Anecdotal and other survey data abound on the impact of demonetisation. But we are interested in a macro-assessment and hence focus on five broad indicators: Agricultural (Rabi) sowing; Indirect tax revenue, as a broad gauge of production and sales; Auto sales, as a measure of discretionary consumer spending and two-wheelers, as the best indicator of both rural and less affluent demand; Real credit growth; and Real estate prices. Contrary to early fears, as of January 15, 2017 aggregate sowing of the two major rabi crops—wheat and pulses (gram)—exceeded last year's planting by 7.1 percent and 10.7 percent, respectively. Favourable weather and moisture conditions presage an increase in production. To what extent these favourable factors will be attenuated will depend on whether farmers' access to inputs—fertilizer, credit, and labour—was affected by the cash shortage.

To estimate a demonetisation effect, one needs to start with the counterfactual. Our best estimate of growth in the absence of demonetisation is 11¼ percent in nominal terms (slightly higher than last year's Survey forecast because of the faster rebound in WPI inflation, but lower than the CSO's advance estimate of 11.9 percent) and 7 percent in real terms (in line with both projections).

Finally, demonetisation will afford an interesting natural experiment on the substitutability between cash and other forms of money. Demonetisation has driven a sharp and dramatic wedge in the supply of these two: if cash and other forms are substitutable, the impact will be relatively muted; if, on the other hand, cash is not substitutable the impact will be greater.

(Source: Economic Survey 2016-17 www.indiabudget.nic.in)

OUTLOOK FOR 2017-18

Turning to the outlook for 2017-18, we need to examine each of the components of aggregate demand: exports, consumption, private investment and government.

As discussed earlier, India's exports appear to be recovering, based on an uptick in global economic activity. This is expected to continue in the aftermath of the US elections and expectations of a fiscal stimulus. The IMF's January update of its World Economic Outlook forecast is projecting an increase in global growth from 3.1 percent in 2016 to 3.4 percent in 2017, with a corresponding increase in growth for advanced economies from 1.6 percent to 1.9 percent. Given the high elasticity of Indian real export growth to global GDP, exports could contribute to higher growth next year, by as much as 1 percentage point.

The outlook for private consumption is less clear. International oil prices are expected to be about 10-15 percent higher in 2017 compared to 2016, which would create a drag of about 0.5 percentage points. On the other hand, consumption is expected to receive a boost from two sources: catch-up after the demonetisation-induced reduction in the last two quarters of 2016-17; and cheaper borrowing costs, which are likely to be lower in 2017 than 2016 by as much as 75 to 100 basis points. As a result, spending on housing and consumer durables and semi-durables could rise smartly. It is too early to predict prospects for the monsoon in 2017 and hence agricultural production. But the higher is agricultural growth this year, the less likely that there would be an extra boost to GDP growth next year.

Since no clear progress is yet visible in tackling the twin balance sheet problem, private investment is unlikely to recover significantly from the levels of FY2017. Some of this weakness could be offset through higher public investment, but that would depend on the stance of fiscal policy next year, which has to balance the short-term requirements of an economy recovering from demonetisation against the medium-term necessity of adhering to fiscal discipline—and the need to be seen as doing so. Putting these factors together, we expect real GDP growth to be in the 6¾ to 7½ percent range in FY2018. Even under this forecast, India would remain the fastest growing major economy in the world.

There are three main downside risks to the forecast. First, the extent to which the effects of demonetization could linger into next year, especially if uncertainty remains on the policy response. Currency shortages also affect supplies of certain agricultural products, especially milk (where procurement has been low), sugar (where cane availability and drought in the southern states will restrict production), and potatoes and onions (where sowings have been low). Vigilance is essential to prevent other agricultural products becoming in 2017-18 what pulses was in 2015-16.

Second, geopolitics could take oil prices up further than forecast. The ability of shale oil production to respond quickly should contain the risks of a sharp increase, but even if prices rose merely to $60-65/barrel the Indian economy would nonetheless be affected by way of reduced consumption; less room for public investment; and lower corporate margins, further denting private investment. The scope for monetary easing might also narrow, if higher oil prices stoked inflationary pressure.

Third, there are risks from the possible eruption of trade tensions amongst the major countries, triggered by geo-politics or currency movements. This could reduce global growth and trigger capital flight from emerging markets. The one significant upside possibility is a strong rebound in global demand and hence in India's exports. There are some nascent signs of that in the last two quarters. A strong export recovery would have broader spill over effects to investment.

Fiscal outlook

The fiscal outlook for the central government for next year will be marked by three factors. First, the increase in the tax to GDP ratio of about 0.5 percentage points in each of the last two years, owing to the oil windfall will disappear. In fact, excise-related taxes will decline by about 0.1 percentage point of GDP, a swing of about 0.6 percentage points relative to FY2017.

Second, there will be a fiscal windfall both from the high denomination notes that are not returned to the RBI and from higher tax collections as a result of increased disclosure under the Pradhan Mantra Garib Kalyan Yojana (PMGKY). Both of these are likely to be one-off in nature, and in both cases the magnitudes are uncertain.

A third factor will be the implementation of the GST. It appears that the GST will probably be implemented later in the fiscal year. The transition to the GST is so complicated from an administrative and technology perspective that revenue collection will take some time to reach full potential. Combined with the government's commitment to compensating the states for any shortfall in their own GST collections (relative to a baseline of 14 percent increase), the outlook must be cautious with respect to revenue collections. The fiscal gains from implementing the GST and demonetisation, while almost certain to occur, will probably take time to be fully realized. In addition, muted non-tax revenues and allowances granted under the 7th Pay Commission could add to pressures on the deficit.

The macroeconomic policy stance for 2017-18

An economy recovering from demonetisation will need policy support. On the assumption that the equilibrium cash-GDP ratio will be lower than before November 8, the banking system will benefit from a higher level of deposits. Thus, market interest rates—deposits, lending, and yields on g-secs—should be lower in 2017-18 than 2016-17. This will provide a boost to the economy (provided, of course, liquidity is no longer a binding constraint). A corollary is that policy rates can be lower not necessarily to lead and nudge market rates but to validate them. Of course, any sharp uptick in oil prices and those of agricultural products, would limit the scope for monetary easing.

Fiscal policy is another potential source of policy support. This year the arguments may be slightly different from those of last year in two respects. Unlike last year, there is more cyclical weakness on account of demonetisation. Moreover, the government has acquired more credibility because of posting steady and consistent improvements in the fiscal situation for three consecutive years, the central government fiscal deficit declining from 4.5 percent of GDP in 2013-14 to 4.1 percent, 3.9 percent, and 3.5 percent in the following three years. But fiscal policy needs to balance the cyclical imperatives with medium term issues relating to prudence and credibility.

One key question will be the use of the fiscal windfall (comprising the unreturned cash and additional receipts under the PMGKY) which is still uncertain. Since the windfall to the public sector is both one off and a wealth gain not an income gain, it should be deployed to strengthening the government’s balance sheet rather than being used for government consumption, especially in the form of programs that create permanent entitlements. In this light, the best use of the windfall would be to create a public sector asset reconstruction company so that the twin balance sheet problem can be addressed, facilitating credit and investment revival; or toward the compensation fund for the GST that would allow the rates to be lowered and simplified; or toward debt reduction. The windfall should not influence decisions about the conduct of fiscal policy going forward.

Perhaps the most important reforms to boost growth will be structural. In addition to those spelt out in Section 1—strategic disinvestment, tax reform, subsidy rationalization—it is imperative to address directly the twin balance sheet problem. The problem is large, persistent and difficult, will not correct itself even if growth picks up and interest rates decline, and current attempts have proved grossly inadequate. It may be time to consider something like a public sector asset reconstruction company.

Another area of reform relates to labour. Given the difficulty of reforming labor laws per se, the thrust could be to move towards affording greater choice to workers which would foster competition amongst service providers. Choices would relate to: whether they want to make their own contribution to the Employees’ Provident Fund Organisation (EPFO); whether the employers’ contribution should go to the EPFO or the National Pension Scheme; and whether to contribute to the Employee State Insurance (ESI) or an alternative medical insurance program. At the same time, there could be a gradual move to ensure that at least compliance with the central labour laws is made paperless, presence less, and cashless. One radical idea to consider is the provision of a universal basic income. But another more modest proposal worth embracing is procedural: a standstill on new government programs, a commitment to assess every new program only if it can be shown to demonstrably address the limitations of an existing one that is similar to the proposed one; and a commitment to evaluate and phase down existing programs that are not serving their purpose

GLOBAL MANUFACTURING INDUSTRY

World manufacturing growth

World manufacturing output growth improved slightly during the final quarter of 2016. Fourth quarter figures show that the improvement is primarily attributable to the continuing recovery process in industrialized economies. However, manufacturing output growth further slowed in developing and emerging industrial economies. Although the overall growth trend in world manufacturing was positive in the second half of 2016, geopolitical uncertainty remained high and potential changes in global trade arrangements may create new risks.

Against the backdrop of sluggish dynamics, world manufacturing output rose by 2.7 per cent in the fourth quarter of 2016 compared to the same period of the previous year, which is higher than the 2.3 per cent rise in the third quarter and represents the strongest performance since the beginning of the year. A slightly decelerated growth rate observed in developing and emerging industrial economies during the final quarter of 2016 was compensated by a more positive picture in industrialized countries as their growth performance improved. However, the level of growth in developing economies has been consistently higher than in industrialized countries, as depicted in Figure 1.

Figure 1: Growth of world manufacturing output in % compared to the same quarter of the previous year

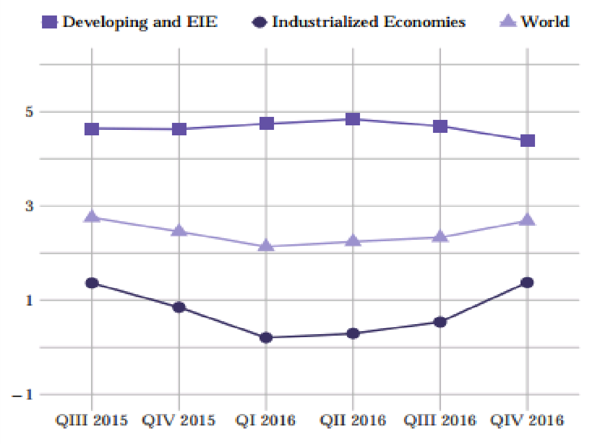
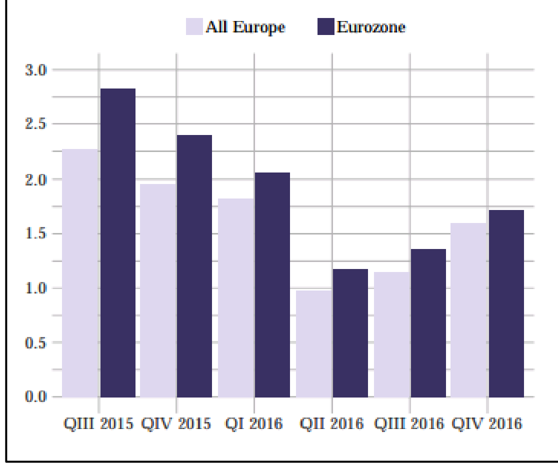


Figure 2: Growth rates of manufacturing output in Europe, in % to the same period of the previous year



Major industrialized economies with significant contributions to global manufacturing output, namely the United States, Japan, Germany, the Republic of Korea and United Kingdom, recorded an expansion compared to the same period of the previous year. In China, the world's largest manufacturer, comparably lower growth rates have now become more prevalent, thus pushing the average industrial growth of emerging industrial economies downward.

The manufacturing output of industrialized economies increased to 1.4 per cent in the fourth quarter of 2016 from the 0.5 per cent recorded in the previous quarter. This increase is primarily attributable to the performance of East Asia, which experienced a significant reversal in growth in the second half of 2016, following several consecutive slumps that have lasted for nearly two years. The main force driving this nearly 2.9 per cent year-by-year upturn is Japan, East Asia's major manufacturer, whose export-fuelled growth was also supported by a weakened yen against the US dollar. Production in Europe witnessed a healthy growth momentum at the end of 2016, and had a positive impact on the manufacturing growth of industrialized countries as a whole. By contrast, the growth of North America's manufacturing output remained stagnant in the fourth quarter of 2016 and recorded a negligible gain of 0.2 per cent.

The manufacturing output of developing and emerging industrial economies rose by merely 4.4 per cent. This was the first time the growth of these economies was below 5.0 per cent since the beginning of 2015. Asian economies maintained a relatively higher growth rate at 5.5 per cent, but their growth performance hit a multi-year low in the final quarter of 2016. Other regions' production slightly decreased compared to the same period of 2015: by 1.0 per cent in Latin America and 0.5 per cent in Africa. As long as economic and political instability persists in industrialized countries, the threat of another slowdown remains looming over developing economies.

(Source: World Manufacturing Production- Statistics for Quarter IV, 2016; United Nations Industrial Development Organisation - www.unido.org)

<u>Industrialized Economies</u>

The manufacturing output growth of industrialized economies improved in the last quarter of 2016 from 0.5 per cent in the third quarter to 1.4 per cent. This acceleration was characterized by an upward trend in East Asia and Europe. Manufacturing growth experienced a moderate, albeit noticeable slowdown in North America.

Among the industrialized country group, Europe's manufacturing output grew by 1.6 per cent in the final quarter of 2016, while the eurozone registered a growth rate of 1.7 per cent. The growth trends for these two groups converged and nearly merged at the end of 2016, displaying a fairly balanced resistance and response to adverse impacts. When comparing year-to-year developments among the leading eurozone economies, Italy registered a 2.8 per cent growth rate followed by Germany with a growth rate of 1.2 per cent, while a more moderate growth rate of 0.2 per cent was observed in France. The growth figures for the majority of eurozone countries were positive, with strong growth performance observed in Slovenia - the fastest growing manufacturer among all eurozone countries in 2016. Manufacturing output rose by 2.0 per cent and more in Lithuania, Finland, the Netherlands and Ireland, while Portugal's dropped by 0.6 per cent.

Beyond the eurozone, the manufacturing production in the United Kingdom recorded a positive growth rate in the final quarter of 2016 at 1.9 per cent, despite an expected slowdown in the aftermath of Brexit. Manufacturing output in the Russian Federation grew by a moderate rate of 1.0 per cent, continuing its shaky recovery after the country's economy was severely hit by the drop in oil prices. The pace of growth remained slow in Czechia and Hungary due to the reduction in EU investment funds and even less positive results came from Switzerland, where manufacturing output dropped by 1.6 per cent compared to the same period of the previous year.

Overall manufacturing production in North America grew by 0.2 per cent compared to the fourth quarter of the previous year. The still strong dollar made American-made goods more expensive and less competitive compared to foreign produced goods, which led to weak exports and subsequently to a negligible 0.2 per cent improvement in total manufacturing output in the United States on a year to-year basis. Positive growth was reported in the production of motor vehicles, computers, electronic and optical products, but the majority of manufacturing industries reported a decline. In Canada, manufacturing growth in the fourth quarter of 2016 varied considerably by industry. While the production of pharmaceuticals and chemicals remained strong, production in fabricated metal products and in the automotive industry dropped. Aggregated growth of manufacturing output in Canada was 0.2 per cent in the fourth quarter of 2016.

The disruption of a long period of consecutive contraction in the industrialized East Asian economies was confirmed by a positive result in the fourth quarter of 2016 - nearly 2.9 per cent improvement was observed compared to the fourth quarter of 2015. A major force stimulating this change was Japan, which recorded a positive growth rate of 2.7 per cent following a nearly two-year period of consecutive slumps, except for the last quarter, when the first signs of improvement arose. This upswing is primarily attributable to the boost in all three key sectors in Japan - the automotive industry, computers, electronic and optical products and machinery and equipment. Taking advantage of the weakening yen and a pickup in global trade, manufacturing production in the Republic of Korea witnessed a gain of 1.7 per cent. Malaysia's total manufacturing output recorded a 4.9 per cent rise in the fourth quarter of 2016 on a year-to-year basis, and very strong growth figures were also observed in Singapore.

Despite this overall improvement, global growth still looks fragile due to the uncertainty in Europe generated by Brexit and the upcoming U.S. secession from the Trans-Pacific Partnership. On the other hand, a new free-trade agreement between the EU and Canada looks promising for the manufacturing of a number of countries.

(Source: World Manufacturing Production- Statistics for Quarter IV, 2016; United Nations Industrial Development Organisation - www.unido.org)

Developing and Emerging Industrial Economies

The overall growth of manufacturing output in developing and emerging industrial economies was affected by gloomy signals emanating from the major economies in this group. Although manufacturing activity in China continued to expand, its pace slowed compared to the previous quarter. In the final quarter of 2016, manufacturing production in China rose by 6.1 per cent over the same period of the previous year, reflecting a slowdown from the 6.9 per cent growth rate recorded in the previous quarter. This slightly steeper deceleration was mainly driven by negative growth in the production of basic metals, China's strongest industry. Following an uninterrupted downward trajectory since late 2013, the trend in China now seems to point towards stabilization at a sustainable pace.

Latin American economies, which have recently faced a severe decline due to subdued global demand, low commodity prices and domestic political turbulence, have reduced their declining growth rate to 1.0 per cent. On a sequential basis, the fall in manufacturing activity in Brazil has softened throughout 2016, dropping only by 2.9 per cent in a year-to-year comparison in the final quarter of 2016. The largest expansion was seen in the manufacturing of motor vehicles, closely followed by manufacturing of computer, electronic and optical products. Other larger Latin American manufacturers, namely Mexico and Colombia, recorded a positive growth of 2.0 per cent and 1.5 per cent, respectively, while Argentina, Chile and Peru experienced contractions.

Figure 3: Growth of manufacturing output of developing economies in % to the same quarter of the previous year

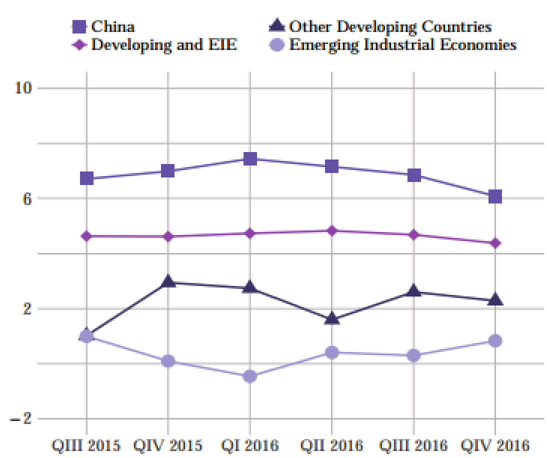
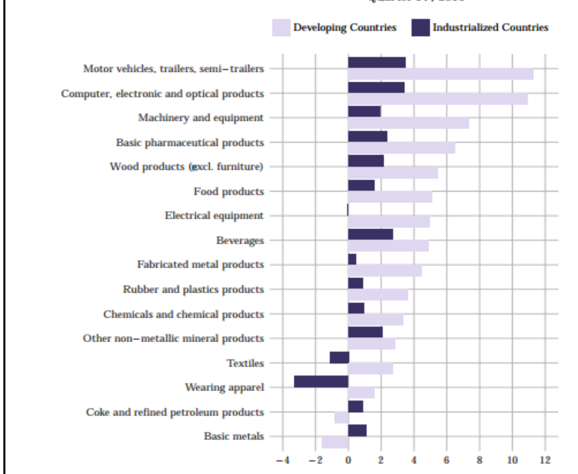


Figure 4: Estimated growth rates by Industry in % compared to previous year Quarter IV, 2016



Growth performance was much higher in Asian economies, where manufacturing output rose by 5.5 per cent in the fourth quarter of 2016, a decent result considering that the production growth rate of Asian developing economies has not dropped below 6.0 per cent since the global financial crisis. Viet Nam again confirmed its position as one of the fastest growing Asian economies with a 9.6 per cent gain, benefiting mostly from its attractiveness for foreign direct investment and export oriented industries. Indonesia's manufacturing output expanded by 2.3 per cent in a year-by-year comparison, decelerating from much higher growth rates recorded in previous quarters, while India's manufacturing production output ended the year with a trivial, barely 0.5 per cent rise, the first positive growth figure registered in 2016. According to UNIDO estimates, positive developments were observed in other Asian economies: manufacturing output rose by 3.6 per cent in Saudi Arabia, almost 4.0 per cent in Pakistan and 1.3 per cent in Jordan. Bangladesh managed to maintain its robust growth in the fourth quarter of 2016, while manufacturing output in Mongolia contracted.

Estimates based on the limited available data indicate that manufacturing output in Africa decreased by 0.5 per cent in the final quarter of 2016. In terms of individual countries, a 0.6 per cent drop was registered in South Africa, the region's most industrialized economy. Egypt and Tunisia's manufacturing output also decreased compared to the same period of the previous year, while Morocco and Cote d'Ivoire registered a positive growth rate according to UNIDO estimates.

Among the other developing economies, the manufacturing output of East European countries achieved relatively higher growth rates. Manufacturing output rose by 4.1 per cent in Poland, 4.7 per cent in Romania, 4.3 per cent in Bulgaria and over 5.0 per cent in Serbia and Croatia. Manufacturing production in Turkey grew by 1.4 per cent, reversing the decline registered in the previous period.

(Source: World Manufacturing Production- Statistics for Quarter IV, 2016; United Nations Industrial Development Organisation - www.unido.org)

Key Findings - Global manufacturing

Global manufacturing production maintained a positive growth in nearly all industries in the final quarter of 2016. High- and medium-high-technology manufacturing industries held top positions, when looking at the year-by-year developments - the manufacture of computers, electronics and optical products grew by 6.3 per cent, the manufacture of motor vehicles rose by 6.2 per cent and the production of pharmaceutical products by 4.0 per cent. However, the production of other transport equipment, another high-technology sector, contracted by 0.9 per cent compared to the same period of the previous year. The largest loss was recorded in the tobacco industry, with its global production declining by 5.8 per cent.

As regards durable and capital goods, the production of machinery and equipment experienced an exceptionally high growth rate at 3.7 per cent in the fourth quarter of 2016. The manufacture of non-metallic mineral products, which essentially supply construction materials, registered a growth figure of 2.5 per cent worldwide. The manufacture of fabricated metal products and furniture both rose at a moderate pace of 1.7 per cent. Worldwide manufacturing of basic metals has systematically lost strength over the last few years and reached a negative growth rate of 0.7 per cent in the fourth quarter of 2016, mostly due to a visibly decreased production of basic metals in China.

Global manufacturing output maintained relatively high growth rates in the production of basic consumer goods. The manufacture of food products rose by 3.1 per cent and beverages by 3.7 per cent, while the manufacture of wearing apparel increased by 0.5 per cent only. In low-technology manufacturing sectors, the global production of wood products rose by 3.3 per cent while the growth pace of manufacturing of paper products, textiles and leather products remained below 2.0 per cent.

The growth performance of developing and emerging industrial economies outperformed industrialized economies in nearly all manufacturing industries, including a number of high-technology industries, as illustrated in Figure 4. The fastest growing industry in both country groups was the automotive industry, reflecting strong growth of automobile production in China as well as in European countries.

(Source: World Manufacturing Production- Statistics for Quarter IV, 2016; United Nations Industrial Development Organisation - www.unido.org)

GLOBAL PHARMACEUTICAL INDUSTRY

The volume of medicines used globally will reach 4.5 trillion doses by 2020 and cost $1.4 trillion, both representing significant increases from 2015. The largest pharmaceutical-using countries will be the pharmerging markets, with two-thirds of the global medicine volumes, mostly comprised of generic medicines and dramatic increases in the utilization of medicines due to broad-based health system expansions. Developed markets will continue to account for the majority of medicine spending due to both higher prices per unit and the mix of newer medicines that bring meaningful clinical benefit to patients facing a wide range of diseases.

Medicine use in 2020

In 2020, more of the world's population will have access to medicine than ever before, albeit with substantial disparities. Patients will receive 4.5 trillion doses, up 24% from 2015, with most of the increase from countries closing the gap in per capita usage of medicines between developed and pharmerging countries. Over 50% of the world's population will consume more than 1 dose per person per day of medicines, up from one third of the world in 2005, driven by India, China, Brazil and Indonesia. Developed markets will continue to use more original branded and specialty medicines per capita while pharmerging markets will use more non-original brands, generics and over the counter medicines. The use of new medicines – first available in the prior 10 years – will represent 0.1% of volumes in pharmerging markets, compared to 2-3% in developed markets.

Medicine spending in 2020

Global spending on medicines will reach $1.4 trillion by 2020, an increase of 29-32% from 2015 compared to an increase of 35% in the prior 5 years. Spending will be concentrated in developed markets, with more than half for original brands and focused on non-communicable diseases. Specialty therapies will continue to be more significant in developed markets than in pharmerging markets and different traditional medicines will be used in developed markets compared to pharmerging markets. Spending growth will be driven by brands in developed markets and increased usage in pharmerging markets, while being offset by patent expiries. Brand spending in developed markets will increase by $298 billion in the 5 years to 2020 driven by new products and price increases primarily in the U.S., but will be offset by an estimated $90 billion in net price reductions. Small molecule patent expiries will have a larger impact in 2016-2020 than in the prior five years, and there will be an increased impact from biologics. In 2020, the U.S., EU5, and Japan will have important differences in spending and growth dynamics from today. Pharmerging markets' spending will grow primarily from increased use of medicines while China, the leading pharmerging country, will reach $160-190 billion in spending with slowing growth to 2020.

Transformations in disease treatment

The overwhelming inertia in medicine use - where 97% of medicines used have been available for more than 10 years - masks the contribution from transformative disease treatments, orphan drugs for rare diseases and technology-enabled changes in care that can harness big data to better inform decisions help drive patient behaviour changes and improve outcomes. The seemingly intractable problems of neglected tropical diseases, compounded by poverty and war in Africa, appear to finally be responding to philanthropy-funded research and engagement resulting in fundamental changes by 2020. The use of medicines in 2020 will include 943 New Active Substances introduced in the prior 25 years, and new medicines in recent years will be weighted to specialty and biologics. Patients will have greater access to breakthrough therapies and clusters of innovation around hepatitis C, a range of cancers, autoimmune diseases, heart disease, and an array of other rare diseases. The ubiquity of smartphones, tablets, apps and related wearable devices combined with electronic medical records and exponentially increasing real-world data volumes will open new avenues to connect healthcare information while offering providers and payers new mechanisms to control costs.

Implications

The continued expansion of healthcare access around the world portends a fundamental gap in delivery capacity where added patient access outruns staffing, infrastructure and funding sources. By 2020 we will see a substantial shift in many major markets away from the siloed budgeting that manages drug spending separately from other healthcare costs. Emerging economies will be focused on providing access and essential medicines to that in need to close endemic healthcare gaps.

Providers in more parts of the world will be subject to performance or outcomes-based contracts and payment systems, bringing sharper scrutiny to patient outcomes and costs associated with patient care. More healthcare will be delivered using technology-enabled means, by providers other than doctors and in patients' homes, pharmacies and community-based facilities. The use of technology will be key to the advancement of healthcare, especially in emerging markets where the expense of large scale infrastructure projects would delay progress.

Patients will have many more treatment options, especially in cancer and rare diseases, and will be informed, motivated and engaged partners in treatment choices. Their financial stake will also rise as private and public payers in developed economies have already begun to increase patients' levels of co-payment. In low- and middle-income countries direct out-of-pocket cash payments will shift to premiums for private or supplementary insurance as countries strive for universal health coverage.

The outlook to 2020 includes higher levels of medicine spending and therefore higher revenues for manufacturers than in the last five years. The extent and nature of the issues faced by healthcare stakeholders and the sources of the spending growth projected in this report belie a more complex challenge to the sustainability of the pharmaceutical industry. Critical adaptations will be necessary to thrive into the next decade, and key among them will be listening and providing valuable solutions to the problems their customers face.

(Source: Global Medicines Use in 2020 - Outlook and Implications IMS Institute for Healthcare Informatics www.imshealth.com)

MEDICINE USE IN 2020 - ACCESS TO MEDICINES INCREASES BY 2020 BUT SIGNIFICANT DIFFERENCES EXIST BY COUNTRY

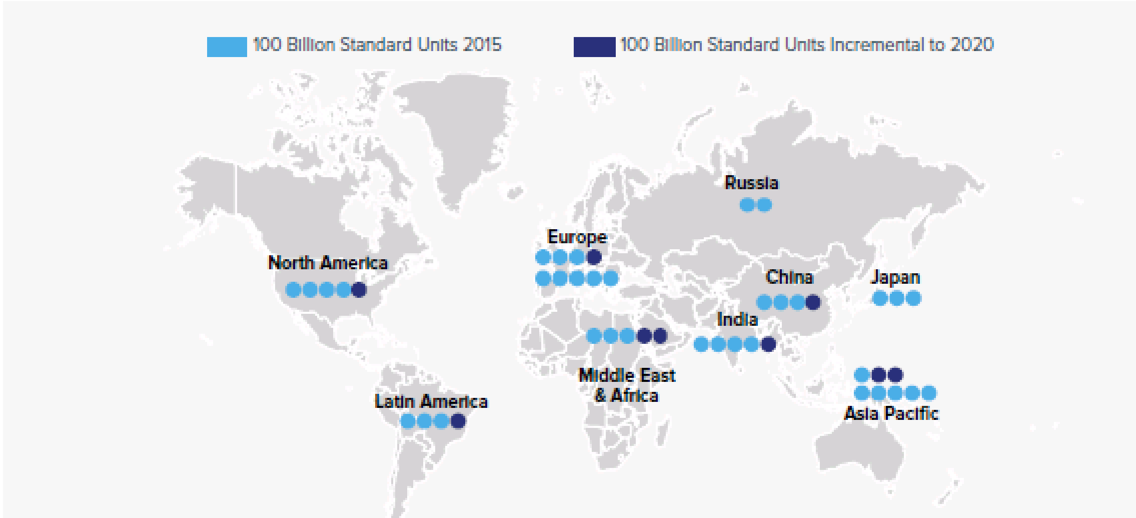
- Global medicine use in 2020 will reach 4.5 trillion doses, up 24% from 2015
- Over 50% of the world's population will consume more than 1 dose per person per day of medicines, up from one third of the world in 2005, driven by India, China, Brazil and Indonesia
- Closing the gap in per capita use of medicines differs by country; increased usage is primarily in emerging markets, while developed markets volumes remain more stable
- Developed markets will continue to use more original branded and specialty medicines per capita while pharmerging markets use more non-original brands, generics and over the counter medicines
- In 2020 the use of new medicines, introduced in the prior 10 years, will represent 0.1% of volumes in pharmerging markets, compared to 2-3% in developed markets

Medicines in 2020 will include a vast array of treatments ranging from those that provide symptom relief available without a prescription to lifesaving genetically personalized therapies unique to a single patient. Total use of medicines in 2020 will reach 4.5 trillion doses, up 24% from 2015 levels. Over half of the world's population will consume more than 1 dose per person per day of medicines, up from one-third in 2005 and driven by India, China, Brazil and Indonesia. Success in closing the gap in per capita use of medicines differs by country; increased usage is primarily in emerging markets, while developed markets' volumes remain more stable. Developed markets will continue to use more original branded and specialty medicines per capita while pharmerging markets will use more non-original brands, generics and over the counter products. Furthermore, the adoption of newer medicines will remain higher in developed markets than in pharmerging markets.

Medicine Use Comparisons

Most of the global increase in the volumes of medicines used in the 5 years to 2020 will be in India, China, Brazil, Indonesia, and Africa (see Exhibit 1). The largest increases align to areas with the most development gains and often in areas with the lowest usage previously.

Exhibit 1: Doses Consumed by Country in 2020



Source: IMS Health, Market Prognosis, September 2015; IMS Institute for Healthcare Informatics, October 2015
Note: Standard Units are a measure of doses (see Definitions & Methodologies section). Regions and countries shown are mutually exclusive. Standard Unit values are rounded to the nearest whole 100 Billion and are intended to identify the relative scale and largest areas of growth.

Usage of medicines in Africa and Middle-Eastern countries will increase from 300 to 500 billion standard units in 2020. Within the region, Saudi Arabia and other gulf states will substantially close the gap to developed markets' per capita usage of medicines, while millions of people in sub-Saharan Africa will make modest gains from some of the lowest levels of volume usage in the world. China and India will have each completed ten years of healthcare access expansion by 2020, with nearly all of the Chinese population having basic medical insurance. Most of the rest of the Asia Pacific increased usage will come from Indonesia.

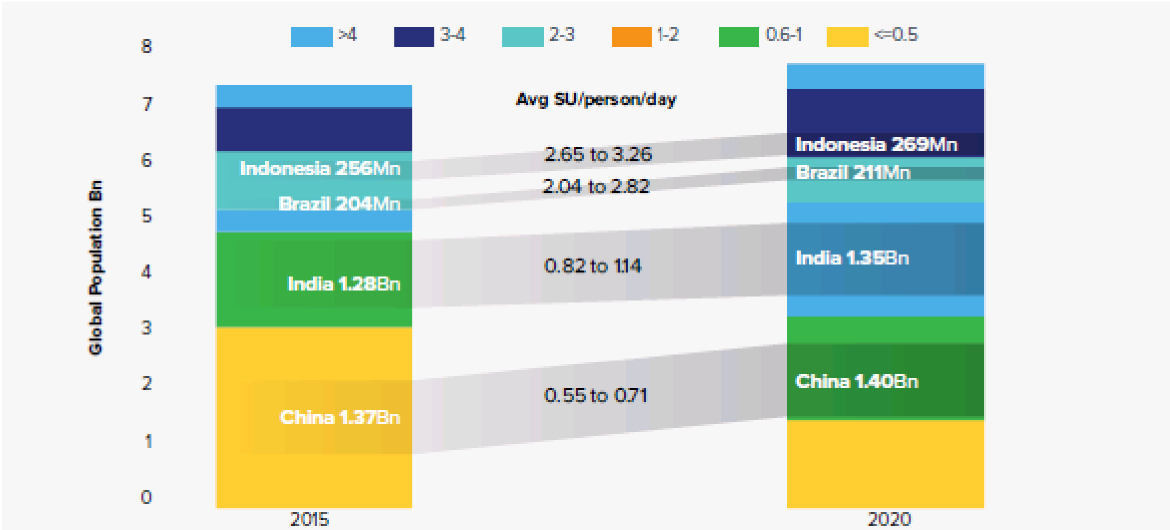
In 2020, Europe's 889 million people will have only modest increases in usage rising from about 818 billion to 916 billion doses, mostly occurring in central and eastern European countries such as Poland, which will approach developed market average usage. Asia Pacific, with 1.3 billion people (excluding China, India and Japan) will increase usage substantially, with half of the increase from Indonesia's shift to 3.26 standard units (SUs) per person per day in 2020. The Middle East and Africa region with 1.6 billion people and 2.5 times the population of Latin America (657 million) will have only 20% more usage overall.

<u>Rising per capita use in pharmerging markets</u>

As the world's population tops 7.6 billion in 2020, per capita usage of medicine will reach about 1.6 Sus per person per day. Most developed countries have usage above 2 SUs per person per day and much of the increased usage in 2020 is driven by China, India, Brazil and Indonesia where substantial increases will have been made in average medicine volume usage (see Exhibit 2).

These four countries with a combined population of 3.23 billion in 2020 - up from 3.11 billion in 2015 - will account for nearly half of the increased volume in medicine usage globally from 2015-2020. India's level of medicine usage is a reflection of both a very basic healthcare infrastructure and the ease of access for medicines where even the most complex medicines can be obtained at a corner pharmacy if the patient can afford them.

Exhibit 2: Country Population by National Average Standard Units per Person per Day



Source: IMS Health, Market Prognosis, September 2015; IMS Institute for Healthcare Informatics, October 2015
Note: Population estimates by country were assigned to bands of standard units per capita per day. The measure of usage per person per day is based on total volumes in a country and population and does not reflect uniformity of usage within a country or actual observed patient usage.

China's increased usage belies a more complex system where nearly all citizens will be covered by health insurance but access to medicines will usually require a hospital visit and out-of-pocket costs, discouraging some patients from seeking and adhering to treatment. The gap in average medicine usage between developed markets and pharmerging markets is closing, albeit slowly (see Exhibit 3). The use of medicines requires both the healthcare infrastructure to diagnose diseases and administer drugs appropriately, as well as the financial wherewithal to pay for them. While costs are often substantially lower for medicines in pharmerging markets, so is the ability to pay. The rise of government safety nets and private insurance is one key factor that will increase volume usage across pharmerging markets. The extent and pace of investments, both public and private, will be a key determinant of continued increases in usage

Saudi Arabia's commitment to wider healthcare access brings it to roughly the same level of usage as the average developed market by 2020, and represents the largest increase among the pharmerging countries. Other countries that will see a closing of the usage gap in 2020 by ten percentage points or more include Brazil, Egypt, Bangladesh, Indonesia, Turkey, Colombia and Algeria.

(Source: Global Medicines Use in 2020 - Outlook and Implications IMS Institute for Healthcare Informatics www.imshealth.com)

GLOBAL SPENDING ON MEDICINES IN 2020

Global spending on medicines will reach $1.4 trillion by 2020, an increase of 29-32% from 2015 compared to an increase of 35% in the prior 5 years

- Spending on medicines in 2020 will remain concentrated to developed markets with more than half for original brands and focused on non-communicable diseases
- Specialty therapies will continue to be more significant in developed markets than in pharmerging markets and different medicines will be used in developed markets compared to pharmerging markets

- Traditional therapies will continue to focus on different diseases in developed and pharmerging markets
- Spending will increase by $349 billion over 2015, driven by brands and increased usage in pharmerging markets and offset by patent expiries
- Brand spending in developed markets will increase by $298 billion in the 5 years to 2020 driven by new products, wider usage and price increases, primarily in the U.S., but will be offset by net price reductions
- Small molecule patent expiries will have a larger impact 2016-2020 than in the prior five years, and there will be an increased impact from biologics
- In 2020, the U.S., EU5 and Japan will have important differences in spending and growth from today
- Drug spending per capita will increase substantially for most pharmerging countries, however, China's growth is expected to slow to 2020

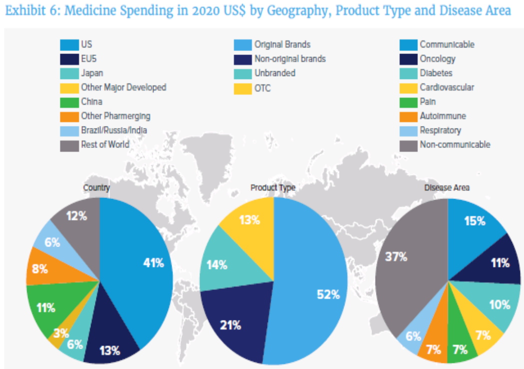
Global spending on medicines will reach $1.4 trillion by 2020, an increase of 29-32% from 2015 compared to an increase of 35% in the prior 5 years. Spending on specialty therapies will continue to be more significant in developed markets than in pharmerging markets, and different traditional medicines will continue to be used in developed markets compared to pharmerging markets. Spending growth will be driven by brands, as well as increased usage in pharmerging markets, and will be offset by patent expiries and net price reductions. The patent expiry impact will be larger in 2016-2020 than in the prior five years on an absolute basis and will include $41 billion of impact from biosimilars.

Spending and growth to 2020

Developed markets will contribute 63% of the spending, led by the U.S (see Exhibit 6). Original brands will represent 52% of spending and 85% of global spending will be for medicines to treat non-communicable diseases. These distributions of costs belie the very different perspective on a volume basis where lower-cost/higher-volume medicines dominate the overall use of medicines.

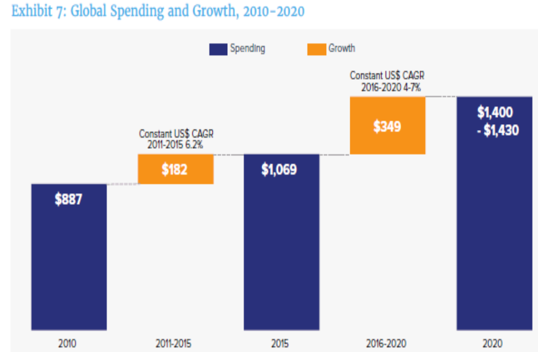
Using actual and forecast exchange rates, the absolute global spend for pharmaceuticals will change by $349 billion in the 2016-2020 time period compared to $182 billion in the 2010-2015 period (see Exhibit 7). The last five years had a $100 billion reduction of growth due to currency effects, while the next five years will be lifted by $26 billion by the weakening of the dollar against global currencies.

Exhibit 6: Medicine Spending in 2020 US$ by Geography, Product Type and Disease Area



Source: IMS Health, Market Prognosis, September 2015
Note: Share of 2020 Spending in US$ with forecast exchange rates applied (see Definitions and Methodologies section).

Exhibit 7: Global Spending and Growth, 2010-2020



Source: IMS Health, Market Prognosis, September 2015
Note: Growth in 2011-2015 was reduced by $100Bn and in 2016-2020 increased by $26Bn due to exchange rate effects.

The global economic crisis has been a key global issue during the past five years though much of its worst effects have now passed. Some pharmerging countries like China, Brazil, Argentina, and

Venezuela have had severe economic and social issues recently which are expected to contribute to slowing growth during the forecast period. Significant risks of further economic slowdown continue as a result of the ongoing disruption in the Middle East, the weaker Chinese economy, and Latin American countries with severe economic distress and some with hyperinflation.

Medicine spending will increase 31-34% over the next five years (29-32% on a constant dollar basis) compared to a 24% increase in the volumes of medicine used. Volume growth will be driven by demographic trends such as an aging population in developed markets and rising incomes and expanded access to healthcare in pharmerging markets. The remainder of the increase in spending will be driven by the costs of medicines which increase due to the wider adoption of newer more expensive therapies and an increase in prices per unit which occur in some countries, notably the United States.

U.S. spending on medicines

U.S. spending on medicines will reach $560-590 billion in 2020, a 34% increase in spending over 2015 on an invoice price basis. This growth will be driven by innovation, invoice price increases (offset by off-invoice discounts and rebates) and the impact of loss of exclusivity (see Exhibit 13). Spending growth in the next five years will differ from the last four which included the largest patent expiry cluster ever in 2012 and the largest year for new medicines in 2014. Of the $24 billion in new brand spending for 2014, $12 billion was driven by hepatitis C treatments as 140,000 more patients were treated than in the prior year. This increased volume accounted for about $9 billion of the increased spending with the remainder due to higher treatment cost per patient relative to earlier, less effective and less well tolerated treatments.

The impact of patent expiries over the next five years, while higher in absolute dollars, will be lower in percentage contribution than the past five years and no single year will reach the level of 2012. Generic medicines will continue to provide the vast majority of the prescription medicine usage in the U.S., rising from 88% to 91-92% of all dispensed prescriptions by 2020. Invoice price growth – which does not reflect discounts and rebates received by payers - will continue at historic levels through 2020 after a period from 2013 to 2015 where increases were much higher but substantially offset by off-invoice discounts and rebates. Net price trends for protected brands remain constrained by payer negotiated discounts and rebates and net prices are expected to grow at 5-7% per year. Brands, on average, will concede as much as one-third of their invoice prices in discounts to payers over the forecast period.

The Affordable Care Act (ACA) will continue to have an effect on medicine spending during the next five years primarily due to expanded insurance coverage. ACA access expansion will be largely complete by 2020, bringing modest new demand for medicines, but an increasing share of medicines will be paid for by Medicare, Medicaid, and other government funded or mandated programs (including 340b) each commanding substantial discounts from list prices. The wider adoption of provisions of the law that encourage greater care coordination will see at least a third of healthcare covered by Accountable Care Organizations (ACOs) under the Medicare shared savings program or ACO-like arrangements negotiated between commercial insurers and institutions. These organizational and payment changes will reinforce the shift to outcomes and evidence-based payments as opposed to the volume of services provided.

By 2020, the Affordable Care Act will be ten years old and moving into adolescence in terms of major implementations, with further evolution and maturing still to come. The impacts of the various provisions of the law are cumulative and in important ways they are the underpinning of the general growth trend in the volume of medicines. Some parts of the ACA will enable conversion to a more rational system based on a better understanding of outcomes and costs. There will be some unintended consequences, that will likely impact patients before they are addressed with future policy amendments, and some of them can be expected to be non-trivial. The rising use of high-deductible insurance plans, for example, which have demonstrable impacts on patients' adherence rates, in some ways put employers and patients who choose these plans at odds with holistically-focused ACOs.

Japan spending on medicines

Japan's growth is expected to return to historic patterns through 2020 and the long-term effects of the new price regime will see average prices at a market level be essentially unchanged from 2015. Spending will increase by 3-4% over the next five years, the lowest aggregate increase of any developed market. The price regime, in effect since 2010, applies biennial price cuts differentially more to older off-patent brands, less to newer original brands, and separately incentivizes generic dispensing. Spending in 2020 will see wider use of specialty original brands but lower overall brand spending as older brands will face more severe price cuts.

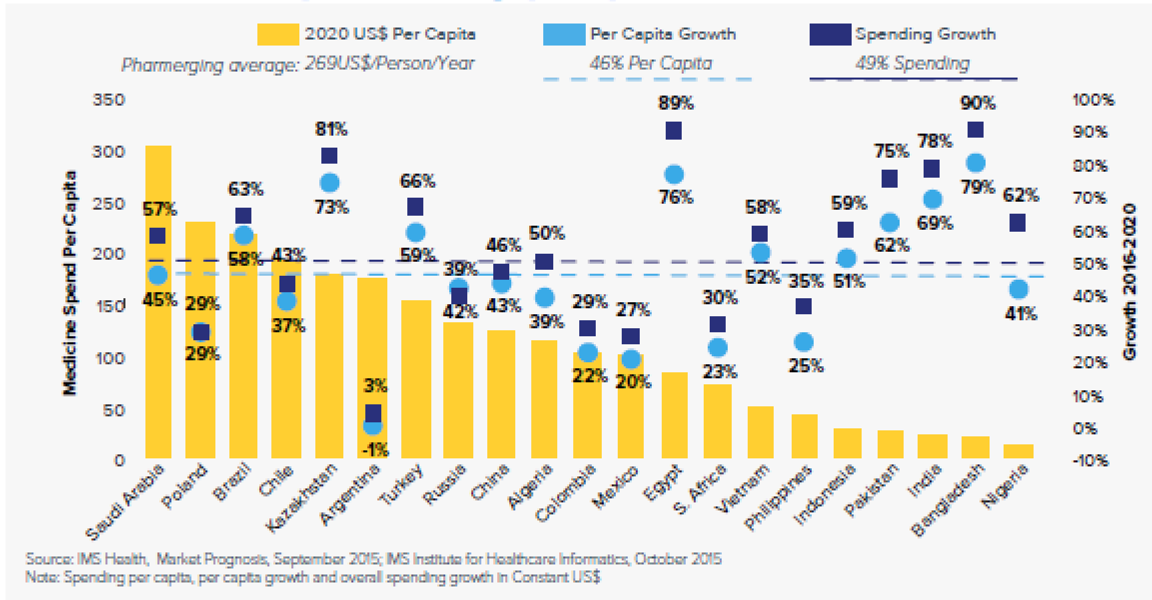
The incentives to wider generic usage will double generic spending, as generic penetration of the unprotected market is targeted by the Ministry of Labor Health and Welfare (MLHW) to reach 80% by 2020, up from 54.4% for the quarter ending June 2015.1 The 2010-2015 period saw substantial increase in the average prices of medicines as policies designed to reward innovators were implemented. The introduction of a value added tax (VAT) in 2014, as part of national economic reforms, slowed growth, but it is expected to return to historic levels of mid-single-digit growth to 2020. Further planned increases to sales taxes in the 2016-2018 time period could offset the expected growth and result in a zero growth scenario in those years.

Pharmerging markets spending on medicines

Growth in spending on medicines in pharmerging markets of $125 billion to 2020 is driven primarily by wider use of medicines. The per capita increases in volume and spending reflect the strong commitment to wider access to healthcare from government and expanded private insurance markets that many pharmerging countries are experiencing.

The difference in per capita spending growth and overall spending growth over the next five years is indicative of population growth, while the overall high level of per capita spending growth reflects both access expansions and the rising mix of higher cost medicines being used in pharmerging markets. Saudi Arabia is notable in that it will spend $300 per person in 2020, with nearly the same volume per person as average developed markets. Many of the countries with the highest per capita spending growth to 2020 have the lowest spend per capita, suggesting that most people in those countries have substantially worse healthcare than in higher spend pharmerging or developed markets and that the increases will go some way but ultimately still fail to address global healthcare inequities.

Exhibit 16: Medicines Spend and Change per Capita Constant US$



<u>China spending on medicines</u>

China's decade long access expansion will have provided basic medical insurance to nearly the entire 1.4 billion populations by 2020 but further rapid growth in spending is not expected. Per capita medicine volumes will continue to increase but at a slower rate than earlier in the decade and spending growth will slow to below 10% through 2020 (see Exhibit 17). China's economy has slowed recently and most medicine spending will still require substantial patient contributions, which will hamper increased spending overall. China remains the largest pharmerging market and, while slower than earlier in the decade, is expected to be at or above GDP growth through 2020.

(Source: Global Medicines Use in 2020 - Outlook and Implications IMS Institute for Healthcare Informatics www.imshealth.com)

TRANSFORMATIONS IN DISEASE TREATMENTS - INNOVATION DRIVES TRANSFORMATION OF DISEASE TREATMENTS IN 2020

- Use of medicines in 2020 will include 943 New Active Substances introduced in the prior 25 years; new medicines in recent years will be weighted to specialty and biologics.
- Patients will have greater access to breakthrough therapies and clusters of innovation around hepatitis C, autoimmune diseases, heart disease, orphan diseases and others by 2020
- Cancer treatments represent the largest category of the 225 new medicines expected to be introduced within the next five years
- Technology will enable changes to treatment protocols, shift patient engagement, accountability and patient-provider interaction accelerating the adoption of behaviour changes proven to increase patient adherence to treatments
- By 2020, over 470 drugs will be available to treat orphan diseases for the 7,000 rare diseases with no or limited treatments available
- While global medicine spending on orphan drugs is expected to be 1-2%, it will be as much as 10% in developed markets such as the U.S.

An increase in the number and quality of innovative new drugs will drive transformation of disease treatments by 2020, as the investments in research and development made in the last two decades emerge and reach patients in growing numbers. Key aspects of innovation include biomarkers, genomics, genetic testing to match patients with treatments, improved success rates in clinical development, and addressing concerns about rising costs. The evolution of development incentives including fast-track approvals for "breakthroughs", continued pre-competitive collaborations, patient pooling of data, and large real-world evidence collaborations will all continue to stimulate research and development activities into the next decade.

New medicines available in 2020

In 2020, there will be 943 New Active Substances (NAS) introduced in the prior 25 years and the vast majority will be widely available to populations around the world (see Exhibit 18). These treatments often take years to reach patients outside the major developed markets, so the cluster of innovations in the next five years will be less widely available. Increasingly, the new medicines available will treat oncology and orphan diseases and provide a range of specialty small molecule medicines.

Patients will have greater access to breakthrough therapies and clusters of innovation around hepatitis C, cancer, autoimmune diseases, heart disease and orphan drugs by 2020. Cancer treatments represent the largest category of the 225 new medicines expected to be introduced within the next five years, including important new developments. For example, myeloma will see survival rates rise above 50% if the new treatments are as effective as early trials suggest. Over 90% of expected new cancer treatments will be targeted therapies – those that use a cancer cell process, mechanism or genetic marker to select or deliver treatment – of which one-third will use a biomarker. An estimated one-third of cancer treatments will target rare cancers deemed orphan diseases.

By 2020, over 470 drugs, including 75 incremental expected to be launched over the next five years, will be available to treat orphan diseases for the 7,000 rare diseases with no or limited treatments available. While global medicine spending on orphan drugs is expected to be 1-2% of global spending, it will be as much as 10% of in developed markets such as the U.S.

A number of transformational treatments will be available in 2020 including functional cures for hepatitis C, a cluster of small molecule and biologic immunology treatments for rheumatoid arthritis and new treatments for an array of diseases which have previously only been treated with decades old, often generic, small molecule treatments. By 2020, there will be a small but important number of cell- and gene-based therapies available to patients, often with short or one-time dosing, for treating diseases with significant challenges including but not limited to cancers, HIV, genetic disorders and autoimmune diseases.

Technology-enabled transformations

Technology is permeating all aspects of life globally with mobile phones more common in remote Indian villages than computers or landlines and the prevalence of electronic medical records now reach almost every developed nation and many emerging ones. Smartphones, mobile apps, wearable technology, and the modularity with which these technologies can be used together have reached such critical mass that innovations are happening more quickly, cheaply, and with greater specificity to individual micro-populations. Much of the mobile health available today is in its infancy, and the mining of healthcare big data for better decision making is still more promise than reality, but by 2020major changes will have occurred. Researchers and payers will have substantial and exponentially growing volumes of data proving evidence supporting the benefits of specific approaches, interventions, and drugs as well as refined approaches for using technology to develop insights faster and at lower cost. There will be large consensus by 2020 on issues including:

Adherence initiatives will have been put into place as a result of substantial evidence around what works to manage and improve adherence encompassing technology, coordination of care and payer/ provider incentives for improved performance and outcomes.

Wearable devices will be widely used for monitoring activity, vital signs, and effectiveness of recommended treatment to actual patient experience. High quality clinical grade devices will be commonplace for high-risk patients and will build upon the ubiquity of mobile devices and connect health data between patients and providers rapidly during critical diagnosis and around health events.

Big data will have driven a broad based normalization of care across a wide variety of diseases, informed by population health concepts, and measurable thanks to widely adopt electronic medical records in most developed and some pharmerging markets.

Diabetes patients from diagnosis will be supported by a range of technology solutions related to diet, exercise, blood sugar testing, and drug adherence. A continuing stream of new medicines will increase the options for doctors and patients but also create a confusing array of therapies to navigate and highlighting the need for scientific evidence to support usage.

Behaviour modification as a general concept, accounts for the majority of potential impact on patient outcomes with some diseases and more effective behaviour changes (e.g. diet and exercise) may be better enabled with wearable's and mobile health solutions.

In 2020, every patient with multiple chronic conditions will be able to use wearables, mobile apps and other technologies to manage their health, interact with providers, and connect with fellow patients and family members. Maximizing the benefit of these tools will still depend on evolving proof of concept technologies to evidence based and scalable solutions. By 2020, dozens of clinical trials will prove definitively which approaches are effective and enable the fundamental shifts in the use of technology to both advance healthcare outcomes and enable better outcomes at lower costs.

(Source: Global Medicines Use in 2020 - Outlook and Implications IMS Institute for Healthcare Informatics www.imshealth.com)

IMPLICATIONS

Evolutionary changes reframe stakeholders approach to medicine use and will ultimately determine how much of the promise of innovative healthcare reaches patients around the world in 2020 and beyond.

There will be several important and evolutionary changes by 2020 that will reframe stakeholders approach to medicine use. The interconnected nature of decisions in healthcare will inevitably lead to tensions, and resolving those conflicts, will ultimately determine how much of the promise of healthcare reaches patients around the world in 2020 and beyond.

Fundamental change across stakeholders

The combination of demographic pressures - population growth, aging populations - and relatively slow or slowing economic growth will have built substantial pressure for most countries to develop new funding models for healthcare by 2020. Medicines in 2020 will include a vast array of treatments ranging from those that provide symptom relief available without a prescription to lifesaving genetically personalized therapies unique to a single patient. The role of medicines in global healthcare will have evolved to one which often replaces more complex interventions and in many cases will be accompanied by a societal expectation that medicines can achieve tremendous results, and that whatever the innovation, it should be affordable and accessible to those who need it. This consensus is clearly present in the discussions of access to treatments for HIV, hepatitis C, and many other medicines, and is included in the policies or ideologies of both developed and developing world countries. While the U.S. has long dominated the world's spending on medicines, the next five years will likely see key pharmerging markets, particularly India and China pass the U.S. in using the highest volumes of medicines, largely driven by their populations, and yet demonstrating that they continue to have limited access per capita to the most transformative innovative medicines.

The number of clinically desirable and costly breakthrough drugs, combined with the larger volume driven costs of existing lower-cost treatment options will strain even the most well managed budgets. The expected growth of medicine usage implies by its very nature that healthcare delivery capacity will need to expand or change significantly. The wider use of newer technologies is likely to enable system expansion without linear cost growth, but difficult decisions that balance overall population benefit and individual patient need will remain challenging issues for stakeholders to resolve.

Health systems globally will largely be on sounder footing in 2020 than today, with broader population access, better evidence basis for the treatment protocols, a faster cycle in adopting better protocols informed by larger volumes of real world data, and a more uniform set of policies to appropriately adopt innovation. Key to this set of improvements and an ongoing evolution of better health and healthcare will be a sustainable set of rewards for innovation, including transparent price negotiation systems, and the wider adoption of intellectual property protection for innovation.

(Source: Global Medicines Use in 2020 - Outlook and Implications IMS Institute for Healthcare Informatics www.imshealth.com

GLOBAL PHARMACEUTICAL INDUSTRY – COUNTRY RANKINGS

Appendix 1 - Global Country Rankings

Exhibit	2010	Index	Exhibit	2015	Index	Exhibit	2020	Index
1	U.S.	100	1	U.S.	100	1	U.S.	100
2	Japan	22	2 ▲1	China	27	2	China	30
3 ▲2	China	19	3 ▼1	Japan	18	3	Japan	14
4	Germany	11	4	Germany	10	4	Germany	9
5 ▼2	France	10	5	France	8	5 ▲2	Brazil	8
6	Italy	7	6 ▲1	U.K.	7	6	U.K.	6
7	U.K.	6	7 ▲3	Brazil	6	7 ▲1	Italy	5
8 ▼3	Spain	6	8 ▼2	Italy	6	8 ▼3	France	5
9	Canada	6	9	Canada	5	9 ▲3	India	5
10 ▲1	Brazil	5	10 ▼2	Spain	4	10 ▼1	Canada	4
11 ▲2	South Korea	4	11 ▲4	Venezuela	4	11 ▼1	Spain	4
12	Australia	3	12 ▲1	India	4	12 ▲1	Russia	3
13 ▲1	India	3	13 ▲3	Russia	3	13 ▲1	South Korea	3
14 ▼4	Mexico	3	14 ▼3	South Korea	3	14 ▲2	Mexico	2
15 ▲12	Venezuela	3	15 ▼3	Australia	3	15 ▲3	Turkey	2
16 ▲7	Russia	2	16 ▼2	Mexico	2	16 ▼1	Australia	2
17 ▲1	Poland	2	17 ▲6	Argentina	2	17 ▲3	Saudi Arabia	2
18 ▲3	Turkey	2	18	Turkey	2	18	Poland	2
19 ▼4	Switzerland	2	19 ▼2	Poland	2	19 ▼2	Argentina	1
20 ▼4	Netherlands	2	20 ▲7	Saudi Arabia	1	20 ▲9	Egypt	1

Source: IMS Health, Market Prognosis, September 2015 ▼▲ Change in ranking over prior five years

Appendix notes:
Rankings based on Constant US$. Argentina and Venezuela based on US$ with variable exchange rates due to hyperinflation. Index reflects comparison to the U.S. of spending in Constant US$.

(Source: Global Medicines Use in 2020 - Outlook and Implications IMS Institute for Healthcare Informatics www.imshealth.com)

INDIAN MANUFACTURING SECTOR

Introduction

Manufacturing has emerged as one of the high growth sectors in India. Prime Minister of India, Mr Narendra Modi, had launched the 'Make in India' program to place India on the world map as a manufacturing hub and give global recognition to the Indian economy. India is expected to become the fifth largest manufacturing country in the world by the end of year 2020*.

Market Size

The Gross Value Added (GVA) at basic constant (2011-12) prices from the manufacturing sector in India grew 7.9 per cent year-on-year in 2016-17, as per the 2nd provisional estimate of annual national income published by the Government of India. Under the Make in India initiative, the Government of India aims to increase the share of the manufacturing sector to the gross domestic product (GDP) to 25 per cent by 2022, from 16 per cent, and to create 100 million new jobs by 2022. Business conditions in the Indian manufacturing sector continue to remain positive.

Investments

With the help of Make in India drive, India is on the path of becoming the hub for hi-tech manufacturing as global giants such as GE, Siemens, HTC, Toshiba, and Boeing have either set up or are in process of setting up manufacturing plants in India, attracted by India's market of more than a billion consumers and increasing purchasing power.

Foreign Direct Investment (FDI) inflows in India's manufacturing sector grew by 82 per cent year-on-year to US$ 16.13 billion during April-November 2016.

India has become one of the most attractive destinations for investments in the manufacturing sector. Some of the major investments and developments in this sector in the recent past are:

- IKEA, a Swedish furniture company, aims to manufacture more than 30 per cent of its products in India in the coming years, stated Mr Patrik Antoni, Deputy Country Manager, IKEA.
- Volvo India Pvt Ltd, Swedish luxury car manufacturer, will start assembly operations near Bengaluru in India by the end of 2017. The company is targeting to double its share in India's luxury car segment to 10 per cent by 2020.
- Berger Paints has entered into a partnership with Chugoku Marine Paints (CMP), thereby marking its entry into the marine paints segment, which has an estimated market size of Rs 250 crore (US$ 38.82 million) and is expected to grow at 25 per cent annually for the next five years.
- SAIC Motor Corp, China's largest automaker, has signed a deal to buy General Motors (GM) India's Halol plant in Gujarat.
- Dabur India Ltd set up its largest manufacturing plant globally, spread over 30 acres, at a cost of Rs 250 crore (US$ 38.82 million), in Tezpur, Assam, which will produce Dabur's complete range of ayurvedic medicines, health supplements, and personal care products among others.
- Apple Inc is looking to expand its Taiwanese contract manufacturer, Wistron's, production facility in Bengaluru, India, where it started manufacturing iPhone SE in May, 2017.
- Panasonic Corporation, the Japan-based electronics company, plans to set up a new plant at Jhajjar, Haryana, to manufacture refrigerators for the Indian market, and a Research and Development (R&D) center for appliances consisting of two technical divisions to strengthen its product development in the country.

- BSH Home Appliances Group, the leading home appliances manufacturer in Europe, inaugurated its first technology centre in India at Adugodi, Bengaluru, which will enable the company to further develop localised technologies for the Indian market.
- China based LCD and touchscreen panel manufacturer, Holitech Technology, has announced plans to investing up to US$ 1 billion in India by the end of 2017.
- Ashok Leyland Ltd has launched its circuit series electric bus, the first ever electric bus designed and engineered entirely in India specifically for Indian road conditions, with a capacity to travel over 150 km on a single charge.
- Tristone Flowtech Group, the Germany-based flow technology systems specialist, has set up a new facility in Pune, which will manufacture surge tank as well as engine cooling and aircharge hose for the Indian market. The company plans to start the production at the plant in the fourth quarter of 2017.
- Honda Motorcycle & Scooter India plans to invest around Rs 600 crore (US$ 90 million) to add a new line to produce additional 600,000 units at its Narsapura facility in Karnataka.
- Hindustan Coca-Cola Beverages plans to set up a bottling plant with an investment of Rs 750 crore (US$ 112.5 million) in phases at the first industrial area being developed by Government of Madhya Pradesh under the public private partnership in Babai village of Hoshangabad, Bhopal.

Government Initiatives

In a bid to push the 'Make in India' initiative to the global level, Mr Narendra Modi, Prime Minister of India, pitched India as a manufacturing destination at the World International Fair in Germany's Hannover in 2015. Mr Modi showcased India as a business friendly destination to attract foreign businesses to invest and manufacture in the country.

The Government of India has taken several initiatives to promote a healthy environment for the growth of manufacturing sector in the country. Some of the notable initiatives and developments are:

- The Government of India has introduced several policy measures in the Union Budget 2017-18 to provide impetus to the manufacturing sector. Some of which include reduction of income tax rate to 25 per cent for MSME companies having turnover up to Rs 50 crore (US$ 7.5 million), MAT credit carry forward extended to 15 years from 10 years and abolishment of Foreign Investment Promotion Board (FIPB) by 2017-18.
- The Government of India has launched a phased manufacturing programme (PMP) aimed at adding more smartphone components under the Make in India initiative thereby giving a push to the domestic manufacturing of mobile handsets.
- The Ministry of Heavy Industries and Public Enterprises, Government of India, has approved the setting up of four Centres of Excellence (CoE) in areas of textile machinery, machine tools, welding technology and smart pumps, which will help raise the technology depth of the Indian Capital Goods Industry.
- The Union Cabinet has approved the Modified Special Incentive Package Scheme (M-SIPS) in which, proposals will be accepted till December 2018 or up to an incentive commitment limit of Rs 10,000 crore (US$ 1.5 billion).
- The Government of India has removed the 12.5 per cent excise duty and 4 per cent special additional duty (SAD) on the manufacturing of point-of-sale (PoS) machines till March 31, 2017, which is expected to give a boost to the cashless economy as more PoS machines will be deployed in the future.

- Ms Nirmala Sitharaman, Minister of State (Independent Charge) for Commerce and Industry, has launched the Technology Acquisition and Development Fund (TADF) under the National Manufacturing Policy (NMP) to facilitate acquisition of Clean, Green and Energy Efficient Technologies, by Micro, Small & Medium Enterprises (MSMEs).
- The Government of Uttar Pradesh has secured investment deals valued at Rs 5,000 crore (US$ 741.2 million) for setting up mobile manufacturing units in the state.
- Government of India has planned to invest US$ 10 billion in two semiconductor plants in order to facilitate electronics manufacturing in the country.

Road Ahead

India is an attractive hub for foreign investments in the manufacturing sector. Several mobile phone, luxury and automobile brands, among others, have set up or are looking to establish their manufacturing bases in the country.

The implementation of the Goods and Services Tax (GST) will make India a common market with a GDP of US$ 2 trillion along with a population of 1.2 billion people, which will be a big draw for investors.

With impetus on developing industrial corridors and smart cities, the government aims to ensure holistic development of the nation. The corridors would further assist in integrating, monitoring and developing a conducive environment for the industrial development and will promote advance practices in manufacturing.

Exchange Rate Used: INR 1 = US$ 0.0155 as on April 17, 2017

(Source: Indian Manufacturing Industry Analysis - India Brand Equity Foundation - www.ibef.org)

INDIAN PHARMACEUTICALS MARKET

Introduction

The Indian pharmaceuticals market is the third largest in terms of volume and thirteenth largest in terms of value, as per a report by Equity Master. India is the largest provider of generic drugs globally with the Indian generics accounting for 20 per cent of global exports in terms of volume. Of late, consolidation has become an important characteristic of the Indian pharmaceutical market as the industry is highly fragmented.

India enjoys an important position in the global pharmaceuticals sector. The country also has a large pool of scientists and engineers who have the potential to steer the industry ahead to an even higher level. Presently over 80 per cent of the antiretroviral drugs used globally to combat AIDS (Acquired Immuno Deficiency Syndrome) are supplied by Indian pharmaceutical firms.

The UN-backed Medicines Patent Pool has signed six sub-licences with Aurobindo, Cipla, Desano, Emcure, Hetero Labs and Laurus Labs, allowing them to make generic anti-AIDS medicine Tenofovir Alafenamide (TAF) for 112 developing countries.

(Source: Indian Pharmaceuticals Industry Analysis - India Brand Equity Foundation - www.ibef.org)

Market Size

The Indian pharma industry, which is expected to grow over 15 per cent per annum between 2015 and 2020, will outperform the global pharma industry, which is set to grow at an annual rate of 5 per cent between the same period. The market is expected to grow to US$ 55 billion by 2020, thereby emerging as the sixth largest pharmaceutical market globally by absolute size, as stated by Mr Arun Singh, Indian Ambassador to the US. Branded generics dominate the pharmaceuticals market, constituting nearly 80 per cent of the market share (in terms of revenues).

India has also maintained its lead over China in pharmaceutical exports with a year-on-year growth of 11.44 per cent to US$ 12.91 billion in FY 2015-16, according to data from the Ministry of Commerce and Industry. In addition, Indian pharmaceutical exports are poised to grow between 8-10 per cent in FY 2016-17. Imports of pharmaceutical products rose marginally by 0.80 per cent year-on-year to US$ 1,641.15 million.

Overall drug approvals given by the US Food and Drug Administration (USFDA) to Indian companies have nearly doubled to 201 in FY 2015-16 from 109 in FY 2014-15. The country accounts for around 30 per cent (by volume) and about 10 per cent (value) in the US$ 70-80 billion US generics market.

India's biotechnology industry comprising bio-pharmaceuticals, bio-services, bio-agriculture, bio-industry and bioinformatics is expected grow at an average growth rate of around 30 per cent a year and reach US$ 100 billion by 2025. Biopharma, comprising vaccines, therapeutics and diagnostics, is the largest sub-sector contributing nearly 62 per cent of the total revenues at Rs 12,600 crore (US$ 1.89 billion).

Investments

The Union Cabinet has given its nod for the amendment of the existing Foreign Direct Investment (FDI) policy in the pharmaceutical sector in order to allow FDI up to 100 per cent under the automatic route for manufacturing of medical devices subject to certain conditions.

The drugs and pharmaceuticals sector attracted cumulative FDI inflows worth US$ 14.53 billion between April 2000 and December 2016, according to data released by the Department of Industrial Policy and Promotion (DIPP).

Some of the major investments in the Indian pharmaceutical sector are as follows:

- Piramal Enterprises Ltd acquired a portfolio of spasticity and pain management drugs from UK-based specialty biopharmaceutical company Mallinckrodt Pharmaceuticals, in an all-cash deal for Rs1,160 crore (US$ 171 million).
- Aurobindo Pharma has bought Portugal based Generis Farmaceutica SA, a generic drug company, for EUR 135 million (US$ 144 million).
- Sun Pharmaceutical Industries Ltd, India's largest drug maker, has entered into an agreement with Switzerland-based Novartis AG, to acquire the latter’s branded cancer drug Odomzo for around US$ 175 million.
- Kedaara Capital Advisors LLP, a private equity (PE) firm, plans to invest Rs 430 crore (US$ 64.5 million) to acquire a minority stake in Hyderabad-based diagnostics chain Vijaya Diagnostic Centre Pvt Ltd.
- Sun Pharmaceuticals Industries Limited plans to acquire 85.1 per cent stake in Russian company Biosintez for US$ 24 million for increasing its presence in Russia through local manufacturing capability.
- Abbott Laboratories, a global drug maker based in US, plans to set up an innovation and development center (I&D) in Mumbai, which will help in developing new drug formulations, new indications, dosing, packaging and other differentiated offerings for Abott's global branded generics business.
- India’s largest drug maker Sun Pharmaceutical Industries Limited has entered into a distribution agreement with Japan's Mitsubishi Tanabe Pharma Corporation to market 14 prescription brands in Japan.

- Syngene International Limited will be setting up its fourth exclusive Research and Development (R&D) center named Syngene Amgen Research and Development Center (SARC) for a US-based biotechnology company Amgen Incorporation in Bengaluru.
- India's third largest drug maker Lupin Limited plans to file its first biosimilar Etanercept for approval in Japan, world's second largest drug market, in 2017.
- Rubicon Research Pvt Ltd, a contract research and manufacturing services firm, is in advanced talks with Everstone Capital and a few high-net-worth Individuals (HNI) to raise up to Rs 240 crore (US$ 36 million), which will be used to increase the company's manufacturing capabilities.
- Lupin Ltd plans to acquire a portfolio of 21 generic brands from Japan-based Shionogi & Co Ltd for Rs 10.08 billion (US$ 151.2 million), which will help to strengthen its presence in the world's second largest pharmaceutical market.
- International Finance Corporation (IFC), the investment arm of the World Bank, plans to invest upto US$ 75 million in Glenmark, which is looking to raise around US$ 200 million for expansion and the launch of several new products in India and other emerging markets over the next three years.
- Cipla Limited plans to invest around Rs 600 crore (US$ 90 million) to set up a biosimilar manufacturing facility in South Africa for making affordable cancer drugs and growing its presence in the market.
- Rusan Pharma, a firm which specialises in de-addiction and pain management products, plans to invest Rs 100 crore (US$ 15 million) in a R&D centre and a manufacturing unit in Kandla, located in Kutch District in Gujarat.
- The Medicines Patent Pool (MPP) has signed a licencing agreement with six Indian drug makers for the generic manufacturing of four antiretrovirals (ARV) and hepatitis C direct-acting antiviral drug Daclatasvir.
- Dr Reddy's Laboratories, one of the major pharmaceutical companies of India, has entered into a strategic collaboration agreement with Turkey-based TR-Pharm, to register and subsequently commercialise three biosimilar products in Turkey.
- Lupin has completed the acquisition of US-based GAVIS Pharmaceuticals in a deal worth US$ 880 million, which is expected to enhance its product pipeline in dermatology, controlled substances and high-value speciality products.
- Cipla Ltd, one of the major pharmaceutical and biotechnology companies in India, has acquired two US-based generic drug makers, InvaGen Pharmaceuticals Inc. and Exelan Pharmaceuticals Inc., for US$ 550 million, which is expected to strengthen Cipla's US business.
- Emcure Pharmaceuticals has acquired Canada's International Pharmaceutical Generics Ltd and its marketing arm Marcan Pharmaceuticals in order to boost its global expansion drive.
- Cipla announced the acquisition of two US-based companies, InvaGen Pharmaceuticals Inc. and Exelan Pharmaceuticals Inc., for US$550 million.
- Glaxosmithkline Pharmaceuticals has started work on its largest greenfield tablet manufacturing facility in Vemgal in Kolar district, Karnataka, with an estimated investment of Rs 1,000 crore (US$ 150 million).
- Lupin has acquired two US based pharmaceutical firms, Gavis Pharmaceuticals LLC and Novel Laboratories Inc, in a deal worth at US$ 880 million.

- Several online pharmacy retailers like PharmEasy, Netmeds, Orbimed, are attracting investments from several investors, due to double digit growth in the Rs 97,000 crore (US$ 14.55 billion) Indian pharmacy market.
- StelisBiopharma announced the breakthrough construction of its customised, multi-product, biopharmaceutical manufacturing facility at Bio-Xcell Biotechnology Park in Nusajaya, Johor, Malaysia's park and ecosystem for industrial and healthcare biotechnology at a total project investment amount of US$ 60 million.
- Strides Arcolab entered into a licensing agreement with US-based Gilead Sciences Inc to manufacture and distribute the latter's cost-efficient TenofovirAlafenamide (TAF) product to treat HIV patients in developing countries. The licence to manufacture Gilead's low-cost drug extends to 112 countries.

Government Initiatives

The Government of India unveiled 'Pharma Vision 2020' aimed at making India a global leader in end-to-end drug manufacture. Approval time for new facilities has been reduced to boost investments. Further, the government introduced mechanisms such as the Drug Price Control Order and the National Pharmaceutical Pricing Authority to deal with the issue of affordability and availability of medicines.

Mr Ananth Kumar, Union Minister of Chemicals and Petrochemicals, has announced setting up of chemical hubs across the country, early environment clearances in existing clusters, adequate infrastructure, and establishment of a Central Institute of Chemical Engineering and Technology.

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

- The Government of India plans to set up around eight mini drug-testing laboratories across major ports and airports in the country, which is expected to improve the drug regulatory system and infrastructure facilities by monitoring the standards of imported and exported drugs and reduce the overall time spent on quality assessment.
- India is expected to rank among the top five global pharmaceutical innovation hubs by 2020, based on Government of India's decision to allow 50 per cent public funding in the pharmaceuticals sector through its Public Private Partnership (PPP) model.#
- Indian Pharmaceutical Association (IPA), the professional association of pharmaceutical companies in India, plans to prepare data integrity guidelines which will help to measure and benchmark the quality of Indian companies with global peers.
- The Government of India plans to incentivise bulk drug manufacturers, including both state-run and private companies, to encourage ‘Make in India’ programme and reduce dependence on imports of Active Pharmaceutical Ingredients (API), nearly 85 per cent of which come from China.
- The Department of Pharmaceuticals has set up an inter-ministerial co-ordination committee, which would periodically review, coordinate and facilitate the resolution of the issues and constraints faced by the Indian pharmaceutical companies.
- The Department of Pharmaceuticals has planned to launch a venture capital fund of Rs 1,000 crore (US$ 149.11 million) to support start-ups in the research and development in the pharmaceutical and biotech industry.

Road Ahead

The Indian pharmaceutical market size is expected to grow to US$ 100 billion by 2025, driven by increasing consumer spending, rapid urbanisation, and raising healthcare insurance among others.

Going forward, better growth in domestic sales would also depend on the ability of companies to align their product portfolio towards chronic therapies for diseases such as such as cardiovascular, anti-diabetes, anti-depressants and anti-cancers that are on the rise.

The Indian government has taken many steps to reduce costs and bring down healthcare expenses. Speedy introduction of generic drugs into the market has remained in focus and is expected to benefit the Indian pharmaceutical companies. In addition, the thrust on rural health programmes, lifesaving drugs and preventive vaccines also augurs well for the pharmaceutical companies.

Exchange Rate Used: INR 1 = US$ 0.0150 as on February 9, 2017

References: Consolidated FDI Policy, Department of Industrial Policy & Promotion (DIPP), Press Information Bureau (PIB), Media Reports, Pharmaceuticals Export Promotion Council

Note:- According to a study by UBM India, the Indian arm of London-based media and events company; @ - According to India Ratings (a Fitch company); # - according to Assocham and TechSci Research

(Source: Indian Pharmaceuticals Industry Analysis - India Brand Equity Foundation - www.ibef.org)

NOTABLE TRENDS IN THE INDIAN PHARMACEUTICALS SECTOR

Research and development

Indian pharma companies spend 8-11 per cent of their total turnover on R&D. Expenditure on R&D is likely to increase due to the introduction of product patents; companies need to develop new drugs to boost sales

Export revenue

India's pharmaceutical export market is thriving due to strong presence in the generics space. Pharmaceuticals Exports Promotion Council expects pharma exports exceeded USD16.4 billion in 2016-17

Joint Ventures

Multinational companies are collaborating with Indian pharma firms to develop new drugs. Cipla formed an exclusive partnership with Serum Institute of India to sell vaccines in South Africa. 6 leading pharmaceutical companies have formed an alliance 'LAZOR' to share their best practices, so as to improve efficiency & reduce operating costs

Expansion by Indian players abroad

Cipla, the largest supplier of anti-malarial drugs to Africa, sets up a USD32 billion plant in Africa for the production of anti-retroviral & anti-malarial drugs

PPP in R&D

Indian Government invited multi-billion dollar investment with 50 per cent public funding through its public private partnership (PPP). In April 2017, Clavita Pharma Pvt. Ltd., signed an MoU with GITAM University for research activities, exchange of visits between professionals of Clavita and GITAM University faculty, organise joint meetings and training programmes

Draft Patents (Amendment) Rules, 2015

The time limit given for submitting the application for grant has been reduced to 4 months from 12 months, providing an extension of 2 months

Product Patents

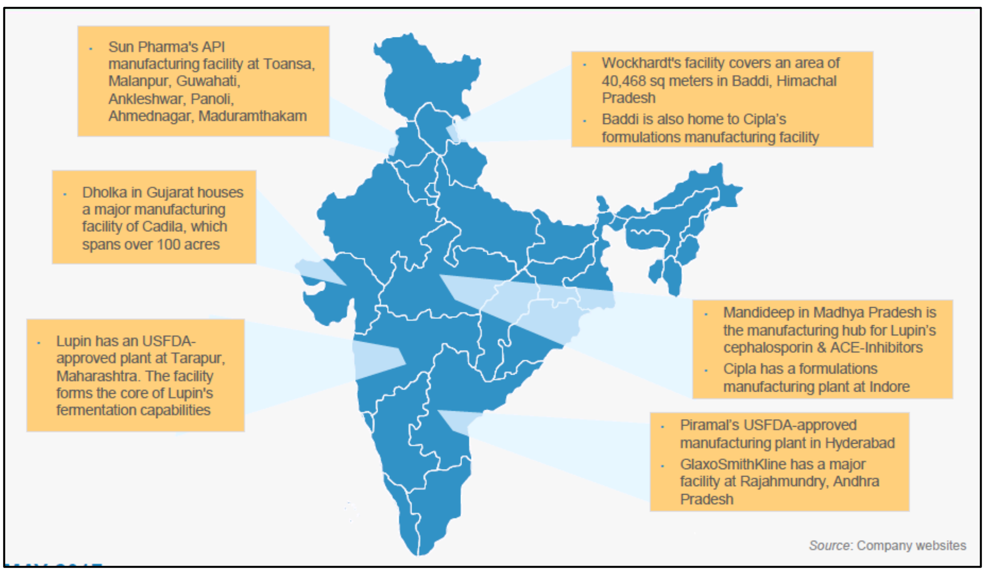
The introduction of product patents in India in 2005 gave a boost to the discovery of new drugs. India reiterated its commitment to IP protection following the introduction of product patents In December 2016, Suven Life Sciences was granted product patent for the treatment of neurodegenerative diseases

Less time for approval

In order to compete with global players in pharmaceutical industries, approval process of drugs have been simplified by the authorities & approval time for new facilities has been drastically reduced

(Source: Pharmaceuticals July 2017 - India Brand Equity Foundation - www.ibef.org)

STATES HOSTING KEY PHARMACEUTICAL VENTURES



(Source: Pharmaceuticals May2017 - India Brand Equity Foundation - www.ibef.org)

GROWTH DRIVERS

Demand-side drivers

- Increasing fatal diseases
- Accessibility of drugs to greatly improve
- Increasing penetration of health insurance
- Growing number of stress-related diseases due to change in lifestyle
- Better diagnostic facilities

Supply-side drivers

- Cost advantage
- Skilled manpower
- India a major manufacturing hub for generics
- In FY16, 546 sites registered at USFDA. India accounts for 22 per cent of overall USFDA approved plants
- Increasing penetration of Chemists

Policy Support

- National Health Policy 2015, which focuses on increasing public expenditure on healthcare segment
- Reduction in approval time for new facilities
- Plans to set up new pharmaceutical education & research institutes
- Exemptions to drugs manufactured through indigenous R&D from price control under NPPP-2012

(Source: Pharmaceuticals July 2017 - India Brand Equity Foundation - www.ibef.org)

SUPPLY SIDE DRIVERS

Launch of patented Drugs

Following the introduction of product patents, several multinational companies are expected to launch patented drugs in India. Growth in the number of lifestyle diseases in India could boost the sale of drugs in this segment. High Court allowing exporting patent drugs, to foreign players in the Indian market.

Medical infrastructure

Pharma companies have increased spending to tap rural markets and develop better medical infrastructure. Hospitals' market size is expected to increase by USD200 billion by 2024. In October 2016, the government gave a nod to set up the country's 1st medical devices manufacturing park in Chennai

Scope in generics market

India's generic drugs account for 20 per cent of global exports in terms of volume, making it country the largest provider of generic medicines globally. The generics drug market accounts for around 70 per cent of the India pharmaceutical industry & it is expected to reach USD27.9 billion by 2020.

Over-The-Counter (OTC) drugs

India's OTC drugs market is expected to rise at a CAGR of 16.3 per cent to USD6.6 billion over 2008–16 and is further expected to grow on the account of increased penetration of chemists, especially in rural regions

Patent Expiry

The total sales value of the drugs with expiring patent in 2015 is USD66 billion and drugs with expiry protection in 2014 valued around USD34 billion

(Source: Pharmaceuticals July 2017 - India Brand Equity Foundation - www.ibef.org)

DEMAND DRIVERS

Accessibility

Over USD200 billion to be spent on medical infrastructure in the next decade. New business models expected to penetrate tier-2 & 3 cities. Over 160,000 hospital beds expected to be added each year in the next decade. India's generic drugs account for 20 per cent of global exports in terms of volume, making the country the largest provider of generic medicines globally

Acceptability

Rising levels of education to increase acceptability of pharmaceuticals. Patients to show greater propensity to self-medicate, boosting the OTC market. Acceptance of biologics & preventive medicines to rise. A skilled workforce as well as high managerial & technical competence. Surge in medical tourism due to increased patient inflow from other countries

Affordability

Rising income could drive 73 million households to the middle class over the next 10 years. Over 650 million people expected to be covered by health insurance by 2020. Government-sponsored programmes set to provide health benefits to over 380 million BPL people by 2017. By 2017, the government plans to provide free generic medicines to half the population at an estimated cost of USD5.4 billion

Epidemiological factors

Patient pool expected to increase over 20 per cent in the next 10 years, mainly due to rise in population. New diseases & lifestyle changes to boost demand. Increasing prevalence of lifestyle diseases

(Source: Pharmaceuticals July 2017 - India Brand Equity Foundation - www.ibef.org)

FAVOURABLE POLICY MEASURES SUPPORT GROWTH

Reduction in approval timer new facilities

Steps taken to reduce approval time for new facilities. NOC for export licence issued in 2 weeks compared to 12 weeks earlier

Collaborations

MoUs with USFDA, WHO, Health Canada, etc. to boost growth in the Indian Pharma sector by benefiting from their expertise. In 2015, NIPER (Mohali) signed MoUs with pharmaceutical industry leaders Bharat Biotech, Dr Reddy, Cadila Healthcare, Sun Pharma & Panacea Biotech. In 2016, Strides Arcolab & US-based Gilead Sciences Inc. entered into a licensing agreement for manufacturing & distributing Gilead Sciences' cost-efficient TenofovirAlafenamide (TAF) product in order to treat HIV patients in developing economies

Support for technology upgrades and FDIs

Zero duty for technology upgrades in the pharmaceutical sector through the Export Promotion Capital Goods (EPCG) Scheme. Government is planning to relax FDI norms in the pharmaceutical sector. In March 2017, the government to create a digital platform to regulate and track the sale of quality drugs, and it can be used by people living in the country as well as abroad

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Industry infrastructure

Under the Union Budget 2017-18, the government has announced to set up 1.5 lakh Health Care Centres & open 2 new AIIMS in Jharkhand & Gujarat. In 2016, the government has planned to set up 6 pharma parks at an investment of about USD27 million

Pharma Vision 2020

Pharma Vision 2020 by the government's Department of Pharmaceuticals aims to make India a major hub for end-to-end drug discovery

Exceptions

Full exemption from excise duty is being provided for HIV/AIDS drugs & diagnostic kits supplied under National AIDS Control Programme funded by the Global Fund to fight AIDS, TB & Malaria (GFATM). The customs duties on the said drugs are also being exempted

(Source: Pharmaceuticals July 2017 - India Brand Equity Foundation - www.ibef.org)

NATIONAL PHARMA PRICING POLICY 2012

Market-based pricing

Cost-based pricing is complicated and time consuming than market based pricing. Market-based pricing is expected to create greater transparency in pricing information and would be available in public domain. Prices of NLEM drugs linked to WPI.

Essentiality of drugs

Essentiality of drugs is determined by including the drug in National List of Essential Medicines (NLEM) (348 drugs at present). Promote rational use of medicines based on cost, safety & efficacy

Price control of formulations only

The regulation of prices of drugs on the basis of regulating the prices of formulations only. Only finished medicines are to be considered essential which would prevent price control of APIs, which are not necessarily used for essential drugs.

(Source: Pharmaceuticals July 2017 - India Brand Equity Foundation - www.ibef.org)

OPPORUNITIES: INDIAN PHARMACEUTICALS MARKET

Clinical trials market

India is among the leaders in the clinical trial market. Due to a genetically diverse population and availability of skilled doctors, India has the potential to attract huge investments to its clinical trial market. From 2009 to 2015, 3043 clinical trial has been carried out in India

High-end drugs

Due to increasing population & income levels, demand for high-end drugs is expected to rise. Growing demand could open up the market for production of high-end drugs in India.

Penetration in rural Market

With 70 per cent of India's population residing in rural areas, pharma companies have immense opportunities to tap this market. Demand for generic medicines in rural markets has seen a sharp growth. Various companies are investing in the distribution network in rural areas.

CRAMS

The Contract Research & Manufacturing Services industry (CRAMS) – estimated at USD8 billion in 2015, is expected to reach has a huge potential for Investments. The market has more than 1,000 players

(Source: Pharmaceuticals July 2017 - India Brand Equity Foundation - www.ibef.org)

ADVANTAGE INDIA

Cost efficiency

Low cost of production and R&D boosts efficiency of Indian pharma companies. India's cost of production is approximately 60 per cent lower than that of the US & almost half of that of Europe. Due to lower cost of treatment, India is emerging as a leading destination for medical tourism As of February 2017, India's ability to manufacture high quality, low priced medicines, presents a huge business opportunity for the domestic industry.

Economic drivers

Economic prosperity to improve drug affordability. Increasing penetration of health insurance. With increasing penetration of chemists, especially in rural India, OTC drugs will be readily available

Diversified portfolio

Accounts for over 10 per cent of the global pharmaceutical production. Over 60,000 generic brands across 60 therapeutic categories. Manufactures more than 500 different APIs. 35.7 per cent of all drug master filings from India are registered in the USA in 2015

Policy support

Government unveiled 'Pharma Vision 2020' aimed at making India a global leader in end-to-end drug manufacture. Reduced approval time for new facilities to boost investments. In this sector, 100 per cent FDI is allowed under automatic route

2016 Market size: USD27.57 Billion

2020F Market size: USD55 Billion

(Source: Pharmaceuticals July 2017 - India Brand Equity Foundation - www.ibef.org)

OUR BUSINESS

OVERVIEW

Beta Drugs Limited is a part of Adley Group. Adley Group was founded in the year 1985, by our promoter Vijay Batra, who has more than twenty five years of experience in manufacture of pharmaceutical products in India. Beta Drugs Limited is , pharmaceutical formulation manufacturing company engaged in developing, manufacturing and marketing of drug products for domestic and international customers. . Our promoter Vijay Batra, is responsible for day to day activities of our business. In the domestic market we market our products through our own sales & marketing team and we also do P2P which contributes around 65% of the total revenue. Our current promoter Vijay Batra, took over the company from Kiran Goyal, Deepak Kumar Prince Bharti and Rohit Bansal in the year 2014.Subsequently, our Company was converted into a public limited company and a fresh Certificate of Incorporation consequent upon change of name on Conversion to Public Limited Company dated 11-08-2017 was issued by the Registrar of Companies, and the name of our Company was changed to "Beta Drugs Limited".

Our manufacturing unit, an ISO 9001:2008 certified facility, is located at Kharuni –Lodhimajra Road, Village Nandpur, Baddi, Dist-Solan Himachal Pradesh, and India. In the year 2003, Government of India announced tax holiday of ten years, beginning from the date of commercial production, for manufacturing units at Baddi. Under the tax holiday scheme, the industry was offered exemption on excise duty for setting up units in Baddi. Since our commercial production started in the year 2009-10, our company will continue to enjoy tax holiday till the year 2019-2020.

Our company is primarily engaged in the manufacturing of oncology products. Our products range from anti-cancer tablets, capsules, injections and lyophilized injections. Our company started production of oncology products by manufacturing portfolio of over 35 products which is used for the treatment of various cancer disease. As on March 31, 2017, our company had a portfolio of over 50 products catering to various oncology diseases including breast, brain, bone, lung, mouth, head & neck, prostate, haematology, cervics, oeaophagus etc. We have increased our product range, starting from 35 in 2015-16 to 50 active products in 2016-17. Our oncology portfolio includes key brands like Admine, Adgef, Addplatin, Erlotad etc.

Our revenues from sale of products in the domestic market grew by 47.24% from Rs. 2600 lakhs in Fiscal 2015-16 to Rs. 3828.36 lakhs Fiscal 2016-17. In overseas market our sales grew by 88.81% from Rs. 37.71 lakhs in Fiscal 2015-16 to Rs. 336.91 lakhs in Fiscal 2016-17.

OUR PREMISES

Registered Office& Manufacturing Unit

Our registered office and manufacturing facility is located at Kharuni –Lodhimajra Road, Vil Nandpur, Baddi , Dist-Solan Himachal Pradesh, India. The facility is well connected by rail, road and air transport. .

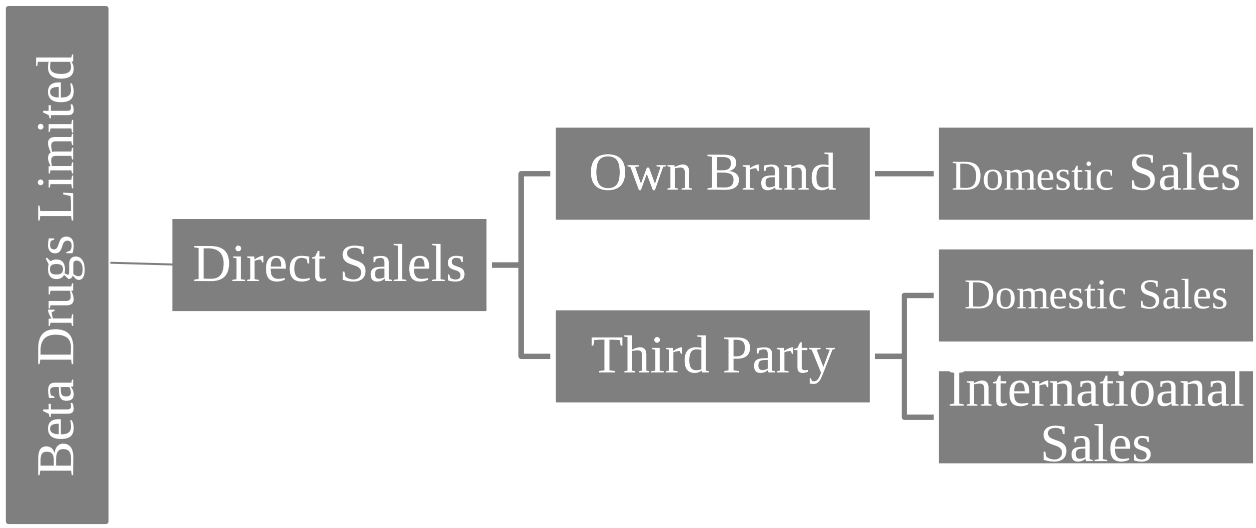
Administrative office

Our administrative office is on rented premises and is located at Panchkula-SCO 184, First floor, Sector 5, Panchkula -134116, Chandigarh.

Sales and Export Office

Our branch office is on rented premises and is located at Peninsula Park, Office no-1101, 11^{th} Floor , Andheri West, Mumbai-400053, Maharashtra.

OUR BUSINESS MODEL



We are engage in manufacturing and marketing the formulations in domestic as well as international market. The Table set forth below presents a breakdown of our regional and export sales in international markets, as a percentage of our revenue from operations, for fiscals 2016 and 2017.

REGIONAL SALES ANALYSIS

Particulars	2016		2017	
	Rs in Lakhs	% of Revenue	Rs in Lakhs	% of Revenue
Northern	516.80	19.60	940.29	22.58
Eastern	5.12	0.19	1.40	0.03
Western	1856.39	70.38	2433.83	58.43
Southern	259.42	9.83	452.84	10.87
Total Domestic Sales	**2637.72**	**100**	**3828.36**	**91.91**

EXPORT SALES ANALYSIS

Particulars	2017	
	Rs in Lakhs	% of Revenue
Third Party Export	**336.91**	**8.09**

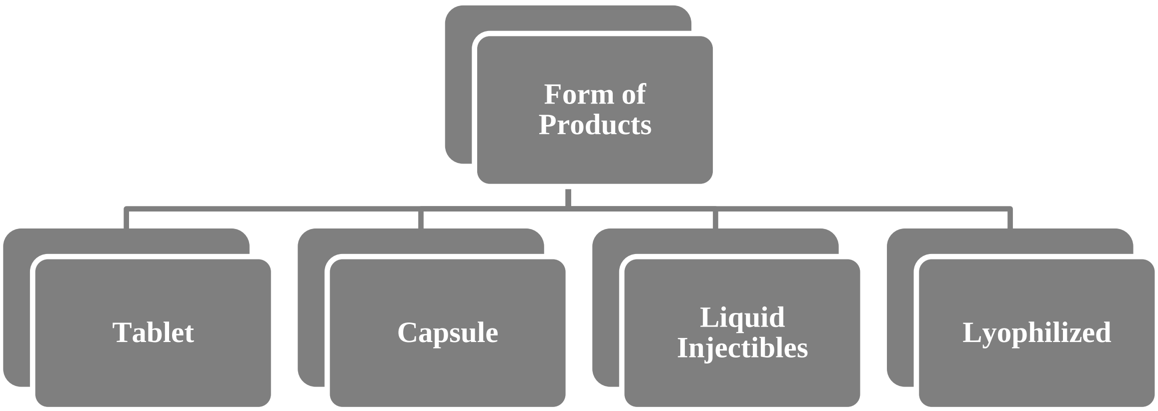
OUR PRODUCTS:

SR.NO	PRODUCT NAME	COMPOSITION	SR.NO	PRODUCT NAME	COMPOSITION
1	ADCARB 150	CARBOPLATIN 150 MG	2	ADMINE 400	IMATINIB-400MG
3	ADCARB 450	CARBOPLATIN 450 MG	4	TEMOZAD 20	TEMOZOLOMIDE-20
5	ADOXI 20	DOCETAXEL TRIHYDRATE 20 MG	6	TEMOZAD 100	TEMOZOLOMIDE-100
7	ADOXI 80	DOCETAXEL TRIHYDRATE 80 MG	8	TEMOZAD 250	TEMOZOLOMIDE-250MG
9	ADOXI 120	DOCETAXEL TRIHYDRATE 120 MG	10	CAPAD	CAPECITABINE-500MG
11	ADRIB 10	DOXORUBICIN 10MG LIQ	12	ADSIDE	ETOPOSIDE-50MG
13	ADRIB 50	DOXORUBICIN 50MG LIQ	14	ADMIDE	BICLUTAMIDE-50 MG
15	ADRICIN 10	EPIRUBICIN 10 MG	16	ADNAST	ANASTRAZOLE-1MG
17	ADRICIN 50	EPIRUBICIN 50 MG	18	ADGEST	MAGESTRAL ACETATE-40MG
19	ADPAXIL 30	PACLITAXEL 30 MG INJ	20	ADTHAL 50	THALIDOMIDE 50 MG
21	ADPAXIL 100	PACLITAXEL 100 MG	22	ADTHAL 100	THALIDOMIDE 100 MG
23	ADPAXIL 260	PACLITAXEL 260 MG	24	ERLOTAD 100	ERLOTINIB 100 MG
25	ADPAXIL 300	PACLITAXEL 300 MG	26	ERLOTAD 150	ERLOTINIB 150 MG
27	AB-PACLI 100 MG	ALBUMIN BOUND PACLITAXEL	28	EMETANT	APREPITANT 80/125 KIT
29	ARBAZ	CABAZITAXEL	30	ADLINOD-10	LENALIDOMIDE - 10 MG.
31	ADPLATIN 50	OXALIPLATIN 50 MG	32	ADLINOD-25	LENALIDOMIDE - 25 MG.

SR.NO	PRODUCT NAME	COMPOSITION	SR.NO	PRODUCT NAME	COMPOSITION
33	ADPLATIN 100	OXALIPLATIN 100 MG	34	L-ASGEN-5000	L-ASPARAGINASE - 5000 IU
35	ADCOV 50	CALCIUM LEUCOVORINE 50 MG	36	L-ASGEN-10000	L-ASPARAGINASE - 10000 IU
37	ALZIC	ZOLIDRONIC ACID 4MG	38	EVEROCARE-5	EVEROLIMUS 5 MG.
39	AMGICIN 1GM	GEMCITABIN 1GM	40	EVEROCARE-10	EVEROLIMUS 10 MG.
41	AMGICIN 200	GEMCITABIN-200MG	42	PEG ADRIB 20	PEG L DOXORUBICINE - 20MG
43	ADSIDE 100 MG	ETOPOSIDE 100MG	44	ADBEN - 100	BENDAMUSTINE HCL
45	ADPEM 100	PEMETREXED 100 MG	46	ADDCURE	CREAM FOR RADIATION DERM
47	ADPEM 500	PEMETREXED 500 MG	48	ADFILL CAP	FILLGRASTIN
49	BORTIAD 3.5 MG	BORTIZUMAB 3.5 MG	50	ADFILL INJ	PEGFILGRASTIM
51	BORTIAD 2.0 MG	BORTIZUMAB 2.0 MG	52	ADMERK	MERCAPTOPUINE 50 MG
53	ADGRAM	GRANISETRON HCL	54	ADCYCLO	CYCLOPHOSPHAMIDE 50 MG
55	ADFLU - 50 MG	FLUDARABIN PHOSPHATE 50ML	56	LETRAFEM	LETRAZOLE 2.5 MG
57	LUPARD 11.25 MG	LEUPROLIDE ACETATE 11.25 MG	58	ADBIRON 250 MG	ABIRATERONE ACETATE
59	EMETANT IV 150 MG	APREPITANT IV 150 MG	60	ADGEF	GEFITINIB-250 MG
61	FISTENT INJ 5ML	FULVESTRANT 5ML	62	ADMINE 100	IMATINIB 100MG
63	ADCUMIN CAPS	CURCUMIN LONGA 500 MG			

BRIEF MANUFACTURING PROCESS

Forms of Product



The manufacturing process of Formulations differs from product to product i.e. between Tablets, Injectable, Capsules and Lyophilized. However, it typically involves a fixed series of steps under controlled conditions of temperature, relative humidity, hygiene and specific classified conditions to manufacture the finished products. For each product, we identify several alternative specification of manufacturing process and choose the most appropriate for the situation, viz., Stability during shelf life, economic, patent non-infringing, achieving desired quality standard, environment impact, etc. (It is then suitably packed in different packaging material like Strip Packing, Blister Packing, Bottle packing or Sachets depending on the requirements of the customer

A. CAPSULES:

Our Company has automatic capsule filling machine which is suitable for filling powders and pellets. The machine is functional in use as they have capabilities for output and over rules handy operations. . Capsule fillers are used to fill gelatin with pre determined quantity of liquids, powders, pellets, tablets. Capsules are normally fed into the machine, the filler then align, opens and accurately fills each capsule and recloses. Fillers generate minimum dust with lowest level of product loss. Non-separated, double loaded capsules and improperly inserted capsules are automatically rejected by machines to maintain the consistency in the quality of product. Most capsule fillers are characterized with fast changeover time to accommodate a variety of capsules in terms of shapes and size.

These machines requires minimal maintenance and easy to clean. Also, the installation of speed adjusting equipment and automatic counters ensures the right quantity of capsules being filled and packed.

B. TABLETS:

The manufacture of tablets is a complex multi-stage process under which the materials change their physical characteristics a number of times before the final dosage form is produced. The tablets have been made by granulation; wet granulation and dry granulation. Regardless of whether tablets are made by direct compression or granulation, the steps of milling and mixing, is the same. Numerous unit processes are involved in making tablets, including particle size reduction and sizing, blending, granulation, drying, compaction, and (frequently) coating. Various factors associated with these processes can seriously affect content uniformity, bioavailability, or stability.

C. INJECTIBLES

Injectable drug products are developed into several different types depending upon the characteristics of the drug, the desired onset of action of the drug, and the desired route of administration. Once the pre-formulation and formulation studies have identified a suitable drug product, the next step includes learning how the formulation behaves/interacts in an aseptic manufacturing facility. At this point in the manufacturing process the formulated drug product enters the clean room. It remains under these conditions until the product is filled, stoppered, and capped. The next step in the process is to sterilize the solution using one of the filters. Once the product has been filtered into a sterile filling container and the filter passes the post-fill integrity test, it is now ready to fill into its primary container. Sterile tubing is placed into the sterile solution, which leads first to pumps and then to filling needles. Once the vials have been filled, they travel down the filling line to have pre-sterilized stoppers inserted. Caps are used to secure the stopper in the neck of the vial to prevent the stopper from coming out either over time or during handling .After the product has been manufactured, tested by Quality Control (QC), and released by Quality Assurance (QA), it moves to Inspection. Once the product is released from Inspection by Quality Assurance, it moves to Labeling. After labeling, the product is packaged.

D. LYOPHILIZED

In Lyophilization, or freeze drying, initiated by sublimation (primary drying) and then by desorption (secondary drying). In this process, the moisture content of the product is reduced to such a low level that does not support biological growth or chemical reactions which gives the stability to the formulation. This process is performed at temperature and pressure conditions below the triple point, to facilitate sublimation of ice. The entire process is performed at low temperature and pressure, so that useful for drying of thermolabile compounds. Steps involved in lyophilization process which start from sample preparation followed by freezing, primary drying and secondary drying, to obtain the final dried product with desired moisture content

MARKETING

We have a marketing network for sales and marketing initiative which helps us maintain and develop our relationships with our existing customers and procure order from new customers. The efficiency of the marketing and sales network is critical success of our Company. Our success lies in the strength of our relationship with our distributors that have been associated with our Company.

We believe our relationship with our distributors is cordial and established as we receive repeat order flows. We intend to expand our existing customer base by reaching out to other geographical areas. Our marketing team is ready to take up challenges so as to scale new heights.

OUR STRENGTH

- **<u>Focus on oncology segment</u>**

As on March 31, 2017 our company had a portfolio of over 50 products catering to various oncology diseases including breast, brain, bone, lung cancer. Our Oncology portfolio includes key brands such as Adoxi, Bortiad, Capad, Adgef, Erlotad, Admine, Adpenm, Adricin .We enjoy a considerable market presence in the oncology segment which we believe will enable us to grow further and generate sustainable revenue.

- **<u>Registered Products</u>**

Our Company presently has 18 product registrations in various countries. The company dispatches currently to these countries only those products / brands which are registered in the respective countries. Our Company has is in the process of making additional 12 applications for product registration in various countries.

❖ **Experienced Promoters and Management Team**

Our Company has experienced management and employees in the business who are capable of meeting the requisite requirements of our customers. Our experienced management and employees has successfully expanded our business through proper customization under the guidance of our Managing Director and thereby increasing our revenues. Our Company believes that the skills, industry and business knowledge and operating experience of our senior executives, provide us with a significant competitive advantage as we are set to expand our existing business to newer geographic markets. We also have a qualified senior management team with diverse experience in the pharmaceutical industry, including in the areas of regulatory affairs, manufacturing, quality control, supply chain management, sales and marketing and finance.

OUR BUSINESS STRATEGIES

We intend to strengthen our position across identified pharmaceutical formulations in India and further expand our operations both in domestic and international markets in order to achieve long-term sustainable growth and increase shareholder value. Our principal strategies and initiatives to achieve these objectives are set out below.

- **Focus on increasing our export business**

We believe that our growth in international markets will result from the growing demand for anti cancer drugs, access to affordable high - quality medicine and new product opportunities. . Our broad strategic initiatives for international markets include offering a wide product portfolio with a well established product pipeline to support the growth in our existing markets, developing a broader market penetration strategy, territory-specific marketing and establishing our presence in developed markets such as Europe.

- **Expansion of business activity by tapping potential market in other parts of the Country**

Considering the huge potential of the pharmaceutical industry in India and in order to capitalize on the growth, we intend to expand our operations to other regions of the country, besides the western region where we are currently present in order to expand our business.

- **Access new markets through obtaining more certifications**

Our Company aims to position itself as a preferred supplier, by increasing the number of registration and marketing activities of its existing and new products, in international markets. Our Company intends to have EUGMP certificate

SWOT ANALYSIS

Strengths	Weakness
➢ In depth knowledge of promoter of industry and their decades of experience ➢ Focus on oncology segment ➢ Company has a good F&D centre where it develops newer molecules ➢ Company has its presence in all the major RCCs pan India ➢ P2P for Indian Companies l	➢ Underutilisation of manufacturing capacity ➢ Shortage of Raw Material
Opportunity	**Threats**
➢ Exploring Export Market ➢ Gap between demand and supply for generic Oncology products in Regulated Markets	➢ Change in regulatory norms in our country/ exporting countries ➢ Price erosion in generics degrade the market ➢ Malpractices by some players in industry affect overall performance of the emerging companies

UTILITIES & INFRASTRUCTURE

Infrastructure Facilities
Our registered office, branch office and factory site is well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities, which are required for our business operations to function smoothly. Our manufacturing facility is equipped with requisite utilities and modern infrastructure including the following:

Power

We have arrangements for regular power and water supply at our factory premises. The total existing power requirement of our Company is around 355 kva. The requirement of power is met by supply from Himachal Pradesh State Electricity Board Ltd.

Water
Our manufacturing unit's current water requirement for carrying out manufacturing operations, human consumption and general needs of the employees is met by Bore Well. As high purity water is used in the pharmaceutical industry, our Company has installed water purification / processing system which ensures required purity of the water. Further our registered office and warehouse/ branch office has adequate water supply arrangements for human consumption purpose.

Air Handling Unit
We have installed air handling units to avoid cross contamination and to maintain relative humidity and temperature of the manufacturing area. Clean Room AHUs are provided with appropriate pre-filters and terminal High Efficiency Particulate Arrestance (HEPA) Air Filters. The clean rooms are maintained at appropriate air pressures to avoid contamination and relative humidity.

CAPACITY AND CAPACITY UTILISATION

Our manufacturing unit located at Kharuni –Lodhimajra Road, Vil Nandpur, Baddi , Dist-Solan Himachal Pradesh, India. The production and utilized capacities of our Company for these products for the past three years and also the projected capacities and utilizations for the subsequent three years are set forth in the following tables:

Product manufactured	**Production Capacity at present**	**Past Capacity Utilization***			
	(in Units)	**2015-16**	**2015-16 %**	**2016-17**	**2016-17 %**
Tablet	5,00,00,000	2,50,00,000	50	3,00,00,000	60
Capsules	1,00,00,000	50,00,000	50.	60,00,000	60
Liquid injectable	30,00,000 – 75,00,000	15,00,000 - 37,50,000	50	18,00,000 - 45,00,000	60
Lyophilized	5,00,000 – 25,00,000	2,50,000 - 12,50,000	50	3,00,000 - 15,00,000	60

Product manufactured	**Production Capacity at present**	**Proposed Capacity Utilization**					
	(in Units)	**2017-18**	**2017-18 %**	**2018-19**	**2018-19 %**	**2019-20**	**2019-20 %**
Tablet	5,00,00,000	3,50,00,000	70	4,00,00,000	80	4,25,00,000	85
Capsules	1,00,00,000	70,00,000	70	80,00,000	80	85,00,000	85
Liquid injectable	30,00,000 – 75,00,000	21,00,000 - 52,50,000	70	24,00,000 - 60,00,000	80	25,50,000 - 63,75,000	85
Lyophilized	5,00,000 – 25,00,000	3,50,000 - 17,50,000	70	4,00,000 – 20,00,000	80	4,25,000 – 21,25,000	85

*Since our current promoter took over the company in the financial year 2014-15, there was no commercial production undertaken in the said financial year and hence capacity utilization for the financial year 2014-15 was nil.

HUMAN RESOURCES

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business.

As at August 31, 2017, we have 155 employees at our manufacturing facility. These employees look after our manufacturing operations including production, quality controls, technical and engineering support services, stores and administration. Further at our registered office we have 36 employees.

These employees look after marketing, administration, accounting, secretarial and other functions. At our branch office, we have around 5 employees who mainly look after storage, packing and dispatch functions. Further we have a team who manage our marketing operations across different states of India. All these employees are guided and supervised by our directors. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work progress and skilled/ semi-skilled/ unskilled resources together with our strong management team have enabled us to successfully implement our growth plans.

Our employees are not currently unionized, and there have been no work disruptions, strikes, lock-outs or other employee unrest to date. The Company believes that its relations with its employees are good. We maintain safety standards in our facilities to ensure that none of our employees are exposed to any hazards.

COMPETITION

Our Company operates in the pharmaceutical sector which faces competition from domestic as well as international players. Competition emerges not only from the organized and unorganized sector but also from small and big players. Its competitiveness depends on several factors including quality, price and customer service. Internationally, competition typically comes from low-cost operations in other emerging countries.

We compete with our competitors on the basis of product quality, brand image, price and reliability. We continuously strive to increase our distribution channel to increase our domestic presence and for increasing our global reach, we are in process of obtaining new product registrations in overseas countries. We intend to continue compete vigorously to capture more market share and manage our growth in an optimal way by improving our brand image, increase our product offerings, satisfying customer’s demands, achieving operating efficiencies, etc.

INSURANCE

Our Company has insurance coverage which we consider reasonably sufficient to cover all normal risks associated with our operations and which we believe is in accordance with the industry standards. Further, our contractual obligations to our lenders also require us to obtain specific insurance policies.

We have taken insurance policies for a substantial majority of our assets at our office, factory and warehouse. These policies also insure us against the risk of earthquakes (fire and shock).Our policies are subject to customary exclusions and customary deductibles.

We believe that our insurance coverage is adequate for our business needs and operations. We will continue to review our policies to ensure adequate insurance coverage is maintained.

ENVIRONMENTAL MATTERS

We are subject to Indian national and state environmental laws and regulations, including regulations relating to the prevention and control of water pollution and air pollution, environment protection and hazardous waste management. We believe that we are in compliance with all applicable environmental standards. To prevent environmental pollution hazards and to observe the existing laws on environmental pollution control our company has entered in to contract with M/s Shivalik Solid Waste Management Ltd.

RAW MATERIALS

Raw materials essential to our business are procured in the ordinary course of business from numerous suppliers. Our manufacturing processes require a wide variety of raw materials including APIs, excipients, essences, pharma-grade sugar, colorants, packaging materials (such as primary, printed and other materials) and approved rectified spirit. We purchase these raw materials from a list of sources that we maintain, which has been approved by our internal quality control department following set standards as well as by our customers. We carefully assess the reliability of all materials purchased to ensure that they comply with the rigorous quality and safety standards required for our products. In an effort to manage risks associated with raw materials supply, we work closely with our suppliers to help ensure availability and continuity of supply while maintaining quality and reliability.

INTELLECTUAL PROPERTY

Our Company has obtained/applied registration for the following trademark

INTELLECTUAL PROPERTY RELATED APPROVALS/REGISTRATIONS

TRADEMARKS

Sr. No.	Trademark	Trademark Type	Class	Applicant	Application No.	Date of Application	Validity/ Renewal	Registration status
1	**ADLEY**	WORD	35	Vijay Batra trading as : Adley Formulations Single Firm	1628413	December 6, 2007	December 6, 2017	REGISTERED
2	**ADCOV**	WORD	5	Vijay Batra trading as : Rishi Herbals Single Firm	1787471	February 19,2009	February 19,2019	REGISTERED
3	**ADSIDE**	WORD	5	Vijay Batra trading as : Rishi Herbals Single Firm	1787472	February 19,2009	February 19,2019	REGISTERED
4	**ADPLATIN**	WORD	5	Vijay Batra trading as : Rishi Herbals Single Firm	1787474	February 19,2009	February 19,2019	REGISTERED
5	**ADCIST**	WORD	5	Vijay Batra trading as : Rishi Herbals Single Firm	1787475	February 19,2009	February 19,2019	REGISTERED

6	**ADPAXIL**	WORD	5	Vijay Batra trading as : Rishi Herbals Single Firm	1787476	February 19,2009	February 19,2019	REGISTERED
7	**ADRIB**	WORD	5	Vijay Batra trading as : Rishi Herbals Single Firm	1787480	February 19,2009	February 19,2019	REGISTERED
8	**OXALICAN**	WORD	5	Sh. Vijay Batra trading as : M/s. Adley Formulations Chandigarh Single Firm	1864894	September 22,2009	September 22,2019	REGISTERED
9	**CAPAD**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1980782	June 16,2010	June 16,2020	REGISTERED
10	**ADGEF**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1980783	June 16,2010	June 16,2020	REGISTERED
11	**TAMOZAD**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1980784	June 16,2010	June 16,2020	REGISTERED
12	**ADMELP**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1980785	June 16,2010	June 16,2020	REGISTERED
13	**ADXATE**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1980786	June 16,2010	June 16,2020	REGISTERED

14	**ADNAST**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1980787	June 16,2010	June 16,2020	REGISTERED
15	**BORTIAD**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1980795	June 16,2010	June 16,2020	REGISTERED
16	**VINBAST**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3365566	September 18, 2016	September 18, 2026	REGISTERED
17	**DONOCIN**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3365573	September 18, 2016	September 18, 2026	REGISTERED
18	**ADPEM**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3026842	August 6, 2015	August 6, 2025	REGISTERED
19	**HBT4C**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3151436	January 5, 2016	January 5, 2026	REGISTERED
20	**L-ASGEN**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026843	August 6,2015	-	Objected

21	**ADMINE**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026845	August 6,2015	-	OBJECTED
22	**TEMOZAD**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026846	August 6,2015	-	OBJECTED
23	**ADMIDE**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026848	August 6, 2015	-	OBJECTED
24	**ADTHAL**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026849	August 6, 2015	-	Advertised
25	**ERLOTAD**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026850	August 6, 2015	-	OBJECTED
26	**EMETANT**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026851	August 6, 2015	-	Advertised
27	**ADLINOD**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026852	August 6, 2015	-	OBJECTED
28	**EVEROCAR E**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026853	August 6, 2015	-	OBJECTED

29	**ABUSIN**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026855	August 6, 2015	-	OBJECTED
30	**FLUDIN**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026856	August 6, 2015	-	OBJECTED
31	**LUPARD**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026857	August 6, 2015	-	OBJECTED
32	**IDERA**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026859	August 6, 2015	-	OBJECTED
33	**FILGRAD**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026860	August 6, 2015	-	OBJECTED
34	**AMFAR**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026863	August 6, 2015	-	OBJECTED
35	**ADBIRON**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3151429	January 5 2016	-	OBJECTED
36	**ADVIN**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3151433	January 5 2016	-	OBJECTED

37	**ADBAZIN**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3365569	September 18, 2016	-	OBJECTED
38	**CARMUZ**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3365570	September 18, 2016	-	OBJECTED
39	**INOTAD**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3365572	September 18, 2016	-	OBJECTED
40	**AB-PACLI**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3151430	January 5, 2016	-	OBJECTED
41	**ADFUNGIN**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3151432	January 5, 2016	-	OBJECTED
42	**ADTIX**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3026861	August 6, 2015	-	ADVERTISED
43	**TUXADO**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3026862	August 6, 2015	-	ADVERTISED

44	**ARBAZ**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3365574	September 18, 2016	-	OBJECTED
45	**ADCRIST**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3365565	September 18, 2016	-	OPPOSED
46	**ADGRAM**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1864884	September 22, 2009	-	ABANDONED
47	**ADRICIN**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1787477	February 19, 2009	-	ABANDONED
48	**ALZIC**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1980793	June 16, 2010	-	ABANDONED
49	**ADCARB**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1787479	FEBRUARY 19, 2009	-	ABANDONED
50	**ADOXI**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1787478	February 19, 2009	-	REFUSED

Our Promoter has assigned the trademark in favour of our Company through Memorandum of Understanding on October 13, 2014. Consequently, our Company has made an application for assigning the trademark and the same is under process. For further details, please see the section titled “Risk Factors” on page no. 14 of this Prospectus.

KEY INDUSTRIES REGULATION AND POLICIES

Except as otherwise specified in this Prospectus, the Companies Act, 1956 / the Companies Act, 2013, We are subject to a number of central and state legislations which regulate substantive and procedural aspects of our business. Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations and local bye–laws. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business as a player in business of pharmaceutical (manufacturing of drugs) industry. Taxation statutes such as the I.T. Act, and applicable Labour laws, environmental laws, contractual laws, intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive, and are only intended to provide general information to Applicants and is neither designed nor intended to be a substitute for professional legal advice.

APPROVALS

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled "Government and Other Statutory Approvals" beginning on page number 272 of this Prospectus.

APPLICABLE LAWS AND REGULATIONS

BUSINESS/TRADE RELATED LAWS/REGULATIONS

The Pharmacy Act, 1948

The Pharmacy Act was enacted on March 4, 1948 by the Indian Parliament to regulate the profession and practice of pharmacy. The Pharmacy Council of India was constituted for framing and implementing the Education Regulations for minimum qualifications required under the Act for a person to get himself / herself registered as a pharmacist. The Pharmacy Council of India after due inspection gives approval to the institutions who conduct courses of Diploma in Pharmacy or Degree in Pharmacy. The Act provides for the constitution of state pharmacy councils for 117 the maintenance of Registers of Qualified Pharmacists and to prohibit the dispensing of medicine on the prescription of a Medical Practitioner by the persons other than Registered Pharmacists.

The Drugs and Cosmetics Act, 1940 ("DCA")

The Drugs and Cosmetics Act, 1940 (the "DCA Act") regulates the import, manufacture, distribution and sale of drugs in India as well as aspects relating to instalment, packing and testing as well as matters pertaining to drug formulations, instalment and APIs. It provides the procedure for testing and licensing new drugs. These procedures involve obtaining a series of approvals for different stages at which the drugs are tested, before the Drug Controller General of India, an authority established under the DCA Act ("DCGI") grants the final license to allow the drugs to be manufactured and marketed. Obtaining an approval from DGCI involves an application to be made to the DCGI. Upon examining the medical data, the chemical data and the toxicity of the drug, the DCGI issues a no objection certificate. The no objection certificate allows the manufacturer of the drug to move on to the next stage of testing at the central drug laboratories. The drug is subject to a series of tests at the central drug laboratories, for its chemical integrity and analytical purity. If the drug meets the standards required by the authority, the authority issues a certificate in that respect.

The DCGI issues a manufacturing and marketing license in respect of APIs. These licenses are submitted by the company seeking to produce the drug, to the drug control administration of the state which clears the drug for manufacturing and marketing. The drug control administration also provides the approval for technical staff as per the DCA Act and Drugs and Cosmetics Rules, 1945 framed under the legislation abiding by the WHO and cGMP inspection norms. The approvals for licensing are to be obtained from the drug control administration. The Central Drugs Standard Control Organisation ("CDSCO") is responsible for testing and approving APIs and formulations in consultation with the DCGI.

The approval process for conducting clinical trials, manufacturing and marketing of a drug depends on whether the drug is a new chemical entity or a Recombinant Deoxyribonucleic Acid ("RDNA") product. For new chemical entities, the DCGI is the approving authority. However, for RDNA products, applications have to be submitted to the Department Of Biotechnology ("DBT") after which they are processed for scientific, safety and efficacy issues by an advisory committee comprising the DBT, the chairman of the review committee on genetic manipulation, the DCGI, the Ministry of Health and Family Welfare, and other experts. If the advisory committee is satisfied, it then recommends the proposal to DCGI who then clears the proposal for Phase I clinical trials. The DCGI reviews the clinical data after every phase based on which it grants approval for entering into the next phase. The Phase III clinical data is 150 examined by the DCGI in consultation with the Genetic Engineering Approval Committee ("GEAC"). Thereafter, the DCGI grants the final approval for manufacturing and marketing the product.

According to the DCA Act and the applicable guidelines for generating pre-clinical and clinical data for RDNA based vaccines, diagnostics and other human clinical trials can be conducted in four sequential phases that may overlap under some circumstances:

• Phase I: In this phase, the drug or treatment is introduced into a small group of healthy human beings to evaluate its safety, determine a safe dosage range and identify its side effects. • Phase II: This phase involves studies on a selected group of patients to identify possible adverse effects and risks, to determine the efficacy of the product for specific targeted diseases and to further evaluate its safety.

• Phase III: Pursuant to Phase II evaluations demonstrating that a dosage range of the product is effective and has an acceptable safety profile, further trials are undertaken on larger groups of patients to confirm their effectiveness, monitor side effects, compare it to commonly used treatments and collect information that will allow the drug or treatment to be used safely.

• Phase IV: In this phase, a study of post-marketing information with regard to the drug's risks, benefits and optimal use is carried out.

Further, the DCGI has vide a notification, made registration of human clinical trial mandatory from June 15, 2009, which will be applicable for clinical trials initiated after June 15, 2009.

Under the DCA Act, the Government may, by notification in the official gazette, regulate or restrict the manufacture, sale or distribution of a drug, if it is satisfied that such drug is essential to meet the requirements of an emergency arising due to epidemic or natural calamities and that in the public interest, it is necessary or expedient to do so or that the use of such drug is likely to involve any risk to human beings or animals or that it does not have the therapeutic value claimed or purported to be claimed for it or contains ingredients and in such quantity for which there is no therapeutic justification.

The Drugs and Cosmetics Rules, 1945 ("DC Rules")

The Drugs and Cosmetics Rules, 1945 enacted to give effect to the provisions of the DCA to regulate the manufacture, distribution and sale of drugs and cosmetics in India. The DC Rules prescribe the procedure for submission of report to the Central Drugs Laboratory, of samples of drugs for analysis or test, the forms of Central Drugs Laboratory's reports thereon and the fees payable in respect of such reports. The DC Rules also prescribe the drugs or classes of drugs or cosmetics or classes of cosmetics for the import of which a licence is required, and prescribe the form and conditions of such licences, the authority empowered to issue the same and the fees payable therefore. The DC Rules provide for the cancellation or suspension of such licence in any case where any provisions or rule applicable to the import of drugs and cosmetic is contravened or any of the conditions subject to which the licence is issued is not complied with. The DC Rules further prescribe the manner of labelling and packaging of drugs. The DC Rules lay down the process mechanics and guidelines for clinical trial, including procedure for approval for clinical trials. Clinical trials require obtaining of free, informed and written consent from each study subject. The DC Rules also provide for compensation in case of injury or death caused during clinical trials. The Central Drugs Standard Control Organization has issued the guidance for industry for submission of clinical trial application for evaluating safety and efficacy, for the purpose of submission of clinical trial application as required under the DC Rules. The Indian Council of Medical Research has issued the Ethical Guidelines for Biomedical Research on Human Participants, 2006 which envisages that medical and related research using human beings as research participants must, necessarily, inter alia, ensure that the research is conducted in a manner conducive to, and consistent with, their dignity, well-being and under conditions of professional fair treatment and transparency. Further such research is subjected to evaluation at all stages of the same.

Good Manufacturing Practice Guidelines (GMP)

These guidelines are provided under 'Schedule T' of Drug and Cosmetic Act, 1940. Good manufacturing practices (GMP) are the practices required in order to confirm the guidelines recommended by agencies that control authorization and licensing for manufacture and sale of food, drug products, and active pharmaceutical products. These guidelines provide minimum requirements that a pharmaceutical or a food product manufacturer must meet to assure that the products are of high quality and do not pose any risk to the consumer or public. Good manufacturing practices, along with good laboratory practices and good clinical practices, are overseen by regulatory agencies in various sectors in India.

***The Narcotic Drugs and Psychotropic Substances Act, 1985* "NDPS Act"**

The NDPS Act has been enacted, inter alia to consolidate and amend the law relating to narcotic drugs, to make stringent provisions for the control and regulation of operations relating to narcotic drugs and psychotropic substances, to provide for the forfeiture of property derived from, or used in, illicit traffic in narcotic drugs and psychotropic substances and to implement the provisions of international conventions on narcotic drugs and psychotropic substances. The NDPS Act provides, inter alia, that no person shall produce, manufacture, possess, sell, purchase, transport, warehouse, use, consume, import inter-state, export inter-state, import into India, export from India any psychotropic substance, except for medical or scientific purposes and in the manner and to the extent provided by the provisions of the NDPS Act or this rules or orders made thereunder, and in a case where any such provision, imposes any requirement by way of licence, permit or authorisation also in accordance with the terms and conditions of such licence, permit or authorisation. Accordingly, the Central Government may, inter alia, permit and regulate the manufacture of manufactured drugs (other than prepared opium,) but not including manufacture of medicinal opium or any preparation containing any manufactured drug from materials which the maker is lawfully entitled to possess. Further, rules formulated under the NDPS Act prescribe, among others (i) the forms and conditions of licences for the manufacture of manufactured drugs, the authorities by which such licences may be granted and the fees that may be charged therefor, as also (ii) the forms and conditions of certificates, authorisations or permits, as the case may be, for such import, export or transhipment of narcotic drugs and psychotropic substances, the authorities by which such certificates, authorisations or permits may be granted and the fees that may be charged therefor. State Governments are also granted powers to permit, control and regulate possession, transport, purchase, sale, import inter-state, export inter-state, use or consumption of manufactured drugs other than prepared opium and of coca leaf and any preparation containing any manufactured drug.

Standards of Weights and Measures Act, 1976 and Standards of Weights and Measures (Packaged Commodities) Rules, 1977

The Standards of Weights and Measures Act, 1976 aims at introducing standards in relation to weights and measures used in trade and commerce. The rules made thereunder, particularly the Standards of Weights and Measures (Packaged Commodities) Rules, 1977 lay down the norms to be followed, in the interests of consumer safety, when commodities are sold or distributed in packaged form in the course of inter-state trade or commerce. This Act and rules formulated thereunder regulate inter alia inter-state trade and commerce in weights and measures and commodities sold, distributed or supplied by weights or measures.

Essential Commodities Act, 1955

The Essential Commodities Act, 1955 (the "EC Act") is enacted to control the production, supply and distribution of trade and commerce in the essential commodities for maintaining or increasing supplies and for securing their equitable distribution and availability at fair prices. Section 3 of the EC Act confers wide powers on the Central Government to, inter alia, regulate the production or manufacture of any essential commodity, control the price at which any essential commodity may be bought or sold (in accordance with the directions issued by the Central Government). In furtherance of the above powers, the Central Government may order any person, engaged in the production of an essential commodity, to sell the same to the Central or State Government. Under Section 5, various powers of the Central Government under the EC Act have been delegated to the State Governments. Section 6 of the EC Act provides for seizure / confiscation of an essential commodity by a District Collector.

The Drugs (Price Control) Order, 2013 ("DPCO 2013")

The DPCO was issued by the Central Government under section 3 of the ECA and in supersession of the Drugs (Prices Control) Order, 1995, thereby giving effect to the 2012 Policy. The DPCO 2013, inter alia, provides that the Central Government may issue 94 directions to the manufacturers of active pharmaceutical ingredients or bulk drugs and formulations to increase production or sell such active pharmaceutical ingredient or bulk drug to such manufacturer of formulations and direct the formulators to sell the formulations to institutions, hospitals or any agency, procedures for fixing the ceiling price of scheduled formulations of specified strengths or dosages, retail price of new drug for existing manufacturers of scheduled formulations, method of implementation of prices fixed by Government and penalties for contravention of its provisions. The Government has the power under the DPCO 2013 to recover amounts charged in excess of the notified price from the manufacturer, importer or distributor and the said amounts are to be deposited in the Drugs Prices Equalization Account. The DPCO 2013 prescribes certain instances in which case the provision of the DPCO 2013 will not be applicable. These provisions are applicable to all scheduled formulations irrespective of whether they are imported or patented, unless they are exempted. However, the prices of other drugs can be regulated, if warranted in public interest.

The Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954 ("DMRA")

DMRA seeks to control advertisements of drugs in certain cases and prohibits advertisement of remedies that claim to possess magic qualities. In terms of the DMRA, advertisements include any notice, circular, label, wrapper or other document or announcement. It also specifies the ailments for which no advertisement is allowed and prohibits advertisements that misrepresent, make false claims or mislead. Further, the Drugs and Magic Remedies (Objectionable Advertisements) Rules, 1955 have been framed for effective implementation of the provisions of the DMRA.

The Indian Boilers Act, 1923

The Indian Boilers Act, 1923 (the "Boilers Act") states that the owner of any boiler (as defined therein), which is wholly or partly under pressure when is shut off, shall under the provisions of the Boilers Act, apply to the Inspector appointed thereunder to have the boiler registered which shall be accompanied by prescribed fee. The certificate for use of a registered boiler is issued pursuant to such application, for a period not exceeding twelve months, provided that a certificate in respect of an economiser or of an unfired boiler which forms an integral part of a processing plant in which steam is generated solely by the use of oil, asphalt or bitumen as a heating medium may be issued for a period not exceeding twenty-four months in accordance with the regulations made under Boilers Act. On the expiry of the term or due to any structural alteration, addition or renewal to the boiler, the owner of the boiler shall renew the certificate by providing the Inspector all reasonable facilities for the examination and all such information as may reasonably be required of him to have the boiler properly prepared and ready for examination in the prescribed manner.

The East Punjab Drugs (Control) Act, 1949 ("the EPD Act")

The EPD Act makes stringent provisions for the control of the Sale, Supply and Distribution of Drugs. The State Government may fix the maximum price; maximum quantity possessed at one time and maximum quantity in one transaction of the drug by a dealer or producer. According to Section 5 of the EPD Act, no dealer or producer shall (a) sell, agree to sell, offer for sale or otherwise dispose of to any person any drug for a price or at a rate exceeding the maximum fixed; (b) have in his possession at any one time a quantity of any drug exceeding the maximum fixed or (c) sell, agree to sell, offer for sale to any person in any one transaction a quantity of any article exceeding the maximum fixed. Whoever contravenes any of the provisions of this Act or of any direction made under authority conferred by the EPD Act shall be punishable with imprisonment for a term which may extend to 3 (three) years or with fine or with both.

The Explosives Act, 1884

The Explosives Act, 1884 (the "Explosives Act") has been enacted to regulate the manufacture, possession, use, sale, transport and importation of explosives. The Explosives Act stipulates as follows: No person-

i. who has not completed the age of 18 years;
ii. (who has been sentenced on conviction of any offence involving violence or moral turpitude for a term of not less than 6 months, at any time during a period of 5 years after the expiration of the sentence;
iii. who has been ordered to execute under Chapter VIII of the Code of Criminal Procedure, 1973 (2 of 1974), a bond for keeping the peace or for good behaviour, at any time during the term of the bond; or
iv. whose licence under this Act has been cancelled, whether before or after the commencement of the Indian Explosives(Amendment) Act, 1978 (32 of 1978) for contravention of the provisions of this Act or the Rules made thereunder, at any time during a period of 5 years from the date of cancellation of such licence shall:
    a) manufacture, sell, transport, import or export any Explosive; or
    b) possess any such Explosive as the Central Government may, having regard to the nature thereof, by notification in the Official Gazette, specify.

Further, no person shall import, export, transport, manufacture, possess, use or sell any explosive which is not an authorised explosive. The Explosives Act also prescribes safety standards and qualifications required in order to obtain a license for the manufacture, use, possession, sale etc., of explosives.

National Pharmaceuticals Pricing Policy, 2012 (the "2012 Policy")

The 2012 Policy replaces the drug policy of 1994 and presently seeks to lay down the principles for pricing of essential drugs specified in the National List of Essential Medicines – 2011 ("NLEM") declared by the Ministry of Health and Family Welfare, Government of India and modified from time to time, so as to ensure the availability of such medicines at reasonable price, while providing sufficient opportunity for innovation and competition to support the growth of the Industry. The prices would be regulated based on the essential nature of the drugs rather than the economic criteria/market share principle adopted in the drug policy of 1994. Further, the 2012 Policy will regulate the price of formulations only, through market based pricing which is different from the earlier principle of cost based pricing. Accordingly, the formulations will be priced by fixing a ceiling price and the manufacturers of such drugs will be free to fix any price equal to or below the ceiling price.

The National List of Essential Medicines, 2015

The National List of Essential Medicines, 2015("NLEM"), has been introduced to replace the National List of Essential Medicines, 2011. This new list provides for 376 drugs as essential instead of the earlier 348. A total of 106 medicines have been added, 70 medicines have been deleted to finalise the new list. The medicines in National List of Essential Medicines (NLEM) should be available at affordable costs and with assured quality. The medicines used in the various national health programmes, emerging and re-emerging infections should be addressed in the list. The Government of India, Ministry of Health & Family Welfare (MOHFW) is mandated to ensure the quality healthcare system by assuring availability of safe and efficacious medicines for its population.

The Poisons Act, 1919 (the "Poisons Act")

The Poisons Act regulates the import, possession and sale of poisons. It empowers the State Government to frame rules for regulation of possession for sale and sale of poisons. It also empowers the Central Government to prohibit the import of any specified poison into India across any customs frontier defined by the Central Government and also regulates the grant of license. Any contravention of the provisions of the Poisons Act may be punished with imprisonment or fine or both.

The Sales Promotion Employees (Conditions of Service) Act, 1976 (the "Sales Promotion Act")

The Sales Promotion Act regulates the conditions of service of sales promotion employees and applies to pharmaceutical industry. It provides the conditions of appointment, leave and maintenance of registers and other documents of such employees. It provides enabling provision for application of the provisions of labour laws including The Workmen's Compensation Act, 1923, The Industrial Disputes Act, 1947, The Minimum Wages Act, 1948, The Maternity Benefit Act, 1961, The Payment of Bonus Act 1965 and The Payment of Gratuity Act, 1972 to sales promotion employees. The Sales Promotion Act provides monetary penalties for breach of its provisions.

The Micro, Small and Medium Enterprises Development Act, 2006

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the act is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and regulation) Act, 1951 as "micro enterprise", where the investment in plant and machinery does not exceed twenty-five lakh rupees; "Small enterprise", where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees; or a medium enterprise , where the investment in plant and machinery is more than five crore but does not exceed ten crore rupees and in the case of the enterprise engaged in the services, “Micro – enterprise” , where the investment in equipment does not exceed ten lakh rupees, “Small Enterprise” where the investment in equipment is more than ten lakh rupees but does not exceed two crore rupees, or “ Medium Enterprise” where the investment in equipment is more than two crore rupees but does not exceed five crore rupees.

Anti-Trust Laws

Competition Act, 2002

An act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The act deals with prohibition of agreements and Anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

The prima facie duty of the commission is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General he shall be punishable with a fine which may exceed to Rs. 1 lakh for each day during such failure subject to maximum of Rupees One Crore.

GENERAL CORPORATE COMPLIANCE

The Companies Act 1956 and The Companies Act, 2013

The consolidation and amendment in law relating to Companies Act, 1956 made way to enactment of Companies Act, 2013. The Companies act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e., a One Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act.

Further, Schedule V (read with sections 196 and 197), Part I lay down conditions to be fulfilled for the appointment of a managing or whole time director or manager. It provides the list of acts under which if a person is prosecuted he cannot be appointed as the director or Managing Director or Manager of the firm. The provisions relating to remuneration of the directors payable by the companies is under Part II of the said schedule.

EMPLOYMENT AND LABOUR LAWS

Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 (“the EPF Act”) and the Employees Provident Fund Scheme, 1952

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

Employees Deposit Linked Insurance Scheme, 1976

The scheme shall be administered by the Central Board constituted under section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under 8A of the act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

The Employees Pension Scheme, 1995

Family pension in relation to this act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this act. Every employee who is member of EPF or PF has an option of the joining scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

Employees' State Insurance Act, 1948 (the "ESI Act")

It is an act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government other than seasonal factories. Provided that nothing contained in this sub-section shall apply to a factory or establishment belonging to or under the control of the Government whose employees are otherwise in receipt of benefits substantially similar or superior to the benefits provided under this Act. This Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment in which 20 or more persons are employed on any day during an accounting year covered to pay bonus to their employees. It further provides for payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity.

Payment of Gratuity Act, 1972

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf.. A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five year period shall be relaxed in case of termination of service due to death or disablement.

Minimum Wages Act, 1948

The Minimum Wages Act, 1948 ("MWA") came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MWA, every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, manual or clerical (including out-workers) in any employment listed in the schedule to the MWA, in respect of which minimum rates of wages have been fixed or revised under the MWA. Construction of Buildings, Roads, and Runways are scheduled employments. It prescribes penalties for non-compliance by employers for payment of the wages thus fixed.

Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

Equal Remuneration Act, 1979

The Equal Remuneration Act 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against Female employees in the matters of employment and for matters connected therewith. The act was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution.

Child Labour Prohibition and Regulation Act, 1986

The Child Labour Prohibition and Regulation Act 1986 prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited.

Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and workplace are both defined in the act. Every employer should also constitute an "Internal Complaints Committee" and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

Industrial Disputes Act, 1947 ("ID Act") and Industrial Dispute (Central) Rules, 1957

The ID Act and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The ID Act was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman. The ID Act includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment

TAX RELATED LEGISLATIONS

Value Added Tax ("VAT")

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

VAT of relevant State, where the company is operating.

Service Tax

Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of 'taxable services', as specified in entry 39 defined therein. The service provider of taxable services is required to collect service tax from the recipient of such services and pay such tax to the Government. Every person who is liable to pay this service tax must register himself with the appropriate authorities. According to Rule 6 of the Service Tax Rules, every assessee is required to pay service tax in TR 6 challan by the 5^{th} / 6th of the month immediately following the month to which it relates. Further, under Rule 7 (1) of Service Tax Rules, the Company is required to file a half yearly return in Form ST 3 by the 25th of the month immediately following the half year to which the return relates.

Central Sales Tax Act, 1956 ("CST")

The main object of this act is to formulate principles for determining (a) when a sale or purchase takes place in the course of trade or commerce (b) When a sale or purchase takes place outside a State (c) When a sale or purchase takes place in the course of imports into or export from India, to provide for Levy, collection and distribution of taxes on sales of goods in the course of trade or commerce, to declare certain goods to be of special importance trade or commerce and specify the restrictions and conditions to which State Laws imposing taxes on sale or purchase of such goods of special importance (called as declared goods) shall be subject. CST Act imposes the tax on interstate sales and states the principles and restrictions as per the powers conferred by Constitution.

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administrated by Central Board of Excise and Customs under the Ministry of Finance.

The Central Excise Act, 1944

The Central Excise Act, 1944 ("Central Excise Act") consolidates and amends the law relating to Central Duties of Excise on goods manufactured or produced in India. Excisable goods under the Act means goods specified in the Schedule to the Central Excise Tariff Act, 1985 as being subject to duty of excise. Factory means any premises, including the precincts thereof, wherein or in any part of which excisable goods are manufactured, or wherein or in any part of which any manufacturing process connected with the production of these goods being carried on or is ordinarily carried out. Under the Act a duty of excise is levied on all excisable goods, which are produced or manufactured in India as and at the rates, set forth in the First Schedule to the Central Excise Tariff Act, 1985. Our Company is exempted under Central Excise Notification No. 1/49 and 1/50 dated 12/2012.

Goods and Service Tax (GST)

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination based consumption tax GST would be a dual GST with the centre and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise – goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

It is applicable on all goods except for alcohol for human consumption and five petroleum products.

Taxpayers with an aggregate turnover of Rs. 20 lakhs would be exempt from tax. The exemption threshold for special category of states like North-East shall be Rs. 10 lakhs. Small taxpayers with an aggregate turnover in preceding financial year upto Rs. 75 lakhs (50 lakhs in case of special category states) may opt for composition levy. Under GST, goods and services are taxed at the following rates, 0%, 5%, 12% and 18%. There is a special rate of 0.25% on rough precious and semi-precious stones and 3% on gold. In addition a cess of 15% or other rates on top of 28% GST applies on few items like aerated drinks, luxury cars and tobacco products. The rate of tax for CGST and SGST/UTGST shall not exceed –

a. 2.5% in case of restaurants etc.
b. 1% of the turnover in state/UT in case of manufacturer
c. 0.5% of the turnover in state/ UT in case of other supplier

Export and supplies to SEZ shall be treated as zero-rated supplies. Import of goods and services would be treated as inter-state supplies. Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen digit registration number known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple location in a state, a separate application will be made for registration of each and every location. The registered assessee are then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon.

OTHER LAWS

The Factories Act, 1948

The Factories Act, 1948 ("Factories Act") aims at regulating labour employed in factories. A "factory" is defined as "any premises...whereon ten or more workers are working or were working on any day of the preceding twelve months, and in any part of which a manufacturing process is being carried on with the aid of power, or is ordinarily so carried on, or whereon twenty or more workers are working, or were 81 working on any day of the preceding twelve months, and in any part of which a manufacturing process is carried on without the aid of power, or is ordinarily so carried on...". The main aim of the said Act is to ensure adequate safety measures and to promote the health and welfare of the workers employed in factories initiating various measures from time to time to ensure that adequate standards of safety, health and welfare are achieved at all the places.

Under the Factories Act, the State Government may make rules mandating approval for proposed factories and requiring licensing and registration of factories. The Factories Act makes detailed provision for ensuring sanitary conditions in the factory and safety of the workers and also lays down permissible working hours, leave etc. In addition, it makes provision for the adoption of worker welfare measures. The prime responsibility for compliance with the Factories Act and the rules thereunder rests on the "occupier", being the person who has ultimate control over the affairs of the factory. The Factories Act states that save as otherwise provided in the Factories Act and subject to provisions of the Factories Act which impose certain liability on the owner of the factory, in the event there is any contravention of any of the provisions of the Factories Act or the rules made thereunder or of any order in writing given thereunder, the occupier and the manager of the factory shall each be guilty of the offence and punishable with imprisonment or with fine. The occupier is required to submit a written notice to the chief inspector of factories containing all the details of the factory, the owner, manager and himself, nature of activities and such other prescribed information prior to occupying or using any premises as a factory. The occupier is required to ensure, as far as it is reasonably practicable, the health, safety and welfare of all workers while they are at work in the factory.

ENVIRONMENTAL LEGISLATIONS

The Environment Protection Act, 1986 ("Environment Protection Act")

The purpose of the Environment Protection Act is to act as an "umbrella" legislation designed to provide a frame work for Central government co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorizes the central government to protect and improve environmental quality, control and reduce pollution from all sources, and prohibit or restrict the setting and /or operation of any industrial facility on environmental grounds. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed. Where the discharge of any environmental pollutant in excess of the prescribed standards occurs or is apprehended to occur due to any accident or other unforeseen act, the person responsible for such discharge and the person in charge of the place at which such discharge occurs or is apprehended to occur is bound to prevent or mitigate the environmental pollution caused as a result of such discharge and should intimate the fact of such occurrence or apprehension of such occurrence; and (b) be bound, if called upon, to render all assistance, to such authorities or agencies as may be prescribed.

Air (Prevention and Control of Pollution) Act, 1981

Air (Prevention and Control of Pollution) Act 1981("the Act") was enacted with an objective to protect the environment from smoke and other toxic effluents released in the atmosphere by industries. With a view to curb air pollution, the Act has declared several areas as air pollution control area and also prohibits the use of certain types of fuels and appliances. Prior written consent is required of the board constituted under the Act, if a person intends to commence an industrial plant in a pollution control area.

Water (Prevention and Control of Pollution) Act, 1974

The Water (Prevention and Control of Pollution) Act 1974 ("the Act") was enacted with an objective to protect the rivers and streams from being polluted by domestic and industrial effluents. The Act prohibits the discharge of toxic and poisonous matter in the river and streams without treating the pollutants as per the standard laid down by the Pollution control boards constituted under the Act. A person intending to commence any new industry, operation or process likely to discharge pollutants must obtain prior consent of the board constituted under the Act.

Hazardous Waste (Management and Handling) Rules, 1989

The Hazardous Waste (Management and Handling) Rules, 1989, as amended, impose an obligation on each occupier and operator of any facility generating hazardous waste to dispose of such hazardous wastes properly and also imposes obligations in respect of the collection, treatment and storage of hazardous wastes. Each occupier and operator of any facility generating hazardous waste is required to obtain an approval from the relevant state pollution control board for collecting, storing and treating the hazardous waste.

The Public Liability Insurance Act, 1991

This Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the Government by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the Public Liability Act mandate that the employer has to contribute towards the environment relief fund, a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

National Environmental Policy, 2006

The Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of National Environmental Policy:

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development

- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation

INTELLECTUAL PROPERTY LEGISLATIONS

In general the Intellectual Property Rights includes but is not limited to the following enactments:

- The Patents Act, 1970
- Indian Copyright Act, 1957
- The Trade Marks Act, 1999

Indian Patents Act, 1970

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

The Copyright Act, 1957

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

Trade Marks Act, 1999

The Trade Marks Act, 1999 (the "**Trade Marks Act**") provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The Trade Marks Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

GENERAL LAWS

- Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986 are also applicable to the company.

OTHER LAWS:

Foreign Trade (Development and Regulation) Act, 1992

The Development and Regulation of foreign trade by facilitating imports and exports from and to India. The Import-Export Code number and licence to import or export includes a customs clearance permit and any other permission issued or granted under this act. The Export and Import policy, provision for development and regulation of foreign trade shall be made by the Central Government by publishing an order. The Central Government may also appoint Director General of Foreign Trade (DGFT) for the purpose of Export-Import Policy formulation.

If any person makes any contravention to any law or commits economic offence or imports/exports in a manner prejudicial to the trade relations of India or to the interest of other person engaged in imports or exports then there shall be no Import Export Code number granted by Director-General to such person and if in case granted shall stand cancelled or suspended. Provision of search and seizure of Code of Criminal Procedure, 1973 shall apply to every search and seizure made under this Act. In case of appeals in a case the order made by the appellate authority shall be considered to be final. The powers of all the civil court under Code of Civil Procedure, 1908 shall vest in him.

The EXIM Policy is a set of guidelines and instructions established by the DGFT in matters related to the export and import of goods in India. This policy is regulated under the said act. Director General of Foreign Trade (herein after referred to as DGFT) is the main governing body in matters related to the EXIM Policy. The Act shall provide development and regulation of foreign trade by facilitating imports into, and augmenting exports from India. Trade Policy is prepared and announced by the Central Government (Ministry of Commerce).

Foreign Exchange Management Act, 1999

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999("FEMA") and the rules and regulations promulgated there under. The act aims at amending the law relating to foreign exchange with facilitation of external trade and payments for promoting orderly developments and maintenance of foreign exchange market in India. It applies to all branches, offices and agencies outside India owned or controlled by a person resident in India and also to any contravention there under committed outside India by any person to whom this Act applies. Every exporter of goods is required to a) furnish to the Reserve Bank or to such other authority a declaration in such form and in such manner as may be specified, containing true and correct material particulars, including the amount representing the full export value or, if the full export value of the goods is not ascertainable at the time of export, the value which the exporter, having regard to the prevailing market conditions, expects to receive on the sale of the goods in a market outside India; b) furnish to the Reserve Bank such other information as may be required by the Reserve Bank for the purpose of ensuring the realization of the export proceeds by such exporter. The Reserve Bank may, for the purpose of ensuring that the full export value of the goods or such reduced value of the goods as the Reserve Bank determines, having regard to the prevailing market conditions, is received without any delay, direct any exporter to comply with such requirements as it deems fit. Every exporter of services shall furnish to the Reserve Bank or to such other authorities a declaration in such form and in such manner as may be specified, containing the true and correct material particulars in relation to payment for such services.

FEMA Regulations

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

THE FOREIGN DIRECT INVESTMENT

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment **("FDI")** through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India **("DIPP"),** has issued consolidated FDI Policy Circular of 2017 **("FDI Policy 2017")**, which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India **("RBI")** also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore applicable foreign investment up to 100% is permitted under automatic route. FDI is permitted upto 100 % in Greenfield projects and 74% in Brownfield projects under the automatic route and FDI beyond 74% in Brownfield projects requires Government Route. FDI is permitted up to 100 percent in the manufacture of medical devices.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

CORPORATE PROFILE AND BRIEF HISTORY

Brief History of Our Company

Our Company was incorporated as "Beta Drugs Private limited" at Himachal Pradesh as a private limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated September 21, 2005 bearing Corporate Identification Number U24230HP2005PTC28969 issued by Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh. Subsequently, our Company was converted in to public limited company pursuant to Shareholders Resolution passed at the Extra-Ordinary General Meeting of our Company held on July 24, 2017 and the name of our Company was changed to "Beta Drugs Limited" pursuant to issuance of fresh Certificate of Incorporation consequent upon conversion of Company from Private to Public Limited dated August 11, 2017 issued by the Registrar of Companies, Himachal Pradesh. The Corporate Identification Number of our Company is U24230HP2005PLC028969.

Inpeet Singh and Gagapreet Karun were the initial subscribers to the Memorandum of Association of our Company subscribing 5,000 equity shares each.

Vijay Kumar Batra is the promoter of our Company. . In the year 2014, he took over the Company by acquiring shares from Kiran Goyal, Deepak Kumar, Prince Bharti and Rohit Bansal . The details in this regard have been disclosed in the chapter titled, "Capital Structure" beginning on page 71 of this prospectus.

Corporate Profile of our Company

For information on our Company's business profile, activities, services, managerial competence, and customers, see chapters titled "Our Management", "Our Business" and "Industry Overview" beginning on pages 172, 135 and 100, respectively

For further details, about their Shareholding please refer chapter titled "Capital Structure" beginning on page 71 of this prospectus.

CHANGES IN REGISTERED OFFICE OF OUR COMPANY

Since Incorporation our Registered Office was situated at Village Nandpur, Baddi, Himachal Pradesh- 174101, India

KEY EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

Financial Year	Events
2005	Incorporation of our Company as Beta Drugs Private Limited
2014	Vijay Kumar Batra, existing promoter took over the Company
2015	ISO: 9001:2008 Certification for manufacturing and supply of Pharmaceutical products such as Oncology Sterile Injections and Lyophilized Injections and Oncology solid oral medication tablets and capsules Certificate of Good Manufacturing Practice from Health and Family Welfare Department, Himachal Pradesh
2016	Certificate of Good Manufacturing Practice from Republic of Kenya
2017	Conversion of Company into Public Limited Company

MAIN OBJECTS

The main object of our Company, as contained in our Memorandum of Association, is as set forth below:

1) To carry on the Business to manufacture, produce, process, import and deal in all kind of Pharmaceutical formulations drugs, medicines, injections, tonics, antibiotics, vitamins, baby foods, bulk drugs veterinary medicines and essences for use in prevention, treatment of cause of diseases or disabilities in men, animals and plants

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

Date of Shareholder's Approval	Amendment
September 25, 2014	The authorised share capital of Rs. 5,00,000 consisting of 50,000 Equity Shares of Rs. 10/- each was increased to Rs. 1,00,00,000 consisting of 10,00,000 Equity Shares of Rs. 10/- each
October 08, 2014	The authorised share capital of Rs. 1,00,00,000 consisting of 10,00,000 Equity Shares of Rs. 10/- each was increased to Rs. 1,01,00,000 consisting of 10,10,000 Equity Shares of Rs. 10/- each
June 26, 2017	The authorised share capital of Rs. 1,01,00,000 consisting of 10,10,000 Equity Shares of Rs. 10/- each was increased to Rs. 10,00,00,000 consisting of 1,00,00,000 Equity Shares of Rs. 10/- each..
July 24, 2017	Amendment of Memorandum of Association upon Conversion of our Company from a Private Limited Company to a Public Limited Company and the consequent change in name of our Company to Beta Drugs Limited. A fresh certificate of incorporation pursuant to change of name and conversion of Company to public was granted by ROC on August 11, 2017

HOLDING / SUBSIDIARY COMPANY OF OUR COMPANY

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

CAPITAL RAISING ACTIVITIES THROUGH EQUITY OR DEBT

For details regarding our capital raising activities through equity and debt, refer to the section titled "*Capital Structure*" beginning on page 71 of this Prospectus

INJUNCTIONS OR RESTRAINING ORDERS

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

MERGERS AND ACQUISITIONS IN THE HISTORY OF OUR COMPANY

Our Company has not merged/ amalgamated itself nor has acquired any business/undertaking, since Incorporation.

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 agreements/arrangement except under normal course of business of the Company, as on the date of filing of this Prospectus.

STRATEGIC/ FINANCIAL PARTNERS

Our Company does not have any strategic/financial partner 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.

CONVERSION OF LOANS INTO EQUITY SHARES

There have been no incident of conversion of loans availed from financial institutions and banks into Equity Shares as on the date of this Prospectus.

CHANGE IN ACTIVITIES OF OUR COMPANY

There has been no change in the activities of our Company since takeover of Company by our current promoters.

STRIKES AND LOCKOUTS

There have been no strikes or lockouts in our Company since incorporation.

REVALUATION OF ASSETS

There has been no revaluation of our assets and we have not issued any Equity Shares including bonus shares by capitalizing any revaluation reserves.

TIME AND COST OVERRUNS IN SETTING UP PROJECTS

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

NUMBER OF SHAREHOLDERS

Our Company has 21 shareholders as on date of this Prospectus. For further details on shareholders please refer to chapter titled "Capital Structure" beginning on page 71 of this Prospectus.

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 197 of this Prospectus.

BUSINESS INTEREST BETWEEN OUR COMPANY AND OUR SUBSIDIARIES

Except as disclosed in "Related Party Transactions" on page 195 we do not have any Subsidiary, Holding Company which has any business interest in our Company.

SIGNIFICANT SALE\PURCHASE BETWEEN OUR SUBSIDIARY/ASSOCIATE/HOLDING/JV AND OUR COMPANY

We do not have any Subsidiary, Holding, Joint Venture and Associate Company as on date of filing this Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association our Company is required to have not less than 3 directors and not more than 15 directors, subject to the applicable provisions of the Companies Act. Our Company currently has 8 directors on our Board.

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

Sr. No.	Name, Age, Father's / Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Reappointment as Director	Other Directorships
a.	**Name**: Vijay Kumar Batra **Age**: 63 years **Father's Name**: Jiwan Dass Batra **Designation**: Managing Director **Address**: Kotho No. 55, Sector 12, Panchkula-134109,Haryana, India **Occupation**: Business **Nationality:** Indian **Term:** 5 Years **DIN**: 01083215	Appointed as Managing Director on February 02, 2015	**Public Limited Company:** Adley Lab Limited **Private Limited Company:** Adley Resorts Private Limited
b.	**Name**: Balwant Singh **Age**: 47 years **Father's Name**: Sadhu Ram **Designation**: Whole Time Director **Address**: H No. 810, II nd Floor, Sector 9, Panchkula-134109, Haryana, India **Occupation**: Business **Nationality**: Indian **Term**: 5 years subject to liable to retire by rotation **DIN**: 01089968	Appointed as Whole Time Director on August 05, 2014	**Public Limited Company:** Nil **Private Limited Company:** Nil
c.	**Name**: Varun Batra **Age**: 32 years **Father's Name**: Vijay Kumar Batra **Designation**: Whole Time Director **Address**: Kotho No 55, Sector 12, Panchkula, Himachal Pradesh,	Designated as Whole Time Director on February 02, 2015	**Public Limited Company:** Nil **Private Limited Company:** Adley Lifesciences Private

Sr. No.	Name, Age, Father's / Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Reappointment as Director	Other Directorships
	134109, India **Occupation**: Business **Nationality**: Indian **Term**: 5 years subject to liable to retire by rotation **DIN**: 02148383		Limited BT Associates Private Limited Adley Resorts Private Limited
d.	**Name**: Neeraj Batra **Age**: 58 years **Father's Name**: Amar Nath Kalucha **Designation**: Whole Time Director **Address**: Kotho No. 55 Sector 12 Panchkula 134109 Haryana India **Occupation**: Business **Nationality**: Indian **Term**:5 years subject to liable to retire by rotation **DIN**: 02229217	Designated as Whole Time Director on April 01, 2015	**Public Limited Company:** Nil **Private Limited Company:** Kedge Pharmacia (India) Private Limited
e.	**Name**: Rahul Batra **Age**: 33 years **Father's Name**: Vijay Batra **Designation**: Whole Time Director **Address**: Kotho No. 55 Sector 12 Panchkula 134109 Haryana India **Occupation**: Business **Nationality:** Indian **Term:** 5 years subject to liable to retire by rotation **DIN**: 02229234	Designated as Whole Time Director on February 02, 2015	**Public Limited Company:** Nil **Private Limited Company**: Kedge Pharmacia (India) Private Limited Adley Lifesciences Private Limited BT Associates Private Limited Adley Resorts Private Limited
f.	**Name**: Manmohan Khanna **Age**: 63 years **Father's Name**: Krishan Khanna **Designation**: Independent Director **Address**: H No. 113 Sector 27A	Appointed as Independent Director w.e,f July 26, 2017	**Public Limited Company:** Nil **Private Limited Company**:

Sr. No.	Name, Age, Father's / Husband's Name, Designation, Address, Occupation, Nationality, Term and DIN	Date of Appointment/ Reappointment as Director	Other Directorships
	Chandigarh 160019, India **Occupation**: Business **Nationality:** Indian **Term:** 5 years with effect from July 26, 2017.Not liable to retire by rotation **DIN**: 07888319		Nil
g.	**Name**: Nipun Arora **Age**: 33 years **Father's Name**: Abhit Arora **Designation**: Independent Director **Address**: H No. 1255 Sector 21, Panchkula 134116 Chandigarh, India **Occupation**: Business **Nationality:** Indian **Term:** 5 years with effect from July 26, 2017.Not liable to retire by rotation **DIN**: 05333399	Appointed as Independent Director w.e,f July 26, 2017	**Public Limited Company:** Nil **Private Limited Company**: Acumen Capital Private Limited
h.	**Name**: Rohit Parti **Age**: 41 years **Father's Name**: Late Shri Ravinder Parti **Designation**: Independent Director **Address**: House No. 687, Sector 10, Panchukla, Haryana-134113 **Occupation**: Business **Nationality:** Indian **Term:** 5 years with effect from July 26, 2017.Not liable to retire by rotation **DIN**: 07889944	Appointed as Independent Director w.e,f July 26, 2017	**Public Limited Company:** Nil **Private Limited Company**: Nil

BRIEF BIOGRAPHIES OF OUR DIRECTORS

Vijay Kumar Batra

Vijay Kumar Batra, aged 63 years, is the Managing Director of our Company. He has more than 25 years of experience in Pharmaceutical Industry. He is the guiding force behind all the corporate decisions and is responsible for the entire business operation of the Company

Balwant Singh

Balwant Singh, aged 47 years is the Whole time Director of our Company. He holds a degree in PGDPM-HR & IR from DAV College of Management, Chandigarh. He holds 15 years of experience in the field of pharmaceuticals and his scope of work includes managing over all affairs of the Company.

Varun Batra

Varun Batra, aged 32 years, is the Whole time Director of our Company. He holds Degree in Business Management from Toronto Canada .His Scope of work includes monitering Production Department and Export sales of the Company.

Neeraj Batra

Neeraj Batra, aged 58 years, is the Whole time Director of our Company. She looks after the overall management of the Company.

Rahul Batra

Rahul Batra, aged 33 years is the Whole time Director of our Company. He holds Master of Science degree in Business and Management from University Strathclyde Scotland. His Scope of work includes Marketing and Sales segment of the Company.

Manmohan Khanna

Manmohan Khanna, aged 63 years is the Independent Director of our Company. He holds Bachelor's Degree of Architecture from Punjab University. He is Chairman of Indian Institute of Architects, Chandigarh-Punjab Chapter. He is also regional coordinator (Chandigarh-Punjab) of Alumni Placement Assistance Cell for Dayalbagh Education Institute. He has 38 years of experience in the field of architecture.

Rohit Parti

Rohit Parti, aged 41 years is the Independent Director of our Company. He holds Bachelor's degree in Medicine and Surgery from Punjab University and Bachelor's Degree in the field of Cardiology from Baba Farid University of Health and Science. He is a Medical Practitioner under Punjab Medical Registration Act II of 1961 having 8 years of experience in Medicine.

Nipun Arora

Nipun Arora, aged 33 years is the Independent Director of our Company. He is a Chartered Accountant and a member of Institute of Chartered Accountants of India. He is also admitted as a member of Institute of Company Secretaries of India and Institute of Cost & Works Accountants of India**.** He has having an experience in the field of Financial Management, Accounts and Auditing, Taxation and Statutory Compliances.

Confirmations

As on the date of this Prospectus:

1. Except as stated below; none of the Directors of the Company are related to each other as per section 2(77) of the Companies Act, 2013:

Director	Other Director	Relation
Vijay Kumar Batra	Neeraj Batra	Husband-Wife
Vijay Kumar Batra	Varun Batra	Father-Son
Vijay Kumar Batra	Rahul Batra	Father-Son

Neeraj Batra	Varun Batra	Mother -Son
Neeraj Batra	Rahul Batra	Mother-Son
Varun Batra	Rahul Batra	Brothers

2. There are no arrangements or understandings with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial 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 provide for benefits upon termination of employment.
4. None of the 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) or (b) delisted from the stock exchanges during the term of their directorship in such companies.
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.

REMUNERATION / COMPENSATION OF DIRECTORS

Except as mentioned below none of our current Directors have received remuneration during the last financial year ended on March 31, 2017.

Name of Director	Rs. in Lakhs
Balwant Singh	10.14
Neeraj Batra	24.00
Varun Batra	24.00

Terms and conditions of employment of our Directors

A. Vijay Kumar Batra

Vijay Kumar Batra has been designated as Managing Director of our Company with effect from February 02, 2015

His term of appointment as Managing Director was authorised vide shareholders resolution in Extraordinary General Meeting held on February 02, 2015. His current term of appointment is as under:

Remuneration	Nil
Terms of Appointment	5 years

B. Varun Batra

Varun Batra was appointed as an Additional Director with effect from August 01, 2014. Currently he has been designated as Whole Time Director of our Company with effect from February 02, 2015

His term of appointment as Whole Time Director was authorised vide shareholders resolution in Extraordinary General Meeting held on February 2, 2015. His current term of appointment is as under:

Remuneration	Rs. 3 lakhs per month

Terms of Appointment	5 years

C. Rahul Batra

Rahul Batra was appointed as Additional Director with effect from August 01, 2014. Currently he has been designated as Whole Time Director of our Company with effect from February 02, 2015

His term of appointment as Whole Time Director was authorised vide shareholders resolution in Extraordinary General Meeting held on February 2, 2015. His current term of appointment is as under:

Remuneration	Rs. 3 lakhs per month
Terms of Appointment	5 years

D. Balwant Singh

Balwant Singh was appointed as Additional Director with effect from August 01, 2014. Currently he has been designated as Whole Time Director of our Company with effect from August 5, 2014

His term of appointment as Whole Time Director was authorised vide shareholders resolution in Annual General Meeting held on September 25, 2014. His current term of appointment is as under:

Remuneration	Rs. 65,000 p.m.
Terms of Appointment	5 years

E. Neeraj Batra

Neeraj Batra is the Whole Time Director of our Company with effect from April 01, 2015

Her term of appointment as Whole Time Director was authorised vide shareholders resolution in Extraordinary General Meeting held on May 14, 2015. His current term of appointment is as under:

Remuneration	Rs. 2 lakhs per month
Terms of Appointment	5 years

Sitting Fees

Non-executive and Independent Directors of the Company may be paid sitting fees, commission and any other amounts as may be decided by our Board in accordance with the provisions of the Articles of Association, the Companies Act, 2013 and other applicable laws and regulations.

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. Except as stated below no other directors have shareholding of our Company.

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.	Vijay Kumar Batra	59,24,780	93.25%	68.50%

Sr. No.	Name of the Director	No. of Equity Shares	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital
2.	Varun Batra	14,750	0.23%	0.17%
3.	Rahul Batra	14,750	0.23%	0.17%
4.	Neeraj Batra	2,950	0.05%	0.03%
5.	Balwant Singh	590	0.01%	0.01%
	Total	59,57,820	93.77%	68.88%

INTERESTS OF DIRECTORS

Interest in promotion of our Company

Our Directors may be deemed to be interested in the promotion of the Company to the extent of the Equity Shares held by them and also to the extent of any dividend payable to them and other scatterings in respect of the aforesaid Equity Shares. For further details, refer to chapter titled *"Related Party Transactions"* beginning on page 195 of this Prospectus.

Interest in the property of our Company

Our Directors do not have any other interest in any property acquired by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of filing of this Prospectus. However the Branch office located at 1st and 2nd Floor of SCO No. 184, Sector -5, Panchkula is taken on Rent from BT Associates Private Limited.

Interest as member of our Company

As on date of this Prospectus, our Directors together hold 59,57,820 Equity Shares in our Company i.e. 93.77 % of the pre Issue paid up Equity Share capital of our Company. Therefore, our Directors are interested to the extent of their respective shareholding and the dividend declared, if any, by our Company.

Interest as a creditor of our Company

As on the date of this Prospectus, our Company has availed loans from the Directors of our Company. Our directors have also extended unsecured loan to the Company. The details of the unsecured loan availed from the Directors by the Company are as follow.

Sr. No	Name of lender	Loan Amount(Rs. In Lakhs)
1	Varun Batra	1.00
2	Vijay Kumar Batra	229.66
3	Balwant Singh	1.00
Total		231.66

For details, please refer chapter titled "Financial Indebtedness" beginning on page 245 of this Prospectus:

Except as stated above and under the heading "Financial Statements, as restated – Annexure XXII – Restated Statement of Related Parties Transactions" on page195, under the section titled "Financial Information", we have not entered into any contract, agreements or arrangements during the preceding two years from the date of this Prospectus in which the Directors are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company.

Interest as Key Managerial Personnel of our Company

Vijay Kumar Batra, Chairman and Managing Director of the Company are the Key Managerial Personnel of the Company and may deemed to be interested to the extent of remuneration, reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreement entered into with our Company, if any and AoA of our Company. For further details, please refer to chapters titled *"Our Management"* and *"Related Party Transactions"* beginning on page 172 and 195 respectively of this Prospectus.

Interest in transactions involving acquisition of land

Except as stated / referred to in the heading titled "*Land and Property" in chapter titled "Our Business"* beginning on page 135 of the Prospectus, our Directors have not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Other Indirect Interest

Except as stated in "*Financial Statements as Restated*" beginning on page 197 of this Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our Directors.

Interest in the Business of Our Company

Save and except as stated otherwise in *"Related Party Transactions"* in the chapter titled *"Financial Statements as Restated"* beginning on page 197 of this Prospectus, our Directors do not have any other interests in our Company as on the date of this Prospectus.

SHAREHOLDING OF DIRECTORS IN SUBSIDIARIES AND ASSOCIATE COMPANIES

Our Company does not have a subsidiary or associate Company.

CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE YEARS

Following are the changes in directors of our Company in last three years prior to the date of this Prospectus:

Name	Nature of event	Date of event	Reason
Varun Batra	Whole Time Director	February 02, 2015	Change in Designation to whole time director
Rahul Batra	Whole Time Director	February 02, 2015	Change in Designation to Whole time Director
Vijaykumar Batra	Managing Director	February 02, 2015	Change in Designation to Managing Director
Neeraj Batra	Whole Time Director	April 01, 2015	Change in Designation to Whole time director
Nipun Arora	July 26, 2017	Independent Director	Appointed as an Additional Independent Director
Manmohan Khanna	July 26, 2017	Independent Director	Appointed as an Additional Independent Director
Rohit Parti	July 26, 2017	Independent Director	Appointed as an Additional Independent Director

BORROWING POWERS OF THE BOARD

Pursuant to a special resolution passed at Extra-ordinary General Meeting of our Company on September 25, 2014 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 to borrow any sum or sums of monies from time to time notwithstanding that the money or monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of the business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes, provided that the total amount which may be so borrowed by the Board of Directors and outstanding at any time (apart from temporary loans obtained from the Company's bankers in the ordinary course of the business) shall not exceed Rs.100 Crores over and above the paid- up share capital and free reserves of the Company for the time being."

CORPORATE GOVERNANCE

The provisions of the SEBI Listing Regulations will be applicable to our Company immediately upon the listing of our Equity Shares with NSE.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas.

Currently our Board has 8 directors out of which 3 are Independent Director and one is women director.

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 constituted an audit committee *("Audit Committee")*, as per section 177 of the Companies Act, 2013 vide resolution passed at the meeting of the Board of Directors held on July 26, 2017.

The terms of reference of Audit Committee adheres to the requirements of Regulation 18 of the Listing Agreement, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises of the following Four (4) directors:

Name of the Director	Status	Nature of Directorship
Nipun Arora	Chairman	Independent Director
Vijay Kumar Batra	Member	Managing Director
Manmohan Khanna	Member	Independent Director
Rohit Patri	Member	Independent Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Audit Committee.

The Audit Committee shall have following powers:

a. To investigate any activity within its terms of reference,

b. To seek information from any employee

c. To obtain outside legal or other professional advice, and

d. To secure attendance of outsiders with relevant expertise if it considers necessary.

The Audit Committee shall mandatorily review the following information:

a. Management discussion and analysis of financial condition and results of operations;

b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;

c. Management letters / letters of internal control weaknesses issued by the statutory auditors;

d. Internal audit reports relating to internal control weaknesses; and

e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the Audit committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

The role of the Audit Committee not limited to but includes:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
    i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
    ii. Changes, if any, in accounting policies and practices and reasons for the same;
    iii. Major accounting entries involving estimates based on the exercise of judgment by management;
    iv. Significant adjustments made in the financial statements arising out of audit findings;
    v. Compliance with listing and other legal requirements relating to financial statements;
    vi. Disclosure of any related party transactions;
    vii. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly 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, right issue, preferential issue, etc.), the statement of funds

utilized for purposes other than those stated in the offer document/ Prospectus/ 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. Review and monitor the auditor's independence, performance and effectiveness of audit process.
8. Approval or any subsequent modification of transactions of the company with related parties;
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 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 oversee and review the functioning of the vigil mechanism which shall provide for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate and exceptional cases.
19. Call for comments of the auditors about internal control systems, scope of audit including the observations of the auditor and review of the financial statements before submission to the Board;
20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
21. To investigate any other matters referred to by the Board of Directors;
22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Meeting of Audit Committee and relevant Quorum

The audit committee shall meet at least 4 times in a year and not more than 4 months shall elapse between 2 meetings. The quorum shall be either 2 members or one third of the members of the Audit Committee whichever is greater, but there shall be a minimum of 2 Independent Directors, who are members, present.

B) Stakeholder's Relationship Committee

Our Company has constituted a shareholder / investors grievance committee *("Stakeholders Relationship Committee")* to redress complaints of the shareholders. The Stakeholders Relationship Committee was constituted vide resolution passed at the meeting of the Board of Directors held on July 26, 2017

The Stakeholder's Relationship Committee comprises the following Directors:

Name of the Director	Status	Nature of Directorship
Nipun Arora	Chairman	Independent Director
Vijay Kumar Batra	Member	Managing Director
Manmohan Khanna	Member	Independent Director
Rohit Patri	Member	Independent Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Stakeholder's Relationship Committee.

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. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
2. Redressal of shareholder's/investor's complaints;
3. Reviewing on a periodic basis the approval/refusal of transfer or transmission of shares, debentures or any other securities;
4. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
5. Allotment and listing of shares;
6. Reference to statutory and regulatory authorities regarding investor grievances; and
7. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
8. Any other power specifically assigned by the Board of Directors of the Company

Quorum for Stakeholders Relationship Committee

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be 2 members or one third of the members, whichever is greater.

C) Nomination and Remuneration Committee

Our Company has constituted a Nomination and Remuneration Committee in accordance section 178 of Companies Act 2013. The constitution of the Nomination and Remuneration Compensation committee was approved by a Meeting of the Board of Directors held on July 26, 2017. The said committee is comprised as under:

The Nomination and Remuneration Committee comprises the following Directors:

Name of the Director	Status	Nature of Directorship
Rohit Parti	Chairman	Independent director
Vijay Kumar Batra	Member	Managing Director
Manmohan Khanna	Member	Independent Director
Nipun Arora	Member	Independent Director

The Company Secretary and Compliance Officer of the Company would act as the Secretary to the Nomination and Remuneration Committee.

The terms of reference of the Nomination and Compensation Committee are:

a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

b. Formulation of criteria for evaluation of Independent Directors and the Board;

c. Devising a policy on Board diversity;

d. 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 and shall carry out evaluation of every director's performance;

e. Determining, reviewing and recommending to the Board, the remuneration of the Company's Managing/ Joint Managing / Deputy Managing / Whole time / Executive Director(s), including all elements of remuneration package;

f. To ensure that the relationship of remuneration to perform is clear and meets appropriate performance benchmarks.

g. Formulating, implementing, supervising and administering the terms and conditions of the Employee Stock Option Scheme, Employee Stock Purchase Scheme, whether present or prospective, pursuant to the applicable statutory/regulatory guidelines;

h. Carrying out any other functions as authorized by the Board from time to time or as enforced by statutory/regulatory authorities

Quorum for Nomination and Remuneration Committee

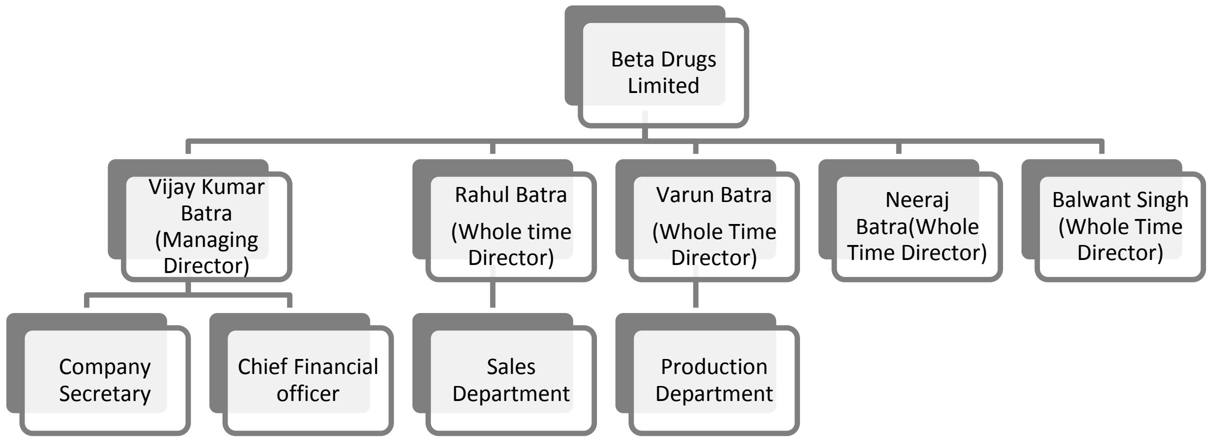
The quorum necessary for a meeting of the Remuneration Committee shall be 2 members or one third of the members, whichever is greater.

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 as amended, post listing of our Company's shares on the Stock Exchange.

Company Secretary & 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

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:

Vijay Kumar Batra, aged 63 years, is the Managing Director of our Company. He has more than 25 years of experience in Pharmaceutical Industry. He is the guiding force behind all the Corporate decisions and is responsible for the entire business operation of the Company

Balwant Singh

Balwant Singh, aged 47 years is the Whole time Director of our Company. He holds a degree in PGDPM-HR & IR from DAV College of Management Chandigarh. He holds 15 years of experience in the field of pharmaceuticals and his scope of work includes managing over all affairs of the company.

Varun Batra

Varun Batra, aged 32 years, is the Whole time Director of our Company He is the Whole Time Director of the company .He holds Degree in Business Management from Toronto Canada .His Scope of work includes monitoring Production Department and Export sales of the Company.

Neeraj Batra

Neeraj Batra, aged 59 years, is the Whole time Director of our Company. She looks after the overall management of the Company.

Rahul Batra

Rahul Batra, aged 34 years is the Whole time Director of our Company. He is the Whole Time Director of Our Company and holds Master's degree in Business and Management from University Strathclyde Scotland. His Scope of work includes monitoring Marketing and Sales segment of the Company.

Jayant Kumar, Chief Financial Officer

Jayant Kumar, aged 43 has been appointed as the Chief Financial Officer of our Company with effect from July 17, 2017. He holds a Degree in Bachelor of Commerce from Kurukshetra University. He is responsible for looking after accounting, finance and taxation of our Company.

Rajni Brar, Company Secretary

Rajni Brar, aged 31 years is Company Secretary and Compliance Officer of our Company with effect from July 17, 2017. She holds a Degree in Bachelor of Commerce from Punjab University and Post Graduate in Business Administration from Symbiosis Centre for Distance Learning. She is a Company Secretary by qualification and member of Institute of Company Secretaries of India. She looks after the Legal and Compliance Department of the Company.

RELATIONSHIP OF DIRECTORS AND PROMOTERS WITH KEY MANAGERIAL PERSONNEL

Except as disclosed below, none of the key managerial personnel are "related" to the Promoter or Director of our Company within the meaning of Section 2 (77) of the Companies Act, 2013:

Name of Director / Promoter	Name of Key Managerial Personnel	Relationship
Vijay Batra	Varun Batra	Father- Son
Vijay Batra	Rahul Batra	Father- Son
Vijay Batra	Neeraj Batra	Husband- Wife
Neeraj Batra	Varun Batra	Mother- Son
Neeraj Batra	Rahul Batra	Mother- Son

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

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

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

Except as disclosed below, none of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Prospectus.

Sr. No.	Name of Shareholder	No. of Shares held
1.	Vijay Batra	59,24,800
2.	Varun Batra	14,750
3.	Rahul Batra	14,750
4.	Balwant Singh	590
5.	Neeraj Batra	2,950
	Total	59,57,820

BONUS OR PROFIT SHARING PLAN OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL

There is no profit sharing plan for the Directors / Key Managerial Personnel. Our Company makes certain performance linked bonus payment for each financial year to certain Directors / Key Managerial Personnel as per their terms of employment.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS / KEY MANAGERIAL PERSONNEL

None of our Directors / Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

LOANS TO KEY MANAGERIAL PERSONNEL

The Company has not given any loans and advances to the Key Managerial Personnel except as disclosed in *Annexure XXVI Related Party Transactions* under chapter titled - "*Financial Statements as Restated"* beginning on page 197 of this Prospectus.

INTEREST OF KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of our Company have interest in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of Equity Shares held by them in our Company, if any and dividends payable thereon, 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.

Except as stated in the heading titled *"Related Party Transactions"* under the Section titled "Financial Statements as Restated" beginning on page 197 of this Prospectus and described herein above, our key managerial personnel do not have any other interest in the business of our Company.

CHANGES IN KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS

The changes in the Key Managerial Personnel in the last three years are as follows:

Name of Managerial Personnel	Designation	Date of Event	Reason
Jayant Kumar	Chief Financial Officer	July 17, 2017	Appointed as Chief Financial Officer
Rajni Brar	Company Secretary	July 17, 2017	Appointed as Company Secretary
Neeraj Batra	Whole Time Director	April 01, 2015	Change in Designation to Whole time Director
Varun Batra	Whole Time Director	February 02, 2015	Change in Designation to Whole Time Director
Rahul Batra	Whole Time Director	February 02, 2015	Change in Designation to Whole Time Director
Vijaykumar Batra	Managing Director	February 02, 2015	Change in Designation to Managing Director

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 (NON SALARY RELATED)

Except as disclosed in the heading titled "*Related Party Transactions*" in the chapter titled "*Financial Statements as Re-stated*" beginning on page 197 of this Prospectus, no amount or benefit has been paid or given within the three 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 PROMOTER AND PROMOTER GROUP

OUR PROMOTER

The promoter of our Company is Vijay Kumar Batra. As on the date of the Prospectus, our Promoter holds in aggregate 59,24,780 Equity Shares representing 93.25% of the pre-issue Paid up Capital of our Company.

Brief profile of our Promoter is as under:

	**Vijaykumar Batra , Promoter and Managing Director** Vijay Kumar Batra, aged 63 years is the Promoter, and Managing Director of our Company. He has more than 25 years of experience in Pharmaceutical Industry. He is the guiding force behind all the Corporate decisions and is responsible for the entire business operation of the Company **Passport No:** N7862669 **Driving License:** HR 0320050013016 **Voters ID:** IZC0374439 **Address**: Kotho No. 55 Sector 12 Panchkula 134109 Haryana India For further details relating to Vijaykumar Batra, including terms of appointment as our Managing Director, other directorships, please refer to the chapter titled "*Our Management"* beginning on page 172 of this Prospectus.

DECLARATION

Our Company confirms that the permanent account number, bank account number and passport number of our Promoter shall be submitted to the Stock Exchange at the time of filing of this Prospectus with it.

DISASSOCIATION BY THE PROMOTER IN THE LAST THREE YEARS

Our Promoter has not disassociated himself from any entities, firms or companies during preceding three years.

INTEREST OF PROMOTER

Our Promoter is interested in our Company to the extent that they have promoted our Company and to the extent of its shareholding and the dividend receivable, if any and other distributions in respect of the Equity Shares held by them. For details regarding shareholding of our promoter in our Company, please refer *"Capital Structure"* on page 71 of this Prospectus.

Our Promoter is the Managing Directors of our Company and may be deemed to be interested to the extent of remuneration and/ or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of the agreements entered into with our company, if any and AoA of our Company. For details please see *"Our Management", "Financial Statements"* and *"Capital Structure"* beginning on pages 172, 197 and 71 respectively of this Prospectus.

Our promoter does not have any other interest in any property acquired or proposed to be acquired by our Company in a period of two years before filing of this Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

For details of related party transactions entered into by our Company during last financial year with our Promoter and Group Companies, the nature of transactions and the cumulative value of transactions, see "Related Party Transactions" on page no 195 of this Prospectus.

Further the promoter have also extended unsecured loans and therefore, promoter is interested to the extend of said loan.

Except as stated in this section and *"Related Party Transactions"* and *"Our Management"* on page 195 and 172 respectively, there has been no payment of benefits to our Promoter or Promoter Group during the two years preceding the filing of the Prospectus nor is there any intention to pay or give any benefit to our Promoter or Promoter Group.

PAYMENT OR BENEFIT TO PROMOTER OF OUR COMPANY

Except as stated otherwise in the chapters "*Related Party Transactions*" on page 195 of the Prospectus, there has been no payment or benefits to the Promoter during the two years prior to the filing of this Prospectus

LITIGATION INVOLVING OUR PROMOTER

For details of legal and regulatory proceedings involving our Promoter, see "Outstanding Litigation and Material Developments" on page 248 of this Prospectus.

OTHER VENTURES OF OUR PROMOTER

Save and except as disclosed in the section titled "*Our Promoter* and *Promoter Group" and "Group Companies*" beginning on page 191 of this Prospectus, there are no ventures promoted by our Promoter in which they have any business interests / other interests

RELATED PARTY TRANSACTIONS

For details of related party transactions entered into by our Promoter, members of our Promoter Group and Company during the last Financial Year, the nature of transactions and the cumulative value of transactions, refer chapter titled *"Related Party Transactions"* on page 195 of this Prospectus.

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1)(zb) of the SEBI (ICDR) Regulations is as under:

A. Individuals related to our Promoter:

Relationship with Promoter	Vijay Kumar Batra
Spouse	Neeraj Batra
Son	Varun Batra Rahul Batra

Disassociation of certain immediate relatives from Promoter Group by Promoter:

The Promoter of our Company does not include certain relatives of our Promoter Vijay Kumar Batra, namely, Ajay Batra, Sanjay Batra, Suresh Batra, Santosh Kumara, Raj Chawla, Sheela Rani Kalucha, Rakesh Kumar and Rajesh Kalucha and/or any entity(ies) in which they severally or jointly may have an interest. They have refused to provide any information pertaining to him or any such entities. Further the said persons through their declaration has expressed their unwillingness to be constituted under the "Promoter Group" of the Company and has requested that consequently his entities should not be considered to be part of the "Promoter Group" and "Group Companies".

b. Corporates and Entities forming part of our Promoter Group:

1. Adley Formulations (Proprietorship of Vijay Kumar Batra)
2. Rishi Herbal (Proprietorship of Rahul Batra)
3. Kedge Pharmacia (India) Private Limited
4. Adley Lifescience Private Limited
5. Adley Lab Limited
6. BT Associates Private Limited
7. Adley Resorts Private Limited

RELATIONSHIP OF PROMOTER WITH OUR DIRECTORS

Except as mentioned below, our promoter are not related to any of our Company's Director within the meaning of section 2(77) of the Companies Act 2013

Promoter	Other Director	Relation
Vijaykumar Batra	Neeraj Batra	Husband-Wife
Vijaykumar Batra	Varun Batra	Father-Son
Vijaykumar Batra	Rahul Batra	Father-Son

CHANGES IN THE MANAGEMENT AND CONTROL OF OUR COMPANY

There has been no change in the management or control of our Company in the last three years.

CONFIRMATIONS

No Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs is done by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years.

Our Promoter are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoter or to such firm or company in cash or otherwise by any person for services rendered by our Promoter or by such firm or company in connection with the promotion or formation of our Company.

Our Promoter and members of the Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoter are not and have never been a promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Except as disclosed in "*Related Party Transactions* on page 195 of this Prospectus, our Promoter are not related to any of the sundry debtors or are not beneficiaries of Loans and Advances given by/to our Company

OUR GROUP COMPANY.

In accordance with the provisions of the SEBI (ICDR) Regulations, for the purpose of identification of "Group Companies", our Company has considered companies as covered under the applicable accounting standards, i.e. Accounting Standard 18 issued by the Institute of Chartered Accountant of India and such other companies as considered material by our Board. Pursuant to a resolution dated August 21, 2017 our Board vide a policy of materiality has resolved that except as mentioned in the list of related parties prepared in accordance with Accounting Standard 18 no other Company is material in nature.

No equity shares of our Group Companies are listed on any stock exchange and none of them have made any public or rights issue of securities in the preceding three years.

OUR GROUP COMPANIES

1. **KEDGE PHARMACIA (INDIA) PRIVATE LIMITED**

KEDGE PHARMACIA (INDIA) PRIVATE LIMITED was incorporated on July 24, 2008 under the provisions of Companies Act, 1956. The Company has its registered office at SCO 42, Sector 12 Panchkula, Haryana-134112, India. In terms of its Memorandum of Association, it is, inter alia carrying on business of manufacture, produce, design, refince, process, formulate, develop, buy, sell, alter, convert, recondition, import, export or otherwise deal in with or without collaboration, in India or elsewhere in the world in pharmaceuticals, drugs and medicine. Whether allopathic, ayurvedic, unani, homeopathic or biochemic, herbal and natural perfumes, soaps, toiletries and cosmetics. The Corporate Identification Number is U24233HR2008PTC038185.The paid capital of the company is Rs. 2,35,000/-

Board of Directors

Name of the Directors
Neeraj Batra
Rahul Batra

Financial Information;
The audited financial statements of the company for the last three Financial Years are as follows:

(Rs. In Lakhs except NAV)

Particulars	2015-16	2014-15	2013-14
Paid Up Capital	2.35	2.35	2.35
Reserves & Surplus	9.33	9.32	14.36
NAV (in Rs.)	49.71	49.68	71.09

Nature and extent of interest of Promoter

Our Promoter does not hold any Equity Share in the Company.

2. **ADLEY LAB LIMITED**

The Company was originally incorporated as ADMAC EXPORTS Limited on April 10, 1992 under the provisions of Companies Act, 1956. The name of the Company was changed to ADLEY LABS Limited vide a fresh Certificate of Incorporation dated June 12, 1998 issued by the Registrar of Companies, Punjab, Himachal Pradesh & Chandigarh.

The Company has its registered office at SCO 915 II NF floor NAC MANIMAJRA, Chandigarh, India. In terms of its Memorandum of Association, it is, inter alia engaged in manufacture, buy, sell, manipulate, import, export, distribute and trade or otherwise deal in all kinds of basic drugs, medical preparation, compound spirits, Patent medicine drugs, mineral waters, chemicals, etc. The Corporate Identification Number is U24231CH19992PLC012190. The paid up capital of the Company as per records of Registrar of Companies is Rs. 175.80 lakhs

Board of Directors

Name of the Directors
Vijaykumar Batra
Jayant Kumar
Tarun Bajaj
Aman Bajaj

Financial Information

The audited financial statements of the company for the last three Financial Years are as follows:

(Rs. In Lakhs except per share data))

Particulars	2015-16	2014-15	2013-14
Sales and Other Income	-	-	-
Profit/ (Loss) after tax	(16.44)	(7.33)	(4.70)
Equity Capital	62.4	62.4	62.4
Reserves and Surplus	(70.54)	(54.10)	(44.17)
Earning/(loss) per share	(2.63)	(1.17)	(0.75)
Net Asset Value per share	(1.30)	1.33	2.92

Nature and extent of interest of Promoter

Our Promoter Vijay Kumar Batra holds 7,45,800 Equity Shares constituting to 42.42 % of total paid up share capital, of Adley Lab Limited

3. BT ASSOCIATES PRIVATE LIMITED

BT ASSOCIATES PRIVATE LIMITED was incorporated on June 01, 2016 under the provisions of Companies Act, 1956. The Company has its registered office at House No 492 Sector 2 Panchkula Haryana. India.

In terms of its Memorandum of Association, it is, inter alia engaged in the business of trading and to sell , distribute, export and import deal in all kinds of engineering good, chemical and allied products, plastics, leather goods and other animal products sports goods, ready made garments, etc. However as on date of filing of this prospectus it is not engaged in any business activity. The company Corporate Identification Number is U51909HR2016PTC064363. The paid up capital of the company is Rs.100000

Board of Directors

Name of the Directors
Varun Batra
Rahul Batra

Aditya Thapar
Anil Thapar
Neena Thapar

Financial Information;

Note: Since the Company was incorporated on June 01, 2016 the Financial for the year March 2017 is yet to be prepared.

Nature and extent of interest of Promoter

Our Promoter Vijay Kumar Batra does not hold any Equity Shares in the Company

CONFIRMATION

None of the securities of our Group Companies are listed on any stock exchange and none of our Group Companies have made any public or rights issue of securities in the preceding three years.

Our Group Company has not been declared as wilful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them.

Our Group Companies have not been declared sick companies under the SICA. Additionally, Group Company has not been restrained from accessing the capital markets for any reasons by SEBI or any other authorities.

LITIGATION

For details on litigations and disputes pending against the Promoter and Group Companies and defaults made by them, please refer to the chapter titled, "*Outstanding Litigations and Material Developments*" on page 248 of this Prospectus.

DISSOCIATION BY THE PROMOTER IN THE LAST THREE YEARS

Our Promoter have not disassociated themselves from any of the companies, firms or other entities during the last three years preceding the date of this Prospectus except as disclosed in the Chapter titled "Our Promoter and Promoter Group" on page 188 of this Prospectus.

NEGATIVE NET WORTH

Except Adley Lab Limited, none of our Group Company has negative net worth as on the date of this Prospectus.

DEFUNCT / STRUCK-OFF COMPANY

None of our Group Companies has become defunct or struck – off in the five years preceding the filing of this Prospectus.

INTEREST OF OUR PROMOTER AND GROUP COMPANIES

In the promotion of our Company

None of our Group Companies have any interest in the promotion or any business interest or other interest in our Company.

In the properties acquired or proposed to be acquired by our Company in the past two years before filing this Prospectus

None of our Group Companies have any interest in the properties acquired or proposed to be acquired by our Company in the two years preceding the date of filing of this Prospectus or proposed to be acquired by it.

In transactions involving acquisition of land, construction of building and supply of machinery

None of our Group Companies is interested in any transactions involving acquisition of land, construction of building or supply of machinery. However the Branch office located at 1st and 2nd Floor of SCO No. 184, Sector -5, Panchkula is taken on Rent from BT Associates Private Limited.

COMMON PURSUITS

The Group Companies do not have interest in any venture that is involved in any activities similar to those conducted by our Company. Our Group Company, Kedge Pharmacia (India) Private Limited and Adley Lab Limited has some of the objects similar to that of our Company's business. As on the date of filing of the Prospectus, the aforesaid entity is not carrying any business competing with that of our Company.

Our Company will adopt the necessary procedures and practices as permitted by law to address any conflict situations as and when it arises.

SALES / PURCHASES BETWEEN OUR COMPANY AND GROUP COMPANIES

Other than as disclosed in the chapter titled *"Related Party Transactions"* on page 195 of this Prospectus, there are no sales / purchases between the Company and the Group Companies

PAYMENT OR BENEFIT TO OUR GROUP COMPANIES

Except as stated in chapter titled "Related Party Transactions" beginning on page 195 of this Prospectus, there has been no payment of benefits to our Group Companies in financial years ended March 31, 2017, March 31, 2016, March 31, 2015, March 31, 2014, March 31, 2013, and March 31, 2012 nor is any benefit proposed to be paid to them.

RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to Annexure XXII of restated financial statement under the section titled, '*Financial Statements*' beginning on page 197 of this Prospectus.

DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board of Directors and approved by our shareholders, at their discretion, subject to the provisions of the Articles of Association and the Companies Act. In addition, our ability to pay dividends may be impacted by a number of factors, including the results of operations, financial condition, contractual restrictions, and restrictive covenants under the loan or financing arrangements we may enter into to finance our various projects and also the fund requirements for our projects. Our Company has no formal dividend policy. Our Company has not declared dividends during the last five Fiscals. For further details, please refer to chapter titled "*Financial Statements, as restated*" in the section titled "Financial Information" beginning on page 197 of this Prospectus. Our Company may also, from time to time, pay interim dividends.

SECTION V- FINANCIAL STATEMENTS
FINANCIAL STATMENTS AS RESTATED

Independent Auditor's Report on Restated Financial Statements

The Board of Directors
Beta Drugs Limited
Village Nandpur,
Lodhimajra Road,
Baddi, Solan
Himachal Pradesh

Dear Sirs,

1. We have examined the attached restated summary statement of assets and liabilities of **Beta Drugs Limited,** (hereinafter referred to as "**the Company"**) as at March 31, 2017, 2016, 2015, 2014 and 2013 restated summary statement of profit and loss and restated summary statement of cash flows for the financial year ended on March 31, 2017, 2016, 2015, 2014 and 2013 (collectively referred to as the " **restated summary statements**" or " **restated financial statements**") annexed to this report and initialed by us for identification purposes. These restated financial statements have been prepared by the management of the Company and approved by the Board of Directors of the company in connection with the Initial Public Offering (IPO) of equity shares on EMERGE platform of NSE ("**NSE**") of the company.

2. These restated summary statements have been prepared in accordance with the requirements of:

   (i) sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 ("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;

   (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("**ICDR Regulations"**) and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("**SEBI"**)

3. We have examined such restated financial statements taking into consideration:

   (i) The terms of reference to our engagement letter dated August 1, 2017 requesting us to carry out the assignment, in connection with the Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares on EMERGE platform of NSE; and

   (ii) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("**Guidance Note**").

4. The restated financial statements of the Company have been extracted by the management from the audited financial statements of the Company for the year ended on March 31, 2017, 2016, 2015, 2014 and 2013.

5. In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that:

I. The "**restated statement of asset and liabilities**" of the Company as at March 31, 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in **Annexure I** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.

II. The "**restated statement of profit and loss**" of the Company for the financial year ended on March 31, 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in **Annexure II** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.

III. The **"restated statement of cash flows**" of the Company for the financial year ended on March 31, 2017, 2016, 2015, 2014 and 2013 examined by us, as set out in **Annexure III** to this report read with significant accounting policies in **Annexure IV** has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to restated summary statements to this report.

6. Based on our examination, we are of the opinion that the restated financial statements have been prepared:

   a) Using consistent accounting policies for all the reporting periods.

   b) Adjustments for prior period and other material amounts in the respective financial years to which they relate.

   c) There are no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments.

   d) There are no audit qualifications in the Audit Report for March 31, 2017, 2016 and 2015 issued by M/s Kalra Rai & Associates and for March 31, 2014 and 2013 issued by M/s Chander Shekhar & Associates which would require adjustments in this restated financial statements of the Company.

7. Audit for the financial year ended on March 31, 2017, 2016, 2015 was conducted by M/s Kalra Rai & Associates and for 2014 and 2013 was conducted by M/s Chander Shekhar & Associates. The financial report included for these years is based solely on the report submitted by them.

8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the financial year ended on March 31, 2017, 2016, 2015, 2014 and 2013 proposed to be included in the Prospectus / Prospectus ("**Offer Document**").

   Annexure of restated financial statements of the Company:-

   1. Summary statement of assets and liabilities, as restated as appearing in ANNEXURE I;
   2. Summary statement of profit and loss, as restated as appearing in ANNEXURE II;
   3. Summary statement of cash flow as restated as appearing in ANNEXURE III;
   4. Significant accounting policies as restated as appearing in ANNEXURE IV;

5. Details of share capital as restated as appearing in ANNEXURE V to this report;
6. Details of reserves and surplus as restated as appearing in ANNEXURE VI to this report;
7. Details of long term borrowings as restated as appearing in ANNEXURE VII to this report;
8. Details of long term provisions as restated as per ANNEXURE VIII to this report;
9. Details of short term borrowings as restated as per ANNEXURE IX to this report;
10. Details of trade payables as restated as appearing in ANNEXURE X to this report;
11. Details of other current liabilities as restated as appearing in ANNEXURE XI to this report;
12. Details of short term provisions as restated as appearing in ANNEXURE XII to this report;
13. Details of fixed assets as restated as appearing in ANNEXURE XIII to this report;
14. Details of long term loans and advances as restated as appearing in ANNEXURE XIV to this report;
15. Details of inventories as restated as appearing in ANNEXURE XV to this report;
16. Details of trade receivables as restated as appearing in ANNEXURE XVI to this report;
17. Details of cash & cash equivalents as restated as appearing in ANNEXURE XVII to this report;
18. Details of short term loans & advances as restated as appearing in ANNEXURE XVIII to this report;
19. Details of other current assets as restated as appearing in ANNEXURE XIX to this report;
20. Details of revenue from operations as restated as appearing in ANNEXURE XX to this report;
21. Details of other income as restated as appearing in ANNEXURE XXI to this report;
22. Details of related party transactions as restated as appearing in ANNEXURE XXII to this report;
23. Summary of significant accounting ratios as restated as appearing in ANNEXURE XXIII to this report,
24. Capitalisation statement as at March 31, 2017 as appearing in ANNEXURE XXIV to this report;
25. Statement of Tax Shelters as restated as appearing in ANNEXURE XXV to this report;

9. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other firm of chartered accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. In our opinion, the above financial information contained in Annexure I to XXV of this report read with the respective significant accounting policies and notes to restated summary statements as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.

12. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the initial public offer on EMERGE platform of NSE. Our report

should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For R T Jain & Co LLP
Chartered Accountants
Firm Registration no.103961W / W100182

(CA Bankim Jain)
Partner
Membership No.139447
Mumbai, August 23, 2017

STATEMENT OF ASSETS AND LIABILITIES AS RESTATED *ANNEXURE I*

(Rs. In Lacs

Sr. No.	Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
1)	**Equity & Liabilities**					
	Shareholders' funds					
	a. Share capital	101.00	101.00	101.00	1.00	1.00
	b. Reserves & surplus	637.04	119.09	5.71	17.16	14.90
	Sub-total	**738.04**	**220.09**	**106.71**	**18.16**	**15.90**
2)	**Share application money pending allotment**	-	-	-	-	5.51
3)	**Non-current liabilities**	-	-	-	-	-
	a. Long-term borrowings	376.49	390.45	394.02	50.71	60.92
	b. Deferred tax liabilities (net)	-	-	-	-	-
	c. Long-term liabilities	-	-	-	-	-
	d. Long-term provisions	12.47	5.54	0.37		
	Sub-total	**388.96**	**395.99**	**394.39**	**50.71**	**60.92**
4)	**Current liabilities**					
	a. Short-term borrowings	375.15	384.05	42.58	46.68	49.61
	b. Trade payables	705.64	402.60	215.92	7.83	39.38
	c. Other current liabilities	163.20	114.96	41.26	11.82	5.42
	d. Short term provisions	83.39	2.68	0.05	0.36	0.47
	Sub-total	**1327.38**	**904.29**	**299.81**	**66.69**	**94.88**
	T O T A L (1+2+3+4)	**2,454.38**	**1,520.37**	**800.91**	**135.56**	**176.85**
5)	**Non-current assets**					
	a. Fixed assets					
	i. Tangible assets	1,112.43	909.63	106.65	106.65	106.65
	ii. Intangible assets					

Sr. No.	Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
	Less Accumulated Depreciation	299.95	176.08	52.16	42.30	33.94
	iii.Capital work in progress	-	-	570.82	-	-
	Net Block	812.48	733.55	625.32	64.35	72.71
	b.Non-current investments	-	-	-	-	-
	c.Deferred Tax Assets (Net)	-	-	-	-	-
	c. Long term loans &advances	20.68	6.82	6.82	1.25	1.25
	d. Other non-currentassets					
	Sub-total	2245.54	1826.80	1361.77	214.56	214.56
6)	**Current assets**					
	a. Current investments	-	-	-	-	-
	b. Inventories	239.68	285.86	127.72	29.19	47.37
	c. Trade receivables	1,051.42	440.01	8.08	28.66	40.13
	d. Cash and bank balances	14.42	12.83	5.65	0.58	1.06
	e. Short term loans & advances	312.07	39.16	24.03	9.05	11.85
	f. Other current assets	3.63	2.14	3.29	2.48	2.48
	Sub-total	1621.22	780.00	168.77	69.96	102.89
	T O T A L (5+6)	**2,454.38**	**1,520.37**	**800.91**	**135.56**	**176.85**

STATEMENT OF PROFIT AND LOSS AS RESTATED *ANNEXURE II*

(Rs. in Lacs)

Sr. No.	Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
	INCOME					
	Revenue from Operations	4,165.27	2,637.72	26.21	138.16	312.84
	Other income	2.90	1.75	0.03	0.19	0.15
	Total revenue (A)	**4,168.17**	**2,639.47**	**26.24**	**138.35**	**312.99**
	EXPENDITURE					
	Cost of materials consumed	2,403.99	1,532.51	25.86	83.56	247.15
	Purchase of stock-in-trade	-	-	-	-	-
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	-25.33	-19.58	-11.42	1.82	-0.35
	Employee benefit expenses	452.73	316.73	9.42	16.28	17.22
	Finance costs	82.10	66.15	2.27	8.52	11.47
	Depreciation and amortisation expenses	123.87	123.92	9.82	8.37	9.53
	Other expenses	612.87	506.35	1.70	17.63	23.57
	Total expenses (B)	**3,650.23**	**2,526.08**	**37.65**	**136.18**	**308.59**
	Net profit/ (loss) before exceptional, extraordinary items and tax, as restated	**517.94**	**113.39**	**-11.41**	**2.17**	**4.40**
	Exceptional items					
	Net profit/ (loss) before extraordinary items and tax, as restated	**517.94**	**113.39**	**-11.41**	**2.17**	**4.40**
	Extraordinary items					

Sr. No.	Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
	Net profit/ (loss) before tax, as restated	**517.94**	**113.39**	**-11.41**	**2.17**	**4.40**
	Tax expense:					
	(i) Current tax	105.60	23.12	-	0.41	0.84
	(ii) Minimum alternate tax	(105.60)	(23.12)	-	(0.41)	(0.84)
	(ii) Deferred tax (asset)/liability					
	Total tax expense					
	Profit/ (loss) for the year/ period, as restated	**517.94**	**113.39**	**-11.41**	**2.17**	**4.40**
	Earning per equity share(face value of Rs. 10/- each): **Basic & Diluted (Rs.)**	**51.28**	**11.23**	**-2.50**	**21.80**	**44.00**
	Adjusted earning per equity share(face value of Rs. 10/- each): **Basic & Diluted(Rs.)**	8.69	1.90	-0.19	0.04	0.09

STATEMENT OF CASH FLOW AS RESTATED ***ANNEXURE III***

Rs. (in Lacs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
Cash flow from operating activities:					
Net profit before tax as per statement of profit and loss	517.95	113.39	(11.42)	2.18	4.40
Adjusted for:					
Preliminary expenses	-	-	-	0.09	0.09
Provision for gratuity	7.12	5.69	0.42	-	-
Depreciation & amortization Expense	123.87	123.92	9.82	8.37	9.53
MAT Credit of Earlier Year	-	-	-	-	1.41
Share application money pending allotment	-	-	-	(5.15)	-
Interest Expense	78.23	63.30	2.24	8.52	11.47
Interest income	(2.85)	(1.75)	(0.03)	(0.19)	(0.15)
Operating cash flow before working capital changes	**724.32**	**304.55**	**1.03**	**13.82**	**26.75**
Adjusted for:					
Inventories	46.20	(158.16)	(98.52)	18.17	(6.84)
Trade Receivables	(611.41)	(431.93)	20.58	11.48	34.12
Loans & Advances and Other Current Assets	(288.26)	(13.96)	(21.35)	2.80	(4.41)
Trade Payables	303.04	186.68	208.09	(31.55)	(45.28)
Other Current Liabilities & Provisions	244.81	100.58	29.07	6.76	(3.38)
Cash generated from/ (used in) operations	**418.70**	**(12.25)**	**138.90**	**21.47**	**0.94**
Income taxes paid	(116.06)	(24.78)	-	(0.47)	(0.90)
Net cash generated from/ (used in) operating activities (A)	**302.64**	**(37.03)**	**138.90**	**21.00**	**0.04**
Cash flow from investing activities:					
Purchase of fixed assets				-	

Particulars	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013
	(202.80)	(232.16)	(570.82)		(3.47)
Intrest Income	2.85	1.75	0.03	0.19	0.15
Net cash flow from/(used) in investing activities (B)	**(199.95)**	**(230.41)**	**(570.79)**	**0.19**	**(3.32)**
Cash flow from financing activities:					
Proceeds from issue of equity shares	-	-	100.00	-	-
Net Increase /(Decrease) in Borrowings	(22.87)	337.92	339.20	(13.15)	14.80
Interest Paid	(78.23)	(63.30)	(2.24)	(8.52)	(11.47)
Net cash flow from/(used in) financing activities (C)	**(101.10)**	**274.62**	**436.96**	**(21.67)**	**3.33**
Net increase/(decrease) in cash & cash equivalents (A+B+C)	1.59	7.18	5.07	(0.48)	0.05
Cash & cash equivalents as at beginning of the year	12.83	5.65	0.58	1.06	1.01
Cash & cash equivalents as at end of the year	**14.42**	**12.83**	**5.65**	**0.58**	**1.06**

III. The Cash Flow statement has been prepared under Indirect method as per Accounting Standard-3 "Cash Flow Statements"

IV. Figures in Brackets represent outflows

The above statement should be read with the Restated Statement of Assets and Liabilities, Statement of Profit and loss, Significant Accounting Policies and Notes to Accounts as appearing in Annexure I,II, IV(A) respectively.

ANNEXURE IV (A)

RESTATED SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS:

A. Basis of preparation of Financial Statements:

The restated summary statement of assets and liabilities of the Company as at March 31, 2017, 2016, 2015, 2014 and 2013 the related restated summary statement of profits and loss and cash flows for the year ended March 31, 2017, 2016, 2015, 2014 and 2013 (herein after collectively referred to as (' Restated Summary Statements')) have been compiled by the management from the audited financial statements of the Company for the year ended on March 31, 2017, 2016, 2015, 2014 and 2013 approved by the Board of Directors of the Company. Restated summary statements have been prepared to comply in all material respects with the provisions of sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 (“the Act”) read with Companies (Prospectus and Allotment of Securities) Rules 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the SEBI Guidelines”) issued by SEBI and Guidance note on Reports in Companies Prospectus (Revised) issued by the Institute of Chartered Accountants of India. Restated summary statements have been prepared specifically for inclusion in the Prospectus / Prospectus to be filed by the Company with the EMERGE Platform of NSE in connection with its proposed Initial public offering of equity shares. The Company’s management has recast the financial statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of restated summary statements.

B. Use of Estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect amounts in the financial statements and reported notes thereto. Actual results could differ from these estimates. Differences between the actual result and estimates are recognized in periods in which the results are known/ materialised.

C. Tangible Assets:

Tangible assets (except freehold land) are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. The cost of an asset comprises of its purchase price (net of Cenvat / duty credits availed wherever applicable) and any directly attributable cost of bringing the assets to working condition for its intended use. Expenditure on additions, improvements and renewals is capitalized and expenditure for maintenance and repairs is charged to profit and loss account.

D. Depreciation and Amortisation:

The Company has provided for depreciation on tangible assets using written down value method (WDV) over the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

E. Valuation of Inventories:

Cost of inventory includes all cost of purchases and other cost incurred in bringing the inventories to their present location and condition.

i) Raw materials is valued at lower of cost and estimated net realisable value

ii) WIP and Finished goods are valued at lower of cost and net realisable value. Cost comprises direct material, cost of conversion and other costs incurred in bringing these inventories to their present location and condition..

iii) Cost of inventories is computed on a weighted-average basis. Cost includes purchase price, (excluding those subsequently recoverable by the enterprise from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition

F. Revenue Recognition:

Revenue is recognised to the extent, that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured

Revenue from sale of goods

i) Revenue from sale of goods is recognised when the significant risks and rewards of ownership of goods are transferred to the buyer and are recorded net of trade discounts, rebates and value added tax.

ii) ii) Interest Income is recognised on a time proportion basis taking into account the amount outstanding and applicable interest rate

G. Earnings Per Share

Basic earning per share is computed by dividing the net profit after tax for the year after prior period adjustments attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

H. Contingent Liabilities / Provisions

Contingent liabilities are not provided in the accounts and are disclosed separately if applicable in notes to accounts.

I. Impairment Of Assets

The company assesses at each balance sheet date whether there is any indication due to external factors that an asset or group of assets comprising a cash generating unit (CGU) may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the CGU, to which the asset belongs is less than the carrying amount of the asset or the CGU as the case may be, the carrying amount is reduced to its recoverable amount and the reduction is treated as impairment loss and is recognized in the statement of profit and loss. If at any subsequent balance sheet date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is re assessed and the asset is reflected at recoverable amount subject to a maximum of depreciated historical cost and is accordingly reversed in the statement of profit and loss.

J. Employee Benefits

i) Short Term Employee Benefits:

All employee benefits payable within twelve months of rendering of services are classified as short term benefits. Benefits include salaries, wages, awards, ex-gratia, performance pay, etc. and are recognized in the period in which the employee renders the related service. Liability on account of encashment of leave, Bonus to employee is considered as short term compensated expense provided on actual.

K. Post Employment Benefit :

<u>Defined Contribution Plan</u>:

Provident fund is a defined contribution scheme established under a State Plan. The contributions to the scheme are charged to the profit & loss account in the year when the contributions to the fund are due.

b.) Defined Benefit Plan:

Company's liability towards gratuity / compensated absences is determined using the projected unit credit method which considers each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately to build up the final obligation. The present value of the obligation under such defined benefit plans is determined based on the actuarial valuation at the date of the Balance Sheet..

L. . Taxation & Deferred Tax

Provision for Current Tax is made in accordance with the provision of Income Tax Act, 1961. Deferred tax is recognized on timing differences between taxable & accounting income / expenditure that originates in one period and are capable of reversal in one or more subsequent period(s). The company is eligible for deduction under section of 80IC/80IE of Income Tax Act therefore the MAT paid is recognized as asset as the credit of the same will be available after the tax holiday period. Deferred Tax Asset / Liability has not been recognized as AS-22 prohibits the creation of deferred tax asset/liability in respect of the timing difference which are capable of reversal during the tax holiday period. As a matter of prudence it has been assumed that the timing differences will be reversed during the tax holiday period.

DETAILS OF SHARE CAPITAL AS RESTATED ***Annexure – V***

(Rs. in Lacs)

Particulars	As at March 31,				
	2017	2016	2015	2014	2013
Share capital					
Authorised:					
Equity shares of Rs. 10/- each	101.00	101.00	101.00	5.00	5.00
Issued, subscribed & fully paid up:					
Equity shares of Rs. 10/- each	101.00	101.00	101.00	1.00	1.00
TOTAL	**101.00**	**101.00**	**101.00**	**1.00**	**1.00**

Reconciliation of number of shares outstanding:

(Rs. in Lacs)

Particulars	As at March 31,				
	2017	2016	2015	2014	2013
Equity shares outstanding at the beginning of the year	10,10,000	10,10,000	10,000	10,000	10,000
Add: Shares issued during the year	-	-	10,00,000	-	-
Add: Bonus shares	-	-	-	-	-
Equity shares outstanding at the end of the year	**10,10,000**	**10,10,000**	**10,10,000**	**10,000**	**10,000**

Details of Shareholders holding more than 5% of the aggregate shares in the Company:

Name of the share holders	As at March 31,2017		As at March 31,2016		As at March 31,2015		As at March 31,2014		As at March 31,2013	
	No's of Shares held	% of Holding	No's of Shares held	% of Holding	No's of Shares held	% of Holding	No's of Shares held	% of Holding	No's of Shares held	% of Holding
Ipneet Singh	-	-	-	-	-	-	-	-	5,000	50.00 %
Gaganpreet Kaur	-	-	-	-	-	-	-	-	5,000	50.00 %
Kiran Bala	-	-	-	-	-	-	3,333	33.33 %	-	-
Prince Bharti	-	-	-	-	-	-	3,333	33.33 %	-	-
Rohit Bansal	-	-	-	-	-	-	1,667	16.67 %	-	-
Deepak Kumar	-	-	-	-	-	-	1,667	16.67 %	-	-
Vijay Kumar Batra	10,05,000	99.50 %	10,05,000	99.50 %	10,05,000	99.50 %	-	-	-	-

DETAILS OF RESERVES & SURPLUS AS RESTATED ***Annexure – VI***

(Rs. in Lacs)

Particulars	**As at March 31,**				
	2017	**2016**	**2015**	**2014**	**2013**
Surplus in Profit and loss Account					
Opening balance	119.09	5.70	17.16	14.98	10.58
Add: Net Profit /(loss) after tax for the year	517.95	113.39	-11.42	2.18	4.40
Less:Adjustment in WDV as per Companies Act, 2013	-	-	-0.03	-	-
Closing Balance	**637.04**	**119.09**	**5.71**	**17.16**	**14.98**
Preliminary Expenses to the extent not written off	-		-	-	-
Opening balance	-		-	-0.09	-0.17
Less: Written off During the Year	-			-0.09	-0.09
Closing balance	**-**			**-**	**-0.08**
Total	**637.04**	**119.09**	**5.71**	**17.16**	**14.90**

DETAILS OF LONG TERM BORROWINGS AS RESTATED ***ANNEXURE VII***

(Rs. in Lacs)

Particulars	**As at March 31,**				
	2017	**2016**	**2015**	**2014**	**2013**
<u>Secured</u>					
<u>-Term Loans</u>	-	-	-	-	-
From Banks	91.80	124.07	152.95	16.63	24.61
-Vehicle Loans	-	-	-	-	-
From Banks	48.53	29.22		-	-

			3.91		
Unsecured Loans					
From Related Parties From others	236.16	237.16	237.16	34.08	36.31
From Others	-	-	-	-	-
	-	-	-	-	-
TOTAL	**376.49**	**390.45**	**394.02**	**50.71**	**60.92**

Notes:

NATURE OF SECURITY AND TERMS OF REPAYMENT FOR LONG TERM BORROWINGS:.

Nature of Security	***Terms of Repayment***
(1)All stocks of raw material/stock in process/finished ware house/goods kept at factory, in transit and all other locations belonging to company. (2) Equitable Mortgage of factory land in village Nandpur comprised in Khewat/Khatoni no. 114/157 in Khasra No. 733/465 (00-05), 466 (00-02), 735/467 (02-00), village Nandpur Tehsil Nalagarh, Distt Baddi owned by the company. (3) Hypothecation of Plant & Machinery & other movable fixed asset iof the company. (4) Colleteral charge on vacant showroom site at Khata No. 9/10, village Dharmpur owned by one of the director Mr. Rahul Batra s/o Vijay Batra . (5) Personal Gurarantee of Mr. Vijay Batra, Mr.Balwant Singh, Mr. Varun Batra, Mrs. Neeraj Batra and Mr. Rahul Batra. (6) Hypothecation of Motor vehicle from the bank in the name of the company	*Term Loan of 150 lakh from Vijaya Bank is replayable in 63 Equated monhthly installements of Rs. 3.287 lakh each.*
	Term Loan of 50 lakh from Vijaya Bank is replayable in 63 Equated monhthly installements of Rs. 1.12 lakh each.
	Term Loan of 50 lakh from Vijaya Bank is replayable in 60 Equated monhthly installements of Rs. 1.15 lakh each.
	Term Loan of 15 lakh from Vijaya Bank is replayable in 84 Equated monthly installements of Rs. 0.249 lakh each.
	Term Loan of 9.35 lakh from Vijaya Bank is replayable in 36 Equated monhthly installements of Rs. 0.302 lakh each.
	Term Loan of 7.20 lakh from Vijaya Bank is replayable in 36 Equated monhthly installements of Rs. 0.239 lakh each.
Hypothecation of Motor Vehicles from the bank in the name of the company.	*Term Loan of 28 lakh from ICICI Bank is replayable in 36 Equated monhthly installements of Rs. 0.956 lakh each.*
Hypothecation of Motor Vehicles from the bank in the name of the company.	*Term Loan of 17.5 lakh from ICICI Bank is replayable in 36 Equated monhthly installements of Rs. 0.598 lakh each.*
Hypothecation of Motor Vehicles from the bank	*Term Loan of 6 lakh from ICICI Bank is*

in the name of the company.	*replayable in 36 Equated monhthly installments of Rs. 0.196 lakh each.*
UCO Bank Term Loan orginally sanctioned for Rs. 36 Lacs is secured by hypothecation of Plant and Machinery and other *fixed assets standing in the books on the date of sanction of loan i.e 01.03.2009 and all assets proposed to be purchased from* *the said funding. Collateral security has been given against UCO Bank Term Loan and cash credit in shape of immovable property i.e Factory Land & Building situated at Village Nandpur ,Lodhimajra, Baddi,Distt Solan(H.P) in the name of Beta Drugs Private Limited. Further,personal gurantee of both the directors is given as collateral security in addition to the collateral of immovable property.*	
Unsecured Loans from Related Parties and Others carries Nil rate of Interest and the terms of repayment are not fixed.	

DETAILS OF LONG TERM PROVISIONS AS RESTATED ANNEXURE -VIII

(Rs. In Lacs)

Particulars	As at March 31,				
	2017	2016	2015	2014	2013
Provision for Employee Benefits	12.47	5.54	0.37	-	-
TOTAL	**12.47**	**5.54**	**0.37**	**-**	**-**

DETAILS OF SHORT TERM BORROWINGS AS RESTATED ANNEXURE-IX

(Rs. in Lacs)

Particulars	As at March 31,				
	2017	2016	2015	2014	2013
Secured					
Loans Repayable on Demand					
Cash Credit					
-From Banks	375.15	384.05	42.58	46.68	49.61
TOTAL					

	375.15	**384.05**	**42.58**	**46.68**	**49.61**

Notes:

NATURE OF SECURITY AND TERMS OF REPAYMENT FOR LONG TERM BORROWING

Nature of Security and terms of Repayment
Cash credit facility as a short term borrowing has been secured by hypothecation of all current assets (present and future) and collateral security of Equitable mortgage of Factory Land & Building situated at village Nandpur ,Lodhimajra , Tehsil Baddi, Distt Solan(H.P) in the name of Beta Drugs Private Limited. Further,personal gurantee of both the directors is given as collateral security in addition to the collateral of immovable property

DETAILS OF TRADE PAYABLES AS RESTATED ***ANNEXURE-X***

(Rs. in Lacs)

Particulars	**As at March 31,**				
	2017	**2016**	**2015**	**2014**	**2013**
(a) Micro,Small and Medium Enterprise	0.00	0.00	0.00	0.00	0.00
(b) Others	705.64	402.60	215.92	7.83	39.38
TOTAL	**705.64**	**402.60**	**215.92**	**7.83**	**39.38**

Notes:

The Company has not received any information from the suppliers regarding their status under MSME Act, 2006. Thus in the absence of relevant information all trade payables are classified as other than MSME trade payables.

DETAILS OF OTHER CURRENT LIABILITIES AS RESTATED ***ANNEXURE – XI***

(Rs. in Lacs)

Particulars	**As at March 31,**				
	2017	**2016**	**2015**	**2014**	**2013**
Current maturities of long term debt	69.20	60.26	40.35	-	-
Statutory Dues Payable	11.58	8.47	-	0.20	0.12
Advance from Customers	12.35	-	0.51	0.46	0.26
Security Received	25.00	25.00	-	-	-
Creditors for Expenses	45.07	21.23	0.40	11.16	5.04
TOTAL	**163.20**	**114.96**	**41.26**	**11.82**	**5.42**

DETAILS OF SHORT TERM PROVISIONS AS RESTATED *ANNEXURE- XII*

(Rs. in Lacs)

Particulars	As at March 31,				
	2017	2016	2015	2014	2013
Provision for Income Tax	82.62	2.10	-	0.36	0.47
Provision for Employee Benefits	0.77	0.58	0.05	-	-
TOTAL	**83.39**	**2.68**	**0.05**	**0.36**	**0.47**

DETAILS OF FIXED ASSETS AS RESTATED *ANNEXURE -XIII*

(Rs. in Lacs)

FIXED ASSETS	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	AS AT 01.04.2012	ADDITIONS	DEDUCTIONS	AS AT 31.03.2013	UP TO 01.04.2012	FOR THE YEAR	DEDUCTIONS / ADJUSTMENTS	Written off from Retained Earnings	UP TO 31.03.2013	AS AT 31.03.2013	AS AT 31.03.2012
-											
Tangible Assets	-	-	-	-	-	-	-	-	-	-	-
Land	7.91	-	-	7.91	-	-	-	-	-	7.91	7.91
Building	26.94	-	-	26.94	5.75	2.12	-	-	7.87	19.07	21.19
Plant & Machinery	63.17	3.47	-	66.65	17.21	6.72	-	-	23.93	42.72	45.96
Electrical Installation	3.69	-	-	3.69	1.06	0.37	-	-	1.43	2.26	2.62
Fire fighting Equipment	0.23	-	-	0.23	0.06	0.02	-	-	0.09	0.15	0.17
Furniture &	0.57	-	-	0.57	0.20	0.08	-	-	0.28	0.29	0.37

Fixtures											
Computer	0.67	-	-	0.67	0.13	0.22	-	-	0.35	0.32	0.54
	-	-	-	-	-	-	-	-	-	-	-
Grand Total	**103.18**	**3.47**	**-**	**106.65**	**24.41**	**9.53**	**-**		**33.94**	**72.71**	**78.77**

Fixed Assets	Gross Block				Depreciation					Net Block	
	As At 01.04.2013	Additions	Deductions	As At 31.03.2014	Upto 01.04.2013	For The Year	Deductions / Adjustments	Written Off From Retained Earnings	Upto 31.03.2014	As At 31.03.2014	As At 31.03.2013
-											
<u>Tangible Assets</u>	-	-	-	-	-	-	-	-	-	-	-
Land	7.91	-	-	7.91	-	-	-	-	-	7.91	7.91
Building	26.94	-	-	26.94	7.87	1.91	-	-	9.77	17.17	19.07
Plant & Machinery	66.65	-	-	66.65	23.93	5.94	-	-	29.87	36.77	42.72
Electrical Installation	3.69	-	-	3.69	1.43	0.31	-	-	1.74	1.95	2.26
Fire fighting Equipment	0.23	-	-	0.23	0.09	0.02	-	-	0.11	0.13	0.15
Furniture & Fixtures	0.57	-	-	0.57	0.28	0.05	-	-	0.33	0.24	0.29
Computer	0.67	-	-	0.67	0.35	0.13	-	-	0.47	0.19	0.32
		-	-			-					
Grand Total	**106.65**	**-**	**-**	**106.65**	**33.94**	**8.37**	**-**		**42.30**	**64.35**	**72.71**

Previous Year Total	-		-	-	-		-		-	-	-

Fixed Assets	Gross Block				Depreciation					Net Block	
	As At 01.04.2014	Additions	Deductions	As At 31.03.2015	Upto 01.04.2014	For The Year	Deductions / Adjustments	Written Off From Retained Earnings	Upto 31.03.2015	As At 31.03.2015	As At 31.03.2014
-											
Tangible Assets											
Land	7.91	-	-	7.91	-	-	-	-	-	7.91	7.91
Building	26.94	-	-	26.94	9.77	1.72	-	-	11.50	15.45	17.17
Plant & Equipments	70.57	-	-	70.57	31.72	7.89	-	-	39.62	30.95	38.85
Furniture & Fixtures	0.57	-	-	0.57	0.33	0.08	-	-	0.41	0.16	0.24
Computer	0.67	-	-	0.67	0.47	0.13	-	0.03	0.63	0.03	0.19
	-	-	-	-	-	-	-	-	-	-	-
Sub Total	**106.65**	**-**	**-**	**106.65**	**42.30**	**9.82**	**-**	**0.03**	**52.16**	**54.50**	**64.35**
Capital work in progress	-	570.82	-	570.82	-	-	-	-	-	570.82	-
Sub Total	**-**	**570.82**	**-**	**570.82**	**-**	**-**	**-**	**-**	**-**	**570.82**	**-**
Grand Total	**106.65**	**570.82**	**-**	**677.47**	**42.30**	**9.82**	**-**	**0.03**	**52.16**	**625.31**	**64.35**

Fixed Assets	Gross Block				Depreciation					Net Block	
	As At 01.04.2015	Additions	Deductions	As At 31.03.2016	Upto 01.04.2015	For The Year	Deductions / Adjustments	Written Off From Retained Earnings	Upto 31.03.2016	As At 31.03.2016	As At 31.03.2015
-											
Tangible Assets											
Land	7.91	15.00	-	22.91	-	-	-	-	-	22.91	7.91
Building	26.94	318.50	-	345.44	11.50	27.46	-	-	38.95	306.49	15.45
Plant & Equipments	70.57	362.23	-	432.80	39.62	69.88	-	-	109.50	323.30	30.95
Furniture & Fixtures	0.57	6.98	-	7.55	0.41	1.58	-	-	1.99	5.56	0.16
Vehicles	-	78.25	-	78.25	-	19.72	-	-	19.72	58.53	-
Office Equipments	-	13.61	-	13.61	-	4.31	-	-	4.31	9.30	-
Computer	0.67	0.35	-	1.01	0.63	0.19	-	-	0.82	0.19	0.03
Lab Equipments	-	8.06	-	8.06	-	0.78	-	-	0.78	7.28	-
	-	-	-	-	-	-	-	-	-	-	-
Sub Total	106.65	802.98	-	909.63	52.16	123.92	-	-	176.08	733.55	54.50
Capital Work in Progress	570.82	-	570.82	-	-	-	-	-	-	-	570.82

	-	-	-	-	-	-	-	-	-	-	-
Sub Total	570.82	-	570.82	-	-	-	-	-	-	-	570.82
Grand Total	**677.47**	**802.98**	**570.82**	**909.63**	**52.16**	**123.92**	**-**	**-**	**176.08**	**733.55**	**625.31**

Fixed Assets	Gross Block				Depreciation					Net Block	
	As At 01.04.2016	Additions	Deductions	As At 31.03.2017	Upto 01.04.2016	For The Year	Deductions / Adjustments	Written Off From Retained Earnings	Upto 31.03.2017	As At 31.03.2017	As At 31.03.2016
-	-	-	-	-	-	-	-	-	-	-	-
Tangible Assets	-	-	-	-	-	-	-	-	-	-	-
Land	22.91	12.52	-	35.43	-	-	-	-	-	35.43	22.91
Building	345.44	105.84	-	451.28	38.95	29.04	-	-	68.00	383.29	306.49
Plant & Equipments	432.80	49.00	-	481.80	109.50	61.64	-	-	171.14	310.66	323.30
Furniture & Fixtures	7.55	2.09	-	9.64	1.99	1.56	-	-	3.55	6.09	5.56
Vehicles	78.25	21.44	-	99.68	19.72	22.70	-	-	42.42	57.27	58.53
Office Equipments	13.61	8.02	-	21.64	4.31	5.95	-	-	10.26	11.38	9.30
Computer	1.01	0.79	-	1.80	0.82	0.57	-	-	1.39	0.41	0.19
Lab Equipments	8.06	3.10	-	11.16	0.78	2.42	-	-	3.20	7.96	7.28

Grand Total	**909.63**	**202.80**	**-**	**1,112.43**	**176.08**	**123.87**	**-**		**299.95**	**812.48**	**733.55**

DETAILS OF LONG TERM LOANS AND ADVANCES PROVISIONS AS RESTATED

ANNEXURE- XIV

(Rs. in Lacs)

Particulars	As at March 31,				
	2017	2016	2015	2014	2013
Security Deposits	20.68	6.82	6.82	1.25	1.25
Total	**20.68**	**6.82**	**6.82**	**1.25**	**1.25**

DETAILS OF INVENTORIES AS RESTATED

ANNEXURE- XV

(Rs. in Lacs)

Particulars	As at March 31,				
	2017	2016	2015	2014	2013
Raw Materials and Components	180.76	252.28	113.71	26.60	42.96
Work-in-Progress	24.10	13.43	5.12	1.10	1.91
Finished Goods	34.82	20.15	8.89	1.49	2.50
Total	**239.68**	**285.86**	**127.72**	**29.19**	**47.37**

DETAILS OF TRADE RECEVIABLES AS RESTATED

ANNEXURE- XVI

(Rs. in Lacs)

Particulars	As at March 31,				
	2017	2016	2015	2014	2013
Unsecured, considered goods					

-Outstanding for more than six months					
From Directors/ Promoter/ Promoter Group/Relatives of Directors and Group Companies					
From Others	11.14	24.51	8.08	13.57	-
Other debts					
From Directors/ Promoter/ Promoter Group/Relatives of Directors and Group Companies					
From Others	1,040.28	415.50	-	15.09	40.13
Total	**1,051.42**	**440.01**	**8.08**	**28.66**	**40.13**

DETAILS OF CASH AND CASH EQUIVALENTS AS RESTATED

ANNEXURE- XVII

(Rs. in Lacs)

Particulars	As at March 31,				
	2017	2016	2015	2014	2013
Cash in Hand	7.56	7.36	5.59	0.53	0.49
Balance with Banks	6.86	5.47	0.06	0.05	0.57
Total	**14.42**	**12.83**	**5.65**	**0.58**	**1.06**

DETAILS OF SHORT TERM LOANS AND ADVANCES AS RESTATED

ANNEXURE- XVIII

(Rs. in Lacs)

Particulars	As at March 31,				
	2017	2016	2015	2014	2013
Balance with Revenue Authorities	0.02	0.01	7.96	6.39	7.48
Other Advances	15.97	13.37	4.92	-	-
MAT Credit Entitlement	131.39	25.78	2.66	2.66	2.25
Advances to Supplier	164.69	-	8.49	-	2.12
Total	**312.07**	**39.16**	**24.03**	**9.05**	**11.85**

DETAILS OF OTHER CURRENT ASSEST AS RESTATED

ANNEXURE- XIX

(Rs. in Lacs)

Particulars	As at March 31,				
	2017	2016	2015	2014	2013
Sales tax Deposit	2.14	2.14	2.14	2.14	2.14
Prepaid expenses	1.49	-	1.15	0.34	0.34
Total	**3.63**	**2.14**	**3.29**	**2.48**	**2.48**

DETAILS OF REVENUE FROM OPERATIONS AS RESTATED

ANNEXURE- XX

(Rs. in Lacs)

Particulars	As at March 31,				
	2017	2016	2015	2014	2013
Sales of Manufactured Goods	4,165.27	2,637.72	26.21	138.16	312.84
Sales of Traded Goods					

Sales of Services					
Turnover in respect of products not normally dealt with					
Total	**4,165.27**	**2,637.72**	**26.21**	**138.16**	**312.84**

DETAILS OF OTHER INCOME AS RESTATED ***ANNEXURE –XXI***

(Rs. in Lacs)

Particulars	For the Year Ended March 31					Nature
	2017	2016	2015	2014	2013	
Other Income	2.90	1.75	0.03	0.19	0.15	
Net profit before tax as restated	517.95	113.39	-11.42	2.18	4.40	
Percentage	**0.56%**	**1.54%**	**-0.26%**	**8.72%**	**3.41%**	

Source of Income

Interest Income	2.85	1.75	0.03	-	-	Recurring and not related to business activity.
Discount/Deductions	-	-	-	0.19	0.15	Recurring and related to business activity
Sundry Balances Written off	0.05	-	-	-	-	Non Recurring and related to business activity.
Total Other income	**2.90**	**1.75**	**0.03**	**0.19**	**0.15**	

DETAILS OF RELATED PARTY TRANSACTIONS AS RESTATED

ANNEXURE – XXII

Particulars	Nature of Relationship	Nature of Transaction	Amount of transaction debited during the period year March 31, 2017	Amount of transaction credited during the period year March 31, 2017	Amount outstanding as on March 31 ,2017 (Payable) / Receivable	Amount of transaction debited during the period year March 31, 2016	Amount of transaction credited during the period year March 31, 2016	Amount outstanding as on March 31 ,2016 (Payable) / Receivable	Amount of transaction debited during the period year March 31, 2015	Amount of transaction credited during the period year March 31, 2015	Amount outstanding as on March 31 ,2015 (Payable) / Receivable	Amount of transaction debited during the period year March 31, 2014	Amount of transaction credited during the period year March 31, 2014	Amount outstanding as on March 31 ,2014 (Payable)/ Receivable	Amount of transaction debited during the period year March 31, 2013	Amount of transaction credited during the period year March 31, 2013	Amount outstanding as on March 31 ,2013 (Payable)/ Receivable
Varun Batra	Director	Salary	22.00	22.00	-	22.30	22.30	-	-	-	-	-	-	-	-	-	-
Heena Batra	Director's Wife	Salary	4.80	4.80	-	4.40	4.40	-	-	-	-	-	-	-	-	-	-
Aditi Batra	Director's Wife	Salary	4.80	4.80	-	4.40	4.40	-	-	-	-	-	-	-	-	-	-
Neeraj Batra	Director	Salary	24.0	24.0	-	21.5	21.5	-	-	-	-	-	-	-	-	-	-

Particulars	Nature of Relationship	Nature of Transaction	Amount of transaction debited during the period year March 31, 2017	Amount of transaction credited during the period year March 31, 2017	Amount outstanding as on March 31 ,2017 (Payable) / Receivable	Amount of transaction debited during the period year March 31, 2016	Amount of transaction credited during the period year March 31, 2016	Amount outstanding as on March 31 ,2016 (Payable) / Receivable	Amount of transaction debited during the period year March 31, 2015	Amount of transaction credited during the period year March 31, 2015	Amount outstanding as on March 31 ,2015 (Payable) / Receivable	Amount of transaction debited during the period year March 31, 2014	Amount of transaction credited during the period year March 31, 2014	Amount outstanding as on March 31 ,2014 (Payable)/ Receivable	Amount of transaction debited during the period year March 31, 2013	Amount of transaction credited during the period year March 31, 2013	Amount outstanding as on March 31 ,2013 (Payable)/ Receivable
			0	0		0	0										
B T Associates	Directors holding more than 50% in the company	Rent Payments	21.00	23.10	-2.10	-	-	-	-	-	-	-	-	-	-	-	-
Vijay Kumar Batra	Director	Unsecured loan	-	-	-229.66	-	-	-229.66	-	229.66	-229.66	-	-	-	-	-	-
Balwant	Director	Sal															

Particulars	Nature of Relationship	Nature of Transaction	Amount of transaction debited during the period year March 31, 2017	Amount of transaction credited during the period year March 31, 2017	Amount outstanding as on March 31 ,2017 (Payable) / Receivable	Amount of transaction debited during the period year March 31, 2016	Amount of transaction credited during the period year March 31, 2016	Amount outstanding as on March 31 ,2016 (Payable) / Receivable	Amount of transaction debited during the period year March 31, 2015	Amount of transaction credited during the period year March 31, 2015	Amount outstanding as on March 31 ,2015 (Payable) / Receivable	Amount of transaction debited during the period year March 31, 2014	Amount of transaction credited during the period year March 31, 2014	Amount outstanding as on March 31 ,2014 (Payable)/ Receivable	Amount of transaction debited during the period year March 31, 2013	Amount of transaction credited during the period year March 31, 2013	Amount outstanding as on March 31 ,2013 (Payable)/ Receivable
Singh		ary	10.14	10.14	-	7.20	7.20	-	-	-	-	-	-	-	-	-	-
Varun Batra	Director	Unsecured loan	-	-	-1.00	-	1.00	-1.00	-	-	-	-	-	-	-	-	-
Rahul batra	Director	Unsecured loan	1.00	-	-	-	1.00	-1.00	-	-	-	-	-	-	-	-	-

Particulars	Nature of Relationship	Nature of Transaction	Amount of transaction debited during the period year March 31, 2017	Amount of transaction credited during the period year March 31, 2017	Amount outstanding as on March 31 ,2017 (Payable) / Receivable	Amount of transaction debited during the period year March 31, 2016	Amount of transaction credited during the period year March 31, 2016	Amount outstanding as on March 31 ,2016 (Payable) / Receivable	Amount of transaction debited during the period year March 31, 2015	Amount of transaction credited during the period year March 31, 2015	Amount outstanding as on March 31 ,2015 (Payable) / Receivable	Amount of transaction debited during the period year March 31, 2014	Amount of transaction credited during the period year March 31, 2014	Amount outstanding as on March 31 ,2014 (Payable)/ Receivable	Amount of transaction debited during the period year March 31, 2013	Amount of transaction credited during the period year March 31, 2013	Amount outstanding as on March 31 ,2013 (Payable)/ Receivable
Balwant Singh	Director	Unsecured loan	-	-	-1.00	-	1.00	-1.00	-	-	-	-	-	-	-	-	-
Adley Formulations	Proprietorship of Mr. Vijay Batra	Advances Against Purchases	-	-	-	301.91	270.74	-	-	31.17	-31.17	-	-	-	-	-	-

Particulars	Nature of Relationship	Nature of Transaction	Amount of transaction debited during the period year March 31, 2017	Amount of transaction credited during the period year March 31, 2017	Amount outstanding as on March 31 ,2017 (Payable) / Receivable	Amount of transaction debited during the period year March 31, 2016	Amount of transaction credited during the period year March 31, 2016	Amount outstanding as on March 31 ,2016 (Payable) / Receivable	Amount of transaction debited during the period year March 31, 2015	Amount of transaction credited during the period year March 31, 2015	Amount outstanding as on March 31 ,2015 (Payable) / Receivable	Amount of transaction debited during the period year March 31, 2014	Amount of transaction credited during the period year March 31, 2014	Amount outstanding as on March 31 ,2014 (Payable)/ Receivable	Amount of transaction debited during the period year March 31, 2013	Amount of transaction credited during the period year March 31, 2013	Amount outstanding as on March 31 ,2013 (Payable)/ Receivable
Adley Lab Ltd	Directors holding more than 50% in the company	Advances Against Purchases	71.72	14.58	57.14	0.20	0.20	-	-	-	-	-	-	-	-	-	-
Kedge Pharmacia India Pvt Ltd	Directors holding more than 50% in the company	Advances Against	-	-	-	7.45	7.45	-	-	-	-	-	-	-	-	-	-

Particulars	Nature of Relationship	Nature of Transaction	Amount of transaction debited during the period year March 31, 2017	Amount of transaction credited during the period year March 31, 2017	Amount outstanding as on March 31 ,2017 (Payable) / Receivable	Amount of transaction debited during the period year March 31, 2016	Amount of transaction credited during the period year March 31, 2016	Amount outstanding as on March 31 ,2016 (Payable) / Receivable	Amount of transaction debited during the period year March 31, 2015	Amount of transaction credited during the period year March 31, 2015	Amount outstanding as on March 31 ,2015 (Payable) / Receivable	Amount of transaction debited during the period year March 31, 2014	Amount of transaction credited during the period year March 31, 2014	Amount outstanding as on March 31 ,2014 (Payable)/ Receivable	Amount of transaction debited during the period year March 31, 2013	Amount of transaction credited during the period year March 31, 2013	Amount outstanding as on March 31 ,2013 (Payable)/ Receivable
		Purchases															

SUMMARY OF ACCOUNTING RATIOS ***Annexure – XXIII***

(Rs. in Lacs)

Particulars	**For the year ended March 31,**				
	2017	**2016**	**2015**	**2014**	**2013**
Restated Profit after tax	517.95	113.39	-11.42	2.18	4.40
Weighted Average Number of Equity Shares at the end of the Year (Before Bonus Issue)	10,10,000	10,10,000	4,56,575	10,000	10,000
Weighted Average Number of Equity Shares at the end of the Year (After Bonus Issue)	59,59,000	59,59,000	58,91,627	50,80,739	50,80,739
Number of Equity Shares outstanding at the end of the Year	10,10,000	10,10,000	10,10,000	10,000	10,000
Net Worth	738.04	220.09	106.70	18.16	15.89
Earnings Per Share					
Basic & Diluted - Before Bonus Issue (Rs.) *	**51.28**	**11.23**	**-2.50**	**21.80**	**44.00**
Basic & Diluted - Adjusted for Bonus Issue and Right issue (Rs.)	**8.69**	**1.90**	**-0.19**	**0.04**	**0.09**
Return on Net Worth (%)	**70.18%**	**51.52%**	**-10.70%**	**12.00%**	**27.69%**
Net Asset Value Per Share (Rs)	**12.39**	**3.69**	**1.79**	**0.37**	**0.32**
Nominal Value per Equity share (Rs.)*	10.00	10.00	10.00	10.00	10.00

Ratios have been calculated as below

1)Basic and Diluted Earnings Per Share (EPS) (Rs.)

Restated Profit after Tax available to equity Shareholders

Weighted Average Number of Equity Shares at the end of the year

2) **Return on Net Worth (%)**
   Restated Profit after Tax available to equity Shareholders
   Restated Net Worth of Equity Shareholders

3) **Net Asset Value per equity share (Rs.)**
   Restated Net Worth of Equity Shareholders
   Number of Equity Shares outstanding at the end of the year

4) ***Adjusted EPS**
Restated Profit after Tax available to equity Shareholders
Weighted average no. of equity shares adjusted with right factor and bonus issue of shares

5) **Right Factor**
Fair value of shares immediately prior to right issue
Theroetical ex right fair value per share

CAPITALISATION STATEMENT AS AT MARCH 31, 2017	**ANNEXURE -** XXIV	
		(Rs. In Lacs)
Particulars	**Pre Issue**	**Post Issue**
Borrowings		
Short term debt (A)	375.15	375.15
Long Term Debt (B)	376.49	376.49
Total debts (C)	**751.64**	**751.64**
Shareholders' funds		
Equity share capital	101.00	330.60
Reserve and surplus - as restated	637.04	2,106.48
Total shareholders' funds	**738.04**	**2,437.08**
Long term debt / shareholders funds	0.51	0.15
Total debt / shareholders funds	1.02	0.31

STATEMENT OF TAX SHELTERS **ANNEXURE XXV**

(Rs. In Lacs)

Particulars	**Year ended March 31, 2017**	**Year ended March 31, 2016**	**Year ended March 31, 2015**	**Year ended March 31, 2014**	**Year ended March 31, 2013**
Profit before tax as Restated (A)	517.95	113.39	-11.42	2.18	4.40
Tax Rate (%)	33.06%	33.06%	30.90%	30.90%	30.90%
MAT Rate (%)					
Tax at notional rate on profits	171.25	37.49	-3.53	0.67	1.36
Adjustments :					
Permanent Differences(B)					
Expenses disallowed under Income Tax Act, 1961	-	-	-	-	-
Total Permanent Differences(B)	**-**	**-**	**-**	**-**	**-**

Timing Differences (C)					
Difference between tax depreciation and book depreciation	19.97	-53.30	2.82	0.22	0.01
Provision for Gratuity	7.12	5.69	0.42	-	-
Total Timing Differences (C)	**27.09**	**-47.61**	**3.24**	**0.22**	**0.01**
Net Adjustments D = (B+C)	**27.09**	**-47.61**	**3.24**	**0.22**	**0.01**
Tax expense / (saving) thereon	8.96	-15.74	1.00	0.07	0.00
Income from Other Sources	-	-	-	-	-
	-	-	-	-	-
Income from Other Sources (F)	-	-	-	-	-
	-	-	-	-	-
Gross Total Income	545.04	65.78	-8.18	2.40	4.41
Less: Deduction under Chapter VIA	-545.04	-65.78	-	-2.40	-4.41
Taxable Income/(Loss) (A+D)	**-**	**-**	**-8.18**	**-**	**-**
Taxable Income/(Loss) as per MAT	517.95	113.39	-11.42	2.18	4.40
Income Tax as returned/computed	-	-	-2.53	-	-
Income Tax as per MAT	105.60	23.12	-	0.41	0.84
Tax paid as per normal or MAT	MAT	MAT	Normal	MAT	MAT

RECONCILATION OF RESTATED PROFIT

Adjustments for	**For the year ended March 31,**				
	2017	**2016**	**2015**	**2014**	**2013**
Net Profit/(Loss) after Tax as per Audited Statement of Profit and	426.92	76.57	-11.00	1.77	3.51

Adjustments for	For the year ended March 31,				
	2017	2016	2015	2014	2013
Loss					
Adjustments for:	-	-	-	-	-
Change in Provision for Current Tax	1.46	1.66	-	0.04	0.07
Change in Deferred Tax Asset/(Liability)	-8.88	15.91	-	-0.05	-
Change in Depreciation	-0.03	1.82	-	-	-
Change in Gratuity	-7.12	-19.13	-0.42	-	-
Net Profit/ (Loss) After Tax as Restated	**412.34**	**76.81**	**-11.42**	**1.75**	**3.58**

Notes :

1)Change in Provision for Current Tax

The company had debited income tax expense to Profit & Loss Account for all 5 years. The company is covered under section 80IC of Income Tax Act, 1961. Thus the company is not liable to pay income tax but the company is required to pay MAT. Thus the tax expense has been recognised as MAT Credit Entitlement.

2) Change in Deferred Tax Asset/(Liability)

The company had created deferred tax asset / liability on timing differences. However the same has been derecognised as AS-22 requires that the timing difference which will reverse in tax holiday period should not be recognised.

3) Change in Depreciation

The company had provided depreciation individually on items which was purchased and used for construction of building. However the same has been restated in order to provide depreciation from the date on which buiding was ready for use and not when each material was purchased.

4) Change in Gratuity

The company had not provided for gratuity liability. The same has been restated in order to comply with requirements of AS - 15. The gratuity liability has been taken as per acturial valuation..

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULT OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Restated Financial Statements which is included in this Prospectus. The following discussion and analysis of our financial condition and results of operations is based on our Restated Financial Statements, as restated for the years ended March 31, 2017, March 31, 2016 and March 31, 2015, including the related notes and reports, included in this Prospectus is prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited statutory financial statements. Accordingly, the degree to which our Restated Financial Statements will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "Risk Factors" and "Forward Looking Statements" beginning on pages 14 and 13 respectively, and elsewhere in this Prospectus.

Our FY ends on March 31 of each year. Accordingly, all references to a particular FY are to the 12 months ended March 31 of that year.

OVERVIEW

Our Company was incorporated as "Beta Drugs Private limited" at Himachal Pradesh as a private limited company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated September 21, 2005 bearing Corporate Identification Number U24230HP2005PTC28969 issued by Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh. Subsequently, our Company was converted in to public limited company pursuant to Shareholders Resolution passed at the Extra-Ordinary General Meeting of our Company held on July 24, 2017 and the name of our Company was changed to "Beta Drugs Limited" pursuant to issuance of fresh Certificate of Incorporation consequent upon conversion of Company from Private to Public Limited dated August 11, 2017 issued by the Registrar of Companies, Himachal Pradesh. The Corporate Identification Number of our Company is U24230HP2005PLC028969.

Our company is primarily engaged in the manufacturing of oncology products. Our products range from anti-cancer tablets, capsules, injections and lyophilized injections. Our company started production of oncology products by manufacturing portfolio of over 35 products which is used for the treatment of various cancer disaes. As on March 31, 2017, our company had a portfolio of over 50 products products catering to various oncology diseases including breast, brain, bone, lung, mouth, head & neck, prostate, haematology, cervics, oeaophagus etc. We have increased our product range, starting from 35 in 2015-16 to 50 active products in 2016-17. Our oncology portfolio includes key brands like Admine, Adgef, Addplatin, Erlotad etc.

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 14 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- General economic and business conditions
- Company's ability to successfully implement its growth and expansion plan
- Increasing competition in the Pharmaceutical Industry
- Delay in recovery of debts from the clients
- Change in law and regulations that apply to Pharmaceutical Industry
- Any Change in tax laws granting incentives to Pharmaceutical Industry

OVERVIEW OF REVENUE AND EXPENDITURE

Revenue and Expenditure

Revenue: Our revenue comprises of revenue from operations and other income

Revenue from operations: Our revenue from operations comprises of revenue from sale of oncology products

Other Income: Our other income majorly comprises of interest

Expenses: Our expenses comprise of cost of material consumed, changes in inventories of finished goods work in progress employee benefit expenses, finance cost, depreciation and amortisation expenses and other expenses.

Cost of goods sold: Cost of goods sold consists of cost of material consumed and changes of inventories of finished goods, and work in progress

Cost of material consumed consists of expenditure on raw materials.

Changes in inventory of finished goods, work in progress and stock in trade consist of change in our inventory of finished goods and work in progress as at the beginning and end of the year

Employee benefit expense: Our employee benefit expense consists of salary and wages, director's remuneration, gratuity expense and contribution to provident fund & other fund and Staff Welfare expenses.

Finance costs: Our finance costs comprises of interest on term loan and working capital loan, bank charges, etc.

Depreciation and amoritsation expenses: Tangible and intangible assets are depreciated and amortised over periods corresponding to their estimated useful lives. See "Significant Accounting Policies –Depreciation" in chapter Financial Statements as restated on page 197 of this Prospectus.

Other expenses: Our other expenses primarily include consumption of factory expenses, trade discount expenses, freight outward expenses, repair and maintenance cost, annual lease rent, audit fees, insurance charges, legal and professional charges, office expenses, telephone expenses, printing and stationery expenses, rate differences, commission expenses, expired and damaged goods expenses, business promotion, commission paid, etc

Revenue and Expenditure Amount (Rs. In Lacs)

Particulars	For the Year Ended March 31,		
	2017	2016	2015
INCOME			
Revenue from operations/ Operating income	4165.27	2637.72	26.21
As a % of Total Revenue	99.93%	99.93%	99.89%
Other income	2.90	1.75	0.03
As a % of Total Revenue	0.07%	0.07%	0.11%
Total Revenue (A)	4,168.17	2,639.47	26.24
EXPENDITURE			
Cost of Material Consumed	2,332.46	1,671.10	112.97
As a % of Total Revenue	55.96%	63.31%	430.53%
Changes in inventories of finished goods, traded goods and work-in-progress	46.20	-158.16	-98.52
As a % of Total Revenue	1.11%	-5.99%	-375.46%
Operating Expenses	2,378.66	1,512.94	14.45
As a % of Total Revenue	57.07%	57.32%	55.07%
Employee benefit expenses	452.73	303.30	9.42
As a % of Total Revenue	10.86%	11.49%	35.90%
Finance costs	82.10	66.15	2.27

Particulars	For the Year Ended March 31,		
	2017	2016	2015
As a % of Total Revenue	1.97%	2.51%	8.65%
Depreciation and amortization expense	123.87	123.92	9.82
As a % of Total Revenue	2.97%	4.69%	37.42%
Other expenses	612.87	519.79	1.70
As a % of Total Revenue	14.70%	19.69%	6.48%
Total Expenses (B)	3650.23	2526.10	37.66
As a % of Total Revenue	87.57%	95.70%	143.52%
Profit before exceptional, extraordinary items and tax	517.94	113.37	-11.42
As a % of Total Revenue	12.43%	4.30%	-43.52%
Exceptional items	-	-	-
Profit before extraordinary items and tax	517.94	113.37	-11.42
As a % of Total Revenue	12.43%	4.30%	-43.52%
Extraordinary items	-	-	-
Profit before tax	517.94	113.37	-11.42
PBT Margin	12.43%	4.30%	-43.52%
Tax expense :			
(i) Current tax	105.60	23.12	-
(ii) Deferred tax	-	-	-
(iii) MAT Credit	(105.60)	(23.12)	-
Total Tax Expense	-	-	-
% of total income	-	-	-
Profit for the year/ period	517.94	113.37	-11.42
PAT Margin	12.43%	4.30%	-43.52%

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2017 WITH FINANCIAL YEAR ENDED MARCH 31, 2016

Total Revenue

Our total revenue increased by 57.92% to Rs.4,168.17 lakhs in financial year 2017 from Rs.2,639.47 lakhs in financial year 2016 due to the factors described herein :

Revenue from operations: Our revenue from operations increased by 57.91% to Rs 4,165.27 lakhs in financial year 2017 from Rs 2,637.72 lakhs in financial year 2016. The increase in revenue from operations was primarily due to increase in sales of our products and increase in our product range

Other income: Our other income increased by 65.71% to Rs 2.90 lakhs in financial year 2017 from Rs.1.75 lakhs in financial year 2016. This increase was primarily due to increase in our interest income and sundry balance written off. Our interest income was Rs 2.85 lakhs in financial year 2017 as compared to Rs.1.74 lakhs in financial year 2016.

Total Expenses

Our total expenses increased by 44.50% to Rs.3, 650.23 lakhs in financial year 2017 from Rs.2,526.10 lakhs in financial year 2016, due to the factors described herein :

Cost of goods sold: Our cost of goods sold comprises of cost of material consumed and change in inventory of finished goods, raw material and work in progress. Our cost of goods sold increased by 57.22% to Rs.2378.66 lakhs in financial year 2017 from Rs. 1512.94 lakhs in financial year 2016. This was primarily due to increase in cost of material consumed which increased by 55.96% to Rs.2332.46 lakhs in financial year 2017 from Rs.1671.10 lakhs in financial year 2016. Our changes in inventory of finished goods, raw material and work in progress changed by (129.21)% to Rs.46.20 lakhs in financial year 2017 from Rs.(158.16) lakhs in financial year 2016.

Employee benefits expense: Our employee benefits expense increased by 49.27% to Rs.452.73 lakhs in financial year 2017 from Rs.303.30 lakhs in financial year 2016. This increase was primarily due increase in salary of employees, directors remuneration, bonus expenses, contribution to ESI, contribution to PF, gratuity expenses, staff uniform and staff welfare expenses. Our directors were paid of Rs.58.14 lakhs in financial year 2017.Our Staff salary increased to Rs.330.57 lakhs in financial year 2017 from Rs.291.21 lakhs in financial year 2016.

Finance costs: Our finance costs increased by 24.11% to Rs.82.10 lakhs in financial year 2017 from Rs.66.15 lakhs in financial year 2016. This was primarily due to increase in interest paid to banks, bank charges and other interest charges. Interest paid to banks increased to Rs.71.88 from Rs.63.29 lakhs in financial year 2016, bank charges increased to Rs.3.87 lakhs in financial year 2017 from Rs.2.85 lakhs in financial year 2016 and other interest charges increased to Rs.6.34 lakhs in financial year 2017.

Depreciation and amortisation expense: Our depreciation and amortisation expense decreased by (0.04)% to Rs.123.87 lakhs in financial year 2017 from Rs.123.92 lakhs in financial year 2016.

Other expenses: Our other expenses increased by 17.91% to Rs.612.87 lakhs in financial year 2017 from Rs.519.79 lakhs in financial year 2016. This increase was due to an increase in our power and fuel charges, testing charges, rate difference, business promotion expenses, commission expenses, repair and maintenance expenses, conveyance expenses etc.

Profit before tax: Our restated profit before tax increased by 356.86% to Rs.517.94 lakhs in financial year 2017 from Rs.113.37 lakhs in financial year 2016. The increase was in lines with increase in revenue from operation.

Tax expenses: Our company is eligible for tax exemption under sec. 80IC therefore there is no tax liability under normal provisions of Income Tax Act. However, our company is liable to pay MAT (Minimum Alternative Tax) and also eligible for MAT credit. Thus our tax expenses for the period come to zero.

Profit after tax for the year, as Restated: Due to the factors mentioned above, our profit after tax increased by 356.86% from Rs.113.37 lakhs in financial year 2016 to Rs.517.94 lakhs in financial year 2017.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2016 WITH FINANCIAL YEAR ENDED MARCH 31, 2015

Total Revenue

Our total revenue increased by 9958.96% to Rs.2,639.47 lakhs in financial year 2016 from Rs26.24 lakhs in financial year 2015 due to the factors described below:

Revenue from operations: Our revenue from operations increased by 9963.79% to Rs.2,637.72 lakhs in financial year 2016 from Rs.26.21 lakhs in financial year 2015. Our current promoter took over the company in the financial year 2014-15 and from financial 2015-16 our company commenced production and sale of oncology products under brand name of Adley. Increase in our income was result of commencement of production and sale of oncology products.

Other income: Our other income increased by 5733.33% to Rs.1.75 lakhs in financial year 2016 from Rs.0.03 lakhs in financial year 2015. This increase was primarily due to increase in interest income. Our interest income increased to Rs1.74 lakhs in financial year 2016 form Rs.0.02 lakhs in financial year 2015.Our other income as a percentage of total revenue was 0.07% for financial year 2016 as compared to 0.11% for the financial year 2015.

Total Expenses

Our total expenses increased by 6607.65% to Rs2,526.10 lakhs in financial year 2016 from Rs37.66 lakhs in financial year 2015, due to the factors described below:

Cost of goods sold: Our cost of goods sold comprises of cost of material consumed and change in inventory of finished goods, raw material and work in progress. Our cost of goods sold increased by

10370.17% to Rs.1512.94 lakhs in financial year 2016 from Rs.14.45 lakhs in financial year 2016. This was primarily due to increase in cost of material consumed which increased by 1379.24% to Rs. 1671.10 lakhs in financial year 2016 from Rs.112.97 lakhs in financial year 2016. Our changes in inventory of finished goods, raw material and work in progress changed by (60.54) % to Rs (158.16) lakhs in financial year 2016 from Rs.(98.52) lakhs in financial year 2015.

Employee benefits expense: Our employee benefits expense increased by 3119.75% to Rs. 303.30 lakhs in financial year 2016 from Rs9.42 lakhs in financial year 2015. This increase was due to an increase in staff salary, gratuity expenses staff welfare and staff uniform expenses. Our staff salary increased to Rs 291.21 lakhs in financial year 2016; increase in staff salary was due to recruitment of new employees. Our gratuity expenses increased from Rs0.42 lakhs in financial year 2015 to Rs 5.69 lakhs in financial year 2016,

Finance costs: Our finance costs increased by 2814.10% to Rs.66.15 lakhs in financial year 2016 from Rs 2.27 lakhs in financial year 2015. The increase was due to increase in interest on loan from banks and increase in bank charges..

Depreciation and amortisation expense: Our depreciation and amortisation expense increased by 1161.91% to Rs.123.92 lakhs in financial year 2016 from Rs 9.82 lakhs in financial year 2015.

Other expenses: Our other expense increased by 30475.88 % to Rs.519.79 lakhs in financial year 2016 from Rs.1.70 lakhs in financial year 2015. This increase was due to an increase in our power and fuel charges, consumables stores, testing charges, factory expenses, rate difference, business promotion expenses, commission expenses, conference expenses, expired and damaged goods written back expenses, repair and maintenance expenses, conveyance expenses etc.

Profit before tax: Our profit before tax increased by 1092.73% to Rs.113.37 lakhs in financial year 2016 from Rs (11.42) lakhs in financial year 2015. The increase was primarily due to increase in sale of our products.

Tax expenses: Since our company is eligible for tax exemption under sec 80IC there is no tax liability under normal provisions of Income Tax Act. However, our company is liable to pay MAT (Minimum Alternative Tax) and also eligible for MAT credit. Thus tax expenses for the period come to zero.

Profit after tax for the year, as Restated: Due to the factors mentioned above, our profit after tax increased by 1092.73% to Rs.113.37 lakhs in financial year 2016 from Rs.(11.42) lakhs in financial year 2015.

Other Key Ratios

Particulars	March 31, 2017	March 31, 2016	March 31, 2015
Fixed Asset Turnover Ratio	5.13	3.60	0.04
Debt Equity Ratio	1.11	3.79	4.47
Current Ratio	1.22	0.86	0.56
Inventory Turnover Ratio	15.85	12.76	0.33

Fixed Asset Turnover Ratio: This is defined as revenue from operations divided by total net block , based on Restated Financial Information.

Debt Equity Ratio: This is defined as total debt divided by total shareholder funds. Total debt is the sum of long-term borrowings, short-term borrowings and current maturity of long term debt, based on Restated Financial Information.

Current Ratio: This is defined as current assets divided by current liabilities, based on Restated Financial Information.

Inventory Turnover Ratio: This is defined as revenue from operations divided by average inventory. Average inventory is computed by dividing the sum of opening inventory and closing inventory by two, based on Restated Financial Information.

The table below summaries our cash flows from our Restated Financial Information of cash flows for the financial year 2017, 2016 and 2015:

(In Rs lakhs)

Particulars	March 31, 2017	March 31, 2016	March 31, 2015
Net cash (used)/ generated from operating activities	302.64	(37.03)	138.90
Net cash (used) in investing activities	(199.95)	(230.41)	(570.79)
Net cash generated from financing activities	(101.10)	274.62	436.96
Net increase/ (decrease) in cash and cash equivalents	1.59	7.18	5.07
Cash and Cash Equivalents at the beginning of the period	12.83	5.65	0.58
Cash and Cash Equivalents at the end of the period	14.42	12.83	5.65

Operating Activities

Financial year 2017

Our net cash generated from operating activities was Rs. 302.64 lakhs in financial year 2017. Our operating profit before working capital changes was Rs.724.32 lakhs in financial year 2017, which was primarily adjusted by direct tax paid of Rs.116.06 lakhs, decrease in inventories by Rs.46.20 lakhs, increase in trade receivables by Rs.611.41 lakhs, increase in loans and advances & other current assets by Rs.288.26 lakhs, increase in trade payables by Rs.303.04 lakhs, increase in other current liabilities & provision by Rs.244.81 lakhs.

Financial year 2016

Our net cash used in operating activities was Rs. 37.03 lakhs in financial year 2016. Our operating profit before working capital changes was Rs.304.55 lakhs in financial year 2016, which was primarily adjusted by direct tax paid of Rs.24.78 lakhs, increase in inventories by Rs. 158.16 lakhs , increase in trade receivables by Rs.431.93 lakhs, increase in loans and advances & other current assets by Rs.13.96 lakhs, increase in trade payables by Rs.186.68 lakhs, increase in other current liabilities & provision by Rs.100.58 lakhs.

Financial year 2015

Our net cash generated in operating activities was Rs. 138.90 lakhs in financial year 2015. Our operating profit before working capital changes was Rs.1.03 lakhs in financial year 2015, which was primarily adjusted by increase in inventories by Rs.98.52 lakhs , decrease in trade receivables by Rs.20.58 lakhs, increase in loan and advances & other current assets by Rs.21.35 lakhs, increase in trade payables by Rs.208.09 lakhs, increase in other current liabilities & provision by Rs.29.07 lakhs.

Investing Activities

Financial year 2017

Net cash used in investing activities was Rs199.95 lakhs in financial year 2017. This was primarily on account of purchase of fixed assets of Rs.202.80 lakhs, which was primarily offset by interest income of Rs2.85 lakhs.

Financial year 2016

Net cash used in investing activities was Rs.230.41 lakhs in financial year 2016. This was primarily on account of purchase of fixed assets of Rs.232.16 lakhs, which was primarily offset by interest income of Rs1.75 lakhs.

Financial year 2015

Net cash used in investing activities was Rs.570.79 lakhs in financial year 2015. This was primarily on account of purchase of fixed assets of Rs.570.82 lakhs, which was primarily offset by interest income of Rs0.03 lakhs.

Financing Activities

Financial year 2017

Net cash used in financing activities in financial year 2017 was Rs.101.10 lakhs. This primarily consisted of repayment of borrowing of Rs.22.87 lakhs and payment of interest of Rs.78.23 lakhs.

Financial year 2016

Net cash generated from financing activities in financial year 2016 was Rs 274.62 lakhs. This primarily consisted of proceeds from borrowings of Rs337.92 lakhs which was offset by payment of interest of Rs.63.30 lakhs

Financial year 2015

Net cash generated from financing activities in financial year 2015 was Rs 436.96 lakhs. This primarily consisted of proceeds from issue of equity shares of Rs.100 lakhs, proceeds from borrowing of Rs.339.02 lakhs and which was offset by payment of interest of Rs.2.24 lakhs.

Borrowings

As on March 31, 2017, the total outstanding borrowings of our Company includes long-term borrowings of Rs.376.49 lakhs, short-term borrowings of Rs.375.15 lakhs and, current maturities of long term debt of Rs.69.20 lakhs .For further details, refer to the chapter titled, Financial Indebtedness beginning on page 245 of this Prospectus.

Long term borrowings

Secured Borrowings

(in lakhs)

Particulars	As at March 31, 2017
Secured	
(a)Term Loans	
From Bank & Financial Institutions	91.80
(b) Vehicle loans	
From Bank & Financial Institutions	48.53
Total	140.33

Long term borrowings

Unsecured Borrowings:

(in Rs lakhs)

Particulars	As at March 31, 2017
Unsecured Loans From Related Parties	236.16
Total	236.16

Short term borrowings

(in lakhs)

Particulars	As at 31st March 2017

Secured	
C C From Bank	375.15
Total	375.15

Current maturities of long term debt

(in lakhs)

Particulars	As at March 31, 2017
Current maturities of Long Term Debt	69.20
Total	69.20

In the event, any of our lenders declare an event of default, this could lead to acceleration of our repayment obligations, termination of one or more of our financing agreements or force us to sell our assets, any of which could adversely affect our business, results of operations and financial condition.

Related Party Transactions

Related party transactions with certain of our promoters and directors primarily relates to remuneration payable, loans taken and Issue of Equity Shares. For further details of such related parties under AS18, see―Financial Statements beginning on page 197 of this Prospectus.

Contingent Liabilities

As of March 31, 2017, there are no contingent liabilities.

Off-Balance Sheet Items

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

Qualitative Disclosure about Market Risk

Financial Market Risks

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

Interest Rate Risk

Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds.

Effect of Inflation

We are affected by inflation as it has an impact on the raw material cost, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

Credit Risk

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

Reservations, Qualifications and Adverse Remarks

Except as disclosed in ― Financial Statements beginning on page 197, there has been no reservations, qualifications and adverse remarks.

Details of Default, if any, Including Therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution

Except as disclosed in― Financial Statements beginning on page 197, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company during the period April 1, 2015 up to March 31, 2017.

Material Frauds

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last five Fiscals.

Unusual or Infrequent Events or Transactions

As on date, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company's operations or are likely to affect income from continuing operations except as described in―Risk Factors beginning on page 14 of this Prospectus.

Known Trends or Uncertainties that Have Had or are Expected to Have a Material Adverse Impact on Sales, Revenue or Income from Continuing Operations

Other than as described in the section titled "Risk Factors" on page 14 and in this chapter, to our knowledge there are no known trends or uncertainties that are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future Changes in Relationship between Costs and Revenues, in Case of Events Such as Future Increase in Labour or Material Costs or Prices that will Cause a Material Change are Known

Other than as described in ―Risk Factors‖ and this section, to our knowledge there are no known factors that might affect the future relationship between cost and revenue.

Extent to which Material Increases in Net Sales or Revenue are due to Increased Sales Volume, Introduction of New Products or Services or Increased Sales Prices

Changes in revenue in the last three financial year's areas explained in the part financial year 2017 compared to financial year 2016, financial year 2016 compared to financial year 2015.

Total Turnover of Each Major Industry Segment in Which the Issuer Operates

Our business is limited to a single reportable segment.

Competitive Conditions

We have competition with Indian and international manufacturers and our results of operations could be affected by competition in the packaging industry / sector in India and international market in the future. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies / entities. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled "Risk Factors" on page 14.

Increase in income

Increases in our income are due to the factors described above in ―Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting Our Results of Operations and Risk Factors beginning on pages 235 and 14, respectively.

Status of any Publicly Announced New Products or Business Segments

Except as disclosed elsewhere in the DRHP, we have not announced and do not expect to announce in the near future any new products or business segments.

Significant Dependence on a Single or Few Suppliers or Customers

Significant proportion of our revenues have historically been derived from a limited number of customers The % of Contribution of our Company's customer and supplier vis a vis the total revenue from operations respectively as March 31, 2017 is as follows:

	Customers	Suppliers
Top 5 (%)	51.73	52.14
Top 10 (%)	71.89	71.60

Seasonality of Business

The nature of business is not seasonal.

Significant Developments After March 31, 2017 that May Affect Our Results of Operations

Except as set out in this Prospectus and as mentioned below, in the opinion of the Board of Directors of our Company and to our knowledge, no circumstances have arisen since the date of the last financial statements as disclosed in this Prospectus which materially or adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

FINANCIAL INDEBTNESS

Our Company utilizes various credit facilities from banks, for conducting its business. Set forth below is a brief summary of our Company's secured borrowings from banks together with a brief description of certain significant terms of such financing arrangements

SECURED BORROWINGS

1. Loan from Vijaya Bank as per latest Sanction letter dated March 15, 2017 and Bank Guarantee dated July 26, 2017

Sr. No	Type of Facility	Sanctioned Limit	Interest Rate	Repayment	Outstanding as on March 31, 2017
1	Cash Credit	500	MCLR+4.35% i.e 13.00% at present floating	On Demand	3,75,15,128
2	Term Loan for Plant & Machinery	50	MCLR +4.5% i.e 13.00% at present floating	Facility for a period of 05 years with 60 EMIs from 01.04.2017 to 31.03.2022(door to door tenor of loan is 60 months)	38,18,500
3	SRTO Term Loan for purchase of Force Traveller	1.64	BR +3.55% i.e 13.20%	36 monthly Installments	1,42,762
4	Mortgage Loan	32.78	BR +3.55% i.e 13.20%	To be repaid in 63 monthly installment starting from Jan-2016 with initial moratorium period of 3 months. Door to door tenor of the term loan is 66 months.Interest to be serviced as and when debited.	32,10,697
5	LMV - Creata	5.54	BR +0.40% i.e 10.05%	Loan amount Rs. 9.35 lac. Tenor of 36 months with equated monthly installment of Rs. 30192.00	5,29,867
6	LMV - Innova	14.1	MCLR One Year + 0.40% ie. 10.05%	Loan amount Rs 15 lac. Tenor of 84 months with equated monthly installment of Rs. 25723.00.	13,97,959
7	Secured Loan	98.02	BR +3.55%	BR + 3.55%	96,01,169
8	Bank Guarantee in favour of The President of India, through the Assistant Commissioner Central GST Division Baddi (HP)	1.20	-	-	-

	(Valid upto July 26, 2018)				

PRIMARY SECURITY		
	Name of Security	Description
CCH	Stock	HPN of entire stock of Raw Materials, Stocks in process, finished products of all kinds of Liquid orals, capsule, tablets and ointments and cream, injectable and eye drops etc.
CCH	Book Debts	HPN of Book Debts arising out of the genuine trade transactions due from reputed companies not older than 90 days
SL I	First Charge on Plant and Machinery	HPN of existing plant and Machinery and proposed to be purchased
SL II (Fresh)	First Charge on Plant and Machinery	HPN of existing Plant and Machinery proposed to be purchased
ML	First Charge on Factory Land and Building	Industrial plot in Village Nandpur compressed in Khewat/khatoni no. 114/157 in khasara No. 733/465(00-05), 466(00-02), 735/467, Village Nandpur, Teshil Nalaghar, Dist Baddi, measuring 2 bigah 7 biswa owned by M/s. Beta Drugs Pvt Ltd, vide sale deed no. 712 dated 24.03.2006
LMV	LMV	Hypothecation of motor vehicles from our bank in the name of Company

COLLATERAL SECURITY	
Nature of Security	**Description**
EMDTD	Continuing Charge on Factory Land and Building (Industrial), in village nandpur comprised in no. 114/157 in khasara No. 733/465(00-05), 466(00-02), 735/467, Village Nandpur, Teshil Nalaghar, Dist Baddi, measuring 2 bigah 7 biswa owned by M/s. Beta Drugs Pvt Ltd, vide sale deed no. 712 dated 24.03.2006 charged to ML of the Company.
Vacant Land	Collateral charge on Vacant Showroom site at Khata No. 56(1-2), Village Dharampur, Hadbast No. 152, Talkha Measuring 1, Biswa 2, Biswani i.e. 55, Sq Yards owned by 1 one of the directors Mr. Rahul Batra S/of Vijay Kumar Batra, Vide sale deed no. 674 dated 16.05.2011.
Plant and Machinery	Continuing Charge on HPN of Plant and Machinery both existing and Future charge to SL I
Plant and Machinery	Continuing Charge on HPN of Plant and Machinery both existing and Future charge to SL II
LMV	Continuing charge on Hypothecation of Motor Vehicle from our bank in the name of Company

2. **Loan from ICICI Bank as per Repayment schedule dated June 01, 2015**

Particulars	Fund based
Nature of Facility	Vehicle Loan
Amount financed	Rs. 17.50 Lakh
Rate Of Interest	14%
Amount of each installment	Rs. 0.59 lakh
Term	36 months
Total installment	36 months
Outstanding as on March 31, 2017	Rs. 7.68 lakhs

3. **Loan from ICICI Bank as per Repayment schedule dated May 14, 2015**

Particulars	Fund based
Nature of Facility	Vehicle Loan
Amount financed	Rs 6.00 Lakh
Rate Of Interest	10.85%
Amount of each installment	Rs. 0.19 lakh
Term	36 months
Total installment	36 months
Outstanding as on March 31, 2017	Rs. 2.54 lakhs

4. **Loan from ICICI Bank as per Repayment schedule dated June 01, 2015**

Particulars	Fund based
Nature of Facility	Vehicle Loan
Amount financed	Rs. 28.00 Lakh
Rate Of Interest	14%
Amount of each installment	Rs. 0.95 lakh
Term	36 months
Total installment	36 months
Outstanding as on March 31, 2017	Rs. 12.29 lakhs

UNSECURED BORROWINGS FROM NBFC FINANCIAL INSTITUTION

1. **Loan from Edelweiss**

Particulars	Fund based
Nature of Facility	Business Loan
Amount financed	Rs. 40.00 lakhs
Rate Of Interest	18.50%
Amount of each installment	Rs. 1.45 lakh
Term	37 months
Total installment	37 months

UNSECURED BORROWINGS FROM OTHERS

1. **The details of unsecured loan are as follow**

Sr. No	Name of lender	Loan Amount(Rs. In Lakhs)
1	Varun Batra	1.00
2	Vijay Kumar Batra	1.00
3	Balwant Singh	229.66
4	Rohit Bansal	4.50
	Total	236.16

SECTION VI- LEGAL AND OTHER INFORMATION
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENT

Except, as stated in this section and mentioned elsewhere in this Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, actions taken by regulatory or statutory authorities or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Group Companies or against any other company or person/s whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters or Group Companies.

Except as disclosed below there are no i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action; (iii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company including fines imposed or compounding of offences done in those five years; or (vi) material frauds committed against our Company in the last five years.

Except as stated below there are no Outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on August 21,2017 determined that outstanding dues to creditors in excess of Rs. 5 lakhs as per last audited financial statements shall be considered as material dues ("Material Dues").

Pursuant to SEBI ICDR Regulations, all other pending litigations except criminal proceedings, statutory or regulatory actions and taxation matters involving our Company, Promoters, Directors and Group Companies, would be considered 'material' for the purposes of disclosure if the monetary amount of claim by or against the entity or person in any such pending matter exceeds Rs. 5 lakhs as determined by our Board, in its meeting held on August 21, 2017.

Accordingly, we have disclosed all outstanding litigations involving our Company, Promoters, Directors and Group Companies which are considered to be material. In case of pending civil litigation proceedings wherein the monetary amount involved is not quantifiable, such litigation has been considered 'material' only in the event that the outcome of such litigation has an adverse effect on the operations or performance of our Company.

Unless otherwise stated to contrary, the information provided is as of date of this Prospectus.

LITIGATIONS INVOLVING OUR COMPANY

LITIGATIONS AGAINST OUR COMPANY

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Income Tax Proceeding

1. AY 2016-17

Office of the Ward-1, Karnal issued a Notice dated June 23, 2017 under Section 143 (2) of the Income Tax Act, 1961 to Beta Drugs Private Limited directed them to furnish further information on return submitted for AY 2016-17. The matter is currently pending.

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Proceedings against Our Company for economic offences/securities laws/ or any other law

Nil

Penalties in Last Five Years

Nil

Pending Notices against our Company

Nil

Past Notices to our Company

Nil

Disciplinary Actions taken by SEBI or stock exchanges against Our Company

Nil

Defaults including non-payment or statutory dues to banks or financial institutions

Nil

Details of material frauds against the Company in last five years and action taken by the Companies.

Nil

<u>LITIGATIONS FILED BY OUR COMPANY</u>

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Details of any enquiry, inspection or investigation initiated under Companies Act, 2013 or any previous Company Law

Nil

LITIGATIONS INVOLVING DIRECTOR/S OF OUR COMPANY

LITIGATIONS AGAINST DIRECTOR/S OF OUR COMPANY

NOTE: Mr. Vijay Kumar Batra is also promoter of Our Company please refer head "Litigations Involving Our Promoter" for more information.

Criminal Litigations:

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Past Penalties imposed on our Directors

Nil

Proceedings initiated against our directors for Economic Offences/securities laws/ or any other law

Nil

Directors on list of wilful defaulters of RBI

Nil

LITIGATIONS FILED BY DIRECTOR/S OF OUR COMPANY

NOTE: Mr. Vijay Kumar Batra is also promoter of Our Company please refer head "Litigations Involving Our Promoter" for more information.

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

LITIGATIONS INVOLVING PROMOTER/S OF OUR COMPANY

LITIGATIONS AGAINST OUR PROMOTER/S

Criminal Litigations

1. M/S ADLEY FORMULATIONS V. STATE OF JAMMU & KASHMIR

M/s Adley Formulations, being a sole proprietory concern of Mr. Vijay Batra (hereinafter referred to as “the Petitioner”) filed a Petition bearing against the State before the Hon’ble High Court of Jammu & Kashmir (hereinafter referred to as “the Court”) under Section 561-A of the Criminal Procedure Code (hereinafter referred to as “the Code”). The Petitioner was aggrieved by the Criminal Complaint lodged against it in the Court of Chief Judicial Magistrate, Kargil by the Drug Inspector (hereinafter referred to as “the Respondent”). The Criminal Complaint was filed by the Respondent against the Petitioner as a test report was prepared by the Respondent that declared the sample of a drug of the Petitioner as “not of standard quality”. Hence, the Petitioner filed the aforesaid mentioned Petition for getting the Complaint pending in the Court of Chief Judicial Magistrate, Kargil, quashed. The matter is currently pending in the Court and the proceedings before the Court of Chief Judicial Magistrate, Kargil were stayed vide order dated December 19, 2013.

Civil Proceedings

Nil

Taxation Matters

Vijay Kumar Batra

Income Tax Proceedings

1. **For AY 2011-12**

Income Tax Department’s website under the head-‘Response to Outstanding Tax Demand’ for **Vijay Kumar Batra (**hereinafter referred to as **“Assesse”)** displays outstanding demand dated August 31, 2016 was issued outstanding demand dated January 04, 2017 under Section 154 of the Income Tax Act, 1961 amounting to Rs. 5666180/-. Assistant Commissioner of Income Tax CIR-3(1), Chandigarh passed an Order dated December 31, 2016 under Section 143(3) of the Income Tax Act, 1961 against **Assesse.** Assesse through challan dated May 30, 2017 paid 710000/- and filed an appeal against the above said notice before Commissioner of Income tax-(Appeals) against disputed demand of **Rs. 85,06,180.** The matter is currently pending.

2. **For AY 2012-13**

Income Tax Department’s website under the head-‘e-Assessment/Proceedings’ for **Vijay Kumar Batra (**hereinafter referred to as **“Assesse”)** displays a Show Cause Notice dated May 31, 2017 under Section 271(1)(c) was issued to Vijay Kumar Batra. Deputy Commissioner of Income Tax CIR-3(1), Chandigarh passed an Order dated May 31, 2017 under Section 248 and Section 271(1)(c) of Income Tax Act, 1961 against **Assesse.** Assesse through challan paid 20% of demand and filed an appeal against the above said Order before Commissioner of Income tax-(Appeals) against disputed demand of **Rs**. **51,52,729.** The matter is currently pending.

3. **For AY 2014-15**

Income Tax Department's website under the head-'Response to Outstanding Tax Demand' for **Vijay Kumar Batra** displays outstanding demand dated August 31, 2016 under Section 143(3) of the Income Tax Act, 1961 amounting to Rs. 934070**/-**. The amount is currently outstanding. Deputy Commissioner of Income Tax CIR-3(1), Chandigarh passed an Order dated August 31, 2016 under Section 143(3) of Income Tax Act, 1961 against **Assesse.** Assesse through challan paid 20% of demand and filed an appeal against the above said Order before Commissioner of Income tax-(Appeals) against disputed demand of **Rs**. **14,35,070**/**-.** The matter is currently pending.

4. **For AY 2015-16**

Income Tax Department's website under the head-'Response to Outstanding Tax Demand' for **Vijay Kumar Batra** displays outstanding demand dated May 01, 2017 under Section 154 of the Income Tax Act, 1961amounting to **Rs. 12,20,560/-**. Deputy Commissioner of Income Tax CIR-3(1), Chandigarh passed an Order dated April 10, 2017 under Section 143(3) of Income Tax Act, 1961 against **Assesse.** Assesse through challan paid 20% of demand and filed an appeal against the above said Order before Commissioner of Income tax-(Appeals) against disputed demand of **Rs**.**13,31,560.** The matter is currently pending.

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Past Penalties imposed on our Promoters

Nil

Proceedings initiated against our Promoters for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Promoter in last five years

Nil

Penalties in Last Five Years

Nil

Litigation /defaults in respect of the companies/Firms/ventures/ with which our promoter was associated in Past.

Nil

Adverse finding against Promoter for violation of Securities laws or any other laws

Nil

<u>LITIGATIONS FILED BY OUR PROMOTER/S</u>

NOTE: M/s Adley Formulations is Proprietorship of Sh. Vijay Batra

Criminal Litigations

1. ***<u>Sh. Vijay Batra and M/s Adley Formulations v. The State of Andhra Pradesh represented by Drug Inspector</u>***

Sh. Vijay Batra and M/s Adley Formulations (hereinafter referred as "**Petitioners**"), filed a CRLP 5820 of 2013 in Criminal Petition no. 6425 of 2013 in the High Court of Andhra Pradesh, Hyderabad (hereinafter referred as "**Court"**) against the State of Andhra Pradesh represented by Drugs Inspector (hereinafter referred as " **Respondents"**) for quashing the proceedings Charge Sheet in CC no. 647 of 2010 on the file of Metropolitan Magistrate at Malkajgiri, Telangana which was a complaint filed under Section 32 of Drugs and Cosmetics Act, 1940 for the contravention of Section 18(a) of Drugs and Cosmetics Act, 1940 and the same is punishable under section 27(d) of Drugs and Cosmetics Act, 1940. Matter is currently pending in the High Court of Andhra Pradesh, Hyderabad.

2. ***<u>Sh. Vijay Batra and M/s Adley Formulations v. State of Andhra Pradesh and Drug Inspector R.R. District Hyderabad</u>***

Sh. Vijay Batra and M/s Adley Formulations (hereinafter referred as "**Petitioners**") filled an Criminal Petition having bearing no-9782 of 2011 in the High Court of Andhra Pradesh (hereinafter referred as "**Court"**) under section 482 of Criminal Procedure Code, 1973 against the State of Andhra Pradesh and Drug Inspector R.R. District Hyderabad (hereinafter referred as " **Respondents"**) for quashing the proceeding Charge Sheet in CC no- 224 of 2010 on the file of the Judicial First Class Magistrate, at Chevella Ranga Reddy District for illegal impugned proceeding before court under Section 18 A of Drug and Cosmetic Act, 1940 (hereinafter referred as "**Act"**) and denied all allegation made by Respondents. Judicial First Class Magistrate, RR District through its Order dated July 27, 2011 under Section 32 of the Act charged Petitioners for the contravention Section 18 a (i) read with Section 17 B (d) of the Act, made allegation about selling of "*Not Standard of Quality Drug*" and also demanded the name and address of person whom Petitioners purchased the low standard drugs. This matter is pending.

Civil Proceedings

1. ***<u>M/s Adley Formulations, through its proprietor Sh. Vijay Batra v. M/s Uni World Marketing Private Limited and Amarjit Singh</u>***

M/s Adley Formulations, through its proprietor Sh. Vijay Batra filed a Civil Suit no. 10155 of 2012 in the Court of Learned Civil Judge, Senior Division Chandigarh against M/s Uni World Marketing Private Limited and Amarjit Singh for recovery of Rs. 13,39,257.42/- which is outstanding payment for the products supplied plus interest of Rs. 34343/- @12% pa on outstanding balance upto date till the initiation of this proceeding. Para-wise reply dated August 26, 2015 was filed by M/s Uni World Marketing Private Limited and Amarjit Singh to plaint. Matter is currently pending.

2. ***<u>M/s Adley Formulations, through its proprietor Sh. Vijay Batra v. M/s Sai Medical Agency</u>***

M/s Adley Formulations, through its proprietor Sh. Vijay Batra filed a Civil Suit no. 1663 of 2014 in the Court of Learned Civil Judge, Senior Division Chandigarh against M/s Sai Medical Agency for recovery of Rs. 564180/- which is outstanding receivables from M/s Sai Medical Agency. The case was transferred to Civil Judge, Junior Division, Chandigarh who vide its order dated May 31, 2017 directed M/s Sai Medical Agency to pay 564180/-. Matter is currently pending.

3. ***<u>M/s Adley Formulations, through its proprietor Sh. Vijay Batra v. R. Balaji, M. Balachandran, B. Vikram, Lalitha Balachandran and Rahul Batra</u>***

M/s Adley Formulations, through its proprietor Sh. Vijay Batra (hereinafter referred to as **"Plaintiff"**) filed a CRP (PD)(MD) no. 1371 of 2016 along with affidavit in the High Court of Judicature at Madras, Madurai Bench against R. Balaji, M. Balachandran, B. Vikram, Lalitha Balachandran and Rahul Batra (hereinafter referred to as **"Respondents"**) praying for interim stay on the decretal Order dated April 01, 2016 in IA 396 of 2015 in OS No. 128 of 2012 on the file of the Additional District

Judge (PCR), Trichirappalli, Tamil Nadu. Additionally, Plaintiff also filed a CRP (PD)(MD) no. 1370 of 2016 along with affidavit in the High Court of Judicature at Madras, Madurai Bench against Respondents praying for interim stay on the decretal Order dated April 01, 2016 in IA 395 of 2015 in OS 128 of 2012 on the file of the Additional District Judge (PCR), Trichirappalli, Tamil Nadu. Matter is currently pending.

Taxation Matters

1. **M/s Adley Formulations Proprietorship of Sh. Vijay Batra v. Commissioner of Income Tax Chandigarh**

M/s Adley Formulations (hereinafter referred to as **"Appellants"**) initiated an Income Tax Appeal bearing no. 303 of 2017 against Commissioner of Income Tax Chandigarh in the High Court of Punjab and Haryana, Chandigarh. Appellant filed the return of Income for the AY 2012-13 declaring its income thereafter Appellant received a notices under Section 142(1) and 142(2) and Assessment Order dated November 13, 2014 under Section 143(3) of the Income Tax Act, 1961 (hereinafter referred to as **"Act"**) -against which Assessee claimed deduction under Section 80IC of the Act and the same was disallowed. The Appellant filed an appeal in Commissioner of Income Tax (Appeals)-1 bearing number 11/14-15 dated December 09, 2014 against the Assessment Order who vide its order dated January 14, 2016 and held that deductions under Section 80IC are not allowable. The Appellant filed an Appeal bearing no. ITA 241/Chd/2016 against the order of Commissioner of Income Tax (Appeal) before Income Tax Appellant Tribunal (ITAT), Chandigarh Bench. ITAT interpreted the provisions of 80IC(2) and 80IC(8) through its order dated November 21, 2016 and upheld the Commissioner of Income Tax (Appeals) order and came to the conclusion that the benefit of substantial expansion would not be granted. Aggrieved by the same the Appellant preferred an Appeal in the High Court of Punjab and Haryana, Chandigarh. Matter is currently pending.

Labour Proceedings

1. ***M/s Adley Formulations v. The Assistant Provident Fund Commissioner, Shimla***

M/s Adley Formulations (hereinafter referred to as "**Appellant**") filed an appeal bearing no. 961(17) of 2012 under section 7-I of the employees Provident Fund and Miscellaneous Provisions Act, 1952 (hereinafter referred to as the "**Act**") before the Employees Provident Fund Appellate Tribunal at New Delhi against The Assistant Provident Fund Commissioner, Shimla (hereinafter referred to as **"Respondent"**). Facts of the case are such that an inspection was carried out by enforcement officers at the premises of the Appellant thereafter, a Show Cause Notice dated July 06, 2012 was served to the Appellant regarding not submitting a sum of Rs. 33293/- on account of 10 casual worker, similarly Rs. 1397398/- as deposit on account of irregular wage structure and a sum of Rs. 577634/- due to non-presentation of Form 11 of the some of the employees therefore a total sum of Rs. 2008325/ was claimed from the Appellant. The Appellant replied vide letter dated August 22, 2012 providing paravise reply. The Respondent after examining replies made by the Appellant came to conclusion that amount claimed in the Show Cause Notice was not justified and amount payable by the Appellant was determined to be Rs. 1061393/-. In reply to the above said order the Appellant submitted a representation dated September 27, 2012 justifying their grounds. The Respondent vide its order dated October 12, 2012 accepted plea of the Appellant regarding waiver of Rs. 33294/- and determined amount payable as Rs. 1030809/-. Aggrieved by the above said order the Appellant filed a review petition under Section 7-B of the Act and prayed for review of order dated October 12, 2012, thereafter they were informed to file a review application. Hence, the Appellant filed a review application dated November 19, 2012 for review of Order dated October 12, 2012. Respondent vide its letter dated November 19, 2012 directed bankers of the Appellant to immediately pay Rs.

10,30,809/- as directed by Respondent vide its order dated October 12, 2012. The Appellant has preferred an Appeal against the Order dated October 12, 2012 bearing reference number no. RO/SML/COMP./HP-4122/8761 passed by the Respondent and prayed to set aside the order dated October 12, 2012. The matter is currently pending.

Negotiable Instrument Act, 1881

1. ***M/s Adley Formulations v. M/s Basav and Vivek V. Rawal and Others***

   M/s Adley Formulations (hereinafter referred to as the '**Complainant**') filed a complaint under Section 138 of the Negotiable Instrument Act, 1881 (hereinafter referred to as the '**Act**') before the Court of Chief Judicial Magistrate at Chandigarh against M/ Basav and Vivek V. Rawal and others (hereinafter referred to as the '**Accused**'). Accused issued a cheque dated July 27, 2009 bearing number 184710 for an, amount of **Rs. 79868/-** regarding purchase made of drugs/medicines by the Accused. Upon presentation the cheque was dishonoured. Therefore a complaint was made under Section 138 of the Act. The matter is currently pending.

2. ***M/s Adley Formulations v. Ranjit Singh Bijoria sole proprietor of Adhunik Pharma and Sales***

   M/s Adley Formulations (hereinafter referred to as the '**Complainant**') filed a complaint under Section 138 of the Negotiable Instrument Act, 1881 (hereinafter referred to as the '**Act**') before the Court of Additional Chief Judicial Magistrate at Chandigarh against Ranjit Singh Bijoria sole proprietor of Adhunik Pharma and Sales (hereinafter referred to as the '**Accused**'). Accused issued a cheque dated November 03, 2009 bearing number 069743 for an amount of **Rs. 65094/-** regarding purchase made for Drugs/medicines by the Accused. Upon presentation the cheque was dishonoured. Therefore a complaint was made under Section 138 of the Act. The matter is currently pending.

3. ***M/s Adley Formulations v. Aman Bhatia and another***

   M/s Adley Formulations (hereinafter referred to as the '**Complainant**') filed a complaint under Section 138 of the Negotiable Instrument Act, 1881 (hereinafter referred to as the '**Act**') before the Court of Additional Chief Judicial Magistrate at Chandigarh against Aman Bhatia and another (hereinafter referred to as the '**Accused**'). Accused issued a cheque dated July 07, 2011 bearing number 355135 for an amount of **Rs. 442379/-** regarding purchase made for Drugs/medicines by the Accused. Upon presentation the cheque was dishonored. Therefore a complaint was made under Section 138 of the Act. The matter is currently pending.

4. ***M/s Adley Formulations v. M/s. SAS Biosynth and Somen Dey***

   M/s Adley Formulations (hereinafter referred to as the '**Complainant**') filed a complaint under Section 138 of the Negotiable Instrument Act, 1881 (hereinafter referred to as the '**Act**') before the Court of Additional Chief Judicial Magistrate at Chandigarh against M/s. SAS Biosynth and Somen Dey (Partner SAS Biosynth) (hereinafter referred to as the '**Accused**'). Accused issued a cheque dated November 01, 2009 bearing number 532969 for an amount of **Rs. 373714/-** regarding purchase made for Drugs/medicines by the Accused. Upon presentation the cheque was dishonoured. Therefore a complaint was made under Section 138 of the Act. The matter is currently pending.

5. ***M/s Adley Formulations v. Sridhar sole proprietor of M/s Rahul Agencies***

   M/s Adley Formulations (hereinafter referred to as the '**Complainant**') filed a complaint under Section 138 of the Negotiable Instrument Act, 1881 (hereinafter referred to as the '**Act**') before the Court of Additional Chief Judicial Magistrate at Chandigarh against Sridhar sole proprietor of M/s Rahul Agencies (hereinafter referred to as the '**Accused**'). Accused issued a cheque dated March 14, 2009 bearing number 38393 for an amount of **Rs. 600000/-** regarding purchase made for Drugs/medicines by the Accused. Upon presentation the cheque was dishonored. Therefore a complaint was made under Section 138 of the Act. The matter is currently pending.

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

LITIGATIONS INVOLVING OUR GROUP COMPANIES

LITIGATIONS AGAINST OUR GROUP COMPANIES

Criminal Litigations

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

Past Penalties imposed on our Group Companies

Nil

Proceedings initiated against our Group Companies for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Group Companies

Nil

Adverse finding against Group Companies for violation of Securities laws or any other laws

Nil

LITIGATIONS FILED BY OUR GROUP COMPANIES

Criminal Litigations

Nil

Civil Proceedings

Nil .

Taxation Matters

Nil

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

LITIGATIONS INVOLVING OUR SUBSIDIARY COMPANIES

LITIGATIONS AGAINST OUR SUBSIDIARY COMPANIES

AS ON DATE OF THIS / PROSPECTUS, OUR COMPANY DOES NOT HAVE ANY SUBSIDIARY

Recent Development/Proceeding under Finance Act, 2016 in respect of Income Declaration Scheme, 2016 and The Income Declaration Scheme Rules, 2016

Nil

OTHER MATTERS

Nil

OUTSTANDING LITIGATION AGAINST OTHER COMPANIES OR ANY OTHER PERSON WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

Nil

MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET

Except as mentioned under the chapter — "Management Discussion and Analysis of Financial Condition and Result of Operation" on page 235 of this Prospectus, there have been no material developments, since the date of the last audited balance sheet.

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

As of March 31, 2017, our Company had 145 creditors, to whom a total amount of Rs. 705.64 lakhs was outstanding. As per the requirements of SEBI Regulations, our Company, pursuant to a resolution of our Board dated August 22, 2017, considered creditors to whom the amount due exceeds Rs. 50 lakhs as per our Company‘s restated financials for the purpose of identification of material creditors. Based on the above, the following are the material creditors of our Company.

Creditors	Amount (Rs. in Lakhs)
Sun Pharmaceuticals Ind .Ltd	92.10
Ketan Pharma	76.31
Mec-Ceramec Lifesciences	57.14
Cadila Healthcare Ltd	54.36
Total	**279.91**

Further, none of our creditors have been identified as micro enterprises and small scale undertakings by our Company based on available information. For complete details about outstanding dues to creditors of our Company, please see website of our Company www.betadrugslimited.com .

Information provided on the website of our Company is not a part of this Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, www.betadrugslimited.com would be doing so at their own risk.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Government/RBI, various Government agencies and other statutory and/ or regulatory authorities required for carrying on our present business activities and except as mentioned under this heading, no further material approvals are required for carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals or licenses are valid as of the date of this / Red Herring Prospectus and in case of licenses and approvals which have expired; we have either made an application for renewal or are in the process of making an application for renewal. In order to operate our business manufacturer of drugs we require various approvals and/ or licenses under various laws, rules and regulations. For further details in connection with the applicable regulatory and legal framework, please refer chapter "Key Industry Regulations and Policies" on page 152 of this Prospectus.

The Company has its business located at:

Registered Office: Beta Drugs Limited, Village Nandpur, Baddi, Himachal Pradesh-174101, India.

Manufacturing Unit: Solan - PO Lodhi Majra, Village Nand Purteh, Nalagarh Distt, Solan Himanchal Pradesh, India.

Branch Offices:

Panchkula- SCO 184, First Floor, Sector 5, Panchkula – 134116, Haryana, India. (Administrative Office)

Mumbai- Peninsula Park, Office NO 1101, 11th Floor, Adheri West, Mumbai, Maharashtra – 400053, India.

Further, except as mentioned herein below, our Company has not yet applied for any licenses for the proposed activities as contained in the chapter titled 'Objects of the Issue' beginning on page no. 83 of this / Red Herring Prospectus to the extent that such licenses/approvals may be required for the same.

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following:

APPROVALS FOR THE ISSUE

Corporate Approvals:

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on August 14, 2017, authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Extra-Ordinary General Meeting held on August 17, 2017 authorized the Issue.

In- principle approval from the Stock Exchange

We have received in-principle approvals from the stock exchange for the listing of our Equity Shares pursuant to letter dated September 18, 2017 bearing reference no. NSE/LIST/19717.

Agreements with NSDL and CDSL

1. The Company has entered into an agreement dated September 5, 2017 with the Central Depository Services (India) Limited ("CDSL") and the Registrar and Transfer Agent, who in this case is, Link Intime India Private Limited for the dematerialization of its shares.
2. Similarly, the Company has also entered into an agreement dated September 15, 2017 with the National Securities Depository Limited ("NSDL") and the Registrar and Transfer Agent, who in this case is Link Intime India Limited for the dematerialization of its shares.

3. The Company's International Securities Identification Number ("ISIN") is INE351Y01019.

INCORPORATION AND OTHER DETAILS

1. The Certificate of Incorporation dated September 21, 2005 issued by the Registrar of Companies, Jalandhar, in the name of "BETA DRUGS PRIVATE LIMITED".
2. Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public company issued on August 11, 2017 by the Registrar of Companies, Himachal Pradeshin the name of "BETA DRUGS LIMITED".
3. The Corporate Identification Number (CIN) of the Company is U242OHP2005PLC28969.

APPROVALS/LICENSES RELATED TO OUR BUSINESS ACTIVITIES

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

Sr. No.	Description	Authority	Registration No./ Reference No./ License No.	Date of Issue	Date of Expiry
1	Certificate of Importer-Exporter Code (IEC)	Deputy Director General of Foreign Trade, Office of Joint Director General of Foreign Trade, Himachal Pradesh, Ministry of Commerce and Industry, Government of India	2216902276	August 8, 2016	In case of any change in the name/address or constitution of IEC holder shall cease to be eligible to import or export against the IEC after expiry of 90 days from the date of such a change unless in the meantime, the consequential change are affected in IEC by the concerned Licensing Authority.
2	Udyog Aadhar Memorandum/ Entrepreneurs Memorandum for setting micro, small and medium Enterprises Unit	Regional Manager (RM), District Industries Centre, Government of Gujarat /Ministry of Micro, Small & Medium Enterprises	UAN: HP11B0000677 Aadhaar No. : xxxx xxxx 1049	Date of Commencement: September 21, 2005	Perpetual-

3	License to work a factory (under Factories Act, 1948 and Rules made thereunder)	Chief Inspector of Factories, Himachal Pradesh Government Labour Department	L&E(FAC)9-2016177-2007	June 25, 2016	December 31, 2019

TAX RELATED APPROVALS/LICENSES/REGISTRATIONS

Sr. No.	Authorization granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
1	Permanent Account Number (PAN)	Income Tax Department, Government of India	AADCB2289C	October 01, 2007	Perpetual
2	Tax Deduction Account Number (TAN)	Income Tax Department, Government of India	JLDB2106G	Tan Letter of Allotment not traceable3 by company.	Perpetual
3	Certificate of Registration (under Himachal Pradesh Value Added Tax Act,2005)	Assessing Authority, Department of Excise and Taxation Himachal Pradesh	02030300909 (TIN)	Valid from May 30, 2006	Perpetual
4	Certificate of Registration of Service Tax (under Chapter V of the Finance Act, 1994 read with the Service Tax Rules, 1994)	Central Board of Excise and Custom, Ministry of Finance – Department of Revenue.	02030300909		Until cancelled or surrendered or revoked or suspended.
5	Certificate of Registration Central Sales Tax Act, 1956 and Central Sales Tax (Under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)	Assessing Authority, Department of Excise and Taxation, Himachal Pradesh	020300909	1. May 30, 2006	Until cancelled
6	Central Excise Registration Certificate (under Rule 9 of the Central Excise	Exempted under Central Excise Notification No. 1/49 and 1/50 dated 12/2012.			

Sr. No.	Authorization granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
	Rules, 2002)				
7	GSTIN	Government of Himachal Pradesh	02AADCB2289C1Z7	June 28, 2017	Certificate provided is provisional Registration

LABOUR RELATED APPROVALS/REGISTRATIONS

Sr. No.	Description	Authority	Registration No./Reference No./License No.	Date of Issue
1.	Employees Provident Fund Registration (under Employees' Provident Funds and Miscellaneous Provisions Act, 1952)	Assistant Director, Employees Provident Fund Organisation, Regional Office, Shimla, Himachal Pradesh	RO/HP/SML/HPSML1301970000/2178	Issued on: May 6,2015 Valid from: April 01, 2015
2	Registration for Employees State Insurance (under Employees State Insurance Act, 1948)	Assistant Deputy Director, Regional Office, Employees State Insurance Corporation, Baddi, Himachal Pradesh	14001533050000305	May 27,2015

ENVIRONMENT RELATED LICENSES /APPROVALS/ REGISTRATIONS

Sr No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1	Provisional Consent Order (Consolidated Consent And Authorisation under Section 25 of Water (Prevention and Control of Pollution) act, 1974, Section 21 of the Air (Prevention and Control of Pollution) Act, 1981 and Rule 3(c) & 5(5) of Hazardous Waste (Management, Handling and Transboundary Movement Rules, 2008)	Himachal State Pollution Control Board	Consent Order No-AWH-34897	October 10, 2014	March 31, 2018

OTHER BUSINESS RELATED APPROVALS

Sr No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1	CERTIFICATE OF IVORY COSTA	Direction De La Pharnacie, Du Medicament Et Des Laboratories De Cote D' lvoire	1916/MSHP/DGS/DPML/DAR/CHD	August 24, 2016	-
2	CERTIFICATE OF GOODS MANUFACTURING PRACTICES	Republic of Kenya (Ministry of Health) Pharmacy and Poison Board	PPB/GMP/F/2016/122	June 13, 2016	March 31, 2019
3	Certificate of renewal of licence to manufacture for sale of drugs those specified in Schedule X of the Drugs and Cosmetics Rules, 1945	Navneet Marwaha - State Drug Controller, Controlling Cum Licencing Authority	MNB/09/748 & MB/09/749	Granted on : October 10, 2009 Certificate dated: November 24, 2014 renewed from October, 27,2014	October 26, 2019
4	Certificate of grant of licence for manufacturing of "Small volume parenternal liquid & lyophilized (oncology)"	State Drugs Controller, Controlling Cum Licencing Authority, Baddi, Himachal Pradesh	MB/09/749	January 27, 2015	October 26, 2019
5	Sanction of extension of load from 299.337kw to 397.337 kw with extension of CD from 260kva to 355kva contract	Himachal Pradesh State Electricity Board Limited	BED/DB-LS-M/s Beta Drugs/ 2015-16-6581-83	August 26, 2015	NA

	demand at 11000 volts				
6	Town And Country Planning Approval	Chief Executive Officer, Baddi Barotiwala Nalagarh Development Authority, Baddi, District-Solon, Himachal Pradesh	BBNDA/BADDI/CASE NO. 1061/BB-77413	May 28, 2015	NA
7	Certificate Of Goods Manufacturing Practices, Health & Family Welfare Department Himachal Pradesh	State Drugs Controller, Controlling Cum Licencing Authority, Baddi, District-Solon, Himachal Pradesh	MNB/09/748 MB/07/749 Certificate No. HFW-H [DCA] 98/09	October 30, 2015	October 29,2017
8	License to Sell, stock or exhibit (or offer) for sale or distribute by wholesale drugs specified in Schedule C(1) of the Drugs and Cosmetics Rules, 1945	Druugs Licensing Authority, Drugs Control Authority, Drugs Control Administration, Solan, Himachal Pradesh	HP-SOB-12468	September 28, 2015	September 27, 2020
9	License to Sell, stock or exhibit (or offer) for sale or distribute by wholesale drugs specified in Schedule C(1), C and X of the Drugs and Cosmetics Rules, 1945	Drugs Licensing Authority, Drugs Control Authority, Drugs Control Administration, Solan, Himachal Pradesh	HP-SOB-12467	September 28, 2015	September 27, 2020

INTELLECTUAL PROPERTY RELATED APPROVALS/REGISTRATIONS TRADEMARKS

Sr. No.	Trademark	Trademark Type	Class	Applicant	Application No.	Date of Application	Validity/ Renewal	Registration status
1	**ADLEY**	WORD	35	Vijay Batra trading as : Adley Formulations Single Firm	1628413	December 6, 2007	December 6, 2017	REGISTERED
2	**ADCOV**	WORD	5	Vijay Batra trading as : Rishi Herbals Single Firm	1787471	February 19,2009	February 19,2019	REGISTERED
3	**ADSIDE**	WORD	5	Vijay Batra trading as : Rishi Herbals Single Firm	1787472	February 19,2009	February 19,2019	REGISTERED
4	**ADPLATIN**	WORD	5	Vijay Batra trading as : Rishi Herbals Single Firm	1787474	February 19,2009	February 19,2019	REGISTERED
5	**ADCIST**	WORD	5	Vijay Batra trading as : Rishi Herbals Single Firm	1787475	February 19,2009	February 19,2019	REGISTERED
6	**ADPAXIL**	WORD	5	Vijay Batra trading as : Rishi Herbals Single Firm	1787476	February 19,2009	February 19,2019	REGISTERED
7	**ADRIB**	WORD	5	Vijay Batra trading as : Rishi Herbals Single Firm	1787480	February 19,2009	February 19,2019	REGISTERED
8	**OXALICAN**	WORD	5	Sh. Vijay Batra trading as : M/s. Adley Formulations Chandigarh Single Firm	1864894	September 22,2009	September 22,2019	REGISTERED

9	**CAPAD**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1980782	June 16,2010	June 16,2020	REGISTERED
10	**ADGEF**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1980783	June 16,2010	June 16,2020	REGISTERED
11	**TAMOZAD**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1980784	June 16,2010	June 16,2020	REGISTERED
12	**ADMELP**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1980785	June 16,2010	June 16,2020	REGISTERED
13	**ADXATE**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1980786	June 16,2010	June 16,2020	REGISTERED
14	**ADNAST**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1980787	June 16,2010	June 16,2020	REGISTERED
15	**BORTIAD**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1980795	June 16,2010	June 16,2020	REGISTERED
16	**VINBAST**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3365566	September 18, 2016	September 18, 2026	REGISTERED

17	**DONOCIN**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3365573	September 18, 2016	September 18, 2026	REGISTERED
18	**ADPEM**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3026842	August 6, 2015	August 6, 2025	REGISTERED
19	**HBT4C**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3151436	January 5, 2016	January 5, 2026	REGISTERED
20	**L-ASGEN**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026843	August 6,2015	-	Objected
21	**ADMINE**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026845	August 6,2015	-	OBJECTED
22	**TEMOZAD**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026846	August 6,2015	-	OBJECTED
23	**ADMIDE**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026848	August 6, 2015	-	OBJECTED
24	**ADTHAL**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026849	August 6, 2015	-	Advertised

25	**ERLOTAD**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026850	August 6, 2015	-	OBJECTED
26	**EMETANT**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026851	August 6, 2015	-	Advertised
27	**ADLINOD**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026852	August 6, 2015	-	OBJECTED
28	**EVEROCARE**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026853	August 6, 2015	-	OBJECTED
29	**ABUSIN**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026855	August 6, 2015	-	OBJECTED
30	**FLUDIN**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026856	August 6, 2015	-	OBJECTED
31	**LUPARD**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026857	August 6, 2015	-	OBJECTED
32	**IDERA**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026859	August 6, 2015	-	OBJECTED
33	**FILGRAD**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026860	August 6, 2015	-	OBJECTED

34	**AMFAR**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3026863	August 6, 2015	-	OBJECTED
35	**ADBIRON**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3151429	January 5 2016	-	OBJECTED
36	**ADVIN**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	3151433	January 5 2016	-	OBJECTED
37	**ADBAZIN**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3365569	September 18, 2016	-	OBJECTED
38	**CARMUZ**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3365570	September 18, 2016	-	OBJECTED
39	**INOTAD**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3365572	September 18, 2016	-	OBJECTED
40	**AB-PACLI**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3151430	January 5, 2016	-	OBJECTED
41	**ADFUNGIN**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3151432	January 5, 2016	-	OBJECTED

42	**ADTIX**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3026861	August 6, 2015	-	ADVERTISED
43	**TUXADO**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3026862	August 6, 2015	-	ADVERTISED
44	**ARBAZ**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3365574	September 18, 2016	-	OBJECTED
45	**ADCRIST**	WORD	5	Vijay Batra Trading as : Adley Formulations Single firm	3365565	September 18, 2016	-	OPPOSED
46	**ADGRAM**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1864884	September 22, 2009	-	ABANDONED
47	**ADRICIN**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1787477	February 19, 2009	-	ABANDONED
48	**ALZIC**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1980793	June 16, 2010	-	ABANDONED
49	**ADCARB**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1787479	FEBRUARY 19, 2009	-	ABANDONED

50	**ADOXI**	WORD	5	Vijay Batra trading as : Adley Formulations single firm	1787478	February 19, 2009	-	REFUSED

PENDING APPROVALS:

Nil

MATERIAL LICENSES / APPROVALS FOR WHICH THE COMPANY IS YET TO APPLY

NIL

OTHER REGULATORY AND STATUTORY DISCLOUSRES

AUTHORITY FOR THE ISSUE

The Issue has been authorized by a resolution passed by our Board of Directors at its meeting held on August 14, 2017 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 AGM of our Company held on August 17, 2017 at registered office of the Company.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Neither Company, nor our Directors, our Promoters or the relatives (as defined under the Companies Act) of Promoters, our Promoter Group, and our Group Companies have been declared as willful defaulter(s) by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoters, Promoter Group, Directors or Group Companies have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

Neither our Promoters, nor any of our Directors or persons in control of our Company are / were associated as promoter, directors or persons in control of any other company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities.

None of our Directors are 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.

ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Issue in accordance with Regulation 106(M) (1) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an Issuer whose post-issue face value capital is not more than ten crore and we shall hence issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "EMERGE Platform of the National Stock Exchange of India Limited")

We confirm that:

1. In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this Issue will be hundred per cent underwritten and that the Lead Manager to the Issue 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 64 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 working days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable laws. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.
3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed 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, we have entered into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issue. For further details of the arrangement of market making please refer to the chapter titled "*General Information*" beginning on page 64 of this Prospectus.
5. The Company has track record of 3 Years and positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and
6. Net worth of the Company is positive.
7. The Company has not been referred to Board for Industrial and Financial Reconstruction.
8. No petition for winding up is admitted by a court of competent jurisdiction against the Company.
9. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
10. The Company has a website www.betadrugslimited.com

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

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3),Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF 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, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, 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, PANTOMATH 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, PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED, SHALL FURNISHED TO STOCK EXCHANGE/SEBI A DUE DILIGENCE CERTIFICATE IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992 AFTER FILING OF PROSPECTUS WITH ROC AND BEFORE OPENING OF ISSUE.

"WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, 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 EXCHANGE / 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 COMPANIES ACT, 1956, APPLICABLE PROVISIONS OF THE 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.- NOTED FOR COMPLIANCE**

5. **WE CERTIFY THAT WRITTEN CONSENTS FROM PROMOTERS HAVE BEEN OBTAINED FOR INCLUSION OF HIS SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.**

6. **WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.**

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. 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. – COMPLIED TO THE EXTENT APPLICABLE**
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 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE**
10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE- NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013 EQUITY SHARES IN THE ISSUE WILL BE ISSUED IN DEMATERIALISED FORM ONLY.**
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. – NOTED FOR COMPLIANCE**

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. – NOTED FOR COMPLIANCE**

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."- *<u>COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD 18 IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE PROSPECTUS</u>***

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. – NOTED FOR COMPLIANCE

(5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISO TO SUB-REGULATION 4 OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS.

(6) **WE CONFIRM THAT UNDERWRITING 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.**

(7) **WE CONFIRM THAT 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, 35 and 36(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, Himachal Pradesh, in terms of Section 26, 30, 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.betadrugslimited.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 August 28, 2017, the Underwriting Agreement dated August 28, 2017, entered into among the Underwriter and our Company and the Market Making Agreement dated August 28, 2017, entered into among the Market Maker, Lead Manager 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 centres, etc.

The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business and may in future engage in the provision of services for which they may in future receive compensation. Pantomath Capital Advisors Private Limited is not an 'associate' of the Company and is eligible to Lead Manager this Issue, under the SEBI (Merchant Bankers) Regulations, 1992.

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 track record of the past issue handled by M/s. Pantomath Capital Advisors Private Limited, as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by SEBI, please refer "Annexure A" to this Prospectus and the website of the Lead Manager at www.pantomathgroup.com

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are 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 FPIs, Eligible NRIs, 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 him or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai 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 the Prospectus has been filed with EMERGE Platform of the National Stock Exchange of India Limited for its observations and NSE will 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, legislations and Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED

"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 NSE/LIST/19717 dated September 18, 2017 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 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

The Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Offer Document in terms of Regulation 106(M) (3). However, a copy of the Prospectus will be filed with SEBI at SEBI Regional Office, 5th Floor, Bank of Baroda Building, 16 Sansad Marg, New Delhi - 110 001India. 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 RoC situated at Corporate bhawan, Plot No.4 B, Sector 27 B, Madhya Marg, Chandigarh - 160019.

LISTING

In terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of obtaining in principle approval from EMERGE Platform of the National Stock Exchange of India Limited. However application will be made to the EMERGE Platform of the National Stock Exchange of India Limited for obtaining permission to deal in and for an official quotation of our Equity Shares. EMERGE Platform of the National Stock Exchange of India Limited will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The EMERGE Platform of the National Stock Exchange of India Limited has given its in-principal approval for using its name in our Prospectus and Prospectus vide its letter dated September 18, 2017

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the EMERGE Platform of the National Stock Exchange of India Limited, our Company will forthwith repay, without interest, all moneys received from the bidders 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 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 working 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 and SEBI (ICDR) Regulations.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the EMERGE Platform of the National Stock Exchange of India Limited 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 & Compliance Officer, Chief Financial Officer, the Statutory Auditor, the Peer Reviewed Auditor, the Banker(s) to the Company; and (b) Lead Manager, Underwriters, Market Maker, Registrar to the Issue, Public Issue Banker/ Refund Banker, Legal Advisor to the Issue to act in their respective capacities have been obtained and is filed along with a copy of the Prospectus/ Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our Peer Reviewed Auditor 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 shall not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC.

EXPERT TO THE ISSUE

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

- Report of the Peer Reviewed Auditor on Statement of Tax Benefits.
- Report of the Peer Reviewed Auditor on the Restated Financial Statements for the financial year ended on March 31, 2017, 2016, 2015, 2014 and 2013 of our Company.

EXPENSES OF THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, refer to chapter "*Objects of the Issue*" beginning on page 83 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 issued by our Company to the Lead Manager, 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 August 28, 2017 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 if any.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and selling commission for this Offer is as set out in the Underwriting Agreement to entered into between our Company and the Lead Manager. Payment of underwriting commission, brokerage and selling commission would be in accordance with Section 40 of Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rule, 2014

PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE THE INCORPORATION

We have not made any previous rights and/or public issues since incorporation, and are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled *"Capital Structure"* beginning on page 71 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 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:

None of the equity shares of our Group Companies are listed on any recognized stock exchange. None of the above companies have raised any capital during the past 3 years.

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Therefore, data regarding promise versus performance is not applicable to us.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of this Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement between the Registrar and Our Company provides for retention of records with the Registrar for a period of at least three years from the last date of dispatch of the letters of allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Bidders shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on July 26, 2017. For further details, please refer to the chapter titled "*Our Management*" beginning on page 172 of this Prospectus.

Our Company has appointed Rajni Brar as Company Secretary and Compliance Officer and she may be contacted at the following address:

RAJNI BRAR
Beta Drugs Limited
Village Nandpur Baddi
Himachal Pradesh-17410 India
Tel: 01795-236196
Fax: Not Available
Email: info@betadrugslimited.com
Website: www.betadrugslimited.com

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds, *etc*.

CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS

There has been no change in auditors of the Company during the last three financial years

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled "*Capital Structure*" beginning on page 71 of this Prospectus, our Company has not capitalized its reserves or profits during the last five years.

REVALUATION OF ASSETS

Our Company has not revalued its assets 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 there under.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

SECTION VII- ISSUE INFORMATION
TERMS OF THE ISSUE

The Equity Shares being issued and transferred pursuant to this Issue shall be subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the SEBI Listing Regulations, the terms of the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/ the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the FIPB, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, the RBI, the Government of India, the FIPB, the Stock Exchanges, the RoC and any other authorities while granting their approval for the Issue. SEBI has notified the SEBI Listing Regulations on September 2, 2015, which among other things governs the obligations applicable to a listed company which were earlier prescribed under the Equity Listing Agreement. The Listing Regulations have become effective from December 1, 2015.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015. All the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official website of the concerned stock exchange for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.

RANKING OF EQUITY SHARES

The Equity Shares being issued and transferred in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association and shall rank *pari-passu* with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with Companies Act, 1956 and Companies Act, 2013 and the Articles. For further details, please refer to the section titled "*Main Provisions of Articles of Association*" beginning on page number 340 of this Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, SEBI Listing Regulations and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter titled *"Dividend Policy"* on page 196 of this Prospectus.

FACE VALUE AND ISSUE PRICE PER SHARE

The face value of the Equity Shares is Rs. 10 each and the Issue Price is Rs. 85 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 of Issue Price" beginning on page of this prospectus. At any given point of time there shall be only one denomination for the equity shares.

At any given point of time there shall be only one denomination of Equity Shares.

COMPLIANCE WITH SEBI ICDR REGULATIONS

Our Company shall comply with all requirements of the SEBI ICDR Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, 2013 Act, the terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, please refer to the section titled "*Main Provisions of Articles of Association*" beginning on page number 240 of this Prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

Pursuant to Section 29 of the Companies Act, 2013 the Equity Shares shall be allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed amongst our Company, the respective Depositories and the Registrar to the Issue:

- Agreement dated September 15, 2017 amongst NSDL, our Company and the Registrar to the Issue; and

- Agreement dated September 05, 2017 amongst CDSL, our Company and the Registrar to the Issue.

Since trading of the Equity Shares is in dematerialized form, the tradable lot is 1600 Equity Share. Allotment in this Issue will be only in electronic form in multiples of one Equity Share subject to a minimum Allotment of 1600 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 1600 Equity Share subject to a minimum allotment of 1600 Equity Shares to the successful applicants.

MINIMUM NUMBER OF ALLOTTEES

Further in accordance with the Regulation 106R of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

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 issued 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 issued 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 issues and sales occur.

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

JOINT HOLDER

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

NOMINATION FACILITY TO BIDDERS

In accordance with Section 72 of the Companies Act, 2013 the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a. to register himself or herself as the holder of the Equity Shares; or

b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the LM, reserve the right to not to proceed with the Issue after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

BID/ ISSUE OPENING DATE

Bid / Issue Opening Date	Friday, September 29, 2017
Bid / Issue Closing Date	On or before Wednesday, October 04, 2017
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before Monday, October 09, 2017
Initiation of Refunds	On or before Tuesday, October 10, 2017
Credit of Equity Shares to demat accounts of Allottees	On or before Wednesday, October 11, 2017
Commencement of trading of the Equity Shares on the Stock Exchange	On or before Thursday, October 12, 2017

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

Bids and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m. (IST)** during the Bid/Issue Period. On the Bid/Issue Closing Date, the Bids and any revision to the same shall be accepted between **10.00 a.m. and 5.00 p.m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders after taking into account the total number of Bids received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Bids not uploaded on the electronic system would be rejected. Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Bid/Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Bidders are cautioned that in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public issue, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise. Any time mentioned in this Prospectus is Indian Standard Time.

Our Company in consultation with the LM, reserves the right to revise the Price during the Bid/ Issue Period.

In case of revision of the Price, the Bid/Issue Period will be extended for at least three additional working days after revision of Price subject to the Bid/ Issue Period not exceeding 10 working days. Any revision in the Price and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the changes on the websites of the Lead Manager and at the terminals of the Syndicate Member.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask for rectified data

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level and is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 106 P (1) of the SEBI (ICDR) Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the issue through the Prospectus and shall not be restricted to the minimum subscription level.

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

Further, in accordance with Regulation 106(Q) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.1,00,000/- (Rupees One Lakh) per application.

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

MIGRATION TO MAIN BOARD

Our company may migrate to the Main board of NSE from SME Exchange on a later date subject to the following:

- *If the Paid up Capital of our Company is likely to increase above Rs. 2,500 lakhs by virtue of any further issue of capital by way of rights issue, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the Main Board), our Company shall apply to NSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.*

OR

- *If the Paid up Capital of our company is more than Rs. 1,000 lakhs but below Rs. 2,500 lakhs, our Company may still apply for migration to the Main Board and if the Company fulfils the eligible criteria for listing laid by the Main Board and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

MARKET MAKING

The shares issued and transferred through this Issue are proposed to be listed on the EMERGE Platform of NSE with compulsory market making through the registered Market Maker of the SME

Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on NSE EMERGE. For further details of the market making arrangement please refer to chapter titled *"General Information"* beginning on page 64 of this Prospectus.

ARRANGEMENT FOR DISPOSAL OF ODD LOT

The trading of the equity shares will happen in the minimum contract size of 1600 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 NSE EMERGE.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian Companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India / RBI while granting such approvals.

OPTION TO RECEIVE SECURITIES IN DEMATERIALISED FORM

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

APPLICATION BY ELIGIBLE NRIs, FPI'S REGISTERED WITH SEBI, VCF'S, AIF'S REGISTERED WITH SEBI AND QFI'S

It is to be understood that there is no reservation for Eligible NRIs or FPIs or QFIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES

Except for lock-in of the pre-Issue Equity Shares and Promoter's minimum contribution in the Issue as detailed in the chapter "*Capital Structure*" beginning on page 71 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 shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "*Main Provisions of the Articles of Association*" beginning on page 240 of this Prospectus.The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

ISSUE STRUCUTRE

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, our post issue face value capital does not exceed ten crore rupees. The Company shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the NSE EMERGE). For further details regarding the salient features and terms of such an issue please refer chapter titled "*Terms of the Issue*" and "*Issue Procedure*" on page 283 and 292 of this Prospectus.

Following is the issue structure:

Initial Public Issue of upto 22,96,000 Equity Shares of face value of Rs. 10/- each fully paid (the 'Equity Shares') for cash at a price of Rs. 85 (including a premium of Rs. 75) aggregating to Rs. 1951.60. The Issue comprises a Net Issue to the public of 21,66,400 Equity Shares (the "Net Issue"). The Issue and Net Issue will constitute 26.54% and 25.05% of the post-Issue paid-up Equity Share capital of our Company.

The issue comprises a reservation of 1,29,600 Equity Shares of Rs. 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion")

Particulars	Net issue to Public*	Market Maker Reservation Portion
Number of Equity Shares	21,66,400,Equity Shares	1,29,600 Equity Shares
Percentage of Issue Size available for allocation	94.36% of Issue Size	5.64%of Issue Size
Basis of Allotment / Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of . 1600 equity shares and further allotment in multiples of 1600 equity shares each. For further details please refer to the section titled *"Issue Procedure"* beginning *on* page 292 of the Prospectus	Firm allotment
Mode of Bid cum Application	All Applicants/Bidders shall make the application (Online or Physical through ASBA Process only)	Through ASBA Process only
Minimum Bid Size	***For QIB and NII*** Such number of Equity Shares in multiples of . 1600 Equity Shares such that the Application size exceeds Rs 2,00,000 ***For Retail Individuals*** .1600 Equity shares	1,29,600 Equity Shares of Face Value of Rs. 10.00 each
Maximum Bid Size	***For Other than Retail Individual Investors:*** For all other investors the maximum application size is the Net Issue to public subject to limits as the investor has to adhere under the relevant laws and regulations as applicable. ***For Retail Individuals:***	1,29,600 Equity Shares of Face Value of Rs 10 each

Particulars	Net issue to Public*	Market Maker Reservation Portion
	1600 Equity Shares	
Mode of Allotment	Compulsorily in Dematerialised mode	Compulsorily in Dematerialised mode
Trading Lot	1600 Equity Shares	1600 Equity Shares, however the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations
Terms of payment	The Applicant shall have sufficient balance in the ASBA account at the time of submitting application and the amount will be blocked anytime within two day of the closure of the Issue	

*allocation in the net offer to public category shall be made as follows:

(a) minimum fifty per cent. to retail individual investors; and

(b) remaining to:

(i) individual applicants other than retail individual investors; and

(ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

(c) the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category.

For the purpose of sub-regulation 43 (4), *if the retail individual investor category is entitled to more than fifty per cent. on proportionate basis, the retail individual investors shall be allocated that higher percentage.*.

WITHDRAWAL OF THE ISSUE

Our Company in consultation with the LM, reserve the right to not to proceed with the Issue after the Bid/Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager through, the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange. In terms of the SEBI Regulations, Non retail applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

BID/ ISSUE OPENING DATE

Particulars	Indicative Date
Issue Opening Date	Friday, September 29, 2017
Issue Closing Date	On or before Wednesday, October 04, 2017

Finalisation of Basis of Allotment with the Designated Stock Exchange	On or before Monday, October 09, 2017
Initiation of Refunds	On or before Tuesday, October 10, 2017
Credit of Equity Shares to demat accounts of Allottees	On or before Wednesday, October 11, 2017
Commencement of trading of the Equity Shares on the Stock Exchange	On or before Thursday, October 12, 2017

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

(i) in case of Bids by Non-Institutional Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until 4.00 p.m. on the Bid Closing Date; and

(ii) in case of Bids by Retail Individual Bidders and bids by Eligible Employee, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. on the Bid Closing Date, which may be extended upto such time as deemed fit by the Stock Exchanges after taking into account the total number of applications received upto the closure of timings and reported by lead managers to the Stock Exchanges.

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 (the "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, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.*

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and 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. Our Company and the Lead Manager would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus 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.

FIXED PRICE ISSUE PROCEDURE

The Issue is being made under Regulation 106(M)(2) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the Application Collecting Intermediaries. 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.

Investors should note that the Equity Shares will be allotted to all successful Applicants only in dematerialized form. Applicants will not have the option of being Allotted Equity Shares in physical form.

Further the Equity shares on allotment shall be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

APPLICATION FORM

Pursuant to SEBI Circular dated January 01, 2016 and bearing No. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Also please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA Mode. The prescribed colours of the Application Form for various investors applying in the Issue are as follows:

Category	Colour of Application Form
Resident Indians and Eligible NRIs applying on a non-	White

Category	Colour of Application Form
repatriation basis	
Eligible NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporates or foreign individuals bidding under the QIB Portion), applying on a repatriation basis (ASBA)	Blue

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. ASBA Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries

i) an SCSB, with whom the bank account to be blocked, is maintained

ii) a syndicate member (or sub-syndicate member)

iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')

iv) a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

v) a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

vi) Closure time of the Stock Exchange bidding platform for entry of applications.

vii) Applications not uploaded by bank, would be rejected.

viii) In case of discrepancy in the data entered in the electronic book viz. a viz. the data contained in the physical bid form, for a particular bidder, the details as per physical application form of that bidder may be taken as the final data for the purpose of allotment.

ix) Standardization of cut-off time for uploading of application on the issue closing date.

x) A standard cut-off time of 3.00 PM for acceptance of applications.

xi) A standard cut-off time of 4.00 PM for uploading of applications received from non retail applicants i.e. QIBs, HNIs and employees (if any).

xii) A standard cut-off time of 5.00 PM for uploading of applications received from only retail applicants, which may be extended up to such time as deemed fit by Stock Exchanges after taking into account the total number of applications received up to the closure of timings and reported by LM to the Exchange within half an hour of such closure

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the

	extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorised our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

Availability of Prospectus and Application Forms

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Registered Office of the Lead Manager to the Issue and Registered office of 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.

WHO CAN APPLY?

In addition to the category of Applicants set forth under "***General Information Document for Investing in Public Issues – Category of Investors Eligible to participate in an Issue***", the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- Scientific and / or industrial research organisations authorised in India to invest in the Equity Shares.

OPTION TO SUBSCRIBE IN THE ISSUE

a. As per Section 29(1) of the Companies Act, 2013 allotment of Equity Shares shall be in dematerialised form only.

b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.

c. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him / her / it under the relevant regulations / statutory guidelines and applicable law.

PARTICIPATION BY ASSOCIATED / AFFILIATES OF LEAD MANAGER AND SYNDICATE MEMBERS

The Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager and the Syndicate Members, if any, may purchase the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRI'S APPLYING ON NON REPATRIATION

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depositary), 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 (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

APPLICATIONS BY ELIGIBLE NRI'S / RFPI's ON REPATRIATION BASIS

Application Forms have been made available for eligible NRIs at our Registered Office and at the Registered Office of the Lead manager. Eligible NRI Applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the Forms meant for Resident Indians and should not use the forms meant for the reserved category. Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRIs on repatriation basis. Allotment of equity shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian tax laws and regulations and any other applicable laws.

As per the current regulations, the following restrictions are applicable for investments by FPIs:

1. 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 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'(IFCs) 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 these regulations, holds 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 for 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:

i. Any transactions in derivatives on a recognized stock exchange;

ii. Short selling transactions in accordance with the framework specified by the Board;

iii. 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;

iv. 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 for Disinvestment of Shares by 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 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;

viii. Any other transaction specified by the 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 regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized.

Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.

4. The 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.

5. 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.
6. 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.
7. 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 derivative 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 (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.

A FII or its subaccount which holds a valid certificate of registration shall, subject to 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.

A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

APPLICATIONS BY MUTUAL FUNDS

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 index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

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. Limited liability partnerships can participate in the Issue only through the ASBA process.

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 reasons thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 (the 'IRDA Investment Regulations'), are broadly set forth below:

1. *Equity shares of a company:* The least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
2. *The entire group of the investee company:* not more than 15% of the respective funds in case of life insurer or 15% of investment assets in case of general insurer or re-insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
3. *The industry sector in which the investee company operates:* not more than 15% of the fund of a life insurer or a general insurer or a re-insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in case of investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or a general insurer and the amount calculated under points (1), (2) and (3) above, as the case may be.

APPLICATIONS UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the Memorandum of Association and Articles of Association and/ or bye laws must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

With respect to applications by VCFs, FVCIs, and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

In case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made pursuant to a power of attorney by FIIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by provident funds with minimum corpus of Rs. 25 crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 crore, a certified copy of certificate from a Chartered Accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

APPLICATIONS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Applications made by provident funds with minimum corpus of Rs. 25 Crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that any single application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.

INFORMATION FOR THE APPLICANTS

1. Our Company and the Lead Managers shall declare the Issue Opening Date and Issue Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in one regional newspaper with wide circulation. This advertisement shall be in the prescribed format.

2. Our Company will file the Prospectus with the RoC at least three days before the Issue Opening Date.

3. Any Applicant who would like to obtain the Prospectus and/or the Application Form can obtain the same from our Registered Office.

4. Applicants who are interested in subscribing to the Equity Shares should approach any of the Application Collecting Intermediaries or their authorised agent(s).

5. Applications should be submitted in the prescribed Application Form only. Application Forms submitted to the SCSBs should bear the stamp of the respective intermediary to whom the application form is submitted. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application Forms submitted by Applicants whose beneficiary account is inactive shall be rejected.

6. The Application Form can be submitted either in physical or electronic mode, to the Application Collecting Intermediaries. Further Application Collecting Intermediary may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.

7. Except for applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.

8. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange by the Bankers to the Issue or the SCSBs do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

METHOD AND PROCESS OF APPLICATIONS

1. Applicants are required to submit their applications during the Issue Period only through the following Application Collecting intermediary

    i) an SCSB, with whom the bank account to be blocked, is maintained

    ii) a syndicate member (or sub-syndicate member), if any

    iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')

    iv) a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

    v) a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.

The Intermediaries shall accept applications from all Applicants and they shall have the right to vet the applications during the Issue Period in accordance with the terms of the Prospectus.

The Applicant cannot apply on another Application Form after one Application Form has been submitted to Application Collecting intermediaries Submission of a second Application Form to either the same or to another Application Collecting Intermediary will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue.

2. The intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

3. The upload of the details in the electronic bidding system of stock exchange and post that blocking of funds will be done by as given below

For applications	After accepting the form, SCSB shall capture and upload the relevant details

submitted by investors to SCSB:	in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

4. Upon receipt of the Application Form directly or through other intermediary, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, and If sufficient funds are not available in the ASBA Account the application will be rejected.
5. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.
6. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Application Form, as the case may be. 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 ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal / failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

APPLICATIONS BY BANKING COMPANIES

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Master Circular dated July 1, 2015 – Para-banking Activities, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

APPLICATIONS BY SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making 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.

ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.

2. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant

TERMS OF PAYMENT

Terms of Payment

The entire Issue price of Rs. **85/-** per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, The Registrar to the Issue shall instruct the SCSBs to unblock the excess amount blocked.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Issue Bank Account post finalisation of Basis of Allotment. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs.

The Applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, the Bankers to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

Payment mechanism for Applicants

The Applicants shall specify the bank account number in the Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal / rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal / failure of the Issue or until rejection of the application by the ASBA Applicant, as the case may be.

Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all Investors are applying in this Issue shall mandatorily make use of ASBA facility.

ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Application Collecting Intermediary will register the applications using the on-line facilities of the Stock Exchange.
2. The Application Collecting Intermediary will undertake modification of selected fields in the application details already uploaded before 1.00 p.m of the next Working day from the Issue Closing Date.
3. The Application collecting Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them, (iii) the applications accepted but not uploaded by them or (iv) In case the applications accepted and uploaded by any Application Collecting Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be re will be responsible for blocking the necessary amounts in the ASBA Accounts (v) Application accepted and uploaded but not sent to SCSBs for blocking of funds.

4. Neither the Lead Managers nor our Company, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by any Application Collecting Intermediaries, (ii) the applications uploaded by any Application Collecting Intermediaries or (iii) the applications accepted but not uploaded by the Application Collecting Intermediaries.

5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of the Application Collecting Intermediaries and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Application Collecting Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Application Collecting Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.

6. With respect to applications by Applicants, at the time of registering such applications, the Application Collecting Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:

   - Name of the Applicant;
   - IPO Name;
   - Application Form number;
   - Investor Category;
   - PAN (of First Applicant, if more than one Applicant);
   - DP ID of the demat account of the Applicant;
   - Client Identification Number of the demat account of the Applicant;
   - Numbers of Equity Shares Applied for;
   - Bank account number.

7. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic Application Form number which shall be system generated.

8. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Application Collecting Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.

9. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

10. In case of Non Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Application Collecting Intermediaries shall have no right to reject applications, except on technical grounds.

11. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this

Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

12. The Application Collecting Intermediaries will be given time till 1.00 P.M on the next working day after the Issue Closing Date to verify the PAN No, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
13. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA applications.

ALLOCATION OF EQUITY SHARES

1. The Issue is being made through the Fixed Price Process wherein 22,96,000 Equity Shares shall be reserved for Market Maker. 1,29,600 Equity Shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on a proportionate basis to Non Retail Applicants.
2. Under-subscription, if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Managers and the Stock Exchange.
3. Allocation to Non-Residents, including Eligible NRIs, Eligible OFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
4. In terms of the SEBI Regulations, Non Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
5. Allotment status details shall be available on the website of the Registrar to the Issue.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC

a) Our Company has entered into an Underwriting agreement dated August 28, 2017

b) A copy of the Prospectus will be filed with the RoC in terms of Section 26 of the Companies Act.

PRE- ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in: (i) English National Newspaper; (ii) Hindi National Newspaper; and (iii) Regional Newspaper, each with wide circulation.

ISSUANCE OF ALLOTMENT ADVICE

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.
2. The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue.

The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;

- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the demographic details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in your bank account maintained with the SCSB before submitting the Application Form to the respective Designated Branch of the SCSB;
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that you have requested for and receive a acknowledgement;
- All applicants should submit their applications through the ASBA process only.
- Investors shall note that persons banned from accessing capital market are ineligible of investing in the offer**.**

Dont's:

- 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 Banker to 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 Application Collecting Intermediaries. Do not fill in 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.
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue
- Do not submit Applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant
- Do not submit more than five Application Forms per ASBA Account.

Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.

Instructions for Completing the Application Form

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application Forms should bear the stamp of the Application Collecting Intermediaries. Application Forms, which do not bear the stamp of the Application Collecting Intermediaries, will be rejected.

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 NSE i.e. www.nseindia.com With a view to broadbase the reach of Investors by substantialy enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the websites of NSE i.e. www.nseindia.com.

Applicant's Depository Account and Bank Details

Please note that, providing bank account details, PAN Nos, Client ID and DP ID 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 as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment 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.

SUBMISSION OF APPLICATION FORM

All Application Forms duly completed shall be submitted to the Application Collecting Intermediaries

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Application Collecting Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within two working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure 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 working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 4 (four) and 6 (Six) days respectively of the Issue Closing Date;
2. The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Issue.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who—

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447."

UNDERTAKINGS BY THE COMPANY

Our Company undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at all the stock exchanges where the Equity Shares are proposed to be listed on sixth working day from issue closure date;
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar to the Issue by us;
4. That our Promoter's contribution in full has already been brought in;
5. That no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.; and
6. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.

UTILIZATION OF THE ISSUE PROCEEDS

The Board of Directors of our Company certifies that:

1. all monies received out of the Issue shall be transferred to a separate Bank Account other than the bank account referred to in Sub-Section (3) of Section 40 of the Companies Act, 2013;
2. details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
3. details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
4. Our Company shall comply with the requirements of the SEBI Listing Regulations in relation to

the disclosure and monitoring of the utilisation of the proceeds of the Issue.

Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from all the Stock Exchanges where listing is sought has been received.

The Lead manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactory.

EQUITY SHARES IN DEMATERIALSED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has entered into the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a. Agreement dated September 15, 2017 among NSDL, the Company and the Registrar to the Issue;

b. Agreement dated September 05, 2017 among CDSL, the Company and the Registrar to the Issue;

The Company's shares bear ISIN no INE351Y01019.

PART B

GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Prospectus /Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken *inter-alia* through Fixed Price Issues. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **("SEBI ICDR Regulations, 2009").**

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue; are set out in the Prospectus filed by the Issuer with the Registrar of Companies **("RoC")**. Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **LM(s)** to the Issue and on the website of Securities and Exchange Board of India **("SEBI")** at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs ON SME EXCHANGE

2.1 INITIAL PUBLIC OFFER (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009, if applicable. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

The Issuer may also undertake IPO under chapter XB of the SEBI (ICDR) Regulations, wherein as per:

- Regulation 106M (1): An issuer whose post-issue face value Capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M (2): An issuer, whose post issue face value capital, is more than ten crore rupees and upto twenty five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.

The present Issue is being made under Regulation 106M(2) of Chapter XB of SEBI (ICDR) Regulation.

2.2 OTHER ELIGIBILITY REQUIREMENTS

In addition to the eligibility requirements specified in paragraphs 2.1, an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 1956 and the Companies Act, 2013 as may be applicable (the "Companies Act"), The Securities Contracts (Regulation) Rules, 1957 (the "SCRR"), industry-specific regulations, if any, and other applicable laws for the time being in force. Following are the eligibility requirements for making an SME IPO under Regulation 106M (2) of Chapter XB of SEBI (ICDR) Regulation:

(a) In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, Issue has to be 100% underwritten and the LM has to underwrite at least 15% of the total issue size.

(b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, total number of proposed allottees in the Issue shall be 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 the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013

(c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.

(d) In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.

(e) The company should have track record of at least 3 years

(f) The company should have positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net-worth should be positive

(g) The post issue paid up capital of the company (face value) shall not be more than Rs. 25 Crore.

(h) The Issuer shall mandatorily facilitate trading in demat securities.

(i) The Issuer should not been referred to Board for Industrial and Financial Reconstruction.

(j) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.

(k) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.

(l) The Company should have a website.

(m) There has been no change in the promoter of the Company in the one year preceding the date of filing application to NSE for listing on EMERGE segment.

Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter XB 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 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this Issue.

Thus Company is eligible for the Issue in accordance with regulation 106M(2) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital exceeds Rs. 1,000 lakhs but does not exceed Rs 2,500 lakhs. Company also complies with the eligibility conditions laid by the EMERGE Platform of NSE for listing of our Equity Shares.

2.3 TYPES OF PUBLIC ISSUES – FIXED PRICE ISSUES AND BOOK BUILT ISSUES

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process **("Book Built Issue")** or undertake a Fixed Price Issue **("Fixed Price Issue")**. An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Issue Opening Date, in case of an IPO and at least one Working Day before the Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities. Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.4 ISSUE PERIOD

The Issue shall be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period.

Details of Issue Period are also available on the website of Stock Exchange(s).

2.5 MIGRATION TO MAIN BOARD

Our company may migrate to the Main board of NSE from NSE EMERGE on a later date subject to the following:

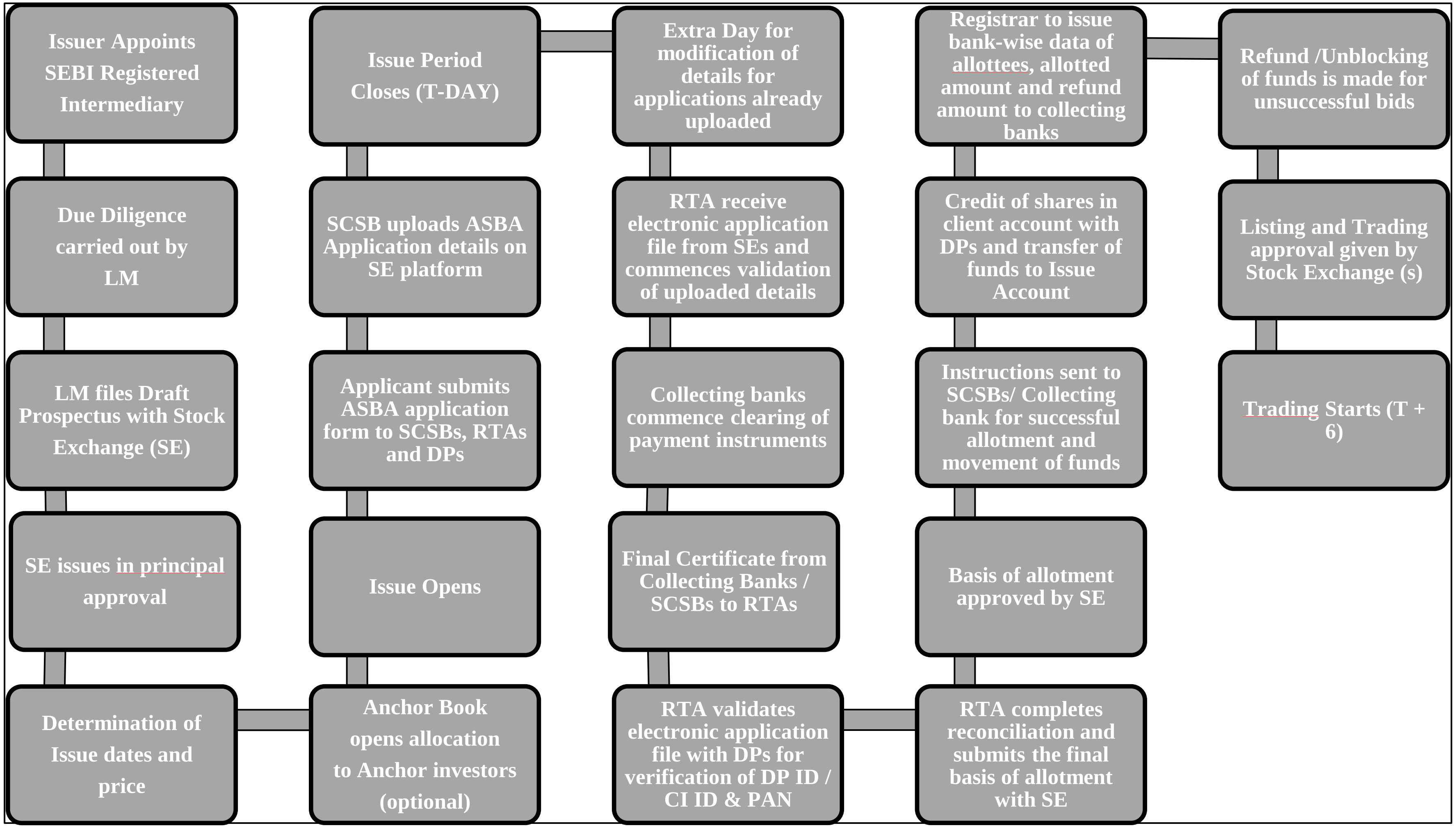
a. *If the Paid up Capital of our Company is likely to increase above Rs. 2,500 lakhs by virtue of any further issue of capital by way of rights issue, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the Main Board), our Company shall apply to NSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.*

OR

b. *If the Paid up Capital of our company is more than Rs. 1,000 lakhs but below Rs. 2,500 lakhs, our Company may still apply for migration to the Main Board and if the Company fulfils the eligible criteria for listing laid by the Main Board and if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.*

2.1 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price Issues is as follows



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

1. 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 through natural/legal guardian;
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI
8. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
9. State Industrial Development Corporations;
10. 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;
11. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
12. Insurance Companies registered with IRDA;
13. Provident Funds and Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
14. Multilateral and Bilateral Development Financial Institutions;
15. 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;
16. Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;
17. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws

As per the existing regulations, OCBs cannot participate in this Issue.

SECTION 4: APPLYING IN THE ISSUE

Fixed Price Issue: Applicants should only use the specified Application Form either bearing the stamp of Application Collecting Intermediaries as available or downloaded from the websites of the Stock Exchanges. Application Forms are available Designated Branches of the SCSBs, at the registered office of the Issuer and at the registered office of LM. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Application Form for various categories of Applicants is as follows:

Category	Colour of the Application
Resident Indian, Eligible NRIs applying on a non-repatriation basis	White
NRIs, FVCIs, FPIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals applying under the QIB), on a repatriation basis(ASBA)	Blue

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialized subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE APPLICATION FORM (FIXED PRICE ISSUE)

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Application Form are liable to be rejected.

Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below.

The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:

R Application Form

COMMON APPLICATION FORM

BETA DRUGS LIMITED - PUBLIC ISSUE - R

Registered Office: Village Nandpur Baddi , Himachal Pradesh-17410 India
Tel. No.: 01795-236196; Fax No.: Not Available; E-mail: info@betadrugslimited.com;
Website: www.betadrugslimited.com CIN NO: U24230HP2005PLC028969

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

TEAR HERE

To,
The Board of Directors
BETA DRUGS LIMITED

FIXED PRICE SME ISSUE
ISIN – INE

Date : ___________

Application Form No.

BROKER'S / SCSB / DP / RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE
SCSB / BANK BRANCH STAMP & CODE	SCSB / BANK BRANCH SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr. / Ms.

Age

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.

4. APPLICATION DETAILS

No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ [•]/- per share [1 & 2]

(In Figures) (In Words)

[1] Please note that applications must be made in minimum of [•] shares and further multiples of [•] shares accordingly.
[2] Please note that the trading of equity shares will be only in dematerialised mode on the NSE Emerge Platform.

5. CATEGORY

☐ Retail Individual
☐ Non-Institutional
☐ QIB

6. INVESTOR STATUS

- ☐ Individual(s) - IND
- ☐ Non- Resident Indians (Non- Repatriation Basis) - NRI
- ☐ Hindu Undivided Family* - HUF
- ☐ Bodies Corporate - CO
- ☐ Banks & Financial Institutions - FI
- ☐ Mutual Funds - MF
- ☐ National Investment Funds - NIF
- ☐ Insurance Funds - IF
- ☐ Insurance Companies - IC
- ☐ Venture Capital Funds - VCF
- ☐ Alternative Investment Funds - AIF
- ☐ Others (Please Specify) - OTH

*HUF Should apply only through Karta (Application by HUF would be treated on par with individual)

PLEASE FILL IN BLOCK LETTERS

7. PAYMENT DETAILS | **PAYMENT OPTION : Full Payment**

Amount Blocked (₹ in Figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT

Date: ...., 2017

8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue

1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)

TEAR HERE

BETA DRUGS LIMITED - PUBLIC ISSUE - R

Acknowledgement Slip for Broker / SCSB / DP / RTA

Application Form No.

DPID / CLID

PAN

Received from Mr./Ms.

Address

Telephone/Mobile E-mail

No. of Equity Shares applied for	
in Figures	
in words	
Amount Blocked (₹ in figures)	

SCSB Branch Stamp & Signature

ASBA Bank A/c No.	Name of Bank & Branch

TEAR HERE

BETA DRUGS LIMITED - PUBLIC ISSUE - R

	In Figures	In Words
No.of Equity Shares		
Amount Blocked (₹)		

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Applicant

Acknowledgement Slip for Applicant

ASBA Bank A/c No.:

Bank & Branch:

Application Form No.

TEAR HERE

BETA DRUGS LIMITED 1

NR Application Form

COMMON APPLICATION FORM

BETA DRUGS LIMITED - PUBLIC ISSUE - NR

Registered Office: Village Nandpur Baddi , Himachal Pradesh-17410 India
Tel. No.: 01795-236196; Fax No.: Not Available; E-mail: info@betadrugslimited.com;
Website: www.betadrugslimited.com CIN NO: U24230HP2005PLC028969

FOR NON-RESIDENT INCLUDING ELIGIBLE NRIs, FPIs or FVCIs ETC. APPLYING ON A REPATRIATION BASIS

TEAR HERE

To,
The Board of Directors
BETA DRUGS LIMITED

FIXED PRICE SME ISSUE
ISIN – INE

Date : ___________

Application Form No.

BROKER'S / SCSB / DP / RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE
SCSB / BANK BRANCH STAMP & CODE	SCSB / BANK BRANCH SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr. / Ms.

Age

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 Digit DP ID followed by 8 Digit Client ID / For CDSL enter 16 Digit Client ID.

6. INVESTOR STATUS

☐	Non-Resident Indians (Repatriation basis)	NRI
☐	FII or Sub Account not a Corporate / Foreign Individual	FII
☐	FII Sub Account Corporate/ Individual	FII SA
☐	Foreign Venture Capital Investor	FVCI
☐	Foreign Portfolio Investors	FPI
☐	Others (Please Specify)	OTH

4. APPLICATION DETAILS

No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ [•]/- per share [1 & 2]

(In Figures)		(In Words)	

[1] Please note that applications must be made in minimum of [•] shares and further multiples of [•] shares accordingly.
[2] Please note that the trading of equity shares will be only in dematerialised mode on the NSE Emerge Platform.

5. CATEGORY

☐ Retail Individual
☐ Non-Institutional
☐ QIB

PLEASE FILL IN BLOCK LETTERS

7. PAYMENT DETAILS | **PAYMENT OPTION : Full Payment**

Amount Blocked (₹ in Figures) (₹ in words) ____________

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
	1)	
	2)	
Date: ...., 2017	3)	

TEAR HERE

BETA DRUGS LIMITED - PUBLIC ISSUE - NR

Acknowledgement Slip for Broker / SCSB / DP / RTA

Application Form No.

DPID / CLID | PAN

Received from Mr./Ms. ____________
Address ____________
Telephone/Mobile ____________ E-mail ____________

No. of Equity Shares applied for	
in Figures	
in words	
Amount Blocked (₹ in figures)	

SCSB Branch Stamp & Signature

ASBA Bank A/c No.	Name of Bank & Branch

TEAR HERE

BETA DRUGS LIMITED - PUBLIC ISSUE - NR

	In Figures	In Words
No.of Equity Shares		
Amount Blocked (₹)		

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Applicant

Acknowledgement Slip for Applicant

ASBA Bank A/c No.: ____________
Bank & Branch: ____________

Application Form No.

TEAR HERE

BETA DRUGS LIMITED 1

www.sapprints.com

4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

(b) **Joint Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

(c) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who:

- makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or
- makes or abets making of multiple applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- otherwise induces directly or indirectly a Company to allot, or register any transfer of securities to him, or to any other person in a fictitious name,

Shall be liable for action under section 447 of the said Act.

(d) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT

(a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim ("PAN Exempted Applicants"). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Applications by Applicants whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and demographic details are not provided by depositories.

4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

(a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Application Form is liable to be rejected.

(b) Applicants should ensure that the beneficiary account provided in the Application Form is active.

(c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.

(d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

4.1.4 FIELD NUMBER 4: APPLICATION DETAILS

(a) The Issuer may mention Price in the Prospectus. However a prospectus registered with RoC contains one price.

(b) Minimum And Maximum Application Size

i. For Retail Individual Applicants

The Application must be for a minimum of **1600** Equity Shares. As the Application Price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for **1600** Equity Shares.

ii. 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 1600 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 the Prospectus.

(c) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to any other Application Collecting

Intermediary and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(d) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:

i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FPI sub-accounts, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.

ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(e) The following applications may not be treated as multiple Applications:

i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.

ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.

iii. Applications by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

4.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS

i. The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Application, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

ii. An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.

iii. The SEBI ICDR Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation, applicant may refer to the Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

(a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

(c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.

(d) Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD 7: PAYMENT DETAILS

(a) 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.

4.1.7.1 Payment instructions for Applicants

(a) Applicants may submit the Application Form in physical mode to the Application Collecting Intermediaries.

(b) Applicants should specify the Bank Account number in the Application Form.

(c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;

(d) Applicants shall note that that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one Bank Account, a maximum of five Application Forms can be submitted.

(f) Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained. In case Applicant applying through Application Collecting Intermediary other than SCSB, after verification and upload, the Application Collecting Intermediary shall send to SCSB for blocking of fund.

(g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.

(h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.

(i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.

(j) Upon submission of a completed Application Form each ASBA Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.

(k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and subsequent transfer of the Application Amount against the Allotted Equity Shares, if any, to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

(l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.1.8 Unblocking of ASBA Account

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected/ partial/ non allotment ASBA Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 6 Working Days of the Issue Closing Date.

4.1.8.1 Discount (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.

(c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

4.1.8.2 Additional Payment Instructions for NRIs

The Non-Resident Indians who intend to block funds in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

(a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the Applicant, then the Signature of the ASBA Account holder(s) is also required.

(c) In relation to the Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.

(d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

Applicants should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediaries, as applicable, for submission of the Application Form.

(a) All communications in connection with Applications made in the Issue should be addressed as under:

    i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, unblocking of funds, the Applicants should contact the Registrar to the Issue.

    ii. In case of applications submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.

    iii. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.

(b) The following details (as applicable) should be quoted while making any queries -

    iv. Full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount blocked on application And ASBA Account Number and Name.

v. In case of ASBA applications, ASBA Account number in which the amount equivalent to the application amount was blocked.

For further details, Applicant may refer to the Prospectus and the Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

(a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.

(b) RII may revise/withdraw their applications till closure of the Issue period

(c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.

(d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had placed the original Application.

A sample Revision form is reproduced below:

Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

Revision Form – R

COMMON APPLICATION FORM	BETA DRUGS LIMITED - PUBLIC ISSUE - REVISION - R Registered Office: Village Nandpur Baddi, Himachal Pradesh-17410 India Tel. No.: 01795-236196; Fax No.: Not Available; E-mail: info@betadrugslimited.com; Website: www.betadrugslimited.com CIN NO: U24230HP2005PLC028969	FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

To,
The Board of Directors
BETA DRUGS LIMITED

FIXED PRICE SME ISSUE
ISIN – INE

Date : ______________

Application Form No.

BROKER'S / SCSB / DP / RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE
SCSB / BANK BRANCH STAMP & CODE	**SCSB / BANK BRANCH SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr. / Ms.

Age

Tel. No (with STD code) / Mobile

2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY APPLICATION ☐ PHYSICAL

4. FROM (as per last Application or Revision)

Options	No. of Equity Shares applied (Application must be in multiples of [•] equity shares) (In Figures)							Price per Equity Share (₹) [•]- (In Figures) Issue Price				Discount, if any				Net Price			
	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	4	3	2	1
Option 1																			
(OR) Option 2			NOT APPLICABLE									NOT APPLICABLE							
(OR) Option 3			NOT APPLICABLE									NOT APPLICABLE							

5. TO (Revised Application)

Options	No. of Equity Shares applied (Application must be in multiples of [•] equity shares) (In Figures)							Price per Equity Share (₹) [•]/- (In Figures) Issue Price				Discount, if any				Net Price			
	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	4	3	2	1
Option 1																			
(OR) Option 2			NOT APPLICABLE									NOT APPLICABLE							
(OR) Option 3			NOT APPLICABLE									NOT APPLICABLE							

7. PAYMENT DETAILS | **PAYMENT OPTION : Full Payment**

Amount Blocked (₹ in Figures) (₹ in words) ______________________

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
	1)	
	2)	
Date: ...., 2017	3)	

---------------- TEAR HERE ----------------

BETA DRUGS LIMITED - PUBLIC ISSUE - REVISION - R | Acknowledgement Slip for Broker/SCSB/DP/RTA

Application Form No.

DPID / CLID | PAN

Additional Amount Blocked (₹ in figures)	Bank & Branch	SCSB Branch Stamp & Signature
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

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BETA DRUGS LIMITED - PUBLIC ISSUE - REVISION - R

	Option 1	Option 2	Option 3
No. of Equity Shares		NOT APPLICABLE	
Issue Price			
Additional Amount Blocked (₹)			

ASBA Bank A/c No.: ______________________

Bank & Branch: ______________________

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Applicant

Acknowledgment Slip for Applicant

Application Form No.

Revision Form – NR

COMMON APPLICATION FORM	BETA DRUGS LIMITED - PUBLIC ISSUE - REVISION - NR Registered Office: Village Nandpur Baddi , Himachal Pradesh-17410 India Tel. No.: 01795-236196; Fax No.: Not Available; E-mail: info@betadrugslimited.com; Website: www.betadrugslimited.com CIN NO: U24230HP2005PLC028969	FOR NON-RESIDENT INCLUDING ELIGIBLE NRIs, FPIs or FVCIs ETC. APPLYING ON A REPATRIATION BASIS

To,
The Board of Directors
BETA DRUGS LIMITED

FIXED PRICE SME ISSUE
ISIN – INE

Date : _______________

Application Form No.

BROKER'S / SCSB / DP / RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE
SCSB / BANK BRANCH STAMP & CODE	SCSB / BANK BRANCH SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT

Mr. / Ms.

Age

Tel. No (with STD code) / Mobile

2. PAN OF SOLE/FIRST APPLICANT

3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY APPLICATION

PHYSICAL

4. FROM (as per last Application or Revision)

Options	No. of Equity Shares applied (Application must be in multiples of [•] equity shares) (In Figures)	Price per Equity Share (₹) [•]/- (In Figures)		
		Issue Price	Discount, if any	Net Price
	7 6 5 4 3 2 1	4 3 2 1	4 3 2 1	4 3 2 1
Option 1				
(OR) Option 2	NOT APPLICABLE		NOT APPLICABLE	
(OR) Option 3	NOT APPLICABLE		NOT APPLICABLE	

5. TO (Revised Application)

Options	No. of Equity Shares applied (Application must be in multiples of [•] equity shares) (In Figures)	Price per Equity Share (₹) [•]/- (In Figures)		
		Issue Price	Discount, if any	Net Price
	7 6 5 4 3 2 1	4 3 2 1	4 3 2 1	4 3 2 1
Option 1				
(OR) Option 2	NOT APPLICABLE		NOT APPLICABLE	
(OR) Option 3	NOT APPLICABLE		NOT APPLICABLE	

7. PAYMENT DETAILS | **PAYMENT OPTION : Full Payment**

Amount Blocked (₹ in Figures) (₹ in words) ____________________

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY), HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN THE PUBLIC ISSUE ("GID") AND HEREBY AGREE AND CONFIRM THE "INVESTOR UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.

8 A. SIGNATURE OF SOLE / FIRST APPLICANT	8 B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Application in Stock Exchange System)
	I/We authorize the SCSB to do all acts as are necessary to make the Application in the issue	
	1)	
	2)	
Date: ...., 2017	3)	

TEAR HERE

BETA DRUGS LIMITED - PUBLIC ISSUE - REVISION - NR

Acknowledgement Slip for Broker/SCSB/DP/RTA

Application Form No.

DPID / CLID | PAN

Additional Amount Blocked (₹ in figures)	Bank & Branch	SCSB Branch Stamp & Signature
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

BETA DRUGS LIMITED - PUBLIC ISSUE - REVISION - NR

	Option 1	Option 2	Option 3
No. of Equity Shares		NOT APPLICABLE	
Issue Price			
Additional Amount Blocked (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Applicant

Acknowledgment Slip for Applicant

ASBA Bank A/c No.: ____________________

Bank & Branch: ____________________

Application Form No.

4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 FIELD 4 & 5: APPLICATION REVISION 'FROM' AND 'TO'

(a) Apart from mentioning the revised number of shares in the Revision Form, the Applicant must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form.

(b) In case of revision of applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the application amount should exceed Rs. 2,00,000/- due to revision and the application may be considered, subject to eligibility, for allocation under the Non-Institutional Category.

4.2.3 FIELD 6: PAYMENT DETAILS

(a) All Applicants are required to make payment of the full application amount along with the Revision Form.

(b) Applicant may Issue instructions to block the revised amount in the ASBA Account, to Designated Branch through whom such Applicant had placed the original application to enable the relevant SCSB to block the additional application amount, if any.

4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 SUBMISSION OF REVISION FORM/ APPLICATION FORM

4.3.1 Applicants may submit completed application form / Revision Form in the following manner:-

Mode of Application	Submission of Application Form
All Investors Application	To the Application Collecting Intermediaries as mentioned in the Prospectus/ Application Form

SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE

5 APPLICANTS MAY NOTE THAT THERE IS NO BID CUM APPLICATION FORM IN A FIXED PRICE ISSUE

As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through Application Collecting Intermediaries and apply only through ASBA facility.

ASBA Applicants may submit an Application Form either in physical/electronic form to the Application Collecting Intermediaries authorising blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

6 GROUNDS OF REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 (other than minor having valid depository accounts as per demographic details provided by the depositary);
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of **1600**;
- Category not ticked;
- Multiple Applications as defined in the 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/ cheque/ demand draft/ pay order;
- 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 Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed by the sole/ first 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 3.00 pm on the Issue Closing Date , unless the extended time is permitted by NSE.
- Details of ASBA Account not provided in the Application form

  For details of instructions in relation to the Application Form, Applicants may refer to the relevant section the GID.

APPLICANTS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE APPLICATION COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE

This being Fixed Price Issue, this section is not applicable for this Issue.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

7.1 BASIS OF ALLOTMENT

Allotment will be made in consultation with the EMERGE Platform of NSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth hereunder:

(a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of Applicants in the category x number of Shares applied for).

(b) 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).

(c) For applications where the proportionate allotment works out to less than 1600 equity shares the allotment will be made as follows:

   i. Each successful Applicant shall be allotted 1600 equity shares; and

   ii. 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.

(d) If the proportionate allotment to an Applicant works out to a number that is not a multiple of 1600 equity shares, the Applicant would be allotted Shares by rounding off to the nearest multiple of 1600 equity shares subject to a minimum allotment of 1600 equity shares.

(e) 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 or 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 Applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 1600 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.

(f) The above proportionate allotment of Shares in an Issue that is oversubscribed shall be subject to the reservation for Retail individual Applicants as described below:

i. As per Regulation 43 (4) of SEBI (ICDR), as the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

ii. The balance net offer of shares to the public shall be made available for allotment to

- individual applicants other than retails individual investors and
- other investors, including corporate bodies/ institutions irrespective of number of shares applied for.

iii. The unsubscribed portion of the net offer to any one of the categories specified in 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.

7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue**.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 5 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 5 Working Days of the Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus.

If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

8.2.2 MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not be subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest at a rate prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

8.3 MODE OF REFUND

Within 6 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

8.3.1 Mode of making refunds

The Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum /or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not done within the 4 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 6 days from the Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allottee	An Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations, 2009.
Anchor Investor Portion	Up to 30% of the QIB Category which may be allocated by the Issuer in consultation with the Lead Manager, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application	An indication to make an offer during the Issue Period by a prospective pursuant to submission of Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price including all revisions and modifications thereto.
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Collecting Intermediaries	*i)* an SCSB, with whom the bank account to be blocked, is maintained *ii)* a syndicate member (or sub-syndicate member) *iii)* a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker') *iv)* a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity) *v)* a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
Application Supported by Blocked Amount/ (ASBA)/ ASBA	An application, whether physical or electronic, used by Bidders/Applicants to make a Bid authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount

Term	Description
	of the ASBA Applicant
ASBA Application	An Application made by an ASBA Applicant
Application Amount	The value indicated in Application Form and payable by the Applicant upon submission of the Application, less discounts (if applicable).
Banker(s) to the Issue/ Public Issue Bank and Refund Banker	The banks which are clearing members and registered with SEBI as Banker to the Issue/ Public Issue Bank and Refund Banker with whom the Public Issue Account(s) and Refund Account may be opened, and as disclosed in the Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Issue Closing Date	The date after which the SCSBs may not accept any Application for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation Applicants may refer to the Prospectus for the Issue Closing Date
Issue Opening Date	The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/ bidders may refer to the Prospectus for the Issue Opening Date
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (can submit their application inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period
Book Building Process/ Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009
Lead Manager(s)/Lead Manager/ LM	The Lead Manager to the Issue as disclosed in the Prospectus/ Prospectus and the Bid Application Form of the Issuer.
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Companies Act	The Companies Act, 1956 and The Companies Act, 2013 (to the extant notified)
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central

Term	Description
	Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by the ASBA Bidders/Applicants applying through the ASBA and a list of which is available on- http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
Designated Date	The date on which the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may allot Equity Shares to successful Applicants in the Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Stock Exchange	The designated stock exchange as disclosed in the Prospectus/Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with the Designated stock exchange in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoter and immediate relatives of the promoter. For further details /Applicant may refer to the Prospectus
Equity Shares	Equity shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FPI(s)	Foreign Portfolio Investor
Fixed Price Issue/ Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the

Term	Description
	Issuer in consultation with the Lead Manager(s)
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Application Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Application Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less Market Maker Reservation Portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FPIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than Rs. 2,00,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Prospectus and the Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs registered with SEBI and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Prospectus	The prospectus to be filed with the RoC in accordance with Section 60 of the Companies Act 1956 read with section 26 of Companies Act 2013, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the ASBA Accounts on the

Term	Description
	Designated Date
QIB Category Qualified Institutional Buyers or QIBs	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis As defined under SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Refunds through electronic transfer of funds	Refunds through ASBA
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Prospectus / Prospectus and Bid cum Application Form
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors / RIIs	Investors who applies or for a value of not more than Rs. 2,00,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies for a value of not more than Rs. 2,00,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Applicant in an issue to modify the quantity of Equity Shares in an Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http: //www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
SME IPO	Initial public offering as chapter XB of SEBI (ICDR) Regulation
SME Issuer	The Company making the Issue under chapter XB of SEBI (ICDR) Regulation
Stock Exchanges/SE	The stock exchanges as disclosed in the Prospectus/ Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Collection centres where the SCSBs shall accept application forms, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.
Underwriters	The Lead Manager

Term	Description
Underwriting Agreement	The agreement dated August 28, 2017 entered into between the Underwriter and our Company
Working Day	1. Till Application / Issue closing date: All days other than a Saturday Sunday or a public holiday 2. Post Application / Issue closing date and till the Listing of Equity Shares: All trading days, of stock exchanges excluding Sundays and public holidays, in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 India

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 **("FEMA")**. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("**RBI**") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India **("DIPP")**.

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment **("FDI")** through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India **("DIPP"),** has issued consolidated FDI Policy Circular of 2017 **("FDI Policy 2017")**, which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India **("RBI")** also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100 % foreign direct investment through automatic route is permitted in the sector in which our Company operates. Therefore applicable foreign investment up to 100% is permitted under automatic route. FDI is permitted upto 100 % in Greenfield projects and 74% in Brownfield projects under the automatic route and FDI beyond 74% in Brownfield projects requires Government Route. FDI is permitted up to 100 percent in the manufacture of medical devices.

In case of investment in sectors through Government Route approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2017 has to be obtained by the Company.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP/RBI, from time to time. Such conditions include (i) where the transfer of shares requires the prior approval of the Government as per the extant FDI policy provided that: a) the requisite approval of the Government has been obtained; and b) the transfer of shares adheres with the pricing guidelines and documentation requirements as specified by the Reserve Bank of India from time to time. ; (ii) where the transfer of shares attract SEBI (SAST) Regulations subject to the adherence with the pricing guidelines and documentation requirements as specified by Reserve Bank of India from time to time.; (iii where the transfer of shares does not meet the pricing guidelines under the FEMA, 1999 provided that: a) The resultant FDI is in compliance with the extant FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, etc.), reporting requirements, documentation etc.; b) The pricing for the transaction is compliant with the specific/explicit, extant and relevant SEBI regulations/guidelines (such as IPO, Book building, block deals, delisting, exit, open offer/substantial acquisition/SEBI SAST); and Chartered Accountants Certificate to the effect that compliance with the relevant SEBI regulations/guidelines as indicated above is attached to the form FC-TRS to be filed with the AD bank and iv) where the investee company is in the financial sector provided that: a) Any 'fit and proper/due diligence' requirements as regards the non-resident investor as stipulated by the respective financial sector regulator, from time to time, have been complied with; and b) The FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, pricing, etc.), reporting requirements, documentation etc., are complied with.. As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

Investment conditions/restrictions for overseas entities

Under the current FDI Policy 2017, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FII, FPI, NRI, FVCI, LLPs, DRs and Investment Vehicles under Schedule 1, 2, 2A, 3, 6, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49 % or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

i. Investment by FIIs under Portfolio Investment Scheme (PIS):

With regards to purchase/sale of share/s convertible debentures by a registered FII under PIS the total holding by each FII/SEBI approved sub-account of FII shall not exceed 10 % of the total paid-up equity capital or 10% of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all FIIs/sub-accounts of FIIs put together shall not exceed 24 % of paid-up equity capital or paid-up value of each series of convertible debentures However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body. For arriving at the ceiling on holdings of FIIs, shares/ convertible debentures acquired both through primary as well as secondary market will be included. However, the ceiling will not include investment made by FII through off-shore Funds, Global Depository receipts and Euro-Convertible Bonds. With regard to convertible debentures, these investments permitted to be made shall not exceed 5 % of the total paid-up equity capital or 5% of the paid-up value of each series of convertible debentures issued by an Indian Company, and shall also not exceed the over-all ceiling limit of 24 % of paid-up equity capital or paid up value of each series of convertible debentures.

ii. Investment by Registered Foreign Portfolio Investor (RFPI) under Foreign Portfolio Investment (FPI) Scheme

With respect to purchase/sale of shares or convertible debentures or warrants, a RFPI registered in accordance with SEBI (FPI) Regulations, 2014 as amended in regular intervals may purchase shares or convertible debentures or warrants of an Indian company under FPI scheme. The total holding by each RFPI shall be below 10 % of the total paid-up equity capital or 10 % of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all RFPI put together shall not exceed 24 % of paid-up equity capital or paid up value of each series of convertible debentures. The said limit of 24 % will be called aggregate limit. However, the aggregate limit of 24 % may be increased up to the sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its General Body. For arriving at the ceiling on holdings of RFPI, shares or convertible debentures or warrants acquired both through primary as well as secondary market will be included. However, the ceiling will exclude investment made by RFPI through of off-shore Funds, Global Depository Receipts and Euro-Convertible Bonds but include holding of RFPI and deemed RFPI in the investee company for computation of 24 % or enhanced limit.

iii. Investment by NRI on repatriation and non-repatriation basis under PIS:

With respect to purchase/sale of shares and/or convertible debentures by a NRI on a stock exchange in India on repatriation and/or non-repatriation basis under PIS is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2000. Further, with regard to limits:

- the paid-up value of shares of an Indian company, purchased by each NRI both on repatriation and on non-repatriation basis, does not exceed 5 % of the paid-up value of shares issued by the company concerned;
- the paid-up value of each series of convertible debentures purchased by each NRI both on repatriation and non-repatriation basis does not exceed 5 % of the paid-up value of each series of convertible debentures issued by the company concerned;
- the aggregate paid-up value of shares of any company purchased by all NRIs does not exceed 10 % of the paid up capital of the company and in the case of purchase of convertible debentures
- the aggregate paid-up value of each series of debentures purchased by all NRIs does not exceed 10 % of the paid-up value of each series of convertible debentures;

  However, the aggregate ceiling of 10 % may be raised to 24 % if a special resolution to that effect is passed by the General Body of the Indian company concerned.

iv. Investment by NRI on Non-repatriation basis

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations – Purchase and sale of shares and convertible debentures or warrants by a NRI on Non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 20003/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Prospectus.

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

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION VIII- MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Sr. No	Particulars	
1.	No regulation contained in Table "F" in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	**Table F Applicable.**
	Interpretation Clause	
2.	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	**Act**
	(b) "These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	**Articles**
	(c) "Auditors" means and includes those persons appointed as such for the time being of the Company.	**Auditors**
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	**Capital**
	(e) *****"The Company" shall mean BETA DRUGS LIMITED	
	(f) "Executor" or "Administrator" means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	**Executor or Administrator**
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	**Legal Representative**
	(h) Words importing the masculine gender also include the feminine gender.	**Gender**
	(i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	**In Writing and Written**
	(j) The marginal notes hereto shall not affect the construction thereof.	**Marginal notes**

Sr. No	Particulars	
	(k) “Meeting” or “General Meeting” means a meeting of members.	**Meeting or General Meeting**
	(l) "Month" means a calendar month.	**Month**
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	**Annual General Meeting**
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	**Extra-Ordinary General Meeting**
	(o) “National Holiday” means and includes a day declared as National Holiday by the Central Government.	**National Holiday**
	(p) “Non-retiring Directors” means a director not subject to retirement by rotation.	**Non-retiring Directors**
	(q) "Office” means the registered Office for the time being of the Company.	**Office**
	(r) “Ordinary Resolution” and “Special Resolution” shall have the meanings assigned thereto by Section 114 of the Act.	**Ordinary and Special Resolution**
	(s) “Person" shall be deemed to include corporations and firms as well as individuals.	**Person**
	(t) “Proxy” means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	**Proxy**
	(u) “The Register of Members” means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	**Register of Members**
	(v) "Seal" means the common seal for the time being of the Company.	**Seal**
	(w) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	**Singular number**
	(x) “The Statutes” means the Companies Act, 2013and every other Act for the time being in force affecting the Company.	**Statutes**
	(y) “These presents” means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	**These presents**
	(z) “Variation” shall include abrogation; and “vary” shall include abrogate.	**Variation**
	(aa) “Year” means the calendar year and “Financial Year” shall have the meaning assigned thereto by Section 2(41) of the Act.	**Year and Financial Year**
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.	**Expressions in the Act to bear the same meaning in Articles**
	CAPITAL	
3.	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to	**Authorized Capital.**

Sr. No	Particulars	
	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 64of 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) premia, 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 Resolutions, which directly affect the rights attached to his Preference Shares.	**Voting rights of preference shares**
9.	On the issue of redeemable preference shares under the provisions of Article 7 hereof , the following provisions-shall take effect: (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; (b) No such Shares shall be redeemed unless they are fully paid; (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	**Provisions to apply on issue of Redeemable Preference Shares**

Sr. No	Particulars	
	Company's security premium account, before the Shares are redeemed; (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 (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	
10.	The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce (a) the share capital; (b) any capital redemption reserve account; or (c) any security premium account In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.	**Reduction of capital**
11.	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.	**Debentures**
12.	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54of 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	**ESOP**

Sr. No	Particulars	
	subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.	
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 61of 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 there under 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 there under the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed there under.	**Issue of Securities**
	MODIFICATION OF CLASS RIGHTS	
18.	(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. 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 and the provisions of this section shall apply to such variation.	**Modification of rights**
	(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 pari passu	**New Issue of Shares not to affect rights attached to existing shares of that class.**

Sr. No	Particulars	
	therewith.	
19.	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.**
20.	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.**
21.	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.**
22.	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.**
23.	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**
24.	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	**Deposit and call etc. to be a debt payable immediately.**

Sr. No	Particulars	
	shall be paid by him, accordingly.	
25.	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.**
26.	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	
27.	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections39of the Act	
	CERTIFICATES	
28.	(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 Secretary or other	**Share Certificates.**

Sr. No	Particulars	
	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. (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. (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.	
29.	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. Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf. The provisions of this Article shall mutatis mutandis apply to debentures of the Company.	**Issue of new certificates in place of those defaced, lost or destroyed.**
30.	(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	**The first named joint holder deemed Sole holder.**

Sr. No	Particulars	
	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.	
	(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.**
31.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise 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 recognise any interest in share other than that of registered holders.**
32.	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 shares to be duly paid.**
	UNDERWRITING AND BROKERAGE	
33.	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**
34.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	**Brokerage**
	CALLS	
35.	(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. (2) A call may be revoked or postponed at the discretion of the Board.	**Directors may make calls**

Sr. No	Particulars	
	(3) A call may be made payable by installments.	
36.	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**
37.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising 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.**
38.	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.**
39.	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.**
40.	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.**
41.	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.**
42.	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	**Proof on trial of suit for money due on shares.**

Sr. No	Particulars	
	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.	
43.	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 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.	**Judgment, decree, partial payment motto proceed for forfeiture.**
44.	(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. (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.	**Payments in Anticipation of calls may carry interest**
	LIEN	
45.	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	**Company to have Lien on shares.**

Sr. No	Particulars	
	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.	
46.	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 authorise 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 no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	**As to enforcing lien by sale.**
47.	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	
48.	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 maybe given.**

Sr. No	Particulars	
49.	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. 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.	**Terms of notice.**
50.	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.**
51.	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**
52.	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 maybe sold etc.**
53.	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.**
54.	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.**
55.	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.**
56.	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-	**Title of purchase rand allottee of Forfeited shares.**

Sr. No	Particulars	
	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.	
57.	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.**
58.	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.**
59.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register 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.	**Validity of sale**
60.	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.	**Surrender of shares.**
	TRANSFER AND TRANSMISSION OF SHARES	
61.	(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. (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.	**Execution of the instrument of shares.**
62.	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	**Transfer Form.**

Sr. No	Particulars	
	thereof. The instrument of transfer shall be in a common form approved by the Exchange;	
63.	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.	**Transfer not to be registered except on production of instrument of transfer.**
64.	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— (a) any transfer of shares on which the company has a lien. That registration of transfer shall however 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;	**Directors may refuse to register transfer.**
65.	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.**
66.	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.**
67.	The Board of Directors shall have power on giving not less than seven days pervious 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	**Closure of Register of Members or debentureholder or other security holders..**

Sr. No	Particulars	
	not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	
68.	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.**
69.	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.**
70.	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.**
71.	(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. (b) Before recognising 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. 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 (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.	**Recognition of legal representative.**
72.	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	**Titles of Shares of deceased Member**

Sr. No	Particulars	
	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 72of the Companies Act.	
73.	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.	**Notice of application when to be given**
74.	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'.	**Registration of persons entitled to share otherwise than by transfer.(transmission clause).**
75.	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.	**Refusal to register nominee.**
76.	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.**
77.	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 not liable for disregard of a notice prohibiting registration of transfer.**

Sr. No	Particulars	
	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.	
78.	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 no. SH-4 hereof as circumstances permit.	**Form of transfer Outside India.**
79.	No transfer shall be made to any minor, insolvent or person of unsound mind.	**No transfer to insolvent etc.**
	NOMINATION	
80.	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, 2013shall 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 72of 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) lf the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.	**Nomination**
81.	A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either- (i) to be registered himself as holder of the security, as the case may be; or (ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made; (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	**Transmission of Securities by nominee**

Sr. No	Particulars	
	security holder as the case may be; (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. 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.	
	DEMATERIALISATION OF SHARES	
82.	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	
83.	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**
84.	(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 with any other person;	**Title of survivors.**
	(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	
85.	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	**Power to issue share warrants**

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	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.	
86.	(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. (b) Not more than one person shall be recognized as depositor of the Share warrant. (c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.	**Deposit of share warrants**
87.	(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. (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.	**Privileges and disabilities of the holders of share warrant**
88.	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**
	CONVERSION OF SHARES INTO STOCK	
89.	The Company may, by ordinary resolution in General Meeting. a) convert any fully paid-up shares into stock; and b) re-convert any stock into fully paid-up shares of any denomination.	**Conversion of shares into stock or reconversion.**
90.	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.	**Transfer of stock.**
91.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and	**Rights of stockholders.**

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	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.	
92.	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.	**Regulations.**
	BORROWING POWERS	
93.	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 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.	**Power to borrow.**
94.	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, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	**Issue of discount etc. or with special privileges.**
95.	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, charter, 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	**Securing payment or repayment of Moneys borrowed.**

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	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.	
96.	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.**
97.	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.**
98.	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 surely 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.**
	MEETINGS OF MEMBERS	
99.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	**Distinction between AGM & EGM.**
100.	(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 the members	**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**
101.	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.**
102.	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether	**Chairman of General Meeting**

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	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.	
103.	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.**
104.	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. 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. 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. 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.	**Chairman with consent may adjourn meeting.**
105.	In the case of an equality of votes the Chairman shall both on a 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.	**Chairman's casting vote.**
106.	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.**
107.	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	
108.	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.**
109.	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	**Number of votes each member entitled.**

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	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.	
110.	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.**
111.	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**
112.	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 of transacting the business in the General Meeting of the Company.	**Postal Ballot**
113.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	**E-Voting**
114.	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. b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	**Votes of joint members.**
115.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	**Votes may be given by proxy or by representative**
116.	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) authorise such person by resolution of its Board of	**Representation of a body corporate.**

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	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 authorised 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.	
117.	(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.**
118.	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.**
119.	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 Authorised 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.**
120.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time forholding 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.**
121.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	**Form of proxy.**

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122.	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.**
123.	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.**
124.	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	
125.	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**
126.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	**Qualification shares.**
127.	(a) Subject to the provisions of the Companies Act, 2013and 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 (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. (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. (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	**Nominee Directors.**

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	him/them as such Director/s.	
128.	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.**
129.	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 upto the date of the next Annual General Meeting.	**Additional Director**
130.	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 upto the date upto 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.**
131.	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 not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	**Sitting Fees.**
132.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	**Travelling expenses Incurred by Director on Company's business.**
	PROCEEDING OF THE BOARD OF DIRECTORS	
133.	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	**Meetings of Directors.**
134.	a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present	**Chairperson**

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	within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.	
135.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	**Questions at Board meeting how decided.**
136.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	**Continuing directors may act notwithstanding any vacancy in the Board**
137.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so 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.	**Directors may appoint committee.**
138.	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.**
139.	a) A committee may elect a Chairperson of its meetings. b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	**Chairperson of Committee Meetings**
140.	a) A committee may meet and adjourn as it thinks fit. b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.	**Meetings of the Committee**
141.	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	**Acts of Board or Committee shall be valid notwithstanding defect in appointment.**

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	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.	
	RETIREMENT AND ROTATION OF DIRECTORS	
142.	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	
143.	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 shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	**Powers of the Board**
144.	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 authorised 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	**To erect & construct.**

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		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.	
	(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.**
	(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 conduct legal proceedings.**

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	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.	
	(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 realise 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 byway of indemnity.**
	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, 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.	**To determine signing 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	**Transfer to Reserve Funds.**

Sr. No	Particulars		
		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 179 of 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 depredation 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.	
	(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 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.	**To appoint and remove officers and other employees.**
	(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	**To appoint Attorneys.**

Sr. No	Particulars		
		these presents and excluding the power to make calls and excluding also except in their limits authorised 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.	
	(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 commission or interest lawfully payable there out under the provisions of Sections 40of the Act and of the provisions contained in these presents.	**To pay commissions or 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,	**To assist charitable or benevolent institutions.**

Sr. No	Particulars	
	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.	
	(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. (34) To undertake on behalf of the Company any payment of rents and the performance of the covenants,	

Sr. No	Particulars	
	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. (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. (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. (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. (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.	
	MANAGING AND WHOLE-TIME DIRECTORS	
145.	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. b) The Managing Director or Managing Directors so appointed shall not be liable to retire by rotation, however whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Whole-time Director who **i**s appointed as Director immediately on the retirement by rotation shall continue to hold his office as Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment Whole-time Director.	**Powers to appoint Managing/ Whole time Directors.**
146.	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these	**Remuneration o Managing or Whole time Director.**

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	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.	
147.	(1) Subject to control, direction and supervision of the Board of Directors, the day-today 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. (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. (3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles. (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. (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.	**Powers and duties of Managing Director or Whole-time Director.**
	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer	

Sr. No	Particulars	
148.	a) Subject to the provisions of the Act,— 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 thinks 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; ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. **b)** A provision of the Act or these regulations requiring or authorising 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.	**Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer**
	THE SEAL	
149.	(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. (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.	**The seal, its custody and use.**
150.	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	
151.	(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. (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. (3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as	**Division of profits.**

Sr. No	Particulars	
	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.	
152.	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.**
153.	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, thinks fit. b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	**Transfer to reserves**
154.	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.**
155.	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.**
156.	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.**
157.	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.**
158.	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articleshas 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 .**
159.	No member shall be entitled to receive payment of any	**No Member to receive**

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	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.	**dividend whilst indebted to the company and the Company's right of reimbursement thereof.**
160.	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.**
161.	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.**
162.	a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	**Dividends how remitted.**
163.	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.**
164.	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	**No interest on Dividends.**
	CAPITALIZATION	
165.	(1) The Company in General Meeting may, upon the recommendation of the Board, resolve: (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 (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. (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: (i) paying up any amounts for the time being unpaid on any shares held by such members respectively; (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 (iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).	**Capitalization.**

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	(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. (4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.	
166.	(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall — (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and (b) generally to do all acts and things required to give effect thereto. (2) The Board shall have full power - (a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such 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. (3) Any agreement made under such authority shall be effective and binding on all such members. (4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.	**Fractional Certificates.**
167.	(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. (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	**Inspection of Minutes Books of General Meetings.**

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	any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.	
168.	a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors. b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.	**Inspection of Accounts**
	FOREIGN REGISTER	
169.	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	
170.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised 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.**
171.	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 Authorised Officer of the Company and need not be under the Common Seal of the Company.	**Authentication of documents and proceedings.**
	WINDING UP	
172.	Subject to the provisions of Chapter XX of the Act and rules made thereunder— (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.	
	INDEMNITY	
173.	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	**Directors' and others right to indemnity.**

Sr. No	Particulars	
	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, 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 463 of the Act on which relief is granted to him by the Court.	
174.	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 lossor 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	
175.	(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	**Access to property information etc.**

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	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.	

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 the 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 Village Nandpur Baddi, Himachal Pradesh-17410 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. Issue Agreement dated August 28, 2017 between our Company and the Lead Manager.
2. Agreement dated August 28, 2017 between our Company and Link Intime Private Limited, Registrar to the Issue.
3. Underwriting Agreement dated August 28,, 2017 between our Company and Underwriter viz. Lead Manager.
4. Market Making Agreement dated August 28, 2017 between our Company, Market Maker and the Lead Manager.
5. Banker to the Issue Agreement dated August 28, 2017 amongst our Company, the Lead Manager, Banker to the Issue and the Registrar to the Issue.
6. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated September 15, 2017
7. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated September 05, 2107.

Material Documents

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Resolution of the Board dated August 14,2017 authorizing the Issue
3. Special Resolution of the shareholders passed at the EGM dated August 17, 2017 authorizing the Issue.
4. Statement of Tax Benefits dated August 23, 2017 issued by Peer Review Auditor, M/s R.T. Jain & Co. LLP, Chartered Accountants.
5. Report of the Peer Review Auditor, M/s R.T. Jain & Co. LLP, Chartered Accountants dated August 23, 2017 on the Restated Financial Statements for the year ended as on 31 March 2017, 2016, 2015 and 2014 of our Company.
6. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors of our Company, Peer Reviewed Auditor, Legal Advisor to the Issue, the Lead Manager, Registrar to the Issue, Underwriter, Bankers to the Issue/ Public Issue Bank and Refund Bank, Banker to the Company and Market Maker to act in their respective capacities.
7. Copy of approval from National Stock Exchange of India Limited *vide* letter dated September 18, 2017 to use the name of NSE in this offer document for listing of Equity Shares on SME Platform of National Stock Exchange of India Limited.

None of the contracts or documents mentioned in this Prospectus may be amended or modified at any time without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, the under signed, hereby certify and declare that, all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the regulations / guidelines issued by SEBI, 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, the Securities and Exchange Board of India Act, 1992 and Securities Contracts (Regulation) Act, 1956 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 all the Directors of our Company

Name and Designation	Signature
Vijay Batra *Chairman and Managing Director*	Sd/-
Balwant Singh *Whole Time director*	Sd/-
Rahul Batra *Whole Time director*	Sd/-
Varun Batra *Whole Time director*	Sd/-
Neeraj Batra *Whole Time director*	Sd/-
Manmohan Khanna *Independent Director*	Sd/-
Nipun Arora *Independent Director*	Sd/-
Rohit Patri *Independent Director*	Sd/-

Signed by Chief Financial Officer and Company Secretary & Compliance Officer of the Company

Jayant Kumar Chief Financial Officer

Rajni Brar

Company Secretary & Compliance Officer

Date: 19th September, 2017

Place: Baddi

Annexure A

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY PANTOMATH CAPITAL ADVISORS PRIVATE LIMITED

Sr. No	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Bohra Industries Limited	25.15	55	April 05, 2017	56.20	-0.82% (1.02%)	-6.36% (3.78%)	Not Applicable
2.	Creative Peripherals and Distribution Limited	13.50	75	April 12, 2017	75.75	72.67% (2.62%)	78.13% (6.42%)	Not Applicable
3.	Panache Digilife Limited	14.58	81	April 25, 2017	84.00	14.20% (0.58%)	26.73% (7.09%)	Not Applicable
4.	Zota Health Care Limited	58.50	125	May 10, 2017	140.40	6.64% (2.25%)	5.84% (6.91%)	Not Applicable
5.	Gautam Exim Limited	3.32	40	July 11, 2017	40.00	5.00% (-0.68%)	Not Applicable	Not Applicable
6.	Bansal Multiflex Limited	6.2	31	July 12, 2017	34.00	50.00% (0.04%)	Not Applicable	Not Applicable
7.	Shrenik Limited	21.6	40	July 18, 2017	41.90	101.88% (0.71%)	Not Applicable	Not Applicable
8.	Jigar Cables Limited	5.59	30	July 28, 2017	33.15	50.00% (-2.21%)	Not Applicable	Not Applicable
9.	Vaishali Pharma Limited	14.23	72	August 22, 2017	71.90	Not Applicable	Not Applicable	Not Applicable
10.	Lexus Granito (India) Limited	25.92	45	August 23, 2017	53.00	Not Applicable	Not Applicable	Not Applicable

Note:- Worth Peripherals Limited, Shree Tirupati Balajee FIBC Limited, R M Drip & Sprinklers Systems Limited, Poojawestern Metaliks Limited and Airolam Limited have filed their Red Herring Prospectus and Prospectus as applicable with respective Registrar of Companies.

Sources: All share price data is from www.bseindia.com and www.nseindia.com

Note:-

1. The BSE Sensex and CNX Nifty are considered as the Benchmark Index
2. Prices on BSE/NSE are considered for all of the above calculations
3. In case 30th/90th/180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered
4. In case 30th/90th/180th days, scrips are not traded then last trading price has been considered.

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by the lead manager are provided.

SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPO	Total funds raised (Rs. Cr)	Nos of IPOs trading at discount on 30th Calendar day from listing date			Nos of IPOs trading at premium on 30th Calendar day from listing date			Nos of IPOs trading at discount on 180th Calendar day from listing date			Nos of IPOs trading at premium on 180th Calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
15-16	***9	54.01	-	-	1	3	2	3	-	1	1	4	3	-
16-17	****24##	204.56	-	-	5	6	3	9	-	1	5	8	1	5
17-18	*****10$$	188.59	-	-	1	3	1	3	-	-	-	-	-	-

***The scripts of Filtra Consultants and Engineers Limited, Ambition Mica Limited, Jiya Eco Products Limited, M.D. Inducto Cast Limited, Majestic Research Services and Solutions Limited, Mangalam Seeds Limited, Sri Krishna Constructions (India) Limited, Patdiam Jewellery Limited and Vidli Restaurants Limited were listed on April 15, 2015, July 14, 2015, July 16, 2015, July 16, 2015, July 16, 2 015, August 12, 2015, October 01, 2015, October 16, 2015 and February 15, 2016 respectively.

****The scripts Ruby Cables Limited, Sysco Industries Limited, Lancer Containers Lines Limited, Yash Chemex Limited, Titaanium Ten Enterprise Limited, Commercial Syn Bags Limited, Shiva Granito Export Limited, Sprayking Agro Equipment Limited, Narayani Steels Limited, Nandani Creation Limited, DRA Consultant Limited, Gretex Industries Limited, Sakar Health Care Limited, Bindal Exports Limited, Mewar Hi-Tech Engineering Limited, Shashijit Infraprojects Limited, Agro Phos (India) Limited, Majestic Research Services and Solutions Limited, Maheshwari Logistics Limited, Madhav Copper Limited, Chemcrux Enterprises Limited, Manomay Tex India Limited, Oceanic Foods Limited and Euro India Fresh Foods Limited were listed on April 13, 2016, April 13, 2016, April 13, 2016, June 20, 2016, July 14, 2016, July 14, 2016, September 06, 2016, September 14, 2016, September 14, 2016, October 10, 2016, October 13, 2016, October 14, 2016, October 14, 2016, October 17, 2016, October 17, 2016, October 17, 2016, November 16, 2016 December 14, 2016, January 16, 2017, February 06, 2017, March 28, 2017, March 28, 2017, March 31, 2017 and March 31, 2017 respectively.

##The Scripts of Chemcrux Enterprises Limited, Manomay Tex India Limited, Oceanic Foods Limited and Euro India Fresh Foods Limited have not completed 180 Days, 180 Days, 180 Days and 180 Days respectively from the date of listing.

*****The scripts Bohra Industries Limited, Creative Peripherals and Distribution Limited, Panache Digilife Limited and Zota Health Care Limited, Gautam Exim Limited, Bansal Multiflex Limited, Shrenik Limited, Jigar Cables Limited, Vaishali Pharma Limited and Lexus Granito (India) Limited were listed on April 05, 2017, April 12, 2017, April 25, 2017, May 10, 2017 July 11, 2017, July 12, 2017, July 18, 2017, July 28, 2017, August 22, 2017 and August 23, 2017 respectively.

$$ The scripts of Bohra Industries Limited, Creative Peripherals and Distribution Limited, Panache Digilife Limited, Zota Health Care Limited, Gautam Exim Limited, Bansal Multiflex Limited, Shrenik Limited, Jigar Cables Limited, Vaishali Pharma Limited and Lexus Granito (India) Limited have not completed, 180 Days, 180 Days, 180 Days, 180 Days, 180 Days, 30 Days, 30 Days, 30 Days and 30 Days respectively from the date of listing.