Prospectus
Date: March 04, 2019
Please read Section 26 & 32 of Companies Act, 2013
Fixed Price issue

NORTHERN SPIRITS LTD
Entrepreneurial Journey Since 1975

Northern Spirits Limited

Our Company was originally incorporated at Kolkata as Northern Spirits Private Limited on September 13, 2012 under the provisions of the Companies Act, 1956, with the Registrar of Companies West Bengal, Kolkata. Subsequently our Company was converted into a Public Limited Company and the name of the Company was changed to Northern Spirits Limited vide Certificate of Incorporation consequent upon Conversion from Private to Public Limited Company dated May 03, 2018. The Corporate Identification Number of our company is U15500WB2012PLC185821. For further details of our Company, please refer the chapter titled "General Information" and "Our History and Certain Corporate Matters" on page no. 30 and 92 of this Prospectus.

Registered Office: 5A, Woodburn Park Road, Woodburn Central Unit 603, 6th Floor, Kolkata-700020, West Bengal, India
Tel No: 033-22902043; **Email:** info@northernspirits.in, **Website:** www.northernspirits.in
Contact Person: Ms. Nikita Sureka, Company Secretary & Compliance Officer;

PROMOTERS OF THE COMPANY: 1) MR. KULBIR BAKSHI, 2) MR. ANUJ BAKSHI AND 3) MR. ANKUSH BAKSHI

THE ISSUE

PUBLIC ISSUE OF 43,02,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH ("EQUITY SHARES") OF NORTHERN SPIRITS LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹43/- PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF ₹33/- PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING TO ₹1,849.86 LAKHS ("THE ISSUE"), OF WHICH 2,16,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹43/- PER EQUITY SHARE, AGGREGATING TO ₹92.88 LAKHS WILL BE RESERVED FOR SUBSCRIPTIONS BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 40,86,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹43/- PER EQUITY SHARE, AGGREGATING TO ₹1,756.98 LAKHS IS HERE IN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.80% AND 25.46% RESPECTIVELY OF THE POST ISSUE PAIDUP EQUITY SHARE CAPITAL OF THE COMPANY.

THE FACE VALUE OF THE EQUITY SHARE IS ₹10/- EACH AND THE ISSUE PRICE IS ₹43/- i.e. 4.30 TIMES OF THE FACE VALUE OF THE EQUITY SHARES. THE MINIMUM LOT SIZE IS 3,000 EQUITY SHARES

THIS OFFER IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIRMENT) REGULATIONS, 2018 (THE "SEBI ICDR REGULATIONS") READ WITH RULE 19(2)(b)(i) OF SCRR AS AMENDED. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET OFFER TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253(2) OF THE SEBI (ICDR) REGULATIONS, 2018. (*For further details see "The Issue" beginning on page no. 26 of this Prospectus.)*

In terms of Regulation 256 of SEBI ICDR Regulations read with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the 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 "Issue Procedure" on page no. 168 of this Prospectus. A copy will be delivered for registration to the Registrar of Companies as required under Section 26 & 32 of the Companies Act, 2013.

RISK IN RELATION TO THE FIRST ISSUE

This being the first issue of the issuer, there has been no formal market for the securities of the issuer. The face value of the equity shares is ₹ 10/- each and the issue price is 4.3 times of face value of the equity share. The issue price should not be taken to be indicative of the market price of the equity shares after the equity shares are listed on the SME platform of BSE. No assurance can be given regarding an active or sustained trading in the equity shares of our company or regarding the price at which the equity shares will be traded after listing.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended or approved by the Securities and Exchange Board of India (SEBI) nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of investors is invited to the statement of 'Risk factors' given on page number 17 under the section 'General Risks'

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares of our company issued through this Prospectus are proposed to be listed on the SME Platform of BSE Limited **("BSESME").** In terms of the Chapter IX of the SEBI ICDR Regulations, as amended from time to time Our Company has received "in-principal" approval letter dated **January 31, 2019** from BSE for using its name in this offer document for listing of our shares on the SME Platform of BSE. For the purposes of the issue, the Designated Stock Exchange will be BSE Limited ("BSE").

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
FINSHORE Creating Enterprise Managing Values **FINSHORE MANAGEMENT SERVICES LIMITED** Anandlok", Block-A, 2nd Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal **Telephone:** +91 – 33 – 22895101 **Email:** ramakrishna@finshoregroup.com **Website:** www.finshoregroup.com **Investor Grievance Email:** info@finshoregroup.com **Contact Person:** Mr. S. Ramakrishna Iyengar **SEBI Registration No:** INM000012185	CAMEO **CAMEO CORPORATE SERVICES LIMITED** "Subramanian Building", #1, Club House Road, Chennai - 600 002, India **Telephone:** +91-44-40020700, 28460390 **Facsimile**: +91-44-28460129 **Email:** investor@cameoindia.com **Contact Person:** Mr. R.D. Ramasamy, Director **Website:** www.cameoindia.com **SEBI Registration Number:** INR000003753

ISSUE PROGRAMME

ISSUE OPEN ON: MARCH 22, 2019	ISSUE CLOSE ON: MARCH 27, 2019

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SECTION I: DEFINITIONS AND ABBREVIATIONS

DEFINITION AND ABBREVIATIONS

This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the respective meanings given below. References to statutes, regulations, rules, guidelines and policies will be deemed to include all amendments and modifications thereto as amended time to time.

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this Prospectus, and references to any statute or regulations or policies will include any amendments or re-enactments thereto, from time to time. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

General Terms

TERMS	DESCRIPTION
"Northern Spirits Limited", "NSL", "Northern", "The Company", "Our Company", "we", "our", "us" or "Issuer"	Unless the context otherwise indicates or implies, Northern Spirits Limited, a public limited company incorporated under the provision of Companies Act, 1956 and having its Registered Office at 5A, Woodburn Park Road, Woodburn Central Unit 603, 6th Floor, Kolkata-700020, West Bengal, India.
Our Promoters or Promoters of the Company	The promoters of our company being 1) Mr. Kulbir Bakshi, 2) Mr. Anuj Bakshi and 3) Mr. Ankush Bakshi
Promoter's Group	Includes such persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) regulations, 2018 and as disclosed under Section titled "Our Promoters and Promoter Group"

Company Related Terms

TERMS	DESCRIPTION
"Articles" or "Articles of Association" or "AOA"	The Articles of Association of our Company, as amended from time to time.
Auditor/Statutory Auditor	The Statutory Auditors of our Company, being "*M/s. Agarwal Saha & Associates*" Chartered Accountants, 18 Netaji Subhas Road, Room No.9, 3rd Floor, Kolkata-700001
Banker to our Company	Banks who have extended credit facilities to our Company i.e. "*DBS Bank*", "*Canara Bank*" & "*Karur Vysya Bank*".
"Board of Director(s)" or "the/our Board"	Unless otherwise specified, The Board of Directors of our company, as duly constituted from time to time, including any committee(s) thereof.
"CFO" or Chief Financial Officer	The chief financial officer of our company being "*Mr. Amit Kumar*".
Company Secretary & Compliance Officer	The Company Secretary & Compliance Officer of our company being "*Ms. Nikita Sureka*".
Director/Director(s)	The directors of our company, unless otherwise specified
ED	Executive Director
Equity Shares	The 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/Entities	Such companies with which there were related party transactions, during the period for which financial information is disclosed in this Prospectus, which are covered under the applicable accounting standards and other companies as considered material by our Board, as identified in "Our Group Companies"
ISIN	International Securities Identification Number In this case being "*INE01BL01012*"
KMP / Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations 2018, Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled "Our Management" beginning on page no. 95 of this Prospectus.
MD	Managing Director
Memorandum/Memorandum of Association/MoA	The Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, as disclosed in the Section titled, **Our Management**, on page no. 95 of this Prospectus.
Peer Review Auditor	Independent Auditor having a valid Peer Review certificate in our case being "*M/s. J K Sarawgi & Company*" (Chartered Accountants), having its office at Fortuna Towers, 23A N. S. Road, 10th floor, Suite No. 27A, Kolkata- 700001, West Bengal, India
Registered Office	5A, Woodburn Park Road, Woodburn Central Unit 603, 6th Floor, Kolkata-700020, West Bengal, India.

TERMS	DESCRIPTION
Restated Financial Statement	Audited Financial Statements for the period ended September 30th, 2018 and financial Years ended March 31, 2018, 2017, 2016, 2015, and 2014, as restated in accordance with SEBI (ICDR) Regulations, comprises of (i) Financial Information as per Restated Summary Financial Statements and (ii) Other Financial Information.
RoC/Registrar of Companies	The Registrar of Companies, Kolkata, West Bengal located at Nizam Palace. 2nd MSO Building. 2nd Floor, 234/4, A.J.C. Bose Road, Kolkata - 700020, West Bengal, India.
WTD	Whole Time Director

Issue Related Terms

Terms	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form.
Allot/Allotment/Allotted of Equity Shares	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of the Equity Shares to the successful Applicants.
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 Exchange.
Allottee(s)	A successful Applicant (s) to whom the Equity Shares are being/have been issued/allotted.
Applicant	Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application Form.
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Form	The form in terms of which an Applicant shall make an Application and which shall be considered as the application for the Allotment pursuant to the terms of this Prospectus.
Application Supported by Blocked Amount/ASBA or UPI	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid authorizing a SCSB to block the Bid Amount in the ASBA Account including the bank account linked with UPI ID
ASBA Account/UPI	A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by Applicants for blocking the Bid Amount mentioned in the ASBA Form
ASBA Applicant(s)	Any prospective investors in this Issue who apply for Equity Shares of our Company through the ASBA process in terms of this Prospectus.
ASBA Forms	An application form (with or without the use of UPI, as may be applicable), whether physical or electronic, used by ASBA Applicants, which will be considered as the application for Allotment in terms of the Prospectus.
ASBA Application Location(s)/Specified Cities	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on www.sebi.gov.in/pmd/scsb.pdf
Banker to the Issue	Bank which are clearing members and registered with SEBI as banker to an issue and with whom the Public Issue Account will be opened, in this case being "*HDFC Bank Ltd*".
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, as described in the Section titled, Issue Procedure, - Basis of Allotment beginning on page no. 168 of this Prospectus.
Broker Centers	Broker centers notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centers, along with the names and contact details of the Registered Brokers, are available on the website of the BSE on the following link: http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3
Broker to the Issue	All recognized members of the stock exchange would be eligible to act as the Broker to the Issue.
Business Day	Monday to Saturday (except 2nd & 4th Saturday of a month and public holidays).
BSE SME	The SME platform of BSE Limited, approved by SEBI as an SME Exchange for listing of equity shares
CAN or Confirmation of	The note or advice or intimation sent to each successful Applicant indicating the Equity

Terms	Description
Allocation Note	Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collection Centers	Centers at which the Designated Intermediaries shall accept the ASBA Forms.
Compliance Officer	The Company Secretary of our Company is Ms. Nikita Sureka.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Controlling Branches of SCSBs	Such branches of the SCSBs which co-ordinate Applications under this Issue made by the Applicants with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on 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.
Depository/Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, being NSDL and CDSL.
Depository Participant/DP	A depository participant as defined under the Depositories Act, 1966.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.bseindia.com
Designated Date	The date on which the funds are transferred by the Escrow Collection Bank from the Escrow Account(s) or the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Public Issue Account, as appropriate in terms of the Prospectus and the aforesaid transfer and instructions shall be issued only after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange.
Designated Intermediaries/ Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated Market Maker	In our case, M/s. Airan Finstocks Private Limited.
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. www.bseindia.com
Designated Stock Exchange	SME Platform of BSE Limited.
Draft Prospectus	The Draft Prospectus dated January 18, 2019 issued in accordance with Section 26 & 32 of the Companies Act, 2013 filed with BSE Limited under SEBI (ICDR) Regulations.
DP	Depository Participant.
DP ID	Depository Participant's Identity number.
Eligible NRI(s)	NRI(s) from such jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this Prospectus constitutes an invitation to subscribe for the Equity Shares Issued herein on the basis of the terms thereof.
FII/Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
General Information Document / GID	The General Information Document for investing in public issues prepared and issued in accordance with the Circular (CIR/CFD/DIL/12/2013) dated 23rd October, 2013, notified by SEBI read with SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018.
Issue/Public Issue/Issue Size Initial Public Issue/IPO	Public issue of 43,02,000 Equity Shares of face value of Rs.10/- each of our Company for cash at a price of Rs. 43/- per Equity Share (including a share premium of Rs.33/- per

Terms	Description
	Equity Share) aggregating to Rs.1,849.86 Lakhs by our Company, in term of this Prospectus.
Issue Agreement	The Issue Agreement dated 04th September 2018 and addendum agreement dated 04th February 2019, between our Company and Lead Manager.
Issue Closing Date	The date on which Issue Closes for Subscription.
Issue Opening Date	The date on which Issue Opens for Subscription.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which prospective Investors may submit their application.
Issue Price	The price at which Equity Shares are being issued by our Company being Rs.43/- per Equity Share.
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about use of the Issue Proceeds please refer to Section titled "Objects of the Issue" beginning on page no. 48 of this Prospectus.
Lead Manager/LM	means a merchant banker registered with the Board and appointed by the issuer to manage the issue and in case of a book-built issue, the lead manager(s) appointed by the issuer shall act as the book running lead manager(s) for the purposes of book building. Lead Manager to the Issue, in this case being "*Finshore Management Services Limited*".
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the BSE Limited.
Market Maker	Member Brokers of BSE who are specifically registered as Market Makers with the BSE SME Platform. In our case, "*M/s. Airan Finstocks Private Limited*" Market Maker to the Issue.
Market Making Agreement	The Market Making Agreement dated 07th December 2018, between our Company and Market Maker.
Market Maker Reservation Portion	Upto 2,16,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹ 43/- per Equity Share aggregating to ₹92.88 Lakhs only.
Mutual Fund(s)	Mutual fund (s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of up to 40,86,000 Equity Shares of face value Rs. 10/- each for cash at an Issue price of Rs. 43/-per Equity Share (the "Issue Price"), including a share premium of Rs.33/- per equity share aggregating up to Rs. 1,756.98 Lakhs Only.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company.
NPCI	National Payments Corporation of India (NPCI), a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA)
Non-Institutional Investors or NIIs	All Applicants, including sub-accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or Retail Individual Investors and who have applied for Equity Shares for an amount of more than Rs.2 Lakh (but not including NRIs other than Eligible NRIs).
Overseas Corporate Body/OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. ***OCBs are not allowed to invest in this Issue***.
Other Investors	Investors other than Retail Individual Investors. These include individual Applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
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 dated March 04, 2019 registered with the RoC in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013 and SEBI ICDR Regulations containing, inter alia, the Issue Price, the Issue Size and certain other information.
Public Issue Account	The Bank Account opened with the Banker(s) to this Issue "*HDFC Bank Limited*" under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Accounts on the Designated Date.

Terms	Description
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Registrar/Registrar to this Issue/RTI	Registrar to the Issue being in our case is "*M/s. Cameo Corporate Services Ltd*".
Registrar Agreement	The agreement dated May 24th, 2018 and addendum agreement dated 04th February 2019 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar pertaining to the Issue.
Reserved Category/Categories	Categories of persons eligible for making application under reservation portion.
Retail Individual Investors/RIIs	Applicants or minors applying through their natural guardians, (including HUFs in the name of Karta and Eligible NRIs) who have applied for an amount less than or equal to Rs. 2 Lakh in this Issue.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable.
Self-Certified Syndicate Bank(s) or SCSB(s)	Banks registered with SEBI, Issuing Services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html
Specified Locations	Collection Centers 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.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended thereto.
SME Exchange	The SME Platform of the BSE i.e. BSE SME.
SME Platform	The SME Platform of BSE i.e. BSE SME for listing equity shares Issued under Section IX of the SEBI ICDR Regulation 2018 which was approved by SEBI as an SME Exchange.
UPI	Unified Payments Interface (UPI) is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c.
Underwriters	M/s. Finshore Management Services Limited
Underwriting Agreement	The agreement dated 12th December 2018 entered into between our Company and the Underwriters.
Working Days	"working day" means all days on which commercial banks in the city as specified in the offer document are open for business. However, till issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the offer document are open for business. The time period between the bid/issue closing date and the listing of the specified securities on the stock exchanges, working day shall mean all trading days of the stock exchanges, excluding Sundays and bank holidays, as per circulars issued by the Board , as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and in terms of regulation 2(1)(mmm) of SEBI ICDR Regulations 2018..

Conventional and General Terms

Term	Description
ACIT	Assistant Commissioner of Income Tax.
AIF(s)	The alternative investment funds, as defined in, and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
Air Act, 1981	Air (Prevention and Control of Pollution) Act, 1981.
Category I Foreign Portfolio Investor(s)	FPIs who are registered as "Category I foreign portfolio investor" under the SEBI FPI Regulations.

Term	Description
Category II Foreign Portfolio Investor(s)	FPIs who are registered as "Category II foreign portfolio investor" under the SEBI FPI Regulations.
Category III Foreign Portfolio Investor(s)	FPIs who are registered as "Category III foreign portfolio investor" under the SEBI FPI Regulations.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made there under.
Companies Act/Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made there under.
Competition Act	The Competition Act, 2002.
Consolidated FDI Policy	Consolidation FDI Policy dated August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
CST Act	Central Sales Tax Act, 1956.
FCNR Account	Foreign currency non-resident account.
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there under.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000.
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations.
Financial Year/ Fiscal/ Fiscal Year/F.Y.	Period of twelve (12) months ended March 31 of that particular year, unless otherwise stated.
Foreign Portfolio Investor or FPI	Foreign Portfolio Investors, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
Fugitive economic offender	"fugitive economic offender" shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018
FVCI	Foreign Venture Capital Investor, registered under the FVCI Regulations.
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
Hazardous Waste Rules, 2008	Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008.
Income Tax Act or the I.T. Act	The Income Tax Act, 1961.
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016, as amended.
LLP Act	The Limited Liability Partnership Act, 2008.
Notified Sections	The sections of the Companies Act, 2013, that have been notified by the Government as having come into effect prior to the date of this Prospectus.
NRE Account	Non-resident external account.
NRO Account	Non-resident ordinary account.
RBI Act	Reserve Bank of India Act, 1934.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
SEBI (LODR) Regulations/ SEBI Listing Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996.
Securities Act	U.S. Securities Act of 1933, as amended.

Term	Description
State Government	The government of a state of the Union of India.
STT	Securities Transaction Tax.
Sub-account	Sub-accounts registered with SEBI under the SEBI FII Regulations other than sub-accounts which are foreign corporate or foreign individuals.
VCFs	Venture Capital Funds as defined and registered with SEBI under the SEBI VCF Regulations.
Water Act, 1974	Water (Prevention and Control of Pollution) Act, 1974.
Willful Defaulter(s)	A person or an issuer who or which is categorized as a willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India, as defined under Regulation 2(1)(lll) of SEBI ICDR Regulations 2018.

Technical and Industry related terms

Terms	Description
CAGR	Compounding Annual Growth Rate
RTD	Ready to Drink Beverages
GDP	Gross Domestic Product
FDI	Foreign Direct Investment
US	United States
GVA	Gross Value Addition
CPI	Consumer Price Index
MYEA	Mid-Year Economic Analysis
WPI	Wholesale Price Index
FCNR	Foreign Currency Non-Resident
FY	Financial Year
CSO	Central Statistics Office's
IMF	International Monetary Fund
G-sec	Government Securities
EPFO	Employees' Provident Fund Organisation
ESI	Employee State Insurance
CSO	Central Statistics Office's
MOU	Memorandum of Understanding
TFA	Trade Facilitation Agreement
GST	Goods & Services Tax
ASSOCHAM	Associated Chambers of Commerce of India
DIPP	Department of Industries Policy and Promotion
PSUs	Private Sector Units
PMA	Preferential Market Access
INR	Indian Rupee Rates

General terms/Abbreviations

Term	Description
₹ or Rs. or Rupees or INR	Indian Rupees.
AGM	Annual General Meeting.
AS/Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment year.
BC	Before Christ.
BPLR	Bank Prime Lending Rate.
BSE	BSE Limited.
CARO	Companies (Auditor's Report) Order, 2003.
CDSL	Central Depository Services (India) Limited.
CEO	Chief Executive Officer.
CIN	Corporate Identity Number.
CLB	Company Law Board.
CrPC	Criminal Procedure Code, 1973, as amended.

Term	Description
CSR	Corporate Social Responsibility.
DIN	Director Identification Number.
DP ID	Depository participant's identification.
ECS	Electronic Clearing System.
EBITDA	Earnings before Interest, Tax Depreciation and Amortisation.
EGM	Extraordinary General Meeting of the Shareholders of the Company.
EPS	Earnings Per Share.
ESOS	Employee Stock Option Scheme.
FDI	Foreign direct investment.
FIPB	Foreign Investment Promotion Board.
GAAR	General anti avoidance rules.
GBP	Great Britain Pound.
GIR	General index register.
GoI/Government	Government of India.
HNI	High Net Worth Individual.
HUF	Hindu Undivided Family.
ICAI	Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISO	International Organization for Standardization.
IT Act	The Income Tax Act, 1961, as amended.
IT Rules	The Income Tax Rules, 1962, as amended.
JV	Joint Venture.
MCA	Ministry of Corporate Affairs, Government of India.
MoU	Memorandum of Understanding.
N.A.	Not Applicable.
NAV/Net Asset Value	Net asset value being paid up equity share capital plus free reserves (excluding reserves created out of revaluation) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of profit and loss account, divided by number of issued Equity Shares.
NECS	National Electronic Clearing Services.
NEFT	National Electronic Fund Transfer.
NoC	No Objection Certificate.
No.	Number.
NR	Non-Resident.
NSDL	National Securities Depository Limited.
NTA	Net Tangible Assets.
p.a.	Per annum.
PAN	Permanent Account Number.
PAT	Profit After Tax.
PBT	Profit Before Tax.
PCB	Pollution Control Board.
P/E Ratio	Price per Earnings Ratio.
Pvt.	Private.
RBI	Reserve Bank of India.
RoC	Registrar of Companies.
RONW	Return on Net Worth.
RTGS	Real Time Gross Settlement.
SCN	Show Cause Notice.
SCSB	Self-Certified Syndicate Bank.
UIN	Unique Identification Number.
US	United States.
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America.
VAT	Value Added Tax.
YoY	Year on Year.

Notwithstanding the foregoing, the terms defined -

a) In the section titled "Description of Equity Shares and Terms of the Articles of Association" beginning on page 200 of this Prospectus, shall have the meaning given to such terms in that section;

b) In the chapter titled "Financial Statements" beginning on page 113 of this Prospectus, shall have the meaning given to such terms in that chapter;

c) In the section titled "Risk Factors" beginning on page 17 of this Prospectus, shall have the meaning given to such terms in that section;

d) In the chapter titled "Statement of Possible Tax Benefits" beginning on page 54 of this Prospectus, shall have the meaning given to such terms in that chapter; and

e) In the chapter titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 138 of this Prospectus, shall have the meaning given to such terms in that chapter.

CURRENCY CONVENTIONS, USE OF FINANCIAL INDUSTRY AND MARKET DATA, AND CURRENCY PRESENTATION

Certain Conventions

Unless otherwise specified or the context otherwise requires, all references to "India" in this Prospectus are to the Republic of India.

Unless stated otherwise, all references to page numbers in this Prospectus are to the page numbers of this Prospectus.

Financial Data

Unless stated otherwise, the financial information in this Prospectus are extracted from the restated Financial Statements of our Company (i) as of and for Financial Year ended March 31, 2014, 2015,2016, 2017, 2018 and for period ended on September 30th, 2018 prepared in accordance with Indian GAAP and the Companies Act, and restated in accordance with the SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled 'Financial Statements as Restated' beginning on page no. 113 of this Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

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

Unless otherwise indicated, any percentage amounts, as set forth in this Prospectus, including in the Sections titled, **Risk Factors**; **Our Business**; **Management's Discussion and Analysis of Financial Condition and Results of Operations** beginning on page no. 17, 76, and 138 respectively, have been calculated on the basis of the restated audited financial statements of our Company included in this Prospectus.

Currency and Units of Presentation

All references to "Rupees", "Rs.", "INR" or "₹" are to Indian Rupees, the official currency of the Republic of India. All references to "£" or "GBP" are to Great Britain Pound, the official currency of the United Kingdom. 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

Our Company has presented certain numerical information in this Prospectus in "Lakh" units. One lakh represents 1,00,000. In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed therein are due to rounding-off.

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 and Market Data

Unless stated otherwise, industry and market data used throughout this Prospectus has been derived from Ministry of Statistics and Programme Implementation (MOSPI), Euromonitor International, RBI, Press Information Bureau, Department of Industrial Policy & Promotion, India Brand Equity Foundation and industry publications. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although, we believe that the industry and market data used in this Prospectus is reliable, neither we nor the Lead Manager nor any of their respective affiliates or advisors have prepared or verified it independently. The extent to which the market and industry data used in this Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the Section titled, **Risk Factors,** beginning on page no. 17 of this Prospectus. Accordingly, investment decisions should not be based on such information.

Exchange Rates

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

FORWARD LOOKING STATEMENTS

The Company has included statements in this Prospectus which contain words or phrases such as "may", "will", "aim", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "seek to", "future", "objective", "goal", "project", "should", "potential" and similar expressions or variations of such expressions, that are or may be deemed to be forward looking statements.

All statements regarding the expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements as to the business strategy, the revenue, profitability, planned initiatives. These forward-looking statements and any other projections contained in this Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. Important factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the Section titled, **Risk Factors**; **Industry Overview**; **Our Business**; and **Management's Discussion and Analysis of Financial Condition and Results of Operations**; beginning on page no. 17, 56, 76 and 138, respectively, of this Prospectus.

The forward-looking statements contained in this Prospectus are based on the beliefs of our management, as well as the assumptions made by and information currently available to our management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materializes, or if any of the underlying assumptions prove to be incorrect, the actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent written and oral forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

Certain important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- General economic and business conditions in India and other countries;
- Increase in price and material components
- Fluctuation in other operating cost
- Ability to retain the customers is heavily dependent upon various factors including our reputation and our ability to maintain a high level of product quality including our satisfactory performance for the customers;
- We operate in a significantly fragmented and competitive market in each of our business segments;
- Regulatory changes relating to the finance and capital market sectors in India and our ability to respond to them;
- Our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks that have an impact on our business activities or investments;
- The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
- Changes in the value of the Rupee and other currencies;
- The occurrence of natural disasters or calamities; and

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. Our Company, the Lead Manager, or their respective affiliates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors are informed of material developments until the time of the grant of final listing and trading permissions with respect to Equity Shares being issued in this Issue, by the Stock Exchanges. Our Company will ensure that investors are informed of material developments in relation to statements about our Company in this Prospectus until the Equity Shares are allotted to the investors.

SECTION II: SUMMARY OF PROSPECTUS

(A) Primary business of our Company and the industry in which it operates:

- **Primary Business of Our Company:**

Northern Spirits Ltd started it operations in 2012 as "*Importer & Distributor*" of fine Alcoholic Beverages like Whisky, Vodka, GIN, Red and white wine, Beer, tequila etc. and is focused in imports of leading international brands and are distributing the same in Northern Region – Delhi, North East, West Bengal.

Our Company collaborated with South State Food & Beverage Pty Ltd (SSFB) for manufacturing and supply of "DNA" Branded Alcoholic Beverages-including but not limited to the Premium Beer and Ready to drink Beverages (RTD's) in the Indian Subcontinent.

For Detailed information on our business, please refer to chapter titled "Our Business" beginning from page no. 76 of this Prospectus.

- **Summary of the industry in which our Company operates:**

ALCOHOLIC DRINKS IN INDIA

EXECUTIVE SUMMARY

Sales Growth in the Indian alcoholic drinks industry slowed in 2017, primarily due to the effects of demonetisation and a ban on roadside sales of alcoholic drinks. The market was further affected by the Goods and Services Tax (GST). Even though alcoholic drinks remained outside the GST, manufacturers have to pay the tax when purchasing raw materials and packaging. Recovering this tax has particularly affected the working capital of smaller companies.

The market is nevertheless expected to recover over the forecast period as demonetisation is unlikely to have any long-term effect.

- Premiumization being seen across alcoholic drinks;
- Diageo and UB Group continue to lead alcoholic drinks;
- Distribution disrupted due to the roadside ban and gradual emergence of the online channel;
- Slower but still solid total volume growth expected over the forecast period.

Outlook:

Apart from rising consumer demand for premium brands, manufacturers are also pushing higher-end products to drive value growth. This premiumisation trend is expected to intensify as more companies introduce new products in categories such as rum, vodka, whiskies and beer. Indeed, premium products are expected to drive sales over the forecast period.

For further detailed information, please refer to chapter titled "Industry Overview" beginning from page no. 56 of this Prospectus.

(B) Name of the promoters of our company:

(1) Mr. Anuj Bakshi (2) Mr. Ankush Bakshi and (3) Mr. Kulbir Bakshi are the promoters of our company. *For further details, please refer chapter "Our Promoters and Promoters Group" beginning from page no. 106 of this prospectus.*

(C) Size of the Issue:

Initial Public Issue of 43,02,000 equity shares of face value of ₹10/- each of the company for cash at a price of ₹43/- per equity share (The Issue Price), including a share premium of ₹33/- per equity share, aggregating to ₹1,849.86 Lakhs ("The Issue"), of which 2,16,000 equity shares of face value ₹10/- each for cash at a price of ₹43/- per equity share, aggregating to ₹92.88 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 of 40,86,000 equity shares of face value of ₹10/- each for cash at a price of ₹43/- per equity share, aggregating to ₹1,756.98 Lakhs is herein after referred to as the "Net Issue". The Issue and The Net Issue will constitute 26.80% and 25.46% respectively of the post issue paid-up equity share capital of the company.

(D) Object of the Issue:

Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects

Sl. No.	Particulars	Amount (Rs. in Lakh)
1	Working Capital Requirement	1,564.86
2	Public issue expenses	135.00
3	General Corporate Purposes	150.00
	Total	**1,849.86**

For further details, please refer chapter "Object of the Issue" beginning from page no. 48 of this prospectus.

(E) Pre-Issue Shareholding of our Promoters and Promoters Group as on the date of this prospectus:

Particulars	Pre-Issue Shareholding	
	Number of Shares	Percentage holding
Promoters		
Anuj Bakshi	48,09,600	40.94%
Ankush Bakshi	58,09,600	49.45%
Kulbir Bakshi	70,000	0.60%
Total Promoters Shareholding (A)	**1,06,89,200**	**90.98%**
Promoter Group		
Amita Bakshi	39,800	0.34%
Roshni Bakshi	10,000	0.09%
Kanika Bakshi	10,000	0.09%
Total Promoters Group Shareholding (B)	**59,800**	**0.51%**
Total Promoters & Promoters Group (A+B)	**1,07,49,000**	**91.49%**

(F) Summary of Restated Financial Statements:

(Rs. In Lakhs)

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016
Total Share Capital	1,174.92	120.50	40.50	40.50
Total Net Worth	2,192.74	496.82	116.18	62.95
Total Revenue	4,866.17	2,589.29	1,736.43	339.82
Profit After Tax	275.45	100.64	53.24	-50.85
Earnings Per Share (Basis & Diluted)	2.34#	12.83	13.14	-16.12
Net Asset Value per equity shares	28.66	51.23	38.63	25.69
Total Borrowings (As per restated balance sheet)	4,150.45	502.55	159.08	173.25

Not Annualized

For further details, please refer chapter "Financial statement as Restated" beginning from page no. 113 of this prospectus.

(G) Qualification from Auditors:

The auditor report does not contain any qualification which have not given effect to in restated financial statement.

(H) Summary of outstanding Litigations:

There are no litigations pending against the company, Directors, Promoters, Promoters Group and Group Entity. *For further details, please refer chapter "Outstanding Litigation and Material Development" beginning from page no. 146 of this prospectus.*

(I) Cross reference to the section titled Risk Factors:

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 offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Prospectus. *For the details pertaining to the internal and external risk factors relating to the Company, kindly refer to the chapter titled "Risk Factors" beginning on page no. 17 of this Prospectus*.

(J) Summary of Contingent Liabilities:

As per restated financial statement, there are no contingent liabilities which may occur in future as on the date of this prospectus.

(K) Summary of Related Party Transactions for last 3 years:

For the Six-month period ended 30th September 2018:

Name of the party	Nature of Relation	Nature of Transaction	Opening Balance (Payable)/ Receivable	Debit	Credit	Closing Balance (Payable)/ Receivable
NIL	**NIL**	**NIL**	**01-04-18**	**-**	**-**	**30-09-18**

For the Financial year ended 2017-18

Name of the party	Nature of Relation	Nature of Transaction	Opening Balance (Payable)/ Receivable	Debit	Credit	Closing Balance (Payable)/ Receivable
			01-04-17			**31-03-18**
United Wines	Proprietorship Firm of KMP (Mr. Anuj Bakshi)	Sale of goods against fair consideration & Advance given/taken	(6,01,17,745)	5,51,95,997	5,36,21,835	(5,85,43,583)

For the Financial year ended 2016-17

Name of the party	Nature of Relation	Nature of Transaction	Opening Balance (Payable)/ Receivable	Debit	Credit	Closing Balance (Payable)/ Receivable
			01-04-16			**31-03-17**
United Wines	Proprietorship Firm of KMP (Mr. Anuj Bakshi)	Sale of goods against fair consideration & Advance given/taken	(3,76,64,466)	1,30,95,889	3,55,49,168.00	(6,01,17,745)

For the Financial year ended 2015-16

Name of the party	Nature of Relation	Nature of Transaction	Opening Balance (Payable)/ Receivable	Debit	Credit	Closing Balance (Payable)/ Receivable
			01-04-15			**31-03-16**
United Wines	Proprietorship Firm of KMP (Mr. Anuj Bakshi)	Sale of goods against fair consideration	(65,99,154)	99,21,143.00	4,09,86,455	(3,76,64,466)
Ankush Bakshi	Key Managerial Personnel	Loan received	(74,47,945)	74,47,945	-	-
Anuj Bakshi	Chairman	Loan received	(74,98,744)	74,98,744	-	-

For further details pertaining to Related Party Transactions, kindly refer to the chapter titled "Financial Statements – Annexure XXXI C (v) – Related Party Transactions" beginning on page no. 132 of this Prospectus

(L) Details of Financing Arrangement:

There has been no financing arrangement whereby our Promoter, the Promoter Group, our Directors and 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 the financing entity during the period of six months immediately preceding the date of this Prospectus

(M) Weighted Average Price at which Equity Shares was acquired by our promoters in the last one year from the date of this Prospectus:

Sl. No.	Name of the Promoter	No. of Equity Shares Acquired during last one Year	Weighted Average Price (In ₹ per Equity Share)
1	Anuj Bakshi	75,74,400	32.67
2	Ankush Bakshi	52,39,600	-
3	Kulbir Bakshi	65,000	-

The Weighted Average Price for Equity Shares acquired during last one year has been calculated by taking into account the amount paid by the Promoter to acquire, by way of fresh issuance or transfer, the Equity Shares and the net cost of acquisition has been divided by total number of shares acquired during last one year from the date of this Prospectus.

(N) Average Cost of Acquisition of Equity Shares for Promoters:

Sl. No.	Name of the Promoter	No. of Equity Shares Held	Avg. Cost of Acquisition (In ₹ per Equity Share)
1	Anuj Bakshi	48,09,600	49.47
2	Ankush Bakshi	58,09,600	4.38
3	Kulbir Bakshi	70,000	0.71

The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer, the Equity Shares less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date of the Prospectus.

(O) Details of Pre-IPO placement:

Our Company has not made any Pre-IPO Placement.

(P) Details of Issue of Equity Shares for consideration other than cash in the last one year from the date of this Prospectus:

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of allotment
July 04, 2018*	46,69,600	10	53	Consideration other than Cash	Share allotted pursuant to business transfer
September 08, 2018	58,74,600	10	10	Consideration other than Cash	Bonus Issue in the ratio of 1:1

* Allotment of 4,669,600 Equity Shares allotted to Mr. Anuj Bakshi pursuant to transfer of business of M/s United Wines (Proprietorship firm of Mr. Anuj Bakshi) into Northern Spirits Limited vide Business Transfer Agreement dated 31st March 2018. *For further details pertaining to Issue of Equity Shares for consideration other than cash, kindly refer to the chapter titled "Capital Structure" beginning on page no. 37 of this Prospectus.*

(Q) Details of Split/Consolidation of our Equity Shares in the last one year from the date of this Prospectus:

Our Company has not undertaken any split or consolidation of Equity Shares in the last one year from the date of this Prospectus

SECTION III: RISK FACTORS

RISK FACTOR

Any investment in equity securities involves a high degree of risk. Investor should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled, ***Our Business,*** *and* ***Management's Discussion and Analysis of Financial Condition and Results of Operations*** *beginning on page no. 76 and 138 respectively, as well as the other financial and statistical information contained in this Prospectus.*

Any of the following risks, as well as the other risks and uncertainties discussed in this Prospectus, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.

This Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements because of certain factors, including the considerations described below and elsewhere in this Prospectus.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Issuing unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the consequences to you of an investment in the Equity Shares.

The financial information in this section is, unless otherwise stated, derived from our Restated Financial Statements prepared in accordance with Indian AS, as per the requirements of the Companies Act, 2013, and SEBI (ICDR) Regulations.

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

1. *Some risks may not be material individually but may be material when considered collectively.*
2. *Some risks may have material impact qualitatively instead of quantitatively.*
3. *Some risks may not be material at present but may have a material impact in the future.*

INTERNAL RISK FACTOR:

1. *We require a number of approvals, licenses, registration and permits for our business and failure to obtain or renew them in a timely manner may adversely affect our operations.*

We may require several statutory and regulatory permits, licenses and approvals in the ordinary course of our business, some of which our Company has either received, applied for or is in the process of application. Many of these approvals are granted for fixed periods of time and need renewal from time to time. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time frame anticipated by us or at all. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension, delay in issuance or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. *For further details, please see chapters titled "Key Industry Regulations and Policies in India" and "Government and Other Approvals" at pages 86 and 151 respectively of this Prospectus*.

2. *We are dependent on third party transportation providers for delivery of products to us from our suppliers and delivery of products to our clients. Any failure on part of such service providers to meet their obligations could have a material adverse effect on our business, financial condition and results of operation.*

Our success depends on the smooth supply and transportation of the products and transportation of our products from our warehouse to our clients, both of which are subject to various uncertainties and risks. In addition, the products 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 our results of operation negatively. A failure to maintain a continuous supply of products or to deliver the products to our

clients in an efficient and reliable manner could have an adverse effect on our business, financial condition and results of operations.

3. ***If we are unable to raise additional capital, our business prospects could be adversely affected.***

We operate in a capital-intensive industry, which requires substantial levels of funding. We will continue to incur significant expenditure in maintaining and growing our existing infrastructure. We expect our long-term capital requirements to increase significantly to fund our intended growth. We cannot assure you that we will have sufficient capital resources for any future expansion plans that we may have. While we expect our cash on hand, cash flow from operations to be adequate to fund our existing commitments, our ability to pay these amounts is dependent upon the success of our operations. Additionally, the inability to obtain sufficient financing could adversely affect our ability to complete expansion plans. Moreover, we cannot assure you that market conditions and other factors would permit us to obtain future financing on terms acceptable to us, or at all.

4. ***We do not have certain documents evidencing certain information in the biographies of the Directors and the Key Managerial Personnel under the section "Our Management" of this Prospectus.***

We do not have all the documents evidencing the biographies of our Directors and Key Managerial Personnel under the section "Our Management" on page 95 of this Prospectus. The information included in the section are based on the details provided by the respective Directors and Key Managerial Personnel and are supported by a certificate and an affidavit executed by them certifying the authenticity of the information provided. We cannot assure you that all information relating to such Directors and Key Managerial Personnel included in the section "Our Management" are true and accurate.

5. ***We face foreign exchange risks that could adversely affect our results of operations.***

We face foreign exchange rate risk to the extent that certain of our revenues are denominated in a currency other than the Indian Rupee. Fluctuations in exchange rate between the Indian Rupee and foreign currencies, can have a material impact on our results of operations, cash flows and financial condition. Fluctuations in the exchange rates may affect us to the extent of orders being given to the overseas suppliers. Our Company may enter into certain contracts to hedge exchange rate fluctuations which may or may not adequately cover the potential loss that may arise as a result of such foreign exchange transactions.

Moreover, these hedges do not cover all such exposures and are in any event subject to their own risks, including counterparty credit risk. Adverse moves in exchange rates that we have not adequately hedged may adversely impact our profitability and financial condition.

6. ***The requirement of funds in relation to the objects of the Issue has not been appraised.***

We intend to use the proceeds of the Issue for the purposes described in the section titled "Objects of the Issue" on page 48. The objects of the Issue have not been appraised by any bank or financial institution. These are based on management estimates and current conditions and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy. Based on the competitive nature of the industry, we may have to revise our management estimates from time to time and consequently our funding requirements may also change. The deployment of the funds towards the objects of the issue is entirely at the discretion of the Board of Directors/Management and is not subject to monitoring by external independent agency. However, the deployment of funds is subject to monitoring by our Audit Committee. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

7. ***We are dependent on a number of key managerial personnel, including our senior management, and the loss of or our inability to attract or retain such persons with specialized technical know-how could adversely affect our business, results of operations, cash flows and financial condition.***

Our performance depends largely on the efforts and abilities of our senior management and other key managerial personnel, including our present officers who have specialized technical know-how. The inputs and experience of our senior management and key managerial personnel are valuable for the development of our business and operations strategy. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. Our Company does not maintain any director's and officer's insurance policy or any key man insurance policy. The loss of the services of such persons could have an adverse effect on our business, results of operations, cash flows and financial condition.

8. ***If we are unable to service our debt obligations in a timely manner or to comply with the terms and conditions of our financing agreements, it may adversely affect our business, prospects, results of operations and financial condition.***

Our total debt obligations payable on account of Cash Credit for working capital availed by our Company from Karur Vysya Bank from DBS and Canara Bank as on September 30, 2018 is Rs. 41.50 Crores. The said loan has been fully secured, However, any failure to pay our dues in time or comply with any requirement or other condition under the agreement, may lead to a termination of our agreement, and may adversely affect our business, prospects, results of operations and financial condition. For further information on the indebtedness of our Company, please refer the Section titled "Financial Indebtedness" on page 135 of this Prospectus.

9. ***We have in the past entered into related party transactions and may continue to do so in the future, which may potentially involve conflicts of interest with the equity shareholders.***

We have entered into related party transactions with our Promoters, Promoter Group and Directors. While we believe that all such transactions have been conducted on the arms-length basis, however it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we may enter into related party transactions in the future. For details of these transactions, please refer to section titled "Related Party Transactions" at page 132 of this Prospectus.

10. ***We have not made any dividend payments in the past and our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants in our financing arrangements.***

In the past, we have not made dividend payments to the shareholders of our Company. The amount of our future dividend payments, if any, will depend upon various factors including our future earnings, financial condition, cash flows and requirement to fund operations and expansion of the business. There can be no assurance that we will be able to declare dividends. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors. For further details, please refer "Dividend Policy" on page 112 of this Prospectus.

11. ***Our Company has made application for registration of trademark, which is under process of registration. We are unable to assure that the future viability or value of any of our intellectual property or that the steps taken by us to protect the proprietary rights of our Company will be adequate.***

We have made an application with 'The Registrar of Trade Marks, Trade Marks Registry' for registration of trademark and the registration for the said trademark in our name is important to retain our brand equity. If our application for registration is not accepted or if the oppositions filed against our trademark application if any, are successful, we may lose the statutory protection available to us under the Trade Marks Act, 1999 for such trademark. Further, we cannot assure that our pending application would be granted registration or will not be challenged or if granted registration, will not be invalidated or circumvented or will offer us any meaningful protection. We are unable to assure that the future viability or value of any of our intellectual property or that the steps taken by us to protect the proprietary rights of our Company will be adequate. For further details of our trademarks, please see "Government and Other Approvals" on page 151.

12. ***Our Promoters and certain of our Directors hold Equity Shares in our Company and are therefore interested in our performance in addition to their remuneration and reimbursement of expenses.***

Certain of our Directors including our Promoters are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses, to the extent of their shareholding in our Company. We cannot assure you that our Promoters will exercise their rights as shareholders to the benefit and best interest of our Company. Our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting of shareholders, and our other shareholders may be unable to affect the outcome of such voting. Our Promoters may take actions with respect to our business which may conflict with the best interests of our Company or that of minority shareholders. For details on the interest of our Promoters and Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see the sections titled "Our Management" and "Our Promoters and Promoter Group" on pages 95 and 106 respectively of this Prospectus.

13. ***Our Promoters play key role in our functioning and we heavily rely on their knowledge and experience in operating our business and therefore it is critical for our business that our Promoters remain associated with us.***

We benefit from our relationship with our Promoters and our success depends upon the continuing services of our Promoters who have been responsible for the growth of our business and are closely involved in the overall strategy, direction and management of our business. Our Promoters have been actively involved in the day to day operations and management since the incorporation of the Company. Accordingly, our performance is heavily dependent upon the services of our Promoters. If our Promoters are unable or unwilling to continue in their present position, we may not be able to replace them easily or at all.

14. ***The Promoters and Promoter Group will continue to exercise control post completion of the Issue and will have considerable influence over the outcome of matters.***

Upon completion of this Issue, our Promoters and Promoter Group will continue to own a majority of our Equity Shares. As a result, our Promoters will have the ability to exercise significant influence over all matters requiring shareholders' approval. Our Promoters will also be in a position to influence any shareholder action or approval requiring a majority vote, except where they may be required by applicable law to abstain from voting. This control could also delay, defer or prevent a change in control of our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from obtaining control of our Company even if it is in the best interests of our Company. The interests of our Promoters could conflict with the interests of our other equity shareholders, and the Promoters could make decisions that materially and adversely affect your investment in the Equity Shares.

15. ***Our insurance cover may be inadequate to fully protect us from all losses and may in turn adversely affect our financial condition.***

Our Company believes that its insurance coverage is adequate and consistent with industry standards. Our Company maintains an insurance policy to cover our assets, liabilities and risks that we face inherent to our business activities and operations. Our insurance policy, however, may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. We cannot assure you that the terms of our insurance policy will be adequate to cover all damage or loss suffered by us or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim. Further, there can be no assurance that any claim under the insurance policy maintained by us will be honored fully, in part or on time. To the extent that we suffer loss or damage that is not covered by insurance or which exceeds our insurance coverage, our results of operations or cash flow may be affected.

16. ***We have high working capital requirements. If we experience insufficient cash flows to enable us to make required payments on our debt or fund working capital requirements, there may be an adverse effect on our results of operations.***

Our business requires a substantial amount of working capital for our business operations. We would require additional working capital facilities in the future to satisfy our working capital need which is proposed to be met through the IPO proceeds. In case of our inability to obtain the requisite additional working capital finance, our internal accruals/cash flows would be adversely affected to that extent, and consequently affect our operations, revenue and profitability.

17. ***Our Company had negative cash flow in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.***

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

PARTICULARS	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
Net cash from operating activities	(47,24,14,309)	(6,93,53,388)	82,05,849	1,01,03,643	72,35,340	(23,90,669)
Net Cash from investing activities	(11,90,86,171)	1,48,128	2,43,800	(53,79,040)	(3,79,51,259)	(1,29,366)
Net Cash from financing activities	59,41,31,872	6,67,03,699	(43,06,142)	(54,27,654)	3,16,20,439	25,65,517
Net Increase/(Decrease) in Cash & Cash Equivalents	**26,31,392**	**(25,01,561)**	**41,43,507**	**(7,03,051)**	**9,04,520**	**45,482**

EXTERNAL RISK FACTORS:

1. ***Exchange Rate Fluctuations may have impact on the performance of the Company.***

   The Company is exposed to exchange rate fluctuations. Uncertainties in the global financial market may have an adverse impact on the exchange rate between Rupee vis-à-vis other currencies. The exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in the future. Such fluctuations can have a serious impact on the cost structure of the Company.

2. ***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, change in regulatory framework, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism.

3. ***The Government of India had recently implemented certain currency demonetization measures, which may affect the Indian economy and our business, results of operations, financial condition and prospects.***

   On November 8, 2016, the RBI and the Ministry of Finance of the GoI withdrew the legal tender status of ₹500 and ₹1,000 currency notes pursuant to notification dated November 8, 2016. The short-term impact of these developments has been, among other things, a decrease in liquidity of cash in India. There is uncertainty on the medium- and long-term impact of this action. The medium- and long-term effects of demonetization on the Indian economy and our business are uncertain and we cannot accurately predict its effect on our business, results of operations, financial condition and prospects.

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

   Our Company is subject to various regulations and policies. For details see Section titled, **Key Industry Regulations and Policies**, beginning on page no. 86 of this Prospectus. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse effect on our business, financial condition and results of operations.

5. ***Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse effects on our operations and financial performance***

   Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

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

   Prior to this Issue, there has been no public market for our Equity Shares. The trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnership, joint ventures, or capital commitments.

7. ***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***

Our Issue price is based on Fixed Price. This price is based on numerous factors (For further information, please refer Section titled "*Basis for Issue Price*" beginning on page 52 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.

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

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

9. Civil unrest, acts of violence including terrorism or war involving India and other countries could materially and adversely affect the financial markets and our business.

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. Terrorist attacks and other acts of violence may adversely affect the Indian stock markets, where our Equity Shares will trade, and the global equity markets generally.

10. The proposed adoption of IFRS could result in our financial condition and results of operations appearing materially different than under Indian GAAP.

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for the adoption of, and convergence with, IFRS announced by the Ministry of Corporate Affairs, GoI (MCA), through a press note dated January 22, 2010. The MCA through a press release dated February 25, 2011, announced that it will implement the converged accounting standards in a phased manner after various issues including tax-related issues are resolved. The MCA is expected to announce the date of implementation of the converged accounting standards at a later date. Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP. This may have a material adverse effect on the amount of income recognized during that period and in the corresponding period in the comparative fiscal year/period. In addition, in our transition to IFRS reporting, we may encounter difficulties in the ongoing process of implementing and enhancing our management information systems. Moreover, our transition may be hampered by increasing competition and increased costs for the relatively small number of IFRS-experienced accounting personnel available as more Indian companies begin to prepare IFRS financial statements.

11. Economic developments and volatility in securities markets in other countries may cause the price of the Equity Shares to decline.

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investor's reactions to developments in one country may have adverse effects on the market price of securities of companies situated in other countries, including India. For instance, the recent financial crisis in the United States and European countries lead to a global financial and economic crisis that adversely affected the market prices in the securities markets around the world, including Indian securities markets. Negative economic developments, such as rising fiscal or trade deficits, or a default on

national debt, in other emerging market countries may affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general. The Indian stock exchanges have experienced temporary exchange closures, broker defaults, settlement delays and strikes by brokerage firm employees. In addition, the governing bodies of the Indian stock exchanges have, from time to time, imposed restrictions on trading in certain securities, limitations on price movements and margin requirements. Furthermore, from time to time, disputes have occurred between listed companies and stock exchanges and other regulatory bodies, which in some cases may have had a negative effect on market sentiment.

12. 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.

13. 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.

14. The nationalized goods and services tax (GST) regimes implemented by the Government of India have impact on our operations.

The Government of India has from July 01, 2017, has implemented the Goods and Service Tax a comprehensive national goods and service tax (GST) regime that combines taxes and levies by the Central and State Governments into a unified rate structure.

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

While facts and other statistics in the Prospectus relating to India, the Indian economy 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 Section titled "*Industry Overview*" beginning on page no 56 of the 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.

16. 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 SME Platform of BSE could adversely affect the trading price of the Equity Shares.

17. 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.

18. 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 add 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.

19. 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.

20. 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.

Prominent Notes to Risk Factors

1. Public Issue of 43,02,000 equity shares of face value Rs.10/- each of Northern Spirits Limited for cash at a price of Rs.43/- per Equity Share (the "Issue Price"), including a share premium of Rs.33/- per equity share aggregating up to Rs.1,849.86 Lakh.

2. The Net Asset Value per Equity Share of our Company as per the Restated Financial Information as of March 31, 2018 is Rs.51.23 and 30th September 2018 is Rs.28.66 For further details, please refer to Annexure XXXII (Summary of Accounting Ratio) in Section titled, Financial Statements as Restated and Basis of Issue Price on page no 113 & 52 of this Prospectus.

3. The Net Worth of our Company as per the Restated Financial Information as of on March 31, 2018 is Rs. 617.32 Lakhs and as on 30th September 2018 is Rs. 3,367.66 Lakhs. For further details, please refer to the Section titled, "Financial Statements as Restated", beginning on page no 113 of this Prospectus.

4. The average cost of acquisition per Equity Share of our Promoters is set out below:

Sr. No.	Name of the Promoters	No. of Shares Held	Average cost of acquisition (In Rs.)
1	Anuj Bakshi	4,809,600	49.47
2	Ankush Bakshi	5,809,600	4.38
3	Kulbir Bakshi	70,000	0.71

5. For further details, please refer to Section titled, *"Capital Structure"*, beginning on page no 37 of this Prospectus.

6. Except as mentioned in the chapter titled *"History and Certain Corporate Matters"*, beginning on page no 92, there has been no change of name of our Company at any time during the last three (3) years immediately preceding the date of filing Prospectus.

7. There has been no financing arrangement whereby our Directors or any of their respective relatives have financed the purchase by any other person of securities of our Company during the six (6) months preceding the date of this Prospectus.

8. The details of transactions of our Company with related parties, nature of transactions and the cumulative value of transactions please refer to Annexure 33.3 (Related Party Transaction) under Section titled, Financial Statements as Restated, of the standalone financial statement beginning on page no 132 of this Prospectus.

9. Except as stated under the Section titled, **Capital Structure**, beginning on page no 37 of this Prospectus, our Company has not issued any Equity Shares for consideration other than cash.

10. For information on changes in the Company's name and Objects Clause of the Memorandum of Association of our Company, please refer to the Section titled, **Our History and Certain Corporate Matters**, beginning on page no. 92 of this Prospectus.

11. All grievances in relation to the application through ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

Except as disclosed in the Sections titled, **Capital Structure**, **Our Promoters and Promoter Group**, **Group Entities of our Company** and **Our Management**, beginning on page no 37, 106, 109 and 95, respectively, of this Prospectus, none of our Promoters, Directors or Key Managerial Personnel has any interest in our Company.

SECTION IV: INTRODUCTION

THE ISSUE

The present Issue of 43,02,000 Equity Shares in terms of Prospectus has been authorized pursuant to a resolution of our Board of Directors held on August 04, 2018 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013, at the Extra-Ordinary General Meeting of the members held on September 01,2018.

The following is the summary of the Issue:

Present Issue [(1)]	Upto 43,02,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹43/- per Equity Share aggregating to ₹1,849.86 Lakhs.
Out of which:	
Market Maker Reservation Portion	Upto 2,16,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹43/- per Equity Share aggregating to ₹92.88 Lakhs.
Net Issue to the Public [(2)]	Upto 40,86,000 Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹43/- per Equity Share aggregating to ₹1,756.98 Lakhs.
Out of which:	
Allocation to Retail Individual Investors for up to Rs. 2.00 lakh	20,43,000 Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹43/- per Equity Share aggregating to ₹878.49 Lakhs.
Allocation to other investors for above Rs. 2.00 lakh	20,43,000 Equity Shares of ₹10 each fully paid-up of our Company for cash at a price of ₹43/- per Equity Share aggregating to ₹878.49 Lakhs.
Pre- and Post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue	1,17,49,200 Equity Shares of ₹10/- each
Equity Shares outstanding after the Issue*	1,60,51,200 Equity Shares of ₹10/- each
Objects of the Issue	Please refer to the section titled "Objects of the issue" beginning on page no. 48 of this Prospectus.
Issue Open on	MARCH 22, 2019
Issue Close on	MARCH 27, 2019

**Assuming Full Allotment*

[(1)] The present Issue is being made by our Company in terms of Regulation 229 (2) of the SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post-Issue paid-up equity share capital of our Company are being offered to the public for subscription

[(2)] This Issue is being made in terms of Section IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per Regulation 253, sub regulation (2) of SEBI (ICDR) Regulations 2018, the allocation in the net issue to public category shall be made as follow:

(a) Minimum 50% to the Retail individual investors; and

(b) remaining to:
- *i. individual applicants other than retail individual investors; and*
- *ii. other investors including corporate bodies or institutions; irrespective of the number of specified securities applied for;*

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

Explanation: *For the purpose of Regulation 253, sub Regulation (2), if the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, the retail individual investors shall be allocated that higher percentage.*

For further details, kindly refer the chapter titled "Terms of the Issue" beginning on page 161 *of this Prospectus.*

SUMMARY OF FINANCIAL INFORMATION

AUDITOR'S REPORT ON RESTATED FINANCIAL STATEMENT

NORTHERN SPIRITS LIMITED							
RESTATED BALANCE SHEET							
(Amt in Rs.)							
PARTICULARS	Annexure No.	As at					
		30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
ASSETS							
Non-Current Assets							
(a) Property, Plant and Equipment	VI	10,51,99,447	4,71,54,377	4,74,74,507	4,17,71,994	3,81,14,572	3,43,468
(b) Financial Assets							
Other assets	VII	6,23,14,237	-	-	-	24,36,323	14,61,846
(c) Deferred Tax Assets (Net)	VIII	17,695	2,721	(21,648)	58,938	70,057	40,771
(d) Other non-current assets	IX	69,01,342	17,83,366	13,23,670	12,77,670	1,50,000	9,67,488
Current Assets							
(a) Inventories	X	11,65,74,722	6,34,77,611	2,56,70,813	1,22,13,614	22,48,904	9,31,200
(b) Financial Assets							
(i) Trade Receivables	XI	45,72,00,590	8,30,29,776	4,16,37,268	89,15,378	-	14,72,342
(ii) Cash and Cash Equivalents	XII	46,98,577	20,67,186	45,68,747	4,25,240	11,28,290	2,23,770
(ii) Other Bank balances	XIII	-	-	-	58,31,733	-	-
(iii) Other assets	XIV	1,63,49,206	65,63,462	48,61,733	79,17,913	21,81,263	15,42,271
(c) Other Current Assets	XV	-	-	-	-	45,000	16,971
Total		**76,92,55,816**	**20,40,78,498**	**12,55,15,091**	**7,84,12,480**	**4,63,74,409**	**70,00,127**
EQUITY AND LIABILITIES							
Equity							
(a) Equity Share Capital	XVI	11,74,92,000	1,20,50,000	40,50,000	40,50,000	1,50,000	1,50,000
(b) Other Equity	XVII	21,92,74,116	4,96,82,340	1,16,18,438	62,94,731	4,59,734	(5,03,095)
Liabilities							
Non-Current Liabilities							
Financial Liabilities							
Borrowings	XVIII	-	-	1,59,07,933	1,73,24,768	1,85,58,774	-
Current Liabilities							
(a) Financial Liabilities							
(i) Borrowings	XIX	41,50,45,328	5,02,55,102	-	-	1,49,46,689	56,66,689
(ii) Trade Payable	XX	46,12,299	2,73,71,362	2,77,47,350	1,03,41,338	14,19,998	15,95,012
(b) Other Current Liabilities	XXI	18,68,739	6,08,89,534	6,50,30,639	4,04,01,642	1,06,34,444	48,860
(c) Provisions	XXII	1,09,63,334	38,30,160	11,60,731	-	2,04,770	42,661
Total		**76,92,55,816**	**20,40,78,498**	**12,55,15,091**	**7,84,12,479**	**4,63,74,409**	**70,00,127**

RESTATED STATEMENT OF PROFIT AND LOSS							
(Amt in Rs.)							
PARTICULARS	Annexure No.	For the year ended					
		30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
(1) Revenue							
(a) Revenue from Operations	XXIII	48,45,02,484	25,86,84,744	17,32,25,243	3,21,82,579	1,58,72,325	98,33,090
(b) Other Income	XXIV	21,14,850	2,44,204	4,17,401	17,99,014	8,42,365	3,31,061
Total Income (1)		**48,66,17,334**	**25,89,28,948**	**17,36,42,644**	**3,39,81,593**	**1,67,14,690**	**1,01,64,151**
(2) Expenses							
(a) Purchases of Stock-in-Trade	XXV	40,23,42,754	24,40,10,141	14,71,90,880	3,87,94,789	1,42,42,927	83,56,055
(b) Changes in Inventories	XXVI	70,70,982	(3,78,06,798)	(1,34,57,199)	(99,64,710)	(13,17,704)	(9,31,200)
(c) Employees Benefit Expenses	XXVII	42,01,878	89,65,984	65,53,065	17,39,249	4,01,723	2,60,000
(d) Finance Cost	XXVIII	1,81,47,154	22,26,635	20,72,136	23,96,799	1,22,501	25,583
(e) Depreciation & Amortisation Expenses	XXIX	8,41,715	4,16,207	3,02,820	1,25,223	48,043	26,573
(f) Other Expenses	XXX	1,58,49,675	2,72,47,085	2,44,15,919	59,64,127	20,78,887	22,04,037
Total Expenses (2)		**44,84,54,158**	**24,50,59,254**	**16,70,77,621**	**3,90,55,476**	**1,55,76,377**	**99,41,048**
(3) Profit/(Loss) before tax (1-2)		**3,81,63,176**	**1,38,69,694**	**65,65,023**	**(50,73,883)**	**11,38,313**	**2,23,103**
(4) Tax expense							
(a) Current Tax		1,06,33,174	38,30,160	11,60,731	-	2,04,770	42,661
(b) Deferred Tax		(14,974)	(24,368)	13,141	11,119	1,315	1,890
(c) MAT Credit		-	-	67,445	-	(30,600)	(42,661)
(5) Profit/(Loss) for the period/ year (3-4)		**2,75,44,977**	**1,00,63,902**	**53,23,706**	**(50,85,002)**	**9,62,829**	**2,21,213**
(6) Other Comprehensive Income		**-**	**-**	**-**	**-**	**-**	**-**
(7) Total Comprehensive Income (5+6)		**2,75,44,977**	**1,00,63,902**	**53,23,706**	**(50,85,002)**	**9,62,829**	**2,21,213**
EPS (F.V. of Rs. 10/-) in Rupees	**XXXI C(iv)**						
(a) Basic		**2.34**	**12.83**	**13.14**	**-16.12**	**64.19**	**14.75**
(b) Diluted		**2.34**	**12.83**	**13.14**	**-16.12**	**64.19**	**14.75**

RESTATED CASH FLOW STATEMENT						
PARTICULARS	**For the Year Ended**					
	30-09-2018	**31-03-2018**	**31-03-2017**	**31-03-2016**	**31-03-2015**	**31-03-2014**
A. Cash flow from operating activities:						
Profit/ (Loss) before tax	**3,81,63,176**	**1,38,69,694**	**65,65,023**	**(50,73,883)**	**11,38,313**	**2,23,103**
Adjustments for:						
Depreciation	8,41,715	4,16,207	3,02,820	1,25,223	48,043	26,573
Interest received	(21,14,850)	-	(3,54,781)	(5,57,133)	(1,81,754)	(1,24,661)
Other Income	-	(2,44,204)	(62,620)	(12,41,881)	(6,60,611)	(2,06,400)
Finance Costs	1,81,47,154	22,26,635	20,72,136	23,96,799	1,22,501	25,583
Operating Profit before working capital changes	**5,50,37,195**	**1,62,68,332**	**85,22,578**	**(43,50,876)**	**4,66,492**	**(55,802)**
Adjustments for:						
(Increase)/ Decrease in Inventories	(5,30,97,111)	(3,78,06,798)	(1,34,57,199)	(99,64,710)	(13,17,704)	(9,31,200)
(Increase)/Decrease in Trade Receivables	(37,41,70,814)	(4,13,92,508)	(3,27,21,890)	(89,15,378)	14,72,342	(14,72,342)
(Increase)/Decrease in Other Current Financial Assets	(74,45,452)	(9,68,823)	50,14,827	(55,19,895)	(5,13,942)	(14,31,316)
(Increase)/Decrease in Other non-current assets	(51,17,976)	(4,59,696)	(46,000)	(11,27,670)	8,17,488	17,142
(Increase)/Decrease in Other Current Assets	-	-	-	45,000	(28,029)	(1,974)
Increase/(Decrease) in Trade Payables	(2,27,59,063)	(3,75,988)	1,74,06,012	89,21,340	(1,75,014)	15,95,012
Increase/(Decrease) in Other Current Liabilities	(5,90,20,795)	(27,24,270)	2,54,46,168	3,14,37,358	66,81,418	(265)
Cash generated from operations	**(46,65,74,017)**	**(6,74,59,751)**	**1,01,64,496**	**1,05,25,169**	**74,03,051**	**(22,80,745)**
Net Income Tax (paid) / refunds	(58,40,292)	(18,93,637)	(19,58,647)	(4,21,526)	(1,67,711)	(1,09,924)
Net cash from operating activities (A)	**(47,24,14,309)**	**(6,93,53,388)**	**82,05,849**	**1,01,03,643**	**72,35,340**	**(23,90,669)**
B. Cash flow from investing activities:						
Purchase of property, plant and equipment	(5,88,86,784)	(96,076)	(60,05,334)	(37,82,644)	(3,78,19,147)	(3,48,581)
Investment in Fixed Deposit (original maturity more than 3 months)	(6,23,14,237)	-	58,31,733	(33,95,410)	(9,74,477)	(1,11,846)
Other Income	-	2,44,204	62,620	12,41,881	6,60,611	2,06,400
Interest Income	21,14,850	-	3,54,781	5,57,133	1,81,754	1,24,661
Net Cash (used in) / from investing activities (B)	**(11,90,86,171)**	**1,48,128**	**2,43,800**	**(53,79,040)**	**(3,79,51,259)**	**(1,29,366)**
C. Cash flow from financing activities:						
Net increase / (decrease) in Current Financial Borrowings	36,47,90,226	5,02,55,102	-	(1,49,46,689)	92,80,000	25,91,100
Net increase / (decrease) in Non-current financial borrowings	-	(1,73,24,768)	(22,34,006)	(29,04,166)	2,24,62,940	-
Increase in Share Capital	24,74,88,800	3,60,00,000	-	1,48,20,000	-	-
Finance Costs paid	(1,81,47,154)	(22,26,635)	(20,72,136)	(23,96,799)	(1,22,501)	(25,583)
Net Cash used in financing activities (C)	**59,41,31,872**	**6,67,03,699**	**(43,06,142)**	**(54,27,654)**	**3,16,20,439**	**25,65,517**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**26,31,392**	**(25,01,561)**	**41,43,507**	**(7,03,051)**	**9,04,520**	**45,482**
Cash and cash equivalents (Opening Balance)	20,67,186	45,68,747	4,25,240	11,28,290	2,23,770	1,78,288
Cash and cash equivalents (Closing Balance)	**46,98,577**	**20,67,186**	**45,68,747**	**4,25,240**	**11,28,290**	**2,23,770**
Components of Cash & Cash Equivalent						
a) Cash in Hand	5,85,051	5,91,487	1,41,787	2,425	3,927	1,52,045
b) Balance with Banks						
In Current Account	41,13,526	14,75,699	44,26,960	4,22,815	11,24,363	71,725
Cash and cash equivalents (Closing Balance)	**46,98,577**	**20,67,186**	**45,68,747**	**4,25,240**	**11,28,290**	**2,23,770**

SECTION V: GENERAL INFORMATION

Our Company was originally incorporated at Kolkata as Northern Spirits Private Limited on September 13, 2012 under the provisions of the Companies Act, 1956, with the Registrar of Companies West Bengal, Kolkata. Subsequently our Company was converted into a Public Limited Company and the name of the Company was changed to Northern Spirits Limited vide Certificate of Incorporation consequent upon Conversion from Private to Public Limited Company dated May 03, 2018.

For further details, please refer *"Our History and Certain Corporate Matters"* on page no. 92 of this Prospectus.

Brief of Company and Issue Information	
Registered & Corporate Office	**Northern Spirits Limited** 5A, Woodburn Park Road, Woodburn Central Unit 603, 6th Floor Kolkata-700020 Ph.:033 22902043; Email: info@northernspirits.in Website: www.northernspirits.in
Date of Incorporation	September 13, 2012
Company Registration Number	185821
Corporate Identification Number	U15500WB2012PLC185821
Company Category	Company Limited by Shares
Company Sub Category	Indian Non-Government Company
Address of Registrar of Companies	Registrar of Companies, Kolkata, West Bengal, Nizam Palace. 2nd MSO Building. 2nd Floor, 234/4, A.J.C. Bose Road. Kolkata - 700020, India.
Warehouses address	**Owned by the Promoter** 493/B/34, G.T. Road South, Shibpur, Howrah-711102 **Rented Warehouse:** Godown No.-1-B/1, Central Warehouse, Amingaon, EPIP Complex, Guwahati-781031 Y-54 Okhla Industrial Estate, Phase - II, New Delhi – 110020 Y-35 Okhla Industrial Estate, Phase - II, New Delhi – 110020 B-15, Sector -7, Gautam Buddh Nagar, Noida, UP-201301 (PBWH), 190/201, Basement, Gandhi Nagar, Ghaziabad
Designated Stock Exchange	BSE Limited (SME Platform of BSE) P.J. Towers, Dalal Street, Mumbai – 400 001
Company Secretary and Compliance Officer	**Ms. Nikita Sureka** 5A, Woodburn Park Road, Woodburn Central Unit 603, 6th Floor Kolkata-700020, Ph.:033 22902043; Email: info@northernspirits.in Website: www.northernspirits.in
Chief Financial Officer	**Mr. Amit Kumar** 5A, Woodburn Park Road, Woodburn Central Unit 603, 6th Floor Kolkata-700020, Ph.:033 22902043; Email: info@northernspirits.in Website: www.northernspirits.in
Statutory Auditor of the company	**M/s. Agarwal Saha & Associates,** Chartered Accountants, 18 Netaji Subhas Road, Room No.9, 3rd Floor, Kolkata-700001, Ph: 033-22301532 Email: agarwalsaha@gmail.com

Board of Directors of Our Company

Our Company's Board comprises of the following Directors:

Sl. No.	Name of Director	Designation	DIN	Age	Residential Address
1	Mr. Anuj Bakshi	Chairman	02500120	40 years	Flat No. 4C, 32 Ballygunge Place, Kolkata 700019, West Bengal, India
2	Mr. Ankush Bakshi	Managing Director	02547254	39 years	Flat No. 4C, 32 Ballygunge Place, Kolkata 700019, West Bengal, India
3	Mrs. Roshni Bakshi	Executive Director	08090225	35 years	The Empire Tower 1, Flat 11C, 16A, Gurusaday Road, Kolkata 700019, West Bengal, India
4	Mrs. Kanika Bakshi	Executive Director	08090236	32 Years	The Empire Tower 2, Flat 16C, 16A, Gurusaday Road, Kolkata 700019, West Bengal, India
5	Mr. Jagjit Singh Kochar	Independent Director	06552295	59 Years	E 51, Ranjit Avenue, Amritsar-143001, Punjab, India.
6	Mr. Rahul Gupta	Independent Director	05310120	32 Years	5th Floor, Siddhartha Apt, 116/1/C Girish Ghosh Road, Liluah Howrah 711204
7	Mr. Sathvik Jain	Independent Director	07732825	29 Years	295, G.T Road, Belur, Howrah-711202

For further details of the Board of Directors, please refer to the Section titled *"Our Management"* beginning on page no 95 of this Prospectus.

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

All grievances in relation to the application through ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

Details of Key Intermediaries pertaining to this Issue and our Company:

LEAD MANAGER	REGISTRAR TO THE ISSUE
Finshore Management Services Limited Anandlok, Block-A, 2nd Floor, Room No. 207, 227 A.J.C. Bose Road, Kolkata-700020, India **Telephone:** +91-33-22895101 **Contact Person:** Mr. S. Ramakrishna Iyengar **Email:** ramakrishna@finshoregroup.com **Investor grievance email:** info@finshoregroup.com **Website:** www.finshoregroup.com **SEBI Registration Number:** INM000012185	**Cameo Corporate Services Ltd.** "Subramanian Building", #1, Club House Road, Chennai 600 002 **Telephone:** 044 - 2846 0390, 2846 0425 **Facsimile**: 044 - 2846 0129 **Email:** rdr@cameoindia.com **Contact Person:** Mr. R.D. Ramasamy, Director **Website:** www.cameoindia.com **SEBI Registration Number:** INR000003753
BANKER TO THE COMPANY	**BANKER TO THE ISSUE**
DBS Bank 4A, Little Russel St, Kankaria Estates, Maidan, Kolkata-700071 **Canara Bank** Overseas Branch, Russel St, Park Street Area, Kolkata-700071 **Karur Vysya Bank,** SB Towers, 37, Shakespeare Sarani Rd, Mullick Bazar, Park Street area, Kolkata-700017	**HDFC Bank Limited** FIG-OPS Department, Lodha 1, Think Techno Campus, Level O-3, Opp. Crompton Greaves, Next to Kanjurmarg Railway Station, Kanjurmarg (E), Mumbai – 400 042, **Tel:** +91 22 3075 2928/ 2927 / 2914 **Fax:** +91 25799801 **Email:** Vincent.Dsouza@hdfcbank.com, Siddharth.Jadhav@hdfcbank.com, prasanna.uchil@hdfcbank.com **SEBI Registration Number: -** INBI00000063

PEER REVIEW AUDITOR*	LEGAL ADVISOR TO THE ISSUE
M/s. J K Sarawgi & Company Fortuna Towers, 23 A N.S. Road, 10th floor, Suite No. 27A, Kolkata- 700001, West Bengal, India **Tel:** 033-40047474 **Email:** kolkata@jksco.in **Contact Person:** CA Jeet Agarwal *** M/s. J K Sarawgi & Company** *are appointed as peer review auditors. They hold a valid peer review certificate No. 006836C dated February 09th, 2016 valid till February 09th, 2020 issued by the "Peer Review Board" of the ICAI.*	**J MUKHERJEE & ASSOCIATES** 20/33 N.S.C. Bose Road, Ground Floor, Grahams Land, Kolkata-700040, West Bengal, India **Telephone:** +91 9830640366 **Email:** jmalegal@outlook.com **Contact Person:** Mr. Jayabrata Mukherjee
SPONSOR BANK	
HDFC Bank Limited ALFA Building, FIG-OPS Department, Lodha 1, Think Techno Campus, Level O-3, Next to Kanjurmarg Railway Station, Kanjurmarg (E), Mumbai – 400 042, **Tel:** +91 22 3075 2928/ 2929 / 2914 **Fax:** +91 25799801 **Email:** Vincent.Dsouza@hdfcbank.com, Siddharth.Jadhav@hdfcbank.com, prasanna.uchil@hdfcbank.com **SEBI Registration Number: -** INBI00000063	

Statement of *Inter Se* Allocation of Responsibilities

Finshore Management Services Limited is the sole Lead Manager to this Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

Self-Certified Syndicate Banks ("SCSBs")

The lists of banks that have been notified by SEBI to act as SCSB for the ASBA process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34. For details of the Designated Branches which shall collect Application Forms, please refer to the above-mentioned SEBI link.

Brokers to This Issue

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange, at BSE Limited at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 as updated from time to time.

Registrar to Issue and Share Transfer Agents

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

Collecting Depository Participants

The list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange at BSE Limited, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the 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.

Trustees

As the Issue is of Equity Shares, the appointment of trustees is not required.

Debenture Trustees
As the Issue is of Equity Shares, the appointment of Debenture trustees is not required.

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

Monitoring Agency
As per regulation 262(1) of the SEBI ICDR Regulations 2018, the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs.100 Crores. Since the Issue size is only of Rs. 1,849.86 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

Appraising Entity
No appraising entity has been appointed in respect of any objects of this Issue.

Filing of Draft Prospectus/Prospectus with the SEBI/ROC
In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, a copy of this Prospectus shall be filed with the Board through the Lead Manager at ***"Securities and Exchange Board of India, L & T Chamber, 3rd Floor, 16 Camac Street, Kolkata – 700017"*** immediately upon registration of the offer document with the Registrar of Companies. However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The Board shall not issue any observation on the offer document.

In terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of this Draft Prospectus and Prospectus shall also be furnished to the Board in a soft copy.

A copy of the Prospectus, along with the documents required to be filed under Section 26 & 32 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, Kolkata, West Bengal.

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

Our Company has received consent from the Peer review Auditors of the Company to include their name as an expert in this Prospectus in relation to the (a) Peer review Auditors' reports on the restated Audited financial statements; and (b) Statement of Tax Benefits by the Peer review Auditors and such consent has not been withdrawn as on the date of this Prospectus.

Change in Auditors during the last three (3) years
There is no change in the auditor since last three (3) years.

Underwriter

In terms of Regulation 260 (1) of the SEBI (ICDR) Regulations, 2018, the initial public offer shall be underwritten for hundred per cent of the offer and shall not be restricted upto the minimum subscription level and as per sub regulation (2) The lead manager(s) shall underwrite at least fifteen per cent. of the issue size on their own account(s).

Our Company and Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated 12th December 2018 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, Address, Telephone, and Email of the Underwriter/Market Maker	Indicated number of Equity Shares to be Underwritten	Amount Underwritten (in Lakh)	% of the total Issue Size Underwritten
Finshore Management Services Limited Anandlok, Block-A, 2nd Floor, Room No. 207, 227 A.J.C. Bose Road, Kolkata-700020, India **Telephone:** +91-33-22895101 **Contact Person:** Mr. S. Ramakrishna Iyengar **Email:** ramakrishna@finshoregroup.com **Website:** www.finshoregroup.com **SEBI Registration Number:** INM000012185	40,86,000 Equity Shares	₹1,756.98	94.98%

Name, Address, Telephone, and Email of the Underwriter/Market Maker	Indicated number of Equity Shares to be Underwritten	Amount Underwritten (in Lakh)	% of the total Issue Size Underwritten
Market Maker: **M/s. Airan Finstocks Private Limited** 1D, 3rd Floor, Gift One Building, Gift City, Gandhinagar Gujarat – 382 355, India **Telephone:** 079 - 40222666 **Facsimile:** 079 - 40222699 **Email:** info@airanfinstocks.com **Contact Person:** Mr. Indresh V Shah **SEBI Registration Number:** INB011323335 **Market Maker Registration Number:** SMEMM0327722102018	2,16,000 Equity Shares	₹92.88	5.02%
TOTAL	**43,02,000**	**₹1,849.86**	**100.00**

In the opinion of the Board of Directors of our Company, the resources of the above-mentioned Underwriter and Market Maker are sufficient to enable them to discharge their respective underwriting obligations in full.

Details of Market Making Arrangement for This Issue

Our Company and the Lead Manager has entered into Market Making Agreement dated 07th December 2018 with the following Market Maker to fulfill the obligations of Market Making for this Issue:

Name	M/s. Airan Finstocks Private Limited
Address	1D, 3rd Floor, Gift One Building, Gift City, Gandhinagar, Gujarat – 382 355, India
Telephone	079 - 40222666
Facsimile	079 - 40222699
E-mail	info@airanfinstocks.com
Contact Person	Mr. Indresh V Shah
Market Maker Registration No. (SME Segment of BSE)	SMEMM0327722102018

In terms of Chapter IX of SEBI ICDR Regulations, the Market Making arrangement through the Market Maker will be in place for a period of three years from the date of listing of our Equity Shares and shall be carried out in accordance with SEBI ICDR Regulations and the circulars issued by the BSE and SEBI regarding this matter from time to time.

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

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, as amended from time to time and the circulars issued by the BSE 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 two-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).

2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of BSE SME and SEBI from time to time.

3. The minimum depth of the quote shall be Rs.1.00 Lakh. However, the investors with holdings of value less than Rs. 1.00 Lakh 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.

4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.

5. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on BSE SME (in this case currently the minimum trading lot size is 3,000 equity shares; however, the same may be changed by the BSE SME from time to time).

6. 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 5% of the Equity Shares Equity Shares out to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 5% 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.

7. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.

8. 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, M/s. Airan Finstocks Private Limited is acting as the sole Market Maker.

9. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of BSE and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.

10. The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.

11. 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.

12. The trading shall take place in TFT segment for first 10 days from commencement of trading as per SEBI Circular no. CIR/MRD/DP/02/2012 dated January 20, 2012

13. 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).

14. 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 261 of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five (5) 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.

15. BSE SME Exchange will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.

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

17. 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.

18. 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 Crore	25%	24%
Rs. 20 to Rs.50 Crore	20%	19%
Rs. 50 to Rs.80 Crore	15%	14%
Above Rs. 80 Crore	12%	11%

19. All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

20. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹250 crores, the applicable price bands for the first day shall be:

    i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.

    ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

SECTION VI: CAPITAL STRUCTURE

Our Equity Share capital before the Issue and after giving effect to the Issue, as at the date of this Prospectus, is set forth below:

(Rs. in Lakhs except share data)

No.	Particulars	Aggregate Nominal Value (₹)	Aggregate Value at Issue Price (₹)
A.	**Authorized Share Capital**		
	19,000,000 Equity Shares of ₹10/- each	1900.00	--
B.	**Issued, Subscribed & Paid-up Share Capital prior to the Offer** [1]		
	11,749,200 Equity Shares of ₹10/- each	1174.92	--
C.	**Present issue in terms of the Prospectus** [2]		
	43,02,000 Equity Shares of ₹10/- each for cash at a price of ₹43/- per share	430.20	1,849.86
	Which Comprises		
D.	**Reservation for Market Maker portion**		
	216,000 Shares of ₹10/- each for cash at a price a ₹43/- per Equity Share	21.60	92.88
E.	Net Issue to the Public		
	40,86,000 Equity Shares of ₹10/- each for cash at a price a ₹43/- per Equity Share of which:	408.60	1,756.98
	20,43,000 Equity Shares of ₹10/- each for cash at a price a ₹43/- per Equity Share will be available for allocation for allotment to Retail Individual Investors of up to ₹2.00 lakhs	204.30	878.49
	20,43,000 Equity Shares of ₹10/- each for cash at a price a ₹43/- per Equity Share will be available for allocation for allotment to Other Investors of above ₹2.00 lakhs	204.30	878.49
F.	Paid up Equity capital after the Issue		
	1,60,51,200 Equity Shares of ₹10/- each	1605.12	
G.	Securities Premium Account		
	Before the Issue	1,809.67	
	After the Issue	3,229.32	

(1) *Our Company has only one class of share, i.e., Equity Shares having face value of ₹10/- each and there are no partly paid up Equity Shares or preference shares or convertible securities outstanding for conversion as on the date of this Prospectus.*

(2) *The present Issue of 43,02,000 Equity Shares in terms of Prospectus has been authorized pursuant to a resolution of our Board of Directors dated August 04, 2018 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of the members held on September 01, 2018*

Details of changes in Authorized Share Capital of our Company since incorporation:

No.	Date of Shareholders approval	EGM/AGM/ Postal Ballot	Authorised Share Capital (Rs.)	Details of change
1.	On Incorporation	--	5,00,000	Incorporated with an Authorized Share Capital of Rs.5,00,000 comprising of 50,000 Equity Shares of Rs. 10/- each.
2.	June 15, 2015	EGM	15,000,000	Increase in Authorized Share Capital from Rs.5,00,000 comprising of 50,000 Equity Shares of Rs. 10/- each to Rs. 15,000,000 comprising of 15,00,000 Equity Shares of Rs. 10/- each.
3.	March 19, 2018	EGM	190,000,000	Increase in Authorised Share Capital from Rs. 15,000,000 comprising of 1,500,000 Equity Shares of Rs. 10/- each to Rs. 190,000,000 comprising of 19,000,000 Equity Shares of Rs. 10/- each.

Notes to Capital Structure

1. Share capital history of our Company

(a) Equity share capital history of our Company:

The following is the history of the equity share capital of our Company:

Date of Allotment	Number of Equity Shares	Face Value (In ₹)	Issue Price (In ₹)	Nature of Consideration	Nature of allotment	Cumulative Number of Equity Shares	Cumulative Share Capital (₹)	Cumulative Share Premium (₹)
On Incorporation	15,000	10.00	10.00	Cash	Subscription to the MoA (1)	15,000	150,000	--
June 24, 2015	390,000	10.00	38.00	Cash	Preferential allotment (2)	405,000	4,050,000	10,920,000
Oct 10, 2017	800,000	10.00	45.00	Cash	Preferential allotment (3)	1,205,000	12,050,000	38,920,000
July 04, 2018*	4,669,600	10.00	53.00	Consideration other than Cash	Further allotment (4)	5,874,600	58,746,000	239,712,800
Sept 08, 2018	58,74,600	10.00	-	Consideration other than Cash	Bonus Issue in the ratio of 1:1 (5)	11,749,200	117,492,000	180,966,800

** Allotment of 4,669,600 Equity Shares to Mr. Anuj Bakshi pursuant to transfer of business of M/s United Wines (Proprietorship firm of Mr. Anuj Bakshi) into Northern Spirits Limited vide Business Transfer Agreement dated 31st March 2018. For further details in relation to the business transfer, please refer to section titled "Our Business" beginning on page 76 of this Prospectus.*

(1) Allotment on subscription to the Memorandum of Association

No.	Name of the allottee	Number of Equity Shares allotted
1.	Kulbir Bakshi	5000
2.	Anuj Bakshi	5000
3.	Ankush Bakshi	5000
	Total	**15000**

(2) Preferential Allotment

No.	Name of the allottee	Number of Equity Shares allotted
1.	Anuj Bakshi	195000
2.	Ankush Bakshi	195000
	Total	**390000**

(3) Preferential Allotment

No.	Name of the allottee	Number of Equity Shares allotted
1.	Anuj Bakshi	400000
2.	Ankush Bakshi	400000
	Total	**800000**

(4) Allotment of 4,669,600 Equity Shares allotted to Mr. Anuj Bakshi pursuant to transfer of business of M/s United Wines (Proprietorship firm of Mr. Anuj Bakshi) into Northern Spirits Limited vide Business Transfer Agreement dated 31st March 2018.

No.	Name of the allottee	Number of Equity Shares allotted
1.	Anuj Bakshi	4669600
	Total	**4669600**

(5) Bonus Issue in the Ratio of 1:1

No.	Name of the allottee	Number of Equity Shares allotted
1.	Anuj Bakshi	2904800
2.	Ankush Bakshi	2904800
3.	Kulbir Bakshi	35000
4.	Amita Bakshi	19900
5.	Roshni Bakshi	5000
6.	Kanika Bakshi	5000
7.	Jagjit Singh Kochar	100
	Total	**5874600**

(b) As on the date of this Prospectus, our Company does not have any preference share capital.

(c) As on the date of this Prospectus, Our Company has not issued Equity shares for consideration other than cash except as mentioned below.

Date of Allotment	Number of Equity Shares allotted	Issue Price (In ₹)	Consideration	Reason for Allotment	Name of the allottee	Benefit accruing to the company
04-07-2018	46,69,600	53.00	Other than cash	Acquisition of Business	Anuj Bakshi	Business Merger
08-09-2018	29,04,800	-	Other than cash	Bonus Issue	Anuj Bakshi	N.A.
	29,04,800	-	Other than cash	Bonus Issue	Ankush Bakshi	N.A.
	35,000	-	Other than cash	Bonus Issue	Kulbir Bakshi	N.A.
	19,900	-	Other than cash	Bonus Issue	Amita Bakshi	N.A.
	5,000	-	Other than cash	Bonus Issue	Roshni Bakshi	N.A.
	5,000	-	Other than cash	Bonus Issue	Kanika Bakshi	N.A.
	100	-	Other than cash	Bonus Issue	Jagjit Singh Kochar	N.A.

(d) We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

(e) Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Prospectus.

(f) Our Company has not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act or under section 230-234 of the Companies Act, 2013.

(g) *Issue of Equity Shares in the last one year below the Issue Price:* Our company has issued bonus share at an issue price of ₹ NIL on 08 September 2018 to existing shareholders. Except this, no other equity shares had been issued by our company at a price lower that the issue price during the preceding one year from the date of this Prospectus.

(h) Our Company does not have any intention or proposal to alter our capital structure within a period of 6 months from the date of opening of the Issue by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise. 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 opening of the Issue 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 after obtaining relevant approvals.

2. The Details of Shareholding of Promoter's and Promoter Group of Our Company;

(a) Capital Build-up of our Promoter's in our Company

The current promoters of our Company are i) Mr. Anuj Bakshi, ii) Ankush Bakshi and iii) Mr. Kulbir Bakshi.

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters' contribution should be not less than 20% of the post Issue equity share capital of our Company. As on the date of this Prospectus, our Promoters collectively hold 1,06,89,200 Equity Shares, which constitutes approximately 90.98% of the Pre-IPO issued, subscribed and paid-up Equity Share capital of our Company and approximately 66.59% of the Post-IPO issued, subscribed and paid-up Equity Share capital assuming full allotment of the shares offered in IPO. The Details are as under:

Sr. No.	Name of the Promoter Shareholder	Number of Shares held Pre IPO	Pre IPO-Shareholding (In%)	Post IPO-Shareholding (In%)
1	Anuj Bakshi	48,09,600	40.94	29.96
2	Ankush Bakshi	58,09,600	49.45	36.19
3	Kulbir Bakshi	70,000	0.60	0.44
Total		**1,06,89,200**	**90.98**	**66.59**

All the Equity Shares allotted and held by our Promoters were fully paid at the time of allotment itself. Further, none of the Equity Shares held by our Promoters are subject to any pledge.

Set forth below is the build-up of the equity shareholding of our Promoters since the incorporation of our Company.

i) Mr. Anuj Bakshi

Date of Allotment/ Acquisition/Sale	Number of Equity Shares	Issue/Transfer Price per Equity Share (₹)	Nature of Consideration	Nature of transaction	Pre-issue Share Holding%	Post-issue Share Holding%	Sources of funds
Upon Incorporation	5,000	10.00	Cash	Subscriber to MOA	0.04%	0.03%	Owned Funds
26-06-2015	1,95,000	38.00	Cash	Allotment	1.66%	1.21%	Owned Funds
10-10-2017	4,00,000	45.00	Cash	Allotment	3.40%	2.49%	Owned Funds
24-02-2018	-30,000	-	Gift	Transfer	-0.26%	-0.19%	-
04-07-2018	46,69,600	53.00	Consideration other than cash	Allotment	39.74%	29.09%	-
17-07-2018	-23,34,800	-	Consideration other than cash	Transfer as gift	-19.87%	-14.55%	-
08-09-2018	29,04,800	-	Consideration other than cash	Bonus Issue in the Ratio of 1:1	24.72%	18.10%	-
11-01-2019	-10,00,000	35.00	Cash	Transfer	-8.51%	-6.23%	-
TOTAL	**48,09,600**				**40.94%**	**29.96%**	

***Transfer to Relatives**

Transferor Name	Transferee Name	Date of Transfer	No of Shares
Anuj Bakshi	Roshni Bakshi	February 24, 2018	5,000
Anuj Bakshi	Kulbir Bakshi	February 24, 2018	25,000
Anuj Bakshi	Ankush Bakshi	July 17, 2018	2,334,800
TOTAL			**2,364,800**

ii) Mr. Ankush Bakshi

Date of Allotment/ Acquisition/Sale	Number of Equity Shares	Issue/Transfer Price per Equity Share (₹)	Nature of Consideration	Nature of transaction	Pre-issue Share Holding%	Post-issue Share Holding%	Sources of funds
Upon Incorporation	5,000	10.00	Cash	Subscriber to MOA	0.04%	0.03%	Owned Funds
26-06-2015	1,95,000	38.00	Cash	Allotment	1.66%	1.21%	Owned Funds
10-10-2017	4,00,000	45.00	Cash	Allotment	3.40%	2.49%	Owned Funds
24-02-2018	-30,000	-	Gift	Transfer	-0.26%	-0.19%	-
17-07-2018	23,34,800	-	Consideration other than cash	Transfer as gift	19.87%	14.55%	-
08-09-2018	29,04,800	-	Consideration other than cash	Bonus Issue in the Ratio of 1:1	24.72%	18.10%	-
TOTAL	**58,09,600**				**49.45%**	**36.19%**	

***Transfer to Relatives**

Transferor Name	Transferee Name	Date of Transfer	No of Shares
Ankush Bakshi	Kulbir Bakshi	February 24, 2018	5,000
Ankush Bakshi	Amita Bakshi	February 24, 2018	19,900
Ankush Bakshi	Kanika Bakshi	February 24, 2018	5,000
TOTAL			**29,900**

100 Equity shares have been transferred to other than relatives

iii) Mr. Kulbir Bakshi

Date of Allotment/ Acquisition/Sale	Number of Equity Shares	Issue/ Transfer Price per Equity Share (₹)	Nature of Consideration	Nature of transaction	Pre-issue Share Holding%	Post-issue Share Holding%	Sources of funds
Upon Incorporation	5,000	10.00	Cash	Subscriber to MOA	0.04%	0.03%	Owned Funds
24-02-2018	30,000	-	gift	Transfer from Relatives	0.26%	0.19%	Owned Funds
08-09-2018	35,000	-	Consideration other than cash	Bonus Issue in the Ratio of 1:1	0.30%	0.22%	-
TOTAL	**70,000**				**0.60%**	**0.44%**	

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

Sl. No.	Name of the Promoter	No. of Equity Shares Held	Avg. Cost of Acquisition
1	Anuj Bakshi	48,09,600	49.47
2	Ankush Bakshi	58,09,600	4.38
3	Kulbir Bakshi	70,000	0.71

(c) Details of Locked-in of Equity Shares for Three (3) Years

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters' contribution should be not less than 20% of the post Issue equity share capital of our Company.

Further, in terms of Regulation 238 (a) of SEBI ICDR Regulations, minimum promoter's contribution will be locked-in for a period of three years from the date of Allotment or date of commencement of commercial production, whichever is later and the Equity Shares held by Promoter of our Company in excess of minimum promoter's contribution will be locked-in for a period of one year from the date of Allotment.

An aggregate of 20% of the post-issue capital, held by our Promoters shall be considered as Promoter's Contribution ("Minimum Promoter's Contribution") and locked-in for a period of three years from the date of allotment. The lock-in of the Promoter's 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 granted their consents to include such number of Equity Shares held by them as may constitute 20.00% of the post-issue Equity Share Capital of our Company as Promoter's Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution from the date of filing of this Prospectus until the completion of the lock-in period specified above.

The details of lock-in of shares for 3 (three) years are as under:

Sr. No.	Name of the Promoter Shareholder	Number of Shares held Pre-IPO	Number of Shares held for lock-in	Post-IPO Share Locked in (In%)	Lock in Period
1	Anuj Bakshi	48,09,600	16,05,120	10.00%	3 Years
2	Ankush Bakshi	58,09,600	16,05,120	10.00%	3 Years
3	Kulbir Bakshi	70,000	-	-	N.A.
Total		**1,06,89,200**	**32,10,240**	**20.00%**	

** All Pre-IPO equity shares of our company will be locked-in as mentioned above prior to listing of shares on SME Platform of BSE Limited.*

In terms of Regulation 237 of SEBI ICDR Regulations, our Company confirms that none of the Equity Shares forming part of minimum promoter's contribution –

- Are acquired by our Promoter during preceding three financial years;
  - For consideration other than cash and where revaluation of assets or capitalization of intangible assets was involved; or
  - Through bonus issue of Equity Shares made by utilizing the revaluation reserves or unrealized gain or through bonus issue against equity shares which are ineligible for minimum promoter's contribution;

- Are pledged by our Promoter with any creditor;
- Consist of Equity Shares acquired by our Promoter during preceding one year at a price lower than the Issue Price.
- Further, our Company was incorporated under the Companies Act, 1956 and was not incorporated by converting the partnership firm(s) or LLP(s).

The Promoters have severally confirmed that the Equity Shares are eligible in term of Regulation 237 of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares are free from any lien, encumbrance or third-party rights. The Promoters have also severally confirmed that they are the legal and beneficial owners of the Equity.

All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares. Our Promoters have confirmed to our Company and the Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed of by them for such purpose.

(d) Details of Equity Shares Locked-in for one (1) year

In excess of minimum 20% of the Post-Issue shareholding of our Company held by the Promoter (locked in for three years as specified above), the balance pre-issue share capital of our Company held by promoters shall be locked in for a period of one year from the date of Allotment in this Issue as provided in clause 238 (b) of SEBI (ICDR) Regulations 2018.

Further, in terms of Regulation 239 of SEBI ICDR Regulations, entire pre-Issue equity share capital of our Company held by persons other than our Promoter will be locked-in for a period of one year from the date of Allotment in the Issue.

The details of lock-in of shares for 1 (one) years are as under:

Sr. No.	Name of the Shareholder	Number of Shares held Pre IPO	Number of Shares held for lock-in	Post-IPO Share lock-in (In %)	Lock in Period
1	Kulbir Bakshi	70,000	70,000	0.44%	1 Year
2	Anuj Bakshi	48,09,600	32,04,480	19.96%	1 Year
3	Ankush Bakshi	58,09,600	42,04,480	26.19%	1 Year
4	Amita Bakshi	39,800	39,800	0.25%	1 Year
5	Roshni Bakshi	10,000	10,000	0.06%	1 Year
6	Kanika Bakshi	10,000	10,000	0.06%	1 Year
7	Hitesh Mohanbhai Patel	5,00,000	5,00,000	3.12%	1 Year
8	R Sheshagiri	1,00,000	1,00,000	0.62%	1 Year
9	Subhash Vithaldas Shah	1,00,000	1,00,000	0.62%	1 Year
10	Valueworth Capital Management Pvt Ltd	3,00,000	3,00,000	1.87%	1 Year
11	Jagjit Singh Kochar	200	200	0.00%	1 Year
Total		**1,17,49,200**	**85,38,960**	**53.20%**	

** All Pre-IPO equity shares of our company will be locked-in as mentioned above prior to listing of shares on SME Platform of BSE Limited.*

(e) Other requirements in respect of lock-in

- **Inscription or Recording of non-transferability:**

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock in is recorded by the Depository.

- **Pledge of Locked-in Equity Shares**

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by the Promoter, as specified above, can be pledged with any scheduled commercial banks or public financial institutions or systemically important non-banking finance company or housing finance company as collateral security for loans granted by such

scheduled commercial banks or public financial institutions or systemically important non-banking finance company or housing finance company, subject to fulfilment of following conditions:

i) In respect of Equity Shares which are locked in for a period of one year, the pledge of the Equity Shares is one of the terms of the sanction of the loan;

ii) In respect of Equity Shares which are locked in for a period of three years, the loan has been granted by such scheduled commercial bank or public financial institution or systemically important non-banking finance company or housing finance company to our Company or our Subsidiary (ies) for the purpose of financing one or more of the objects of the Issue and the pledge of the Equity Shares is one of the terms of the sanction of the loan.

- **Transfer of Locked-in Equity Shares**

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable;

a) The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

b) The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

(f) Shareholding of our Promoters & Promoter Group

The table below presents the shareholding of our Promoter and Promoter Group, who hold Equity Shares as on the date of filing of this Prospectus:

Particulars	Pre-Issue		Post-Issue	
	Number of Shares	Percentage holding	Number of Shares	Percentage holding
Promoters				
Anuj Bakshi	48,09,600	40.94%	48,09,600	29.96%
Ankush Bakshi	58,09,600	49.45%	58,09,600	36.19%
Kulbir Bakshi	70,000	0.60%	70,000	0.44%
Total (A)	**1,06,89,200**	**90.98%**	**1,06,89,200**	**66.59%**
Promoter Group				
Amita Bakshi	39,800	0.34%	39,800	0.25%
Roshni Bakshi	10,000	0.09%	10,000	0.06%
Kanika Bakshi	10,000	0.09%	10,000	0.06%
Total (B)	**59,800**	**0.51%**	**59,800**	**0.37%**
Grand Total (A+B)	**1,07,49,000**	**91.49%**	**1,07,49,000**	**66.97%**

(g) Sale/Purchase by Promoter Group and/or by directors of Company which is promoter of our company and/or by the director of our company and their immediate relatives during six months preceding the date of this Prospectus: (Except Bonus Shares allotted by Company)

Date of Transaction	Name of Shareholder	Category of Person	No. of Shares Transacted	Nature of Transaction	Amount per Shares (In ₹)	Nature of Consideration
04-07-2018	Anuj Bakshi	Director of the Company	46,69,600	Direct Allotment	53.00	Other Than Cash
17-07-2018	Anuj Bakshi	Director of the Company	-23,34,800	Transfer to Ankush Bakshi as Gift	-	Other Than Cash
17-07-2018	Ankush Bakshi	Director of the Company	23,34,800	Transfer from Anuj Bakshi as Gift	-	Other Than Cash
11-01-2019	Anuj Bakshi	Director of the Company	-10,00,000	Transfer	35.00	Cash

3. **Shareholding Pattern of our Company**

(a) The table below presents the current shareholding pattern of our Company as on the date of this Prospectus.

Category (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (Sb)	
								Class: X	Class: y	Total								
A	Promoter & Promoter Group	6	1,07,49,000	-	-	1,07,49,000	91.49	1,07,49,000	-	1,07,49,000	91.49	-	91.49	-	-	-	-	1,07,49,000
B	Public	5	10,00,200	-	-	10,00,200	8.51	10,00,200	-	10,00,200	8.51	-	8.51	-	-	-	-	10,00,200
C	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	11	11,749,200	-	-	11,749,200	100	11,749,200	-	11,749,200	-	-	100	-	-	-	-	11,749,200

As on date of this Prospectus, 1 Equity share holds 1 vote.

As on date, we have only one class of Equity Shares of face value of Rs. 10/- each.

All Pre-IPO equity shares of our company will be locked-in as per regulations of SEBI ICDR prior to listing of shares on SME Platform of BSE Limited.

In terms of SEBI circular bearing no. Cir/ISD/3/2011 dated June 17, 2011 and SEBI circular bearings no. SEBI/Cir/ISD/05/2011 dated September 30, 2011, the equity shares held by the Promoters and Promoter Group are in dematerialised form.

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the Listing Regulation, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the Website of BSE Limited before commencement of trading of such Equity Share.

(b) List of Major Shareholders holding 1% or more of the pre-Issue equity share capital of our Company as on the date of this Prospectus:

Sl. No.	Name of Shareholders	Pre-Issue	
		Number of Shares	Percentage holding
1	Ankush Bakshi	58,09,600	49.45%
2	Anuj Bakshi	48,09,600	40.94%
3	Hitesh Mohanbhai Patel	5,00,000	4.26%
4	Valueworth Capital Management Pvt Ltd	3,00,000	2.55%
Total Shareholders holding 1% or more of the paid-up capital		**1,14,19,200**	**97.19%**

(c) List of Major Shareholders holding 1% or more of the pre-Issue equity share capital of our Company as on a date 10 days before the date of this Prospectus:

Sl. No.	Name of Shareholders	Pre-Issue	
		Number of Shares	Percentage holding
1	Ankush Bakshi	58,09,600	49.45%
2	Anuj Bakshi	48,09,600	40.94%
3	Hitesh Mohanbhai Patel	5,00,000	4.26%
4	Valueworth Capital Management Pvt Ltd	3,00,000	2.55%
Total Shareholders holding 1% or more of the paid-up capital		**1,14,19,200**	**97.19%**

(d) List of Major Shareholders holding 1% or more of the pre-Issue equity share capital of our Company as on a date 1 (one) year before the date of this Prospectus:

Sl. No.	Name of Shareholders	Pre-Issue	
		Number of Shares	Percentage holding
1	Ankush Bakshi	6,00,000	49.79%
2	Anuj Bakshi	6,00,000	49.79%
3	Kulbir Bakshi	5,000	0.41%
Total Shareholders holding 1% or more of the paid-up capital		**12,05,000**	**100.00%**

(e) List of Major Shareholders holding 1% or more of the pre-Issue equity share capital of our Company as on a date 2 (two) year before the date of this Prospectus:

Sl. No.	Name of Shareholders	Pre-Issue	
		Number of Shares	Percentage holding
1	Ankush Bakshi	2,00,000	49.38%
2	Anuj Bakshi	2,00,000	49.38%
3	Kulbir Bakshi	5,000	1.23%
Total Shareholders holding 1% or more of the paid-up capital		**4,05,000**	**100.00%**

4. None of the Equity Shares of our Company are subject to any pledge as on the date of this Prospectus.

5. None of the shareholding of the Promoters & Promoter Group is subject to lock-in as on date of this Prospectus.

6. Except as disclosed in the chapter titled "Our Management" beginning on page 95 of this Prospectus, none of our Directors or Key Managerial Personnel holds any Equity Shares in our Company.

7. None of our Promoters, Promoter Group, our Directors and their relatives has entered into any financing arrangements or financed the purchase of the Equity shares of our Company by any other person during the period of six (6) months immediately preceding the date of filing of the Prospectus.

8. We hereby confirm that there will be no further issue of capital whether by the 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 offered have been listed or application money unblocked on account of failure of issue.

9. Our Company, its Directors, Promoters or the Lead Manager have not entered into any buy-back or standby arrangements for the purchase of the Equity Shares of our Company.

10. Our Company undertakes that there shall be only one (1) denomination for the Equity Shares of our Company, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as specified by SEBI from time to time.

11. There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into Equity Shares as on the date of this Prospectus.

12. The Equity Shares are fully paid up and there are no partly paid-up Equity Shares as on the date of filing of this Prospectus.

13. Our Company has not issued Equity Shares out of Revaluation Reserves.

14. Our Company shall comply with such disclosures and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.

15. The Equity Shares issued pursuant to this Issue shall be fully paid-up.

16. Our Company has not made any public issue of any kind or class of securities of our Company within the immediately preceding two (2) years prior to filing this Prospectus.

17. As on date of this Prospectus, our Company has 11 (Eleven) shareholders.

18. Our Company has not raised any bridge loan against the proceeds of this issue.

19. Our Company, Directors, Promoters or members of our Promoter Group shall not make any payments, direct or indirect, discounts, commissions, allowances or otherwise under this Issue except as disclosed in this Prospectus.

20. Our Company has not revalued its assets during the last five (5) financial years.

21. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to three (3) years lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

22. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange i.e. BSE Limited (SME Platform). Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

23. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of SEBI (ICDR) Regulations.

24. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.

25. 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.

26. There are no Equity Shares against which depository receipts have been issued.

27. Other than the Equity Shares, there is no other class of securities issued by our Company.

28. This issue is being made through Fixed Price method.

29. This Issue is being made in terms of Section IX of the SEBI (ICDR) Regulations 2018, as amended from time to time. The Issue is being made through the Fixed Price method and hence, as per Regulation 253, sub regulation (2) of SEBI (ICDR) Regulations 2018, the allocation in the net issue to public category shall be made as follow:

    (a) Minimum 50% to the Retail individual investors; and
    (b) remaining to:

        i. individual applicants other than retail individual investors; and

        ii. other investors including corporate bodies or institutions; irrespective of the number of specified securities applied for;

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

    Explanation: For the purpose of Regulation 253, sub Regulation (2), if the retail individual investor category is entitled to more than fifty percent of the issue size on proportionate basis, the retail individual investors shall be allocated that higher percentage.

30. Our Promoters and members of our Promoter Group will not participate in the Issue.

31. The Lead Manager and its associates do not hold any Equity Shares in our Company as on the date of filing this Prospectus.

SECTION VII: PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of 43,02,000 Equity Shares of our Company at an Issue Price of Rs.43/- per Equity Share.

Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects and gain benefits of listing on SME Platform of BSE.

The Objects of the Issue are:

A. To meet the working capital requirements of the company
B. To meet the Issue Expenses
C. General Corporate Purposes

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. It will also make future financing easier and affordable in case of expansion or diversification of the business. Further, listing attracts interest of institutional investors as well as foreign institutional investors.

The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution.

Requirement of Funds

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

The following table summarizes the requirement of funds:

Sl. No.	Particulars	Amount (Rs. in Lakh)
1	Working Capital Requirement	1,564.86
2	Public issue expenses	135.00
3	General Corporate Purposes	150.00
	Total	**1,849.86**

We propose to meet the requirement of funds for the stated objects of the Issue from the IPO Proceeds. Hence, no amount is required to be raised through means other than the Issue Proceeds. Accordingly, the requirements under Regulation 230(1)(e) of the SEBI ICDR Regulations and Clause 9 (C) of Part A of Schedule VI of the SEBI ICDR Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals) are not applicable.

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

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

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

Details of the Use of the Proceeds

	(Rs. in Lakhs)		
Particulars	**31.03.2018**	**31.03.2019**	**31.03.2020**
Cash & Bank Balance	20.67	73.14	197.06
Sundry Debtors	830.30	4,840.00	5,148.50
Inventories	634.77	3,245.67	3,640.00
Other Current Assets	65.63	1,395.00	2,591.00
Total Current Assets	**1,551.37**	**9,553.81**	**11,576.56**
Sundry Creditors	273.71	150.00	175.00
Other Current Liabilities	647.19	885.00	1,591.00
Total Current Liabilities	**920.90**	**1,035.00**	**1,766.00**
Working Capital Gap	**630.47**	**8,518.81**	**9,810.56**
Source of Working Capital	**31.03.2018**	**31.03.2019**	**31.03.2020**
Bank Loan	502.55	4,000.00	3,400.00
Proceeds from IPO	-	1,564.86	-
Internal Accrual	127.92	2,953.95	6,410.56
Total	**630.47**	**8,518.81**	**9,810.56**

Working Capital Requirement and basis of estimation:

Particulars	Unit	2017-18	2018-19	2019-2020
Avg. Inventory holding Period	Months	3.53	3.99	3.00
Debtors holding Period	Months	3.85	4.47	3.09
Creditors holding Period	Months	1.35	0.15	0.14

Note: Our Company is already enjoying a credit facility from DBS Bank (Sanctioned limit: Rs.25.00 crores), Canara Bank (Sanctioned Limit: Rs. 15.00 crores); Karur Vysya Bank (Sanctioned Limit: Rs.6 crores). For further details please refer to the Section titled "Financial Indebtedness" on Page no 135 of this Prospectus.

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 Chapter IX, Regulation 230 (2) of SEBI ICDR Regulations, 2018. 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:

(i) Strategic initiatives (ii) brand building and strengthening of marketing activities; and (iii) ongoing 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 Expense

The expenses for this Issue include issue management fees, underwriting fees, selling commission, registrar fees, legal advisor fees, printing and distribution expenses, issue related advertisement expenses, depository charges and listing fees etc. to the Stock Exchange, among others. All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

Activity	Estimated Expenses (Rs. in Lakhs)	As a % of Total Estimated Issue Expenses	As a % of the Total Issue Size
Lead Manager Fees including Underwriting Commission, Brokerage, Selling Commission and upload Fees, Registrar to the Issue, Legal Advisors etc and other out of Pocket Expenses	111.00	82.23%	6.00%
Advertising and Marketing Expenses	5.00	3.70%	0.27%
Regulators Including Stock Exchanges	16.00	11.85%	0.87%
Printing and distribution of Issue Stationary	3.00	2.22%	0.16%
Total	**135.00**	**100.00%**	**7.30%**

Appraisal by Appraising Fund:

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

Shortfall of Funds

Any shortfall in meeting the fund requirements will be met by way of internal accruals and or unsecured Loans.

Bridge Financing Facilities

As on the date of this Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement/cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue.

Interim Use of Proceeds

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

Monitoring Utilization of Funds

As the Issue size is less than Rs. 10,000 Lakh, under the SEBI (ICDR) Regulations it is not mandatory for us to appoint a monitoring agency.

Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee. Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

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

Variation in Objects

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Initial Public Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through a postal ballot. Further, pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half- yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at a price as may be prescribed by SEBI, in this regard.

Other Confirmations

There are no material existing or anticipated transactions with our Promoters, our Directors, our Company's Key Managerial Personnel, director of promoters in relation to the utilisation of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoters, our Directors or Key Managerial Personnel, director of promoters except in the normal course of business and in compliance with the applicable laws.

BASIS FOR ISSUE PRICE

The Issue Price of ₹43/- per Equity Share has been determined by our Company, in consultation with the LM on the basis of an assessment of market demand for the Equity Shares through the Fixed Price Process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Share of our Company is ₹10/- and Issue Price is 4.30 times the face value.

Qualitative Factors

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

- Established and proven track record;
- Leveraging the experience of our Promoters;
- Experienced management team and a motivated and efficient work force;
- Cordial relations with our customers
- Quality Assurance & Control

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to Section titled, **Our Business**, beginning on page no. 76 of this Prospectus.

Quantitative Factors

The information presented in this section is derived from our Company's restated financial statements prepared in accordance with Ind AS. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1. Basic & Diluted Earnings per share (EPS):

EPS: As per the Company's restated financial information:

Particulars	Basic EPS (Rupees)	Diluted EPS (Rupees)	Weight
Year ended Sept 30th , 2018	2.34^	2.34^	5.50
Year ended March 31, 2018	12.83	12.83	5
Year ended March 31, 2017	13.14	13.14	4
Year ended March 31, 2016	-16.12	-16.12	3
Year ended March 31, 2015	64.19	64.19	2
Year ended March 31, 2014	14.75	14.75	1
Weighted average	**10.94**	**10.94**	

^ Based on Sept Figures (6Months). Not Annualised.

Note:

1. EPS has been calculated as PAT/Weighted Average no of shares for particular period/year
2. The company has issued 46,69,600 equity shares to Mr. Anuj Bakshi (Prop of United Wines) for the transfer of business of United Wines into Northern Spirits Limited effective from 01st April 2018.
3. The company has further issued 58,74,600 equity shares as bonus shares in the ratio of 1:1 on 08th September 2018.
4. The above factor is resulting into decrease in EPS as on 30th September 2018.

2. Price to Earning (P/E) Ratio in relation to the Issue Price of Rs. 43/- per equity share of face value of Rs. 10/- each.

Particulars	P/E Ratio
P/E ratio based on the Basic & Diluted EPS for period ended Sept 30th, 2018	18.38
P/E ratio based on the Basic & Diluted EPS for FY 2017-18	3.35
P/E ratio based on the Weighted Average EPS for FY 2017-18	3.93

3. Average Return on Net Worth (RoNW)

Particulars	RONW %	Weight
Year ended Sept 30th, 2018	8.18^	5.5
Year ended March 31, 2018	16.30	5
Year ended March 31, 2017	33.98	4
Year ended March 31, 2016	-49.16	3
Year ended March 31, 2015	157.91	2
Year ended March 31, 2014	0*	1
Weighted average	**17.95**	

Weighted average: *Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. [(Return on Net Worth x Weight) for each year] / [Total of weights]*
^ Based on Sept Figures (6Months)

Note:
Net worth has been computed by aggregating share capital and reserves and surplus as per the audited restated financial information. Revaluation reserve or miscellaneous expenditure (to the extent not written off) is not considered for calculating Reserve & Surplus. * For the Year ended 31st Mar, 2014, Net worth is Negative

4. Net Assets Value:

Particulars	Amount (In Rs.)
Net Asset Value per Equity Share as of Sept 30th , 2018	28.66
Net Asset Value per Equity Share as of March 31, 2018 (Pre Bonus)	51.23
Net Asset Value per Equity Share after the Issue	31.70
Issue Price per equity share	43.00

Note: *Net Asset Value per equity share represents "total assets less total liability (excluding deferred tax) as per the restated financial information as divided by the number of equity shares outstanding as at the end of year/period.*

5. Comparison with other listed companies/Industry peers: We believe that none of the listed companies in India offer products or services across the various business segments in which we operate. Hence a strict comparison is not possible.

The Company in consultation with the Lead Manager and after considering various valuation fundamentals including Book Value and other relevant factors believes that the issue price of Rs. 43/- per share for the Public Issue is justified in view of the above parameters. The investors may also want to pursue the "*Risk Factors"* beginning on page no 17 of this Prospectus and Financials of the company as set out in the *"Financial Statements as Restated"* beginning on page no 113 of this Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is Rs. 10/- per share and the Issue Price is 4.30 times of the face value i.e. Rs.43/- per share.

STATEMENT OF POSSIBLE TAX BENEFITS

To
The Board of Directors,
Northern Spirits Limited,
5A, Woodburn Park Road,
6th Floor, Woodburn Central Unit 603,
Kolkata-700020,
West Bengal, India.

Dear Sirs,

Sub: Statement of possible Special tax benefit ('the Statement') available to Northern Spirits Limited ("the Company") and its shareholders prepared in accordance with the requirements under Schedule VI - Clause 9 (L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')

We hereby confirm that the enclosed annexure, prepared by Northern Spirits Limited ('the Company") states the possible special tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 ('Act'), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders do not cover any general tax benefits available to the Company or its Shareholders and is neither exhaustive nor conclusive. Further, these benefits are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

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

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

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 solely for your information and for inclusion in the Prospectus or any other issue related material 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 prior written consent.

For J K Sarawgi & Company
Chartered Accountants
F.R.N.: 006836C

S/d-
CA Jeet Agarwal
Partner
Membership No.: 064038

Date: 06-11-2018
Place: Kolkata

ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO NSL ("THE COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

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

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

1. Special Tax Benefits available to the Company under the Act:

The Company is not entitled to any Special tax benefits under the Act.

2. Special Tax Benefits available to the shareholders of the Company:

The Shareholders of the company are not entitled to any Special tax benefits under the Act.

Notes:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.

2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

   No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

SECTION VIII: ABOUT THE COMPANY AND THE INDUSTRY

INDUSTRY OVERVIEW

OVERVIEW OF THE GLOBAL AND INDIAN ECONOMY

GLOBAL OUTLOOK

Banking on the resurgence of global majors and the continuing policy stimulus-driven growth in China, India and similar economies, the outlook for global GDP growth for 2018 is 3.7%. While the U.S. is expected to see a modest growth pick-up due to stronger business and consumer confidence, both Europe and Japan are forecast to have stronger and sustained momentum with diminished political uncertainty and growing private consumption respectively.

Exhibit 1: GDP Real Growth, Global, 2014-2021 (%)

Source: IMF

Digitization, improvement in the labour force and stronger productivity can help sustain the growth momentum and provide a favourable environment for businesses to thrive. Companies, however, need to stay focused on strengthening their growth through an apt combination of technology, innovation and skills.

Advanced economies:

- The growth forecast in the United States has been revised down from 2.3 percent to 2.1 percent in 2017 and from 2.5 percent to 2.1 percent in 2018. While the markdown in the 2017 forecast reflects in part the weak growth outturn in the first quarter of the year, the major factor behind the growth revision, especially for 2018, is the assumption that fiscal policy will be less expansionary than previously assumed, given the uncertainty about the timing and nature of U.S. fiscal policy changes. Market expectations of fiscal stimulus have also receded.

- The growth forecast has also been revised down for the United Kingdom for 2017 on weaker-than-expected activity in the first quarter.

- By contrast, growth projections for 2017 have been revised up for many euro area countries, including France, Germany, Italy, and Spain, where growth for the first quarter of 2017 was generally above expectations. This, together with positive growth revisions for the last quarter of 2016 and high-frequency indicators for the second quarter of 2017, indicate stronger momentum in domestic demand than previously anticipated.

- The growth forecast for 2017 was also revised up for Canada, where buoyant domestic demand boosted first-quarter growth to 3.7 percent and indicators suggest resilient second-quarter activity, and marginally for Japan, where private consumption, investment, and exports supported first-quarter growth.

(Source-https://www.imf.org/en/Publications/WEO/Issues/2017/07/07/world-economic-outlook-update-july-2017)

Emerging and developing economies: -

Emerging and developing economies are projected to see a sustained pickup in activity, with growth rising from 4.3 percent in 2016 to 4.6 percent in 2017 and 4.8 percent in 2018. These forecasts reflect upward revisions, relative to April, of 0.2 percentage point for 2016, and 0.1 percentage point for 2017. As in the most recent WEO forecast vintages, growth is primarily driven by commodity importers, but its pickup reflects to an important extent gradually improving

conditions in large commodity exporters that experienced recessions in 2015–16, in many cases caused or exacerbated by declining commodity prices.

- China's growth is expected to remain at 6.7 percent in 2017, the same level as in 2016, and to decline only modestly in 2018 to 6.4 percent. The forecast for 2017 was revised up by 0.1 percentage point, reflecting the stronger than expected outturn in the first quarter of the year underpinned by previous policy easing and supply-side reforms (including efforts to reduce excess capacity in the industrial sector). For 2018, the upward revision of 0.2 percentage point mainly reflects an expectation that the authorities will delay the needed fiscal adjustment (especially by maintaining high public investment) to meet their target of doubling 2010 real GDP by 2020. Delay comes at the cost of further large increases in debt, however, so downside risks around this baseline have also increased.

- Growth in India is forecast to pick up further in 2017 and 2018, in line with the April 2017 forecast. While activity slowed following the currency exchange initiative, growth for 2016—at 7.1 percent—was higher than anticipated due to strong government spending and data revisions that show stronger momentum in the first part of the year. With a pickup in global trade and strengthening domestic demand, growth in the ASEAN-5 economies is projected to remain robust at around 5 percent, with generally strong first quarter outturns leading to a slight upward revision for 2017 relative to the April WEO.

- In Emerging and Developing Europe, growth is projected to pick up in 2017, primarily driven by a higher growth forecast for Turkey, where exports recovered strongly in the last quarter of 2016 and the first quarter of 2017 following four quarters of moderate contraction, and external demand is projected to be stronger with improved prospects for euro area trading partners. The Russian economy is projected to recover gradually in 2017 and 2018, in line with the April forecast.

- After contracting in 2016, economic activity in Latin America is projected to recover gradually in 2017–18 as a few countries— including Argentina and Brazil—exit their recessions. In comparison to the April 2017 WEO, Brazil's growth forecast for 2017 is now higher in light of the strong first quarter, but ongoing weakness in domestic demand and an increase in political and policy uncertainty will be reflected in a more subdued pace of recovery, and hence in lower projected growth in 2018. Mexico's growth forecast for 2017 is revised up from 1.7 to 1.9 percent on the back of strong activity in the first quarter of the year, with an unchanged forecast for 2018. Revisions for the rest of the region are mostly to the downside, including a further deterioration of conditions in Venezuela.

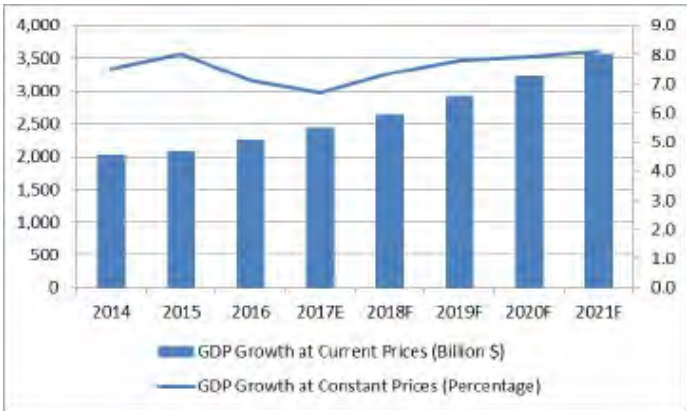
- Growth in the Middle East, North Africa, Afghanistan, and Pakistan region is projected to slow considerably in 2017, reflecting primarily a slowdown in activity in oil exporters, before recovering in 2018. The 2017–18 forecasts is broadly unchanged relative to the April 2017 WEO, but the growth outcome in 2016 is estimated to have been considerably stronger in light of higher growth in Iran. The recent decline in oil prices, if sustained, could weigh further on the outlook for the region's oil exporters.

- In Sub-Saharan Africa, the outlook remains challenging. Growth is projected to rise in 2017 and 2018, but will barely return to positive territory in per capita terms this year for the region as a whole— and would remain negative for about a third of the countries in the region. The slight upward revision to 2017 growth relative to the April 2017 WEO forecast reflects a modest upgrading of growth prospects for South Africa, which is experiencing a bumper crop due to better rainfall and an increase in mining output prompted by a moderate rebound in commodity prices. However, the outlook for South Africa remains difficult, with elevated political uncertainty and weak consumer and business confidence, and the country's growth forecast was consequently marked down for 2018

(Source-https://www.imf.org/en/Publications/WEO/Issues/2017/07/07/world-economic-outlook-update-july-2017)

Among all large economies, India is likely to demonstrate a rapid and sustainable growth, at a CAGR of 9.46% from 2016 to 2021, driven by strong manufacturing-led industrial expansion and consumption demands from the private sector. According to Frost & Sullivan's analysis based on data from 2017 IMF WEO Update, the country's GDP is well positioned to cross USD 3,000 billion (INR 200 trillion) by 2020; in the event of accelerated manufacturing and investment, this figure could even potentially balloon to USD 3,600 billion (INR 240 trillion).

Exhibit 2: GDP Growth, India, 2014-2021



Note: All the figures are on a fiscal year basis

Source: Ministry of Statistics and Programme Implementation, India

Policies:-

Policy choices will therefore be crucial in shaping the outlook and reducing risks:-

- Strengthening the momentum. With countries at present facing divergent cyclical conditions, differing stances of monetary and fiscal policy remain appropriate. In advanced economies where demand is still lacking and inflation too low, monetary and (where feasible) fiscal support should continue; elsewhere monetary policy should normalize gradually, in line with economic developments, and fiscal policy should focus on supporting reforms aimed at expanding the economy's supply potential. Countries in need of fiscal consolidation should do so with growth-friendly measures. Emerging market economies should continue to allow exchange rates to buffer shocks, wherever possible.

- Making growth resilient and balanced. Efforts to accelerate private sector balance sheet repair and ensure sustainability of public debt are critical foundations for a resilient recovery. So are efforts from surplus and deficit countries alike to reduce excess current account imbalances.

- Sustaining high and inclusive growth in the long term. This goal calls for well sequenced and tailored structural reforms to boost productivity and investment, measures to narrow gender labor force participation gaps, and active support for those hurt by shifts in technology or trade.

- Enhancing resilience in low-income countries. Among low-income developing countries, commodity exporters generally need sizable adjustment to correct macroeconomic imbalances, a challenge that would be exacerbated for fuel exporters by a persistent decline in oil prices. Policy priorities for diversified low income developing countries vary, given the diversity of country circumstances, but an overarching goal for these economies should be to enhance resilience against potential future shocks by strengthening fiscal positions and foreign reserves holdings while growth is strong.

- Working toward shared prosperity. A well-functioning multilateral framework for international economic relations is another key ingredient of strong, sustainable, balanced, and inclusive growth. Pursuit of zero-sum policies can only end by hurting all countries, as history shows. Because national policies inevitably interact and create spillovers across countries, the world economy works far better for all when policymakers engage in regular dialogue and work within agreed mechanisms to resolve disagreements. A rule-based and open world trading system is especially vital for global prosperity, but it must be supported by domestic policies to facilitate adjustment, not only to trade but to rapid technological change.

- Cooperating to ensure evenhandedness. At the same time, the international community should continue to adapt the multilateral system to the changing global economy. Active dialogue and cooperation will help to improve and modernize the rules, while addressing valid country concerns. This process will ensure continued mutual benefits and evenhandedness. Together with strong domestic policies, it will also help avoid a broad withdrawal from multilateralism, either through widespread protectionism or a competitive race to the bottom in financial and regulatory oversight, which would leave all countries worse off.

(Source-https://www.imf.org/en/Publications/WEO/Issues/2017/07/07/world-economic-outlook-update-july-2017)

ABOUT INDIAN ECONOMY GROWTH RATE & STATISTICS

Introduction

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF) and it is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships. India's GDP is estimated to have increased 6.6 per cent in 2017-18 and is expected to grow 7.3 per cent in 2018-19.

Market size

India's gross domestic product (GDP) at constant prices grew by 7.2 per cent in September-December 2017 quarter as per the Central Statistics Organisation (CSO). Corporate earnings in India are expected to grow by 15-20 per cent in FY 2018-19 supported by recovery in capital expenditure, according to JM Financial.

The tax collection figures between April 2017- February 2018 show an increase in net direct taxes by 19.5 per cent year-on-year and an increase in net direct taxes by 22.2 per cent year-on-year. India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM. India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves were US$ 422.53 billion in the week up to March 23, 2018, according to data from the RBI.

Recent Developments

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India increased 53.3 per cent to US$ 77.6 billion in 2017 while private equity (PE) deals reached US$ 24.4 billion. Some of the important recent developments in Indian economy are as follows:

- India's merchandise exports and imports grew 11.02 per cent and 21.04 per cent on a y-o-y basis to US$ 273.73 billion and US$ 416.87 billion, respectively, during April-February 2017-18.
- India's Foreign Direct Investment (FDI) inflows reached US$ 208.99 billion during April 2014 - December 2017, with maximum contribution from services, computer software and hardware, telecommunications, construction, trading and automobiles.
- India's Index of Industrial Production (IIP) rose 7.5 per cent year-on-year in January 2018 while retail inflation reached a four month low of 4.4 per cent in February 2018.
- Employment on net basis in eight key sectors in India including manufacturing, IT and transport increased by 136,000 in July-September quarter of 2017-18.
- The average salary hike of Indian employees is estimated to be 9.4 per cent and that of key talents is estimated to be nearly 15.4 per cent in 2018, backed by increased focus on performance by companies, according to Aon Hewitt.
- Indian merchandise exports in dollar terms registered a growth of 4.48 per cent year-on-year in February 2018 at US$ 25.83 billion, according to the data from Ministry of Commerce & Industry.
- Indian companies raised Rs 1.6 trillion (US$ 24.96 billion) through primary market in 2017.
- Moody's upgraded India's sovereign rating after 14 years to Baa2 with a stable economic outlook.
- The top 100 companies in India are leading in the world in terms of disclosing their spending on corporate social responsibility (CSR), according to a 49-country study by global consultancy giant, KPMG.
- The bank recapitalisation plan by Government of India is expected to push credit growth in the country to 15 per cent, according to a report by Ambit Capital.
- India has improved its ranking in the World Bank's Doing Business Report by 30 spots over its 2017 ranking and is ranked 100 among 190 countries in 2018 edition of the report.
- India's ranking in the world has improved to 126 in terms of its per capita GDP, based on purchasing power parity (PPP) as it increased to US$ 7,170 in 2017, as per data from the International Monetary Fund (IMF).
- India is expected to have 100,000 startups by 2025, which will create employment for 3.25 million people and US$ 500 billion in value, as per Mr T V Mohan Das Pai, Chairman, Manipal Global Education.
- The World Bank has stated that private investments in India is expected to grow by 8.8 per cent in FY 2018-19 to overtake private consumption growth of 7.4 per cent, and thereby drive the growth in India's gross domestic product (GDP) in FY 2018-19.
- The Niti Aayog has predicted that rapid adoption of green mobility solutions like public transport, electric vehicles and car-pooling could likely help India save around Rs 3.9 trillion (US$ 60 billion) in 2030.
- Indian impact investments may grow 25 per cent annually to US$ 40 billion from US$ 4 billion by 2025, as per Mr Anil Sinha, Global Impact Investing Network's (GIIN's) advisor for South Asia.
- The Union Cabinet, Government of India, has approved the Central Goods and Services Tax (CGST), Integrated GST (IGST), Union Territory GST (UTGST), and Compensation Bill.

- The Nikkei India manufacturing Purchasing Managers' Index increased at the fastest pace in December 2017 to reach 54.7, signaling a recovery in the economy.

Government Initiatives

The Union Budget for 2018-19 was announced by Mr Arun Jaitley, Union Minister for Finance, Government of India, in Parliament on February 1, 2018. This year's budget will focus on uplifting the rural economy and strengthening of the agriculture sector, healthcare for the economically less privileged, infrastructure creation and improvement in the quality of education of the country. As per the budget, the government is committed towards doubling the farmers' income by 2022. A total of Rs 14.34 lakh crore (US$ 225.43 billion) will be spent for creation of livelihood and infrastructure in rural areas. Budgetary allocation for infrastructure is set at Rs 5.97 lakh crore (US$ 93.85 billion) for 2018-19. All-time high allocations have been made to the rail and road sectors.

India's unemployment rate is expected to be 3.5 per cent in 2018, according to the International Labour Organisation (ILO).

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Some of the recent initiatives and developments undertaken by the government are listed below:

- The Union Cabinet gave its approval to the North-East Industrial Development Scheme (NEIDS) 2017 in March 2018 with an outlay of Rs 3,000 crores (US$ 460 million) up to March 2020.
- In March 2018, construction of 321,567 additional houses across 523 cities under the Pradhan Mantri Awas Yojana (Urban) has been approved by the Ministry of Housing and Urban Poverty Alleviation, Government of India with an allocation of Rs 18,203 crore.
- The Ministry of Power, Government of India has partnered with the Ministry of Skill Development & Entrepreneurship to provide training to the manpower in six states in an effort to speed up the implementation of SAUBHAGYA (Pradhan Mantri Sahaj Bijli Har Ghar Yojna).
- Prime Minister's Employment Generation Programme (PMEGP) will be continued with an outlay of Rs 5,500 crore (US$ 844.81 million) for three years from 2017-18 to 2019-20, according to the Cabinet Committee on Economic Affairs (CCEA).
- In February 2018, The Union Cabinet Committee has approved setting up of National Urban Housing Fund (NUHF) for Rs 60,000 crore (US$ 9.3 billion) which will help in raising requisite funds in the next four years.
- The target of an Open Defecation Free (ODF) India will be achieved by October 2, 2019 as adequate funding is available to the Swachh Bharat Mission (Gramin), according to Ms Uma Bharti, Minister of Drinking Water and Sanitation, Government of India.
- The Government of India has succeeded in providing road connectivity to 85 per cent of the 178,184 eligible rural habitations in the country under its Pradhan Mantri Gram Sadak Yojana (PMGSY) since its launch in 2014.
- A total of 15,183 villages have been electrified in India between April 2015-November 2017 and complete electrification of all villages is expected by May 2018, according to Mr Raj Kumar Singh, Minister of State (IC) for Power and New & Renewable Energy, Government of India.
- The Government of India has decided to invest Rs 2.11 trillion (US$ 32.9 billion) to recapitalise public sector banks over the next two years and Rs 7 trillion (US$ 109.31billion) for construction of new roads and highways over the next five years.
- The mid-term review of India's Foreign Trade Policy (FTP) 2015-20 has been released by Ministry of Commerce & Industry, Government of India, under which annual incentives for labour intensive MSME sectors have been increased by 2 per cent.
- The India-Japan Act East Forum, under which India and Japan will work on development projects in the North-East Region of India will be a milestone for bilateral relations between the two countries, according to Mr Kenji Hiramatsu, Ambassador of Japan to India.
- The Government of India will spend around Rs 1 lakh crore (US$ 15.62 billion) during FY 18-20 to build roads in the country under Pradhan Mantri Gram Sadak Yojana (PMGSY).
- The Government of India plans to facilitate partnerships between gram panchayats, private companies and other social organisations, to push for rural development under its 'Mission Antyodaya' and has already selected 50,000 panchayats across the country for the same.

- The Government of India and the Government of Portugal have signed 11 bilateral agreements in areas of outer space, double taxation, and nano technology, among others, which will help in strengthening the economic ties between the two countries.
- India's revenue receipts are estimated to touch Rs 28-30 trillion (US$ 436- 467 billion) by 2019, owing to Government of India's measures to strengthen infrastructure and reforms like demonetisation and Goods and Services Tax (GST).

Road Ahead

India's gross domestic product (GDP) is expected to reach US$ 6 trillion by FY27 and achieve upper-middle income status on the back of digitisation, globalisation, favourable demographics, and reforms. India is also focusing on renewable sources to generate energy. It is planning to achieve 40 per cent of its energy from non-fossil sources by 2030 which is currently 30 per cent and also have plans to increase its renewable energy capacity from 57 GW to 175 GW by 2022. India is expected to be the third largest consumer economy as its consumption may triple to US$ 4 trillion by 2025, owing to shift in consumer behaviour and expenditure pattern, according to a Boston Consulting Group (BCG) report; and is estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040, according to a report by PricewaterhouseCoopers.

Exchange Rate Used: INR 1 = US$ 0.0153 as on March 29, 2018

https://www.ibef.org/economy/indian-economy-overview

ALCOHOLIC DRINKS IN INDIA

EXECUTIVE SUMMARY

Market Impacted in 2017 by Demonetisation and A Ban on Roadside Alcoholic Drinks Sales Growth in the Indian alcoholic drinks industry slowed in 2017, primarily due to the effects of demonetisation and a ban on roadside sales of alcoholic drinks. Cash was previously the primary method of payment in India when purchasing alcoholic drinks and so sales were affected by the government's decision to discontinue INR500 and INR1,000 bank notes. Sales were further affected by a Supreme Court ruling imposing a ban on the sale of alcohol within 500 metres of national and state highways across the country. This resulted in many retail outlets and hotels closing down permanently, leading to disruption in the supply chain. The market was further affected by the Goods and Services Tax (GST). Even though alcoholic drinks remained outside the GST, manufacturers have to pay the tax when purchasing raw materials and packaging. Recovering this tax has particularly affected the working capital of smaller companies.

The market's slowdown was slightly offset by growth in the third and fourth quarters, which, however, was slower than in 2016 in volume terms. The market is nevertheless expected to recover over the forecast period as demonetisation is unlikely to have any long-term effect.

Premiumization Being Seen Across Alcoholic Drinks

Manufacturers launched premium products across the different categories in 2017 in order to attract consumers, who continued to demand high standards from their local bars and shops, with many shunning economy brands and trading up to more authentic flavours and imported drinks. This premiumisation trend continued to be supported by millennials who like to experience new things. UB Group introduced the premium imported beer brands Desperados, Sol, Edelweiss, Dos Equis and Affligem, while the South Korean brewer Hite also entered India during the second quarter of 2017. In spirits, Diageo introduced Captain Morgan Original Rum, while Bacardi-Martini launched Bacardi Black. Similarly, in whiskies, Sula introduced Eclipse, a premium single malt Scotch, while Diageo launched Jane Walker. Radico Khaitan, meanwhile, plans to introduce three white spirits and two brown spirits brands in India.

Premiumisation in the alcoholic drinks industry is expected to continue to be driven by rising consumer demand for more authentic flavours, new experiences and products which have fewer after-effects. Furthermore, manufacturers are also expected to expand their premium portfolios by introducing foreign brands or new brand extensions to India.

Diageo and Ub Group Continue To Lead Alcoholic Drinks

Diageo remained the clear leader in spirits in 2017 in GBO terms through its subsidiary United Spirits, with second-ranked Pernod Richard some way behind. Diageo has been focusing on increasing its presence in premium whiskies by introducing the Jane Walker brand. It has also licensed its economy brands, including Bagpiper whisky and Celebration rum, to local manufacturers so as to strengthen its distribution.

UB Group, meanwhile, remained the clear leader in beer. The company has introduced many international brands to India, including Desperados, Edelweiss, Sol, Affligem and Dos Equis, so as to cater for a growing consumer preference for premium beers. New entrants, including B9. Beverages and Simba, continued to expand their craft beer portfolios to address consumer demands, with the leading players thus facing increasing competition from micro-breweries.

Distribution Disrupted Due To the Roadside Ban and Gradual Emergence of the Online Channel

The distribution of alcoholic drinks in India was disrupted in 2017 by a ban on roadside sales. This led to the closures of all outlets selling alcohol within 500 metres of the highway. However, the ban was then revised and limited to 220 metres, while also not being applicable within city limits. Following the revision of the ban, the market started to pick up again and recover slightly. The effect is expected to last over the forecast period as a number of stores remain closed.
Internet retailing, meanwhile, is slowly emerging in India. Although currently limited to the cities of Delhi-NCR and Bengaluru, the channel is expected to grow further over the forecast period as consumers recognise the convenience it offers. Furthermore, as alcohol is generally considered a social taboo in India, consumers who buy it will appreciate the anonymity of the online channel. Companies such as Diageo and UB Group will seek to benefit from the emergence of internet retailing over the forecast period.

Slower But Still Solid Total Volume Growth Expected Over the Forecast Period

The alcoholic drinks market has been affected by new legislation in India. The ban on roadside sales, although having been relaxed, is expected to continue to disrupt distribution. In addition, many Indians are becoming more health-conscious and are reducing their alcohol consumption. Furthermore, the industry will be further affected by the GST. Although alcoholic drinks are currently not subject to this tax, the raw materials and packaging used in their manufacture are subject to GST, resulting in difficulties recovering the tax.

Over 2017-2022, the market as a whole is set to record slightly weaker total volume growth than that seen over the review period, although categories such as RTDs and wine are expected to achieve double-digit gains, with sales driven by the fact that consumers view these beverages as healthier than other types of alcoholic drinks.

MARKET BACKGROUND

Legislation

Legal purchasing age and legal drinking age

Sales of alcoholic drinks are controlled by state and union territory legislation in India, which results in different legal purchasing and drinking ages in different states. Some states have set 18 as the minimum legal purchasing and drinking age, including Sikkim, Mizoram and Himachal Pradesh, while most other states and union territories have set the age at 21. However, in some states, such as Meghalaya, Haryana and Punjab, it is 25. The legal drinking age is generally the same as the legal purchasing age.

- Although the minimum legal age for drinking in the on-trade in India is 25, this is not widely observed. Many college students are seen outside pubs in Bangalore and Gurgaon, among other cities, with the number of pubs and bars also growing rapidly in many areas. This is linked to long working hours in many industries, higher disposable incomes at a younger age and peer pressure.

Drink driving

- The blood alcohol content limit is fixed at 0.03%. For those drivers found to have a blood alcohol level above this, a first offence can result in a fine of INR2,000 or six months' imprisonment. A second offence within three years is subject to a fine of INR3,000 and up to two years in jail.

Advertising

- Advertisements for all alcoholic drinks have been banned in India since 2000. This means that brands launched and heavily promoted before then generally enjoy much better recall than more recent launches. This benefits a number of brands, such as UB Group's Kingfisherbeer.
- However, surrogate advertising continues in India, with sports tournaments, events and surrogate brands in mineral water being offered under alcoholic drinks brand names. For example, Foster's Soda was launched in 2010 by SABMiller, while the company also offers Haywards 5000 Soda. The Advertising Standards Council of India (ASCI) is a self-regulating body and can only take action against such surrogate advertisements if and when it receives complaints from the public.

Smoking ban

- Smoking has been banned in most enclosed public spaces in India since 2008, although designated areas for smoking are permitted in airports, on-trade outlets and some enclosed workplaces. There are, however, a number of cities which are aiming to become smoke-free, including Jaipur, Shimla and Chandigarh. Smoking bans have, however, had little impact on the consumption of alcoholic drinks. In on-trade outlets without smoking areas, consumers typically smoke outside the premises on the streets.

Opening hours

- Legal hours for the sale and consumption of alcoholic drinks in the on-trade and off-trade vary between states in India due to alcoholic drinks legislation being imposed at state level rather than national level. In West Bengal, sales of alcoholic drinks, for example, are permitted between 10.00-22.00hrs. In 2014, the Karnataka state government, in contrast, permitted on- trade outlets to serve alcoholic drinks until 21.00hrs every day from Monday to Thursday and 01.00hrs from Friday to Sunday.
- Most Indian states also observe days when sales of alcoholic drinks are not permitted, typically on Republic Day (26 January), Independence Day (15 August), religious festivals such as Ram Navami, Eid and Gandhi Jayanti (2 October), as well as voting days. Sales bans are, however, also imposed by some states on other days, such as Muharram in NewDelhi.

On-trade establishments

The review period saw a number of bars and pubs closed down due to fire safety issues. In addition, many discos were temporarily closed until they had reviewed their fire safety policies.

Table 1: Number of On-trade Establishments by Type 2012-2017

Particulars/Years	2012	2013	2014	2015	2016	2017
Bars/pubs	30,314	31,013	31,789	32,678	33,658	34,768

TAXATION AND DUTY LEVIES

- GST was not implemented on alcohol in India in 2017, with the existing tax structure remaining in place.
- The taxation structure in India is state controlled and hence varies widely across the country. Taxation on alcoholic drinks is furthermore very complex in many states, with some for example taxing products differently according to price band. Like excise duty, VAT is also set by the state, with levels varying widely and some states opting for more complex VAT structures. The central government, meanwhile, issues licences for alcoholic drinks manufacturing facilities and also imposes a central import tax on alcoholic drinks in addition to state excise and sales taxes. This complex system encourages inter-state smuggling and contraband, while creating a heavy burden for alcoholic drinks players seeking a national presence in India.
- While alcoholic drinks taxation varies across India, it is generally high and was increased by state governments towards the end of the review period. A number of states have increased taxes in 2018, with Karnataka, for example, raising excise on spirits by 8%. Taxes are being increased in many states in order to boost revenues, with many, such as Maharashtra, being heavily reliant on alcoholic drinks excise as a source of income. Each state imposes:
- A state excise duty on alcoholic drinks produced in the state
    - An import duty on alcoholic drinks imported from outside the state
    - An export duty on all alcoholic drinks manufactured in the state for consumption in other states

Table 2: Taxation and Duty Levies on Alcoholic Drinks 2017

Central Customs Duty	% customs basic duty
Beer made from malt	100
Grape wine, including fortified wine other than vermouth	150
Vermouth and other grape wine flavoured with plants or aromatic substances	150
Other fermented beverages (eg cider/perry, mead)	190
Mixtures of fermented beverages and non-alcoholic drinks not elsewhere specified or included	190
Undenatured ethyl alcohol with an ABV of less than 80%	190
Spirits, liqueurs and other spirituous beverages	190

Source: Euromonitor International

OPERATING ENVIRONMENT

Contraband/parallel Trade

- Illicit sales of alcoholic drinks are soaring in India. This is partly due to differences in excise duties and VAT across the country, with parallel trade and smuggling between states thus remaining significant. In addition, the illicit production of spirits is also rising, linked to growing demand as a result of tax increases and distribution restrictions for legal spirits in many states towards the end of the review period. In addition, poor police enforcement and a lack of duty stamp systems in some states are contributing to the problem. Many consumers also buy these products unwittingly due to a lack of awareness and also the adulteration of branded spirits with illicit spirits in some on-trade outlets.

Duty Free

- At the start of the review period only imported goods could be sold in duty-free shops at international airports in India. Indian-made goods were not tax-free and were thus expensive. However, the government amended this law in May 2013 to allow Indian-made goods to also be sold via duty-free shops within permissible allowance limits. Accordingly, some local spirits companies, such as Radico Khaitan and Mohan Meakin, offer their brands via duty-free outlets. Duty-free outlets, however, continue to focus mainly on offering premium global brands, with local spirits accounting for just a small share of their product range and sales. In April 2018, the government announced that duty-free shops at international airports are liable to GST.

Cross-border/private Imports

- Most cross-border or private imports occur across the land borders of India, mainly with neighbouring countries such as Bangladesh and Nepal. However, a widening product range and expanding distribution in India resulted in private import volumes falling sharply over the review period. Inter-state private imports are, however, strong in India due to taxation on alcoholic drinks varying from state to state. Cross-state border sales are thus significant, with consumers travelling to states where taxes are low in order to buy alcoholic drinks, such as from Goa to Karnataka.

KEY NEW PRODUCT LAUNCHES

- Manufacturers are introducing premium imported brands into India due to rising disposable incomes and a willingness on the part of consumers to try out new flavours. In the beer category, UB Group introduced a new range of imported beers in 2017, while the South Korean brewer Hite also entered the Indian market. Similarly, Sula entered the whiskies category by introducing the premium Eclipse brand, while Diageo launched Jane Walker, a variant of its premium Johnnie Walker brand. The rum category also witnessed the introduction of the premium Captain Morgan brand.
- RTDs/high-strength premixes and wine witnessed multiple new product launches as these types of alcoholic drinks are growing in popularity. Companies including Grover Zampa and Sula Vineyards introduced a wide range of wines targeted at different consumer groups.

Outlook

Apart from rising consumer demand for premium brands, manufacturers are also pushing higher-end products to drive value growth. This premiumisation trend is expected to intensify as more companies introduce new products in categories such as rum, vodka, whiskies and beer. Indeed, premium products are expected to drive sales over the forecast period.

Brand	NBO	Product	USP	Launch year
Jane Walker	Diageo India Pvt Ltd	Blended Scotch Whisky	Premium whisky targeted at women	2017
Bira Light	B9 Beverages Pvt Ltd	Non Alcoholic Beer	Contains fewer than 100 calories	2017
Tuborg Classic with Scotch Malts	Carlsberg India Pvt Ltd	Imported Premium Lager	Lager beer flavoured with Scotch malts	2017
Hite Beer	Hite Brewery Co Ltd	Imported Premium Lager	First imported, premium lager from the South Korean brewer	2017
Desperado	UB Group	Imported Premium Lager	Imported craft beer from Mexico	2018
Sol	UB Group	Imported Premium Lager	Light taste	2018

Source: Euromonitor International

MARKET INDICATORS

Table3: Retail Consumer Expenditure on Alcoholic Drinks 2012-2017

Year	2012	2013	2014	2015	2016	2017
Total	3,94,969.90	4,27,572.60	5,29,767.20	5,03,530.00	5,63,923.90	6,13,297.80

Source: Euromonitor International from trade associations, trade press, company research, trade interviews, trade sources

MARKET DATA

Table 4: Sales of Alcoholic Drinks by Category: Total Volume 2012-2017

	2012	2013	2014	2015	2016	2017
Beer (million litres)	2,113.60	2,352.80	2,580.60	2,805.70	2,988.50	3,133.10
Cider/Perry ('000 litres)	-	-	-	-	-	-
RTDs/High-Strength Premixes ('000 litres)	14,811.30	17,837.20	21,208.80	25,780.20	32,830.40	36,358.10
Spirits ('000 litres)	2,415,68	2,510,36	2,612,42	2,568,38	2,627,26	2,688,54
	9.9	6.6	9.4	9.6	7.2	1.9
Wine (million litres)	14.7	15.6	18.9	21.4	24.5	27.5
Alcoholic Drinks (million litres)	4,558.80	4,896.70	5,233.10	5,421.30	5,673.10	5,885.50

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources

Table 5: Sales of Alcoholic Drinks by Category: Total Value 2012-2017

	2012	2013	2014	2015	2016	2017
Beer	3,08,851.50	3,68,212.60	4,26,345.80	4,76,259.90	5,24,907.50	5,61,810.90
Cider/Perry	-	-	-	-	-	-
RTDs/High-Strength	5,204.30	6,667.10	8,079.90	9,836.40	12,019.80	12,881.30

Premixes Spirits	16,89,424.30	18,35,070.50	19,73,582.70	19,88,526.00	20,67,208.70	21,89,216.40
Wine	16,476.90	17,632.40	22,773.80	26,115.40	30,106.30	32,962.90

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources

Table 6: Sales of Alcoholic Drinks by Category: % Total Volume Growth 2012-2017

	2016/17	**2012-17 CAGR**	**2012/17 Total**
Beer	4.8	8.2	48.2
Cider/Perry	-	-	-
RTDs/High-Strength Premixes	10.7	19.7	145.5
Spirits	2.3	2.2	11.3
Wine	12.3	13.3	87.1
Alcoholic Drinks	3.7	5.2	29.1

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources

Table 7: Sales of Alcoholic Drinks by Category: % Total Value Growth 2012-2017

	2016/17	2012-17 CAGR	2012/17 Total
Beer	7	12.7	81.9
Cider/Perry	-	-	-
RTDs/High-Strength Premixes	7.2	19.9	147.5
Spirits	5.9	5.3	29.6
Wine	9.5	14.9	100.1
Alcoholic Drinks	6.2	6.7	38.5

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources

Table 8: Sales of Alcoholic Drinks by Category by Off-trade vs On-trade: Volume 2017

	Off-trade	On-trade	Total
Beer (million litres)	2,457.80	675.3	3,133.10
Cider/Perry ('000 litres)	-	-	-
RTDs/High-Strength Premixes ('000 litres)	26,617.70	9,740.30	36,358.10
Spirits ('000 litres)	21,16,542.90	5,71,999.00	26,88,541.90
Wine (million litres)	19	8.6	27.5
Alcoholic Drinks (million litres)	4,620.00	1,265.60	5,885.50

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources

Table 9: Sales of Alcoholic Drinks by Category by Off-trade vs On-trade: Value 2017

	Off-trade	On-trade	Total
Beer	3,51,777.40	2,10,033.60	5,61,810.90
Cider/Perry	-	-	-
RTDs/High-Strength Premixes	7,816.10	5,065.20	12,881.30
Spirits	11,95,985.90	9,93,230.50	21,89,216.40
Wine	15,610.70	17,352.20	32,962.90
Alcoholic Drinks	15,71,190.10	12,25,681.50	27,96,871.50

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources

Table 10: Sales of Alcoholic Drinks by Category by Off-trade vs On-trade: % Volume 2017

	Off-trade	On-trade	Total
Beer	78.4	21.6	100
Cider/Perry	-	-	-
RTDs/High-Strength Premixes	73.2	26.8	100
Spirits	78.7	21.3	100
Wine	68.9	31.1	100
Alcoholic Drinks	78.5	21.5	100

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources

Table 11: Sales of Alcoholic Drinks by Category by Off-trade vs On-trade: % Value 2017

	Off-trade	On-trade	Total
Beer	62.6	37.4	100
Cider/Perry	-	-	-
RTDs/High-Strength Premixes	60.7	39.3	100
Spirits	54.6	45.4	100
Wine	47.4	52.6	100
Alcoholic Drinks	56.2	43.8	100

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources

Table 12: GBO Company Shares of Alcoholic Drinks: % Total Volume 2013-2017

	2013	2014	2015	2016	2017
UB Group	40.1	20	20.6	21.1	20.9
Diageo Plc	0.2	18.6	18	17.1	16.6
Anheuser-Busch InBev NV	2	2.2	2.4	12.5	12.4
Carlsberg A/S	4.7	5.7	6.8	7.1	7.3
Pernod Ricard Groupe	5.2	5.5	5.9	6.2	6.2
Allied Blenders & Distillers Pvt Ltd	4.3	5.2	5.5	5.1	5.2
Radico Khaitan Ltd	2.8	2.6	2.5	2.3	2.3
Mohan Meakin Ltd	2.3	2.2	2.3	2.3	2.3
Heineken NV	1.4	1.7	1.9	2.1	2.2
John Distilleries Pvt Ltd	2	2	1.9	1.9	1.9
Others	35.2	34.3	32.3	22.1	22.7
Total	100	100	100	100	100

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources

Table 13: Distribution of Alcoholic Drinks by Format: % Off-trade Value 2012-2017

	2012	2013	2014	2015	2016	2017
Store-Based Retailing	-	-	-	-	-	-
- Grocery Retailers	-	-	-	-	-	-
-- Discounters	-	-	-	-	-	-
-- Food/drink/tobacco specialists	98.7	98	99	99.1	98.6	97.3
-- Hypermarkets	0.4	0.4	0.4	0.5	0.5	0.5
-- Small Grocery Retailers	-	-	-	-	-	-
--- Convenience Stores	-	-	-	-	-	-
--- Forecourt Retailers	-	-	-	-	-	-
--- Independent Small Grocers	-	-	-	-	-	-
Supermarkets	0.3	0.3	0.3	0.4	0.4	0.4
-- Other Grocery Retailers	0.6	1.3	0.2	0.1	0.4	1.7
- Non-Grocery Specialists	-	-	-	-	-	-
-- Drugstores/ parapharmacies	-	-	-	-	-	-
-- Mixed Retailers	-	-	-	-	-	-
--- Department Stores	-	-	-	-	-	-
--- Mass Merchandisers	-	-	-	-	-	-
--- Variety Stores	-	-	-	-	-	-
--- Warehouse Clubs	-	-	-	-	-	-
-- Other Non-Grocery Alcoholic Drinks Specialists	-	-	-	-	-	-
Non-Store Retailing	-	-	-	-	0.1	0.1
- Direct Selling	-	-	-	-	-	-
- Homeshopping	-	-	-	-	-	-
- Internet Retailing	-	-	-	-	0.1	0.1
- Vending Total	-	-	-	-	-	-
Total	100	100	100	100	100	100

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources.

Table 14: Distribution of Alcoholic Drinks by Format and Category: % Off-trade Volume 2017

	B	C/P	RTD/HSP	S	W
Store-Based Retailing	99.9	0	100	99.8	100
- Grocery Retailers	99.9	0	100	99.8	100
-- Discounters	0	0	0	0	0
-- Food/drink/tobacco	97.7	0	99.1	97.4	97.2
Specialists					
-- Hypermarkets	1.2	0	0.4	1.2	1.7
-- Small Grocery	0	0	0	0	0
Retailers					
--- Convenience Stores	0	0	0	0	0
--- Forecourt Retailers	0	0	0	0	0
--- Independent Small	0	0	0	0	0
Grocers					
-- Supermarkets	0.9	0	0.5	0.8	1.1
-- Other Grocery	0.1	0	0	0.4	0
Retailers					
- Non-Grocery Specialists	0	0	0	0	0
-- Drugstores/	0	0	0	0	0
parapharmacies					
-- Mixed Retailers	0	0	0	0	0
--- Department Stores	0	0	0	0	0
--- Mass Merchandisers	0	0	0	0	0
--- Variety Stores	0	0	0	0	0
--- Warehouse Clubs	0	0	0	0	0
-- Other Non-Grocery	0	0	0	0	0
Alcoholic Drinks					
Specialists					
Non-Store Retailing	0.1	0	0	0.2	0
- Direct Selling	0	0	0	0	0
- Homeshopping	0	0	0	0	0
- Internet Retailing	0.1	0	0	0.2	0
- Vending	0	0	0	0	0
Total	100	0	100	100	100

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources
Key: B = beer; C/P = cider/perry; RTD/HSP = RTDs/high-strength premixes; W = wine; S = spirits

Table 15: Forecast Sales of Alcoholic Drinks by Category: Total Volume 2017-2022

	2017	2018	2019	2020	2021	2022
Beer	3,133.10	3,276.30	3,420.80	3,559.80	3,696.30	3,822.80
Cider/Perry	-	-	-	-	-	-
RTDs/High-Strength	36.4	40	44.1	48.7	53.8	59.5
Premixes						
Spirits	2,688.50	2,754.10	2,816.50	2,874.70	2,957.20	3,051.10
Wine	27.5	30.7	35.1	39.9	45.3	51.4
Alcoholic Drinks	5,885.50	6,101.10	6,316.50	6,523.10	6,752.50	6,984.70

Source: Euromonitor International from trade associations, trade press, company research, trade interviews, trade sources

Table 16: Forecast Sales of Alcoholic Drinks by Category: Total Value 2017-2022

	2017	2018	2019	2020	2021	2022
Beer	5,61,810.90	5,80,648.40	5,92,256.20	6,04,571.90	6,21,365.90	6,34,103.50
Cider/Perry	-	-	-	-	-	-
RTDs/High-Strength Premixes	12,881.30	13,725.00	14,872.70	16,534.60	18,531.00	19,754.80
Spirits	21,89,216.40	22,25,445	22,79,817.40	23,22,294	23,13,127.60	23,06,376.60
Wine	32,962.90	34,759.10	38,009.60	41,566.00	45,086.00	89,273.80
Alcoholic Drinks	27,96,871.50	28,54,577.50	29,24,955.90	29,84,966.40	29,98,110.60	30,49,508.60

Source: Euromonitor International from trade associations, trade press, company research, trade interviews, trade sources

Table 17: Forecast Sales of Alcoholic Drinks by Category: % Total Volume Growth 2017-2022

	2017/18	2017-22 CAGR	2017/22 Total
Beer	4.6	4.1	22
Cider/Perry	-	-	-
RTDs/High-Strength Premixes	10	10.3	63.5
Spirits	2.4	2.6	13.5
Wine	11.5	13.3	86.5
Alcoholic Drinks	3.7	3.5	18.7

Source: Euromonitor International from trade associations, trade press, company research, trade interviews, trade sources

Table 18: Forecast Sales of Alcoholic Drinks by Category: % Total Value Growth 2017- 2022

	2017/2018	2017-22 CAGR	2017/22 Total
Beer	3.4	2.5	12.9
Cider/Perry	-	-	-
RTDs/High-Strength Premixes	6.6	8.9	53.4
Spirits	1.7	1	5.4
Wine	5.4	22.1	170.8
Alcoholic Drinks	2.1	1.7	9

Source: Euromonitor International from trade associations, trade press, company research, trade interviews, trade sources

BEER IN INDIA

HEADLINES

- In 2017 beer records total volume growth of 5% to reach sales of 3.1 billion litres
- Growth slows due to lingering effects of demonetisation and a ban on roadside sales of alcoholic drinks
- Imported premium lager registers the strongest total volume growth of 11%
- Average unit price rises by 2% in current terms
- UB Group remains the clear category leader with a 43% share of total volume sales
- Over the forecast period beer expected to post a total volume CAGR of 4% to exceed sales of
- 3.8 billion litres in 2022

PROSPECTS

Growing Preference for Smooth Tasting Beer

Indian consumers are increasingly opting for beer which has a smooth and light taste, finding it easy to drink when socialising with friends. Light tasting beers are also becoming popular among those drinking alcohol for the first time. Manufacturers are thus introducing new products to cater for this rising demand. For example, under its Bira brand, B9 Beverages introduced Bira White, Bira Light and Bira Pale Ale, which are all smooth and less bitter beers. UB Group, meanwhile, launched Edelweiss, an imported beer with a lighter taste. Craft beers from micro- breweries have also become popular as they are generally smooth and have a lighter taste.

Manufacturers Introduce Low-calorie Beers for Health-conscious Consumers

- Indians are becoming increasingly health-conscious, paying more attention to the nutritional value and calorie content of the foods and drinks they consume, with many being keen to try new alcoholic drinks which are seen as less harmful to health amidst the rising prevalence of conditions such as obesity, high blood pressure and diabetes. With many Indians consuming beer on a regular basis, healthier variants are proving very appealing.
- To target these increasingly health-conscious drinkers, B9 Beverages, for example, introduced Bira 91 Light, which contains less than 90 calories. Carlsberg has plans to introduce similar products, while various micro-breweries, including The Brew Master, have also introduced low-calorie beers. More such products are expected to be seen over the forecast period.

Imported Premium Lager the Best Performing Category

Indian consumers are increasingly opting for premium imported lagers thanks to rising disposable incomes and a desire to experience new flavours from different countries. This trend in primarily being seen in first-tier cities, driven by consumers who have returned home from abroad and are aware of certain brands. In addition, some have also started consuming imported drinks as a sign of their social status. Manufacturers have responded by launching more imported

premium lagers. UB Group has introduced five new brands to India, namely Desperados, Sol, Edelweiss, Dos Equis and Affligem, while Carlsberg has launched Tuborg Classic with Scotch Malts, a premium variant of its Tuborg lager. The South Korean brewer Hite also entered India in 2017.

Imported premium lager is set to remain the best performing beer category over the forecast period as these products are expected to increasingly penetrate second-tier cities.

COMPETITIVE LANDSCAPE

UB Group Remains the Clear Category Leader

UB Group remained the clear leader in beer in 2017. The company's position can be attributed to the strength of its Kingfisher brand as well as the improved distribution of Kingfisher Ultra, Kingfisher Ultra Max and Heineken. Kingfisher Strong remained the best-selling beer in 2017 thanks to its popularity among various consumer groups. Additionally, it benefits from widespread distribution, thus being highly accessible and recognisable to consumers.
The company has also introduced imported beers so as to better compete with Carlsberg and Hite as many consumers are opting for such products. In addition, it advertises extensively during sporting events such as the IPL and UEFA Champions League.

B9 Beverages and Carlsberg the Best Performers in 2017

B9 Beverages is a craft brewer which registered a huge increase in sales in 2017, albeit from a very low base. Having initially manufactured abroad, the company successfully raised funds from various private equity firms to start local production and improve its distribution. It was the first manufacturer of locally bottled craft beer, which is available at very affordable prices. The growing young population, which is very willing to try out new products, is increasingly turning to the company's Bira brand, the range of which has been extended to include Bira White, Bira Strong, Bira Pale and Bira Light.
Carlsberg also witnessed a solid increase in volume sales in 2017, again from a low base. The company's sales are expected to continue to grow thanks to the launch of innovative products such as Tuborg Classic with Scotch Malts, aimed at those who appreciate the taste of whisky.

Rise of Craft Beer and Microbreweries Driven by Urbanisation

Demand for craft beer has been growing thanks to a consumer willingness to try out new products. This has resulted in the opening of many micro-breweries in first-tier cities. Within a short period of time the category has attracted a large customer base. The growth of micro- breweries is also being driven by rapid urbanisation and rising disposable incomes, but is also being supported by state governments, which have allowed them to open. Over 2013-2017, micro-brewery chains including Striker Pub & Breweries, Toit Pub & Breweries, District 6 Pub and Brewery, The White Owl Brewery and The BrewMaster opened outlets in various cities.
Craft beers are expected to grow further over the forecast period as urbanisation in the country continues and more states agree to the opening of micro-breweries. Furthermore, new companies such as Simba, White Rhino and Witlinger which currently operate regionally have plans to expand into new territories.

CATEGORY BACKGROUND

Lager Price Band Methodology

Beer brands in India tend to be positioned in either the mid-priced or premium segments. Varying taxregimes across the various states tend to mean the prices of products differ from state to state.

Price range per litre

Category	Lager by Price Band 2017
Premium	INR200 and above
Mid-priced	INR130-200
Economy	INR130 and below

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources.

Note: Price bands for lager are based primarily on price, but positioning and packaging are other factors that are considered in classification

CATEGORY DATA

Table 1: Sales of Beer by Category: Total Volume 2012-2017

Million in Litres

	2012	2013	2014	2015	2016	2017
Dark Beer	-	-	-	-	-	-
- Ale	-	-	-	-	-	-

- Sorghum	-	-	-	-	-	-
- Weissbier/Weizen/	-	-	-	-	-	-
Wheat Beer						
Lager	2,113.60	2,352.80	2,580.60	2,805.70	2,988.50	3,133.10
- Flavoured/Mixed Lager	-	-	-	-	-	-
- Standard Lager	2,113.60	2,352.80	2,580.60	2,805.70	2,988.50	3,133.10
-- Premium Lager	1,691.60	1,889.70	2,077.40	2,265.10	2,417.70	2,541.80
--- Domestic Premium	1,689.60	1,887.50	2,074.90	2,261.90	2,414.00	2,537.70
Lager						
--- Imported Premium	2	2.2	2.5	3.2	3.7	4.1
Lager						
-- Mid-Priced Lager	422	463.1	503.2	540.6	570.8	591.3
--- Domestic Mid-Priced	422	463.1	503.2	540.6	570.8	591.3
Imported Mid-Priced Lager	-	-	-	-	-	-
Economy Lager	-	-	-	-	-	-
Domestic Economy Lager	-	-	-	-	-	-
Imported Economy Lager	-	-	-	-	-	-
Non Alcoholic Beer	-	-	-	-	-	-
Stout	-	-	-	-	-	-
Beer	2,113.60	2,352.80	2,580.60	2,805.70	2,988.50	3,133.10

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources

Table 2: Sales of Beer by Category: Total Value 2012-2017

	2012	2013	2014	2015	2016	2017
Dark Beer	-	-	-	-	-	-
- Ale	-	-	-	-	-	-
- Sorghum	-	-	-	-	-	-
- Weissbier/Weizen/	-	-	-	-	-	-
Wheat Beer						
Lager	3,08,851.50	3,68,212.60	4,26,345.80	4,76,259.90	5,24,907.50	5,61,810.90
- Flavoured/Mixed Lager	-	-	-	-	-	-
- Standard Lager	3,08,851.50	3,68,212.60	4,26,345.80	4,76,259.90	5,24,907.50	5,61,810.90
-- Premium Lager	2,60,499.80	3,12,024.00	3,62,245.00	4,05,353.90	4,47,346.00	4,80,567.90
--- Domestic Premium	2,59,501.60	3,10,839.70	3,60,853.00	4,03,487.60	4,45,129.20	4,78,160.10
Lager						
--- Imported Premium	998.2	1,184.30	1,391.90	1,866.30	2,216.80	2,407.70
Lager						
-- Mid-Priced Lager	48,351.70	56,188.60	64,100.80	70,906.00	77,561.50	81,243.10
--- Domestic Mid-Priced	48,351.70	56,188.60	64,100.80	70,906.00	77,561.50	81,243.10
Lager						
--- Imported Mid-Priced	-	-	-	-	-	-
-- Economy Lager	-	-	-	-	-	-
--- Domestic Economy	-	-	-	-	-	-
--- Imported Economy	-	-	-	-	-	-
Non Alcoholic Beer	-	-	-	-	-	-
Stout	-	-	-	-	-	-
Beer	3,08,851.50	3,68,212.60	4,26,345.80	4,76,259.90	5,24,907.50	5,61,810.90

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources.

Table 3: Sales of Beer by Category: % Total Volume Growth 2012-2017

	2016/17	2012-17 CAGR	2012/17 Total
Dark Beer	-	-	-
- Ale	-	-	-
- Sorghum	-	-	-
- Weissbier/Weizen/Wheat Beer	-	-	-
Lager	4.8	8.2	48.2
- Flavoured/Mixed Lager	-	-	-
- Standard Lager	4.8	8.2	48.2
-- Premium Lager	5.1	8.5	50.3

--- Domestic Premium Lager	5.1	8.5	50.2
--- Imported Premium Lager	10.7	15.2	103.2
-- Mid-Priced Lager	3.6	7	40.1
--- Domestic Mid-Priced Lager	3.6	7	40.1
--- Imported Mid-Priced Lager	-	-	-
-- Economy Lager	-	-	-
--- Domestic Economy Lager	-	-	-
--- Imported Economy Lager	-	-	-
Non Alcoholic Beer	-	-	-
Stout	-	-	-
Beer	4.8	8.2	48.2

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources.

Table 4: Sales of Beer by Category: % Total Value Growth 2012-2017

	2016/17	2012-17 CAGR	2012/17 Total
Dark Beer	-	-	-
- Ale	-	-	-
- Sorghum	-	-	-
- Weissbier/Weizen/Wheat Beer	-	-	-
Lager	7	12.7	81.9
- Flavoured/Mixed Lager	-	-	-
- Standard Lager	7	12.7	81.9
-- Premium Lager	7.4	13	84.5
--- Domestic Premium Lager	7.4	13	84.3
--- Imported Premium Lager	8.6	19.3	141.2
-- Mid-Priced Lager	4.7	10.9	68
--- Domestic Mid-Priced Lager	4.7	10.9	68
--- Imported Mid-Priced Lager	-	-	-
-- Economy Lager	-	-	-
--- Domestic Economy Lager	-	-	-
--- Imported Economy Lager	-	-	-
Non Alcoholic Beer	-	-	-
Stout	-	-	-
Beer	7	12.7	81.9

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources

Table 5: Sales of Beer by Off-trade vs On-trade: Volume 2012-2017

	2012	**2013**	**2014**	**2015**	**2016**	**2017**
Off-trade	1,678.70	1,856.70	2,026.40	2,202.80	2,343.80	2,457.80
On-trade	434.9	496.1	554.2	602.8	644.7	675.3
Total	2,113.60	2,352.80	2,580.60	2,805.70	2,988.50	3,133.10

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources

Table 6: Sales of Beer by Off-trade vs On-trade: Value 2012-2017

	2012	**2013**	**2014**	**2015**	**2016**	**2017**
Off-trade	1,97,023.30	2,32,831.50	2,67,752.00	2,98,275.50	3,27,847.10	3,51,777.40
On-trade	1,11,828.20	1,35,381.10	1,58,593.70	1,77,984.40	1,97,060.40	2,10,033.60
Total	3,08,851.50	3,68,212.60	4,26,345.80	4,76,259.90	5,24,907.50	5,61,810.90

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources.

Table 7: Sales of Beer by Off-trade vs On-trade: % Volume Growth 2012-2017

	2016/17	2012-17 CAGR	2012/17 Total
Off-trade	4.9	7.9	46.4
On-trade	4.7	9.2	55.3
Total	4.8	8.2	48.2

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store

checks, trade interviews, trade sources

Table 8: Sales of Beer by Off-trade vs On-trade: % Value Growth 2012-2017

	2016/17	2012-17 CAGR	2012/17 Total
Off-trade	7.3	12.3	78.5
On-trade	6.6	13.4	87.8
Total	7	12.7	81.9

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources

Table 9: GBO Company Shares of Beer: % Total Volume 2013-2017

Company	2013	2014	2015	2016	2017
UB Group	41.1	40.6	39.7	40	39.2
Anheuser-Busch InBev NV	4.2	4.4	4.6	23.8	23.3
Carlsberg A/S	9.8	11.5	13.1	13.5	13.7
Heineken NV	2.9	3.4	3.6	4	4.2
Mohan Meakin Ltd	3	2.8	2.8	2.8	2.7
Mount Shivalik	1.9	1.8	1.8	1.8	1.6
Industries Ltd					
B9 Beverages Pvt Ltd	-	-	0	0.2	0.3
Molson Coors Brewing Co	0.2	0.2	0.2	0.2	0.2
SABMiller Plc	23.4	22.6	20.6	-	-
Cobra Beer Ltd	-	-	-	-	-
Others	13.5	12.7	13.6	13.8	14.6
Total	100	100	100	100	100

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources.

Table 10: NBO Company Shares of Beer: % Total Volume 2013-2017

	2013	2014	2015	2016	2017
UB Group	43.9	44	43.3	44	43.4
SABMiller India Ltd	23.4	22.6	20.6	18.9	18.4
Carlsberg India Pvt Ltd	9.8	11.5	13.1	13.5	13.7
Anheuser-Busch InBev India Pvt Ltd	4.1	4.3	4.5	4.8	4.8
Mohan Meakin Ltd	3	2.8	2.8	2.8	2.7
Mount Shivalik Industries Ltd	1.9	1.8	1.8	1.8	1.6
B9 Beverages Pvt Ltd	-	-	0	0.2	0.3
Cobra Indian Beer Pvt Ltd	0.2	0.2	0.2	0.2	0.2
Others	13.6	12.7	13.7	13.9	14.7
Total	100	100	100	100	100

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store checks, trade interviews, trade sources

Table 11: LBN Brand Shares of Beer: % Total Volume 2014-2017

Brand (Global Brand Owner)	Company	2014	2015	2016	2017
Kingfisher Strong	UB Group	22.2	22	22.7	22.9
Haywards 5000	SABMiller India Ltd	-	-	10.1	9.8
(Anheuser-Busch InBev NV)					
Tuborg (Carlsberg A/S)	Carlsberg India Pvt Ltd	6.4	7	7.9	8.1
Kingfisher Premium Lager	UB Group	7.8	7.5	7.2	7.1
Knock Out (Anheuser- Busch InBev NV)	SABMiller India Ltd	7.2			7
Carlsberg (Carlsberg A/S)	Carlsberg India Pvt Ltd	5.1	6	5.6	5.6
Budweiser (Anheuser- Busch InBev NV)	Anheuser-Busch InBev India Pvt Ltd	4.3	4.5	4.8	4.8
Heineken (Heineken NV)	UB Group	3.4	3.6	4	4.2
Kalyani Black Label Strong	UB Group	2.4	2.3	2.3	2.3
UB Export Lager Beer	UB Group	2.3	2.2	2.2	2.1
Haywards 5000 (SABMiller Plc)	SABMiller India Ltd	11.2	10.5	-	-
Knock Out - (SABMiller Plc)	SABMiller India Ltd	8.2	7.3	-	-
Others	Others	26.6	27	26	26.1
Total	Total	100	100	100	100

Source: Euromonitor International from official statistics, trade associations, trade press, company research, store

checks, trade interviews, trade sources

Table 12: Forecast Sales of Beer by Category: Total Volume 2017-2022

	2017	2018	2019	2020	2021	2022
Dark Beer	-	-	-	-	-	-
- Ale	-	-	-	-	-	-
- Sorghum	-	-	-	-	-	-
- Weissbier/Weizen/	-	-	-	-	-	-
Wheat BeerLager	3,133.10	3,276.30	3,420.80	3,559.80	3,696.30	3,822.80
- Flavoured/Mixed Lager	-	-	-	-	-	-
- Standard Lager	3,133.10	3,276.30	3,420.80	3,559.80	3,696.30	3,822.80
-- Premium Lager	2,541.80	2,664.10	2,784.30	2,904.40	3,021.10	3,125.60
Domestic Premium Lager	2,537.70	2,659.50	2,779.20	2,898.70	3,014.70	3,118.30
Imported Premium Lager	4.1	4.5	5.1	5.7	6.4	7.3
-- Mid-Priced Lager	591.3	612.3	636.5	655.4	675.2	697.2
--- Domestic Mid-Priced Lager	591.3	612.3	636.5	655.4	675.2	697.2
--- Imported Mid-Priced Lager	-	-	-	-	-	-
-- Economy Lager	-	-	-	-	-	-
--- Domestic Economy Lager	-	-	-	-	-	-
--- Imported Economy Lager	-	-	-	-	-	-
Non Alcoholic Beer	-	-	-	-	-	-
Stout	-	-	-	-	-	-
Beer	3,133.10	3,276.30	3,420.80	3,559.80	3,696.30	3,822.80

Source: Euromonitor International from trade associations, trade press, company research, trade interviews, trade sources

Table 13: Forecast Sales of Beer by Category: Total Value 2017-2022

	2017	2018	2019	2020	2021	2022
Dark Beer	-	-	-	-	-	-
- Ale	-	-	-	-	-	-
- Sorghum	-	-	-	-	-	-
- Weissbier/Weizen/	-	-	-	-	-	-
Wheat Beer						
Lager	5,61,810.90	5,80,648.40	5,92,256.20	6,04,571.90	6,21,365.90	6,34,103.50
- Flavoured/Mixed Lager	-	-	-	-	-	-
- Standard Lager	5,61,810.90	5,80,648.40	5,92,256.20	6,04,571.90	6,21,365.90	6,34,103.50
-- Premium Lager	4,80,567.90	4,98,434.00	5,08,627.90	5,20,100.10	5,35,443.30	5,46,060.30
--- Domestic Premium	4,78,160.10	4,95,713.50	5,05,642.30	5,16,803.20	5,31,796.20	5,42,049.10
Lager						
--- Imported Premium	2,407.70	2,720.60	2,985.50	3,296.90	3,647.10	4,011.20
Lager						
-- Mid-Priced Lager	81,243.10	82,214.40	83,628.40	84,471.80	85,922.60	88,043.20
Domestic Mid-Priced Lager	81,243.10	82,214.40	83,628.40	84,471.80	85,922.60	88,043.20
Imported Mid-Priced - Lager	-	-	-	-	-	-
Economy Lager	-	-	-	-	-	-
Domestic Economy larger	-	-	-	-	-	-
Imported Economy larger	-	-	-	-	-	-
Non Alcoholic Beer	-	-	-	-	-	-
Stout	-	-	-	-	-	-
Beer	5,61,810.90	5,80,648.40	5,92,256.20	6,04,571.90	6,21,365.90	6,34,103.50

Source: Euromonitor International from trade associations, trade press, company research, trade interviews, trade sources

Table 14: Forecast Sales of Beer by Category: % Total Volume Growth 2017 -2022

	2017/18	2017-22 CAGR	2017/22 Total
Dark Beer	-	-	-
- Ale	-	-	-
- Sorghum	-	-	-
Weissbier/Weizen/Wheat Beer Lager	4.6	4.1	22
- Flavoured/Mixed Lager	-	-	-
- Standard Lager	4.6	4.1	22

-- Premium Lager	4.8	4.2	23
--- Domestic Premium Lager	4.8	4.2	22.9
--- Imported Premium Lager	11.3	12.2	77.9
-- Mid-Priced Lager	3.5	3.4	17.9
--- Domestic Mid-Priced Lager	3.5	3.4	17.9
--- Imported Mid-Priced Lager	-	-	-
-- Economy Lager	-	-	-
--- Domestic Economy Lager	-	-	-
--- Imported Economy Lager	-	-	-
Non Alcoholic Beer	-	-	-
Stout	-	-	-
Beer	4.6	4.1	22

Source: Euromonitor International from trade associations, trade press, company research, trade interviews, trade sources

Table 15: Forecast Sales of Beer by Category: % Total Value Growth 2017-2022

	2017/2018	2017-22 CAGR	2017/22 Total
Dark Beer	-	-	-
- Ale	-	-	-
- Sorghum	-	-	-
Weissbier/Weizen/Wheat Beer Lager	3.4	2.5	12.9
- Flavoured/Mixed Lager	-	-	-
- Standard Lager	3.4	2.5	12.9
-- Premium Lager	3.7	2.6	13.6
--- Domestic Premium Lager	3.7	2.5	13.4
--- Imported Premium Lager	13	10.7	66.6
-- Mid-Priced Lager	1.2	1.6	8.4
--- Domestic Mid-Priced Lager	1.2	1.6	8.4
--- Imported Mid-Priced Lager	-	-	-
-- Economy Lager	-	-	-
--- Domestic Economy Lager	-	-	-
--- Imported Economy Lager	-	-	-
Non Alcoholic Beer	-	-	-
Stout	-	-	-
Beer	3.4	2.5	12.9

Source: Euromonitor International from trade associations, trade press, company research, trade interviews, trade sources

OUR BUSINESS

BACKGROUND:

Northern Spirits Ltd. (NSL) had embarked in 2012 on a journey as Northern Spirits Pvt. Ltd to make a mark in the liquor business.

Northern Spirits chose New Delhi (NCR) as its business capital, the paradise that constantly brews promises for the liquor entrepreneurs. NCR cherishes the pride of a trendsetting alcohol consumption pattern that has inspired Northern Spirits to select New Delhi as the starting point. And the best thing is that it has been enjoying a business growth of 40% YOY for last 4years.

The Promoters of Northern Spirits have a commendable experience of more than 35 years that includes: A strong start in Punjab since 1975 and then in Maharashtra through 'Wine Enterprises' since 1991.In the year 2002-03 the entrepreneurial Journey of our promoters, commenced in the state of West Bengal, through its Group concern 'United Wines' whose Proprietor is Mr. Anuj Bakshi.

This background lays the foundation for Northern Spirits Ltd to be a Pan-Indian operator along with key indicators which instill confidence within its channel partners. NSL is adorned with experienced office, Commendable sales persons and experts and efficient professional managers.

United Wines a sole proprietorship firm (proprietor **Mr. Anuj Bakshi**) started its operations as Distributor of Alcoholic Beverages in 2002 and was focusing **mainly into IMFL brands** in Eastern region and whereas **Northern Spirits Ltd** started it operations in 2012 as Importer & Distributor of fine Alcoholic Beverages and is **focused** in **imports of leading international brands** such as William Grants (Glenfiddich Single Malt, Grants Whisky, Monkey Shoulder Whisky, Balvenie Single Malt, Hendricks Gin), Bacardi Global (Grey Goose Vodka, Bombay Sapphire Gin, Dewar's Whisky, Martini Vermouth), Shepherd Neame Beer, Amigos Beer, Carlo Rossi California Wines, Tomich Australian Wines, Cooper's Australian Beer, West Cork irish Whiskey, Two Tree Gin, Reddot Wheat Beer, Aqua Riva Mexican Tequila & Organika Russian Vodka and are distributing the same in Northern Region – Delhi, North East, West Bengal and as a strategic move decided to integrate the business for better corporate governance and Compliance.

On 1st April 2018 United Wines was merged with Northern Spirits Limited.

The highlights of Integrations are:

- Corporate structure of Operations resulting in increased efficiency and transparency,
- Resource optimization,
- Improved Productivity with synergy benefits,
- Bank Exposure will be in one entity -Northern Spirits Ltd, leading to ease in servicing the loan.

NSL has crafted the International Brand Space for itself with all these resources and has ventured into the biggest and the toughest market of New Delhi.

All the major global brands have their head offices in NCR and this has been a drive for NSL to be a Pan-Indian player. With a well-organized professional team, NSL has grabbed all the opportunities that NCR has to offer. Giving serious attention to the efficiency and good performance has opened up big opportunities to distribute brands across high consumption states and union territories of:

- ✓ Chandigarh
- ✓ Uttar Pradesh
- ✓ Himachal Pradesh
- ✓ Punjab

NSL is evolving its imperial status with a widely growing distribution that includes the import of some exotic blends along with its Agency Brands and Franchisee Ownership for some class-apart liquors. NSL is engaged in the business of importing and distribution of Whisky, Vodka, GIN, Red and white wine, Beer, tequila etc.

BUSINESS MODEL OF NORTHERN SPIRITS LIMITED

Agency Brands Distribution:

- William Grants and Bacardi & Carlo Rossi Californian Wines are the market leaders in their own respective categories in the world as well as in India.
- We continue to make inroads in New Delhi, Assam, Arunachal Pradesh, Meghalaya, Kolkata through our exclusive distribution contracts with them.
- CSD (Army Canteen) supplies across New Delhi, Punjab, U.P, Haryana & Nagaland continues to grow.
- We expect this business to contribute close to 65% in revenue.

DETAILED CHART OF BRANDS AND OUR PAN INDIA PRESENCE IS ENUMERATED BELOW

AGENCY BRANDS									
WILLIAM GRANTS INDIA	**BACARDI INTERNATIONAL BRANDS**	**BACARDI IMFL**	**CARLO ROSSI WINES**	**ABINBEV**	**SHEPHEARD NEAME'S BEER**	**GLOBAL BRANDS U.K.**	**UB GROUP**	**MAHOU INDIA**	**CARLSBERG INDIA**
BRANDS									
GLENFIDDICH 12/15/18/21 Y.O.SINGLE MALT WHISKY	GREY GOOSE LUXURY VODKA	BREEZERS	CARLO ROSSI CALIFORNIAN RED/ WHITE WINE	CORONA/ HOEGARDEN/ LEFFE/ STELLA	SHEPHEARD NEAME'S 1698 KENTISH STRONG ALE	AMIGOS TEQUILA FLAVOURED BEER	HEINEKIN/ KINGFISHER LAGER/ ULTRA/ ULTRA MAX/ KINGFISHER STRONG	MAHOU CLASSICA	CARLSBERG LAGER/ ELEPHANT
BALVENIE 12/14/17/21/ 30 Y.O. SINGLE MALT WHISKY	BOMBAY SAPPHIRE GIN	BACARDI WHITE RUM			SHEPHEARD NEAME'S BRILLIANT ALE			DARE DEVIL STRONG BEER	TUBORG LAGER / STRONG
MONKEY SHOULDER BLENDED SCOTCH WHISKY	CAMINO TEQUILA	WILLIAM LAWSON SCOTCH WHISKY			SHEPHEARD NEAME'S MASTER BREW			MAHOU MAESTRA WHEAT	
HENDRICKS GIN	DEWARS 12/15/18 SCOTCH WHISKY	DEWARS WHITE LABEL SCOTCH WHISKY			SHEPHEARD NEAME'S INDIA PALE ALE				
GRANTS FAMILY RESERVE WHISKY					SHEPHEARD NEAME'S WHISTLE BAY ORGANIC				
DRAMBUIE LIQUEUR					SHEPHEARD NEAME'S SPITFIRE,				

AGENCY BRANDS									
WILLIAM GRANTS INDIA	**BACARDI INTERNATIONAL BRANDS**	**BACARDI IMFL**	**CARLO ROSSI WINES**	**ABINBEV**	**SHEPHEARD NEAME'S BEER**	**GLOBAL BRANDS U.K.**	**UB GROUP**	**MAHOU INDIA**	**CARLSBERG INDIA**
BRANDS									
					SHEPHEARD NEAME'S DOUBLE STOUT				
					SHEPHEARD NEAME'S BISHOP'S FINGER				

AGENCY BRANDS									
WILLIAM GRANTS INDIA	**BACARDI INTERNATIONAL BRANDS**	**BACARDI IMFL**	**CARLO ROSSI WINES**	**ABINBEV**	**SHEPHEARD NEAME'S BEER**	**GLOBAL BRANDS U.K.**	**UB GROUP**	**MAHOU INDIA**	**CARLSBERG INDIA**
GEOGRAPHICAL PRESENCE									
EXCLUSIVE DELHI DUTY PAID AND DUTY FREE INSTITUTIONAL SALES	EXCLUSIVE SUPPLY TO DELHI CORPORATION RETAILS	EXCLUSIVE WEST BENGAL DISTRIBUTION	EXCLUSIVE NORTH EAST DISTRIBUTION	EXCLUSIVE WEST BENGAL DISTRIBUTION	EXCLUSIVE NORTH EAST DISTRIBUTION	EXCLUSIVE NORTH EAST DISTRIBUTION	NOIDA MAJOR DISTRIBUTOR	EXCLUSIVE WEST BENGAL DISTRIBUTION	NOIDA MAJOR DISTRIBUTOR
EXCLUSIVE NORTH EAST DISTRIBUTION	EXCLUSIVE NORTH EAST DISTRIBUTION	NOIDA RETAIL & INSTITUTIONAL SALES	EXCLUSIVE WEST BENGAL DISTRIBUTION		EXCLUSIVE WEST BENGAL DISTRIBUTION	EXCLUSIVE WEST BENGAL DISTRIBUTION		NOIDA MAJOR DISTRIBUTOR	
EXCLUSIVE WEST BENGAL DISTRIBUTION	EXCLUSIVE WEST BENGAL DISTRIBUTION		EXCLUSIVE SUPPLY TO DELHI RETAIL / INSTITUTIONS		EXCLUSIVE SUPPLY TO DELHI RETAIL / INSTITUTIONS	EXCLUSIVE SUPPLY TO DELHI RETAIL / INSTITUTIONS			
EXCLUSIVE CSD SUPPLY TO NEW DELHI / U.P. / HARYANA / PUNJAB / NAGALAND			EXCLUSIVE CSD SUPPLY TO NEW DELHI		EXCLUSIVE PUNJAB DISTRIBUTION	EXCLUSIVE PUNJAB DISTRIBUTION			

FRANCHISE BRANDS IMPORT & DISTRIBUTION:

- There are 4 main MNC's who are controlling the International Alcohol Brands Business in India. Most of the independent brand owners have always been hesitant to bring their brands into India due to major government barriers and their lack of trust on Indian partners.

- We have taken this advantage on the back of our extensive experience along with word of mouth from our existing partners in India and have scouted some of the well known Luxury Brands in Beers, Wines, Vodka, Tequila, Irish Whiskey from Australia, Russia, Mexico & Ireland Resp.

- Beers – Coopers & Reddot, Wines – Tomich, Vodka – Organika Unique and Life, Tequila – Aqua Riva - 100% Agave and Irish Whiskey – West Cork Blended Irish and Single Malt 10YO Irish and Gin.
- We have Exclusive Long Term Agreements with these brands for the Indian Subcontinent and there is an in principal agreement to enter into Sri Lanka, Nepal, Maldives in the next 4 years.
- Our Biggest strength is that we have our own Infrastructure and not using third party warehouses, licenses to build our own brands.
- Our In-house Liasoning Team with the government, Back End Accounts Team, Front End Sales Managers from reputed companies like Bacardi given a one-point solution to our partners abroad. All these are major confidence building measures initiated by us.
- All these brands have been launched in 8 States already and in Mumbai in the month of September 2018 on a good note.
- Continuity, Fresh Stocks, Fast Decisions by management is the advantage with us.
- We foresee Franchise brands to contribute 20% to our revenues in the next 2 years.
- We are in the final stages of launching Coopers Light (Less Calorie) and a Session Ale to give more choices to the consumer.
- We are in the process of listing these brands with the CSD (Army Canteens) and it could generate huge revenues for us.

DETAILED CHART OF BRANDS AND OUR PAN INDIA PRESENCE WITH PHASE WISE LAUNCH IS ENUMERATED BELOW

FRANCHISE BRANDS					
COOPERS BREWERY - ADELAIDE AUSTRALIA	**REDDOT BREWHOUSE - MELBOURNE, AUSTRALIA**	**TOMICH HAND CRAFTED LUXURY WINES - ADELAIDE HILLS, AUSTRALIA**	**ORGANIKA UNIQUE - RUSSIA**	**AQUA RIVA U.K. - MEXICO**	**WEST CORK DISTILLERIES - CORK, IRELAND**
BRANDS					
COOPERS EXTRA STOUT BEER	REDDOT WEIZEN BEER	TOMICH MOSCATO	ORGANIKA UNIQUE VODKA	AQUA RIVA BLANCO - 100% AGAVE	WEST CORK IRISH BLENDED WHISKEY - BOURBON CASK FINISH
COOPERS PREMIUM LAGER BEER		TOMICH CHARDONNAY	ORGANIKA LIFE	AQUA RIVA REPOSADO - 100% AGAVE	WEST CORK SINGLE MALT IRISH WHISKEY
COOPERS PALE ALE		TOMICH SHIRAZ			TWO TREE GIN
		TOMICH CABERNET SAUVIGNON			
EXCLUSIVE GEOGRAPHICAL PRESENCE					
INDIAN SUBCONTINENT & SRI LANKA	INDIAN SUBCONTINENT & SRI LANKA	INDIAN SUBCONTINENT & SRI LANKA	INDIAN SUBCONTINENT, SRI LANKA & AUSTRALIA	INDIAN SUBCONTINENT & SRI LANKA	INDIAN SUBCONTINENT & SRI LANKA
CURRENT STATUS					
NEW DELHI					
U.P.					

FRANCHISE BRANDS					
COOPERS BREWERY - ADELAIDE AUSTRALIA	**REDDOT BREWHOUSE - MELBOURNE, AUSTRALIA**	**TOMICH HAND CRAFTED LUXURY WINES - ADELAIDE HILLS, AUSTRALIA**	**ORGANIKA UNIQUE - RUSSIA**	**AQUA RIVA U.K. - MEXICO**	**WEST CORK DISTILLERIES - CORK, IRELAND**
BRANDS					
NORTH EAST STATES - ASSAM, ARUNACHAL PRADESH & MEGHALAYA					
WEST BENGAL					
MAHARASHTRA VIA EXCLUSIVE DISTRIBUTION PARTNER					
PUNJAB & CHANDIGARH VIA APPOINTED DISTRIBUTORS					
PHASE - II LAUNCH – MARCH 2019					
TELENGANA					
GOA, DAMAN & GUJARAT					
PHASE - III -APRIL 2019					
CSD ARMY CANTEENS - BIGGEST RETAIL IN INDIA					

JOINTLY OWNED BRAND IN INDIAN SUBCONTINENT- DNA – 8% EXTRA STRONG BEER

- A J:V between Northern Spirits Limited & South State Beverages, Australia made in Vietnam under guidance from the brewers from Coopers Brewery.
- A 500 ml Can - Strong 8% Alcohol and an International brand competing with Budweiser Magnum, Carlsberg Elephant Indian brands.
- Many people have copied the Bira model and launched Imported Cheap Beers but have failed because of lack of own infrastructure and working in negative margins.
- We are launching at a very competitive retail price but with positive margins so we can take this brand to the next level and launch a DNA Light (Less Calorie Beer) and a DNA Lager – 330 ml in the First Quarter of (19-20).
- We are looking at 15% revenues to be generated by DNA.

DETAILED CHART OF BRANDS AND OUR PAN INDIA PRESENCE WITH PHASE WISE LAUNCH IS ENUMERATED BELOW:

JOINT VENTURE BETWEEN NORTHERN SPIRITIS LIMITED & SOUTH STATE BEVERAGES PTY LTD, AUSTRALIA
BRAND
DNA - 8% EXTRA STRONG PREMIUM BEER
STRATEGY
THINK GLOBAL, ACT LOCAL - 8% ABV, INTERNATIONAL BEER BRAND AT AFFORDABLE PRICING
EXCLUSIVE GEOGRAPHICAL PRESENCE
INDIAN SUBCONTINENT & SRI LANKA
PHASE - I: ALREADY LAUNCHED AND ROLLED OUT
NEW DELHI

ASSAM
MAHARASHTRA
PHASE – II: LAUNCH IN APRIL 2019
U. P.
PHASE – III: LAUNCH IN JUNE 2019
CSD ARMY CANTEENS / BSF PARAMILITRY - BIGGEST RETAIL IN INDIA
SOUTH INDIA

Our Competitive Strength

The following are the key strengths which our Company believes enable it to be competitive in its business:

1. Good Knowledge of the market and regulatory environment

We believe that we have good knowledge of the market and regulatory environment that assists us in identifying opportunities in this region where we operate.

2. Experienced Management and Promoter

The company started with the object of carrying business in trading of foreign liquor. The company is being managed by **Mr. Anuj Bakshi, Mr. Ankush Bakshi and Mr. Kulbir Bakshi** who have decades of experience to their credit in the foreign liquor industry. Our promoters have got the enriching experience in foreign liquor industry.
Further, our Company is managed by a team of experienced personnel exclusively focused on different aspects of our business operations. This experience and industry relations allow us to deliver end to end solution and hence ensure effective handling of client requirements. We believe that our management team's experience and their understanding of the business will enable us to continue to take advantage of both current and future market opportunities.

***3.* Quality Assurance**

Our Company is dedicated towards quality of our products which has helped us to maintain long term relations with our customers and has also facilitated us to entrench with new customers.

4. Leveraging our Market Skills and Relationships

This is a continuous process in our organization and the skill that we impart in our people give importance to customers. We aim to do this by leveraging our marketing skills and relationships and further enhancing customer satisfaction.

5. Established relationship with customers and employees

As an established entity, in various aspects of the industry in India, we believe that we have managed to create, maintain and build our goodwill with customers.

OUR STRATEGIES

Our business strategy is to grow our business by increasing the scale and reliability of our business, and building trust with our clients. The following are the key strategies of our Company for its business:

1. Focus on Enhancing the Project Execution Capabilities

We intend to continue our focus in enhancing the project execution capabilities so as to derive benefits of client satisfaction by timely completion and improvement in the operating margins. We constantly endeavour to increase our productivity and make fuller utilization of assets by leveraging our operating skill and resources. We intend to continue our focus on performance and project execution in order to achieve maximum return from our resources. Efficient project management and execution will also enable us to gain good reputation among our clients and earn repeated orders from them.

2. Enhancing Operating Effectiveness and Efficiency

Our Company aims to continue to improve our operational effectiveness and efficiencies to achieve cost reductions including overheads. We believe that this can be done through continuous project review and timely corrective measures

in case of diversion and technology upgradation.

3. Continue to Build-Up a Professional Organization

We believe in transparency, flow of information, and commitment to the work among our work force and with our valuable customers, suppliers, investors, government authorities, banks, financial institutions etc. We have employed experienced persons for taking care of our ongoing projects. For taking care of accounts and finance related matters we have employed finance professionals. We also consult with outside agencies on a case to case basis on technical and financial aspects of our business. Hence, the philosophy of professionalism is foundation stone of our business strategy and we wish to make it sounder and stronger in times to come.

4. **Capture the High Growth Opportunities in the foreign liquor industry.**

We believe that the increasing levels of investment in liquor sector by private industries will be major driver for growth in our business in the foreseeable future. We intend to take advantage of the growing opportunities in development in such sectors by strengthening our expertise in these sectors and identifying new prospects for growth.

Collaborations/Tie-Ups/Joint Ventures

Our Company collaborated with South State Food & Beverage Pty Ltd (SSFB) on the 20th September'2018. The details of SSFB are mentioned below:

Type:	Private Australian Proprietary Company Limited by Shares
Registered Office:	Level 7 – 420 King William Street Adelaide South Australia, 5000
Website:	**www.southstate.net.au**
Type of Business:	Manufacturer Exporter Distributor
Establishment Date:	13th August 1998
Chairman:	Mr. Kym Weir
Paid Up Capital:	AUD$10,000,000
Company's Fiscal Year:	July 01 to June 30
Annual Turnover:	AUD$76.8 Million
Beverage Brands:	DNA Alcoholic Springwater DNA Premium Lager Beer DNA Premium Cider Q Vodka Tequila Slamma Long Island T Bootleg Alcoholic Root Beer 8.4 Range of RTD's Coopers Beer Tomich Wines

Export Markets:

South Africa	Argentina	United Kingdom
Cyprus	Ireland	Taiwan
Switzerland	New Zealand	India
USA	Hong Kong	Japan
Greece	Israel	Korea

South State Food & Beverage Pty Ltd. and Northern Spirits Limited are interested in the manufacturing and supply of "DNA" BRANDED ALCOHOLIC BEVERAGES-including but not limited to the Premium Beer and Ready to drink Beverages (RTD's) in the Indian Subcontinent.

Salient Features of Collaboration.

1. South State Food & Beverage Pty Ltd will manufacture and sell quality alcoholic beverages including Premium beer and RTD's to Northern Spirits Limited under the DNA brand at mutually agreed prices.

2. South State Food & Beverage Pty Ltd will provide manufacturing support for DNA branded beverages to Northern Spirits Limited.

3. Northern Spirits Limited will have no liability in the production of DNA branded beverages including but not limited to Premium Beer and RTD's.

4. South State Food & Beverage Pty Ltd will provide new beverage ideas to Northern Spirits Limited for the DNA brand based on global trends.

5. South State Food & Beverage Pty Ltd will provide advertising and marketing concepts for promotional activity for the DNA brand-including but not limited to digital media and point of sale material concepts.

6. Northern Spirits Limited will provide all brand logistics for the DNA brand in the Indian Subcontinent.

7. Northern Spirits Limited will provide in their own capacity sales, distribution and marketing for the DNA brand for the Indian Subcontinent. South State Food & Beverage Pty Ltd will play no role.

8. Northern Spirits Limited will provide government liaison for the DNA brand for the Indian Subcontinent.

9. Northern Spirits Limited will provide brand development initiatives for the DNA brand for the Indian Subcontinent.

10. Northern Spirits Limited will provide adequately trained sales and marketing personnel for the DNA brand for the Indian Subcontinent.

11. Northern Spirits Limited will provide promotional support for sales and marketing activities to adequately promote sales of the DNA brand for the Indian Subcontinent.

12. DNA premium Beer-8.0% Alcohol/Volume is jointly owned in the Indian Subcontinent between South State Food & Beverage Pty Ltd-50% and Northern Spirits Limited-50%.

13. Northern Spirits Limited will have no claims of ownership in any other country/ market where DNA is sold. This collaboration is specific to Indian Subcontinent only.

14. South State Food & Beverage Pty Ltd will have no role or claim in setting the profit margins for DNA set by Northern Spirits Limited.

15. Northern Spirits Limited has sole/exclusive import and distribution rights for the DNA brand in the Indian Subcontinent and any other mutually agreed territory.

16. South State Food & Beverage Pty Ltd will not appoint any other importer/distributor or wholesaler in the Indian Subcontinent.

Business Continuity and Disaster Recovery

We have adequate back-up systems for any kind of eventuality and disaster recovery

Marketing

The efficiency of marketing and sales network is critical to success of our Company. We have been focusing on supplying our products and adding new customers in our clientele. We undertake a detailed exercise periodically to identify existing and prospective clients with the potential to develop into a large clientele base. The senior management

is actively involved in managing client relationships and business development through targeted interaction with multiple contacts at different levels.

Our marketing efforts are directed:

- To advertise and promote sales through direct marketing and communication with the other industries which are still untapped.
- To be an approved vendor for large corporates.

Our marketing team is ready to take up challenges so as to scale new heights. We intend to expand our existing customer base by reaching out to other geographical areas.

Competition

The market is highly competitive and fragmented, and we face competition from various players in the market. Some of our competitors have greater financial, marketing, sales and other resources than we do. However, we expect that our commitment to quality, past record of timely execution and transparency will provide us with an edge over our competitors.

Human Resource

As of September 30th, 2018, we have 41 whole-time employees. The following table provides information about our full-time employees:

Sl. No.	Particulars	No. of Employees
1.	Skilled Employees	32
2.	Unskilled Employees	9
	Total	**41**

Insurance Policy details of the Company:

Sr. No.	Name of the insured	Type of policy	Policy No.	Description of Cover under the Policy	Address of the Properties where the insured assets are situated	Sum Insured (Rs.)	Date of Expiry	Premium p.a.
1.	The President of India, through the Commissioner of Customs A/c- NS Bonded Warehouse Pvt Ltd	Fire and other perils	360800591710000450	Fire, Natural Calamities, Riots, Theft, Burglary, skillful pilferage, and commercial crime.	Y-35, Okhla Industrial Area, Phase-II, New Delhi-20	2.40 Cr.	14/03/2019	Rs. 113280/-
2.	The President of India, through the Commissioner of Customs A/c- NS Bonded Warehouse Pvt Ltd	Special Contingency Insurance policy	31100/48/2019/3280	Stock of various type of Foreign Liquor	493/B/34/ GT Road South, Shibpur, Howrah-711102	1.23 Cr	01/11/2019	Rs. 43,366/-
3.	The President	Special Contingency	31100/48/2019/2447	Stock of various type	493/B/34/ GT Road South,	22.50 Lakhs	27/08/2019	Rs. 7,966/-

	of India, through the Commissioner of Customs A/c- NS Bonded Warehouse Pvt Ltd	Insurance policy		of Foreign Liquor	Shibpur, Howrah-711102			
4.	Northern Spirits Pvt Ltd	Burglary Insurance	OG-18-2401-4010-00006055	Stock of Alcoholic Beverages	Y-54, Okhla Industrial Estate, New Delhi-110020	700.00 Lakhs	23-Jan-2019	Rs. 12390/-

Immovable Properties of our Company

1) Commercial Office space at 5A, Woodburn Park, Unit No-603, Floor-6, PS-Bhawanipore, Ward No-70, 234/3, Lower Circular Road, Kolkata- 700020. Area: Various pieces and parcel of land containing by estimation an area of 6 bigahs 19 cottahs 13 chittacks and 9 square feet lying at and being municipal premises no. 234/3 lower circular road and a part of municipal premises no. 234/4 and 234/5 lower circular road now known as AJC Bose road Kolkata; together with the several brick build building sheds and structures thereon or on part thereof.

2) Commercial Office space at ASO- 402 at Fourth Floor in B+G+8 storied, Astra Tower, Plot No.: IIC/I, Block-IIC, Street No 4444 (MAR, NE), New Town, PS- New Town (Rajarhat), District -North 24 Parganas, West Bengal. Perpetual lease (999 years) hold office unit having super built-up area (covered area) of 70.51 sq. mt. (759 sq. ft.) and carpet area of 48.09 sq. mt. (518 sq. ft.) situated at New Town Rajarhat.

3) Commercial property at 493/B/33 & 493/B/34 GT Road, Shibpur, Howrah- 711202 registered in the name of United Wines (Proprietorship Firm) having an area of 3272 sqft.

Export Obligation

As on the date, we do not have any export obligation.

Health safety and Environments

Our activities are subject to wide range of government rules and regulations regarding health, safety and environment protection. We are committed to protecting the health and safety of employees and contractors working in our projects, people who come in contact with our operations and the heath and sustainability of the environment in which we operate.

We believe that ensuring the health and safety of our employees is critical to the successful conduct of our business and operations. We are therefore committed to complying with applicable health, safety and environmental regulations and other requirements in our operation.

KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the chapter titled —**Government and Other Approvals** beginning on page no. 151 of this Prospectus.*

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

*In addition to what has been specified in this Prospectus, taxation statutes such as the Income Tax Act, 1961 and Central Goods and Services Tax Act, 2017, various labor laws and other miscellaneous laws apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled —**Government and Other Approvals** beginning on page no. 151 of this Prospectus.*

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

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 no. *151* of this Prospectus.

INDUSTRY RELATED LAW:

The Industrial Disputes Act, 1947

The Industrial Disputes Act, 1947(the "IDA") was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the IDA 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 a 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 IDA also sets out certain requirements in relation to the termination of the services of the workman. The IDA includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment.

Electricity Act, 2003

The Electricity Act, 2003 has been recently introduced with a view to rationalize electricity tariff, and to bring about transparent policies in the sector. The Act provides for private sector participation in generation, transmission and distribution of electricity, and provides for the corporatization of the state electricity boards. The related Electricity Regulatory Commissions Act, 1998 has been enacted with a view to confer on these statutory Commissions the responsibility of regulating this sector.

Industrial (Development and Regulation) Act, 1955

The Industrial (Development and Regulation) Act, 1951 has been liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings are exempt from licensing except for certain industries such as distillation and brewing of alcoholic drinks, cigars and cigarettes of tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defense equipment, industrial explosives including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and those reserved for the small scale sector. An industrial undertaking, which is exempt from licensing, is required to file an Industrial Entrepreneurs Memorandum ("IEM") with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and no further approvals are required.

Environmental Regulations

Our Company is subject to Indian laws and regulations concerning environmental protection. The principal environmental regulations applicable to industries in India are the Water (Prevention and Control of Pollution) Act, 1974, the Water Access Act, 1977, the Air (Prevention and Control of Pollution) Act, 1981, the Environment Protection Act, 1986 and the Hazardous Wastes (Management and Handling) Rules, 1989. Further, environmental regulations require a company to file an Environmental Impact Assessment (**EIA**) with the State Pollution Control Board (**PCB**) and the Ministry of Environment and Forests (**MEF**) before undertaking a project entailing the construction, development or modification of any plant, system or structure. If the PCB approves the project, the matter is referred to the MEF for its final determination. The estimated impact that a particular project might have on the environment is carefully evaluated before granting clearances. When granting clearance, conditions may be imposed and the approving authorities may direct variations to the proposed project.

The Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2008

The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008, as amended (**Hazardous Wastes Rules**), which superseded the Hazardous Wastes (Management and Handling) Rules, 1989, state that the occupier will be responsible for safe and environmentally sound handling of hazardous wastes generated in his establishment. The hazardous wastes generated in the establishment of the occupier should be sent or sold to a recycler or re-processor or re-user registered or authorised under the Hazardous Wastes Rules or should be disposed of in an authorised disposal facility. The Ministry of Environment and Forests has been empowered to deal with the trans-boundary movement of hazardous wastes and to grant permission for transit of hazardous wastes through any part of India. No import of hazardous waste is permitted in India. The State Government, occupier, operator of a facility or any association of the occupier will be individually or jointly or severally responsible for, and identify sites for, establishing the facility for treatment, storage and disposal of hazardous wastes for the State Government.

GENERAL CORPORATE COMPLIANCE

The Companies Act 1956 and the Companies Act, 2013

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the 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.

EMPLOYMENT AND LABOUR LAWS

Employees' Provident Fund 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 Section 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.

Workmen's Compensation Act, 1923
The Workmen's Compensation Act, 1923 provides that if personal injury is caused to a workman by accident during his employment, his employer would be liable to pay him compensation. However, no compensation is required to be paid (i) if the injury does not disable the workman for more than three days, (ii) where the workman, at the time of injury, was under the influence of drugs or alcohol or (iii) where the workman willfully disobeyed safety rules.

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 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.

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.

Payment of Gratuity Act, 1972
Under the Payment of Gratuity Act, 1972, an employee in a factory or any other establishment in which 20 or more than 20 persons are employed on any day during an accounting year who is in continuous service for a period of five years notwithstanding that his service has been interrupted during that period by sickness, accident, leave, absence without leave, lay-off, strike, lock-out or cessation of work not due to the fault of the employee is eligible for gratuity upon his retirement, superannuation, death or disablement.

Minimum Wages Act, 1948 ("MWA")
The Minimum Wages Act, 1948 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 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 as per Part B (Processes) of the Schedule.

Contract Labour (Regulation and Abolition) Act, 1970
The Company is regulated by the provisions of the Contract Labour (Regulation and Abolition) Act, 1970 (**CLRA**) which requires the Company to be registered as a principal employer and prescribes certain obligations with respect to welfare and health of contract labourers. The CLRA vests responsibility in the principal employer of an establishment, to which the CLRA applies, to make an application to the concerned officer for registration of the concerned establishment. In the absence of such registration, contract labour cannot be employed in the concerned establishment. Likewise, every contractor, to whom the CLRA applies, is required to obtain a license and may not undertake or execute any work through contract labour except under and in accordance with the license issued. To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA.

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

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 center 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.

Central Excise Act, 1944
The Central Excise Act, 1944 is the principal legislation in this respect, which provides for the levy and collection of excise and requires every person who produces, manufactures, carries on trade, holds private store-room or warehouse or otherwise uses excisable goods, to obtain registration thereunder. Additionally, the Central Excise Tariff Act, 1985 prescribes the rates of excise duties for various goods. The Central Excise Rules, 2002 provides the manner of payment of the central excise duty as well as the rebate and remission provisions.

Customs Act, 1962 ("the Customs Act")
The provisions of the Customs Act 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 that wishes to import or export any goods is first required to get itself registered and obtain an IEC (Importer Exporter Code).

All imports into India are subject to duties under the Customs Act, 1962 at the rates specified under the Customs Tariff Act, 1975. However, the Indian Government has the power to exempt certain specified goods from excise duty by notification.

OTHER LAWS

Shops and establishments laws in various states:
Under the provisions of local Shops and Establishments laws applicable in various states, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

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 (a) 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.

National Environmental Policy, 2006
This 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 the 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, interalia, 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 ("TM Act")
The Trade Marks Act, 1999 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 TM 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:

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 July01, 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.

OUR HISTORY AND CERTAIN CORPORATE MATTERS

History and Background

Our Company was originally incorporated at Kolkata as Northern Spirits Private Limited on September 13, 2012 under the provisions of the Companies Act, 1956, with the Registrar of Companies West Bengal, Kolkata. Subsequently our Company was converted into a Public Limited Company and the name of the Company was changed to Northern Spirits Limited vide Certificate of Incorporation consequent upon Conversion from Private to Public Limited Company dated May 03, 2018.

Changes in registered office of our Company since incorporation

The Registered Office of the Company at present is at 5A, Woodburn Park Road, Woodburn Central Unit 603, 6th Floor Kolkata-700020, West Bengal, India. The details of changes in the registered office of our Company are given below:

Date of Change	Details of Change
Upon Incorporation	493/B/34, G. T. Road (South), Shibpur, Howrah-711102
07.03.2018	Unit No 603, 5A, Woodburn Central, Kolkata-700020
22.05.2018	5A, Woodburn Park Road, Woodburn Central, Unit 603, 6th Floor, Kolkata-700020

Key Milestones

Year	Key Milestones
2012	Incorporation of our Company vide Certificate of Incorporation dated September 13, 2012
2013	Exclusive Suppliers of William Grants Brands and Carlo Rossi Californian Wines in Entire Institutions including Duty Free Supplies to Star Properties across New Delhi.
2014	Exclusive supply of William Grants Across North Eastern States
2015	Exclusive supply of Bacardi International Brands across North Eastern States
2016	Exclusive CSD Supplies of William Grants in New Delhi, U.P, Punjab, Haryana and Nagaland. Exclusive supplies of Carlo Rossi Californian Wines to CSD Canteens in New Delhi.
2017	Exclusive Supply of William Grants & Bacardi International brands in West Bengal.
	Exclusive Supply of ABINBEV International Brands (Corona Beer / Hoegarden Beer / Stella Beer / Leffe Beer) in West Bengal.
	Redbull Energy Drink appoints us the exclusive distributor in the Institutions (Licensed to sell alcohol) in New Delhi.
2018	Business Integration with United Wines (Proprietorship Firm, Proprietor Mr. Anuj Bakshi)
	Conversion of the Company from Private to public vide Certificate of Incorporation consequent to conversion dated May 03, 2018
	Collaboration with South State Food & Beverage Pty Ltd.

Main Objects

The main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. To establish are carry on in India or elsewhere the business as manufacturers processors importers, exporters, agents, brokers, suppliers, wholesalers, retailers, distribution, stockists, dealers, godown keepers, C & F agents, declared agents, developers, and to distil, prepare, manipulate, mix, blend, clean, pack, repack, protect, provide, promote, sponsor, market modify, produce, bottle pressure & crush all sport are liquors beverages alcohols wines and other similar, product such as brandy, whisky, rum, gin, beer or derivatives combination, solvents, mixtures, & formulas thereof whether made of natural or synthetic materials.

Amendments to the Memorandum of Association and Article of Association of our Company

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

No.	Date of Amendments/Shareholder's Resolution	Amendments
1.	June 15, 2015	Increase in Authorized Share Capital from ₹5,00,000 comprising of 50,000 Equity Shares of ₹ 10 each to ₹ 15,000,000 comprising of 1,500,000 Equity Shares of ₹ 10 each.
2.	March 19, 2018	Increase in Authorized Share Capital from ₹ 15,000,000 comprising of 1,500,000 Equity Shares of ₹ 10 each to ₹ 190,000,000 comprising of 19,000,000 Equity Shares of ₹ 10 each.
3.	March 19, 2018	Change in Memorandum and Article of association as per the Companies Act, 2013
4.	May 03, 2018	Conversion of the Company from Northern Spirits Private Limited to Northern Spirits Limited

Capital raising (Debt / Equity)

Except as set out in the sections titled "Capital Structure" and "Financial Indebtedness" beginning on page no 37 and 135 respectively of this Prospectus, our Company has not raised any capital in the form of Equity Shares or debentures.

Holding Company

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

Subsidiary (ies) of our Company

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

Injunction or restraining order

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

Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks

There are no defaults or rescheduling of borrowings with financial institutions/ banks, conversion of loans into equity in relation to our Company.

Details of past performance of the company

For details in relation to our past financial performance in the previous 5 (Five) financial years, including details of non-recurring items of income, refer to section titled "Financial Statements" beginning on page no. 113 of this Prospectus.

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

Except as mentioned in chapter "*Our History and Certain Corporate Matters"* beginning on page no. *92*, there are no mergers, amalgamation, revaluation of assets etc. with respect to our Company as on the date of this Prospectus.

Changes in the activities of our Company during the last five (5) years

Except as mentioned in chapter "*Our History and Certain Corporate Matters"* beginning on page no. *92*, there have been no changes in the activity of our Company during the last five (5) years preceding as on the date of this Prospectus, which may have had a material effect on the profits or loss, including discontinuance of the lines of business, loss of agencies or markets and similar factors of our Company.

Revaluation of Assets

Our Company has not revalued its assets as on the date of this Prospectus.

Shareholders of our Company

As on the date of this Prospectus, our Company has 11 (Eleven) shareholders. For further details in relation to the current shareholding pattern, please refer to section titled "Capital Structure" beginning on page no. *37* of this Prospectus.

Collaboration Agreements

Our Company collaborated with South State Food & Beverage Pty Ltd (SSFB) on the 20th September, 2018. For further details please refer section titles "Our Business" beginning from Page no *76* of this Prospectus.

Shareholders Agreements

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

Other Agreements

Our Company has not entered into any specific or special agreements except that have been entered into in ordinary course of business and Agreement dated March 20th, 2018 with Managing Director for his appointment as on the date of filing of this Prospectus.

Non-Compete Agreement

Our Company has not entered into any Non-compete Agreement as on the date of this Prospectus.

Strategic Partners

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

Financial Partners

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

OUR MANAGEMENT

Board of Directors

As per the Articles of Association, our Company is required to have not less than 3 (Three) directors and not more than 15 (Fifteen) Directors. Currently, our Company has 7 (Seven) Directors. The following table sets forth details regarding the Board of Directors as on the date of this Prospectus:

Name, Father's Name, Nature of Directorship, Residential Address, Date of Appointment/ Re-appointment, Term, Period of Directorship, Occupation, and DIN	Nationality	Age	Other Directorships as on the date of this Prospectus
Mr. Anuj Bakshi Father's Name: Mr. Kulbir Bakshi Nature of Directorship: Chairman Residential Address: Flat No. 4 C, 32 Ballygunge Place, Kolkata 700019 Date of Appointment: September 13, 2012 Appointed as Chairman on March 20, 2018 Term: Nil Occupation: Business DIN: 02500120	Indian	40 years	Public Limited Entities: Nil Private Limited Entities: SAPPHIRE SPIRITS PRIVATE LIMITED KSB WINES PRIVATE LIMITED SAPPHIRE WINES PRIVATE LIMITED STAR LIGHT SPIRITS PRIVATE LIMITED Foreign Entities: Nil Limited Liability Partnership Nil
Mr. Ankush Bakshi Father's Name: Mr. Kulbir Bakshi Nature of Directorship: Managing Director Residential Address: Flat No. 4 C, 32 Ballygunge Place, Kolkata 700019 Date of Appointment: Appointed as Director on September 13, 2012 Appointed as Managing Director on March, 20, 2018 Term: 5years Occupation: Business DIN: 02547254	Indian	39 years	Public Limited Entities: Nil Private Limited Entities: SAPPHIRE SPIRITS PRIVATE LIMITED KSB WINES PRIVATE LIMITED SAPPHIRE WINES PRIVATE LIMITED STAR LIGHT SPIRITS PRIVATE LIMITED Foreign Entities: Nil Limited Liability Partnership Nil
Mrs. Roshni Bakshi Father's Name: Mr. Sanjeev Mehra Nature of Directorship: Executive Director	Indian	35 years	Public Limited Entities: Nil Private Limited Entities:

Name, Father's Name, Nature of Directorship, Residential Address, Date of Appointment/ Re-appointment, Term, Period of Directorship, Occupation, and DIN	Nationality	Age	Other Directorships as on the date of this Prospectus
Residential Address: The Empire Tower 1, Flat 11C 16A, Gurusaday Road Kolkata 700019 Date of Appointment: March 21, 2018 Term: Nil Occupation: Business DIN: 08090225			Nil Foreign Entities: Nil Limited Liability Partnership Nil
Mrs. Kanika Bakshi Father's Name: Mr. Ajay Kumar Kapoor Nature of Directorship: Executive Director Residential Address: Empire Building, Tower 2, Flat-16C 16A, Gurusaday Road Kolkata 700019 Date of Appointment: March 21, 2018 Term: Nil Occupation: Business DIN: 08090236	Indian	32years	Public Limited Entities: Nil Private Limited Entities: Nil Foreign Entities: Nil Limited Liability Partnership Nil
Mr. Jagjit Singh Kochar Father's Name: Mr. Joginder Singh Kochar Nature of Directorship: Independent Director Residential Address: E 51, Ranjit Avenue, Amritsar 143001 Date of Appointment: June11, 2018 Term:5 years Occupation: Business DIN: 06552295	Indian	59 years	Public Limited Entities: Nil Private Limited Entities: Nil Foreign Entities: Nil Limited Liability Partnership Nil
Mr. Rahul Gupta Father's Name: Mr. Ghanshyam Das Gupta Nature of Directorship: Independent	Indian	32 Years	Public Limited Entities: Nil Private Limited Entities:

Name, Father's Name, Nature of Directorship, Residential Address, Date of Appointment/ Re-appointment, Term, Period of Directorship, Occupation, and DIN	Nationality	Age	Other Directorships as on the date of this Prospectus
Director Residential Address: 116/1/C Girish Ghosh Road, Liluah, Bally, Kolkata-711204 Date of Appointment: August 04, 2018 Term: 5 years Occupation: Practicing Chartered Accountant DIN: 05310120			VICTOR PROPERTIES (P) LTD MARTINA PROPERTIES PVT LTD NEZONE ESTATES PVT. LTD CANNING PROPERTIES PVT LTD ARV SOLUTIONS MANAGEMENT PRIVATE LIMITED Foreign Entities: Nil Limited Liability Partnership 3 MUSKETEERS ADVISORS LLP ARVG & CO.
Mr. Sathvik Jain Father's Name: Mr. Sunil Jain Nature of Directorship: Independent Director Residential Address: 295, G.T. Road, Belur, Howrah-711202 Date of Appointment: August 04, 2018 Term: 5 years Occupation: Business DIN: 07732825	Indian	29 years	Public Limited Entities: Nil Private Limited Entities: Nil Foreign Entities: Nil Limited Liability Partnership Nil

Family Relationships between the Directors

None of the directors of our Company have family relationship except Anuj Bakshi, Ankush Bakshi, Roshni Bakshi and Kanika Bakshi. Anuj Bakshi and Ankush Bakshi are brothers. Roshni Bakshi is the wife of Anuj Bakshi and Kanika Bakshi is the wife of Ankush Bakshi.

Brief Biographies of the Directors

1. **Mr. Anuj Bakshi**, aged 40years, is the Promoter and Chairman of our Company. Mr. Bakshi is a B. Com (Hons) graduate and is on the Board of our Company since incorporation. In a career that spans close to 17 years, Mr. Anuj Bakshi has been acknowledged for his vision and commitment. His dynamic leadership & passion for the business has been acknowledged by the other members of the Board

2. **Mr. Ankush Bakshi** aged 39years is the Managing Director of our Company. Mr. Bakshi holds a bachelor degree from University Of Western, Sydney. He was born on 21.9.1979 and completed his schooling from D.A.V School Amritsar. He has 17 years of rich experience in liquor business with hands on experience in trading of beverages & other related products. During the year 2008, Mr. Bakshi introduced imported brands of liquor and beverages into the Indian market and is responsible for expanding the brands into the domestic market

3. **Mrs. Roshni Bakshi,** aged 35 years is the Director of the Company and is on the Board since 21st March, 2018. She has done her schooling from Mayo College Girls School (Ajmer). Joined Sophia Polytechnic (Mumbai) for Hotel Administration and Food Technology. And specialized in Baking and Pastry from California Culinary Academy (San Francisco).

4. **Mrs. Kanika Bakshi** aged 32 years is the Director of our Company. She holds bachelor's degree in Arts from University of Delhi. She is associated with us since 21st March, 2018

5. **Mr. Jagjit Singh Kochar** aged 59 years is the Non- Executive and Independent Director of our Company. He holds a bachelor degree from Guru Nanak Dev University. He has completed his schooling from Amritsar. He is associated with us since 11th of June, 2018 to look into the Corporate Governance of the Company.

6. **Mr. Rahul Gupta** aged 32 years is the Non- Executive and Independent Director of our Company. He holds a bachelor's degree from University of Calcutta, Kolkata and a fellow member of Institute of Chartered Accountant of India. Further, he has completed certificate course in IFRS conducted by NIIT-KPMG. He was born on 03.9.1986 and completed his schooling from Don Bosco School, Liluah. He has 10 years of experience in the field of Taxation.

7. **Mr. Sathvik Jain** aged 29 years is the Non- Executive and Independent Director of our Company. He holds a bachelor's degree from University of Calcutta, Kolkata. He has and completed his schooling from Kolkata.

Arrangements with major Shareholders, Customers, Suppliers or Others

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a Director or member of a senior management as on the date of this Prospectus.

Service Contracts

Our Company has not executed any service contracts with its directors providing for benefits upon termination of their employment.

Common directorships of the Directors in companies whose shares are/were suspended from trading on the BSE and/ or the BSE for a period beginning from five (5) years prior to the date of this Prospectus

None of the Directors are/ were directors of any company whose shares were suspended from trading by Stock Exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five (5) years.

Director's association with the Securities Market

None of the Directors of our Company are associated with securities market.

Common directorships of the Directors in listed companies that have been/were delisted from stock exchanges in India

Except for the details mentioned under section titled "Other Regulatory and Statutory Disclosures" beginning on page 153 of this Prospectus, none of the Directors are/ were directors of any entity whose shares were delisted from any Stock Exchange(s).

Further, none of the directors are/ were directors of any entity which has been debarred from accessing the capital markets under any order or directions issued by the Stock Exchange(s), SEBI or any other Regulatory Authority.

Borrowing Powers of the Board

The Articles, subject to the provisions of Section 180(1)(c) of the Companies Act, 2013 authorize the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. The shareholders have, pursuant to a resolution passed at the Extra Ordinary General Meeting held on July 04, 2018, in accordance with Section 180(1)(c) of the Companies Act, 2013 authorized the Board to borrow monies from time to time, such sums of money even though the money so borrowed together with money already borrowed exceeds the aggregate of the paid-up capital and free reserves of the Company provided, however, that the total borrowing (apart from the temporary loans taken from the company's bankers) shall not exceed 5000 lakhs.

Remuneration to Executive Directors

The compensation payable to Managing Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2 (54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions of the

Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force)

Payment or benefit to Non-Executive Directors of Our Company

Apart from the remuneration to Executive Directors, if any as provided, our Non-Executive Directors are entitled to be paid a sitting fee up to the limits prescribed by the Companies Act, 2013 and the Rules made there under and actual travel, boarding and lodging expenses for attending the Board or committee meetings. They may also be paid commissions and any other amounts as may be decided by the Board in accordance with the provisions of the Articles, the Companies Act and any other applicable Indian laws and regulations.

Shareholding of Directors in our Company

The details of the shareholding of our Directors as on the date of this Prospectus are as follows.

No.	Name of the Shareholder	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1.	Anuj Bakshi	4,809,600	40.94	29.96
2.	Ankush Bakshi	5,809,600	49.45	36.19
3.	Roshni Bakshi	10,000	0.09	0.06
4.	Kanika Bakshi	10,000	0.09	0.06
5	Jagjit Singh Kochar	200	0.001	0.001
	Total	**10,639,400**	**90.55**	**66.28**

Our Directors may be deemed to be interested to the extent of their remunerations paid to them for services rendered and with the reimbursement of expenses payable to them. For further details, please refer to sub-section "Remuneration to Executive & Non-Executive Directors" above. In addition, as on the date of this Prospectus, our Managing Director receives professional fees from our Company in terms of the proviso to Section 197(4) of the Companies Act. For further details, please refer to section titled "Our Promoters and Promoter Group" beginning on page no. 106 of this Prospectus.

Further, none of our Directors have any interest in any property acquired by our Company within two (2) years of the date of this Prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building. Further, except as disclosed under sub-section "Shareholding of Directors in our Company" above, none of our Directors hold any Equity Shares, Preference Shares or any other form of securities in our Company. Our Directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue.

Other than as stated above and except as stated in the sections titled "Financial Information" and "Our Promoters and Promoter Group" beginning on pages 113 and 106 respectively of this Prospectus, our Directors do not have any other interest in the business of our Company.

None of the relatives of our Directors have been appointed to a place or office of profit in our Company. For further details, please refer to section titled "Our Management – Remuneration to Executive Directors" beginning on page 95 of this Prospectus.

Our directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and /or trustees pursuant to this Issue. Some of the directors also hold directorships in Promoter Group and Group Entities of our Company.

Our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares. Except as stated in this section "Our Management " or the section titled "Financial Information - Related Party Transactions" beginning on page no 95 and 132 respectively of this Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in the business of our Company.

Changes in our Company's Board of Directors during the last three (3) years

The changes in the Board of Directors of our Company in the last three (3) years are as follows:

Name of Director	Date of appointment	Date of Change of Designation	Date of cessation	Reason
Rahul Gupta	04-08-2018	-	-	To ensure better compliance
Sathvik Jain	04-08-2018	-	-	To ensure better compliance
Ankush Bakshi	13-09-2012	20-03-2018	-	To ensure better compliance
Roshni Bakshi	21-03-2018	-	-	To ensure better compliance
Kanika Bakshi	21-03-2018	-	-	To ensure better compliance
Varun Narendra Mehta	11-06-2018	-	16-06-2018	To ensure better compliance
Jagjit Singh Kochar	11-06-2018	-	-	To ensure better compliance

Other Confirmations:

- None of our Directors are on the RBI List of willful defaulters as on the date of this Prospectus.
- None of Promoters or Directors of our Company are a fugitive economic offender
- Further, none of our Directors are or were directors of any listed company whose shares

  (a) have been or were suspended from trading on any of the stock exchanges during the five years prior to the date of filing this Prospectus or

  (b) delisted from the stock exchanges.
- None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred from accessing the capital market by SEBI.
- 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.
- In respect of the track record of the directors, there have been no criminal cases filed or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence etc.

Corporate Governance

The provisions of the Listing Regulations with respect to corporate governance will also be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including the SEBI (LODR) Regulations, the SEBI (ICDR) Regulations and the Companies Act, 2013 in respect of corporate governance including constitution of the Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act and SEBI (LODR) Regulations, to the extent applicable. Our Board functions either as a full board or through various committees constituted to oversee specific functions. In compliance with the requirements of the Companies Act and the SEBI (LODR) Regulations, to the extent applicable our Board of Directors consists of Seven Directors (including two woman Director) of which three are non-executive Independent Directors which is in compliance with the requirements of Companies Act, 2013 and SEBI (LODR) Regulations.

Committees of our Board

Our Board has constituted the following committees including those for compliance with corporate governance requirements:

- ***Audit Committee***

Our Audit Committee was constituted pursuant to a resolution of our Board Meeting dated on August 06, 2018. The Audit Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Sathvik Jain	Chairman	Non- Executive and Independent Director
Rahul Gupta	Member	Non- Executive and Independent Director
Ankush Bakshi	Member	Managing Director

The Company Secretary of the Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations.

A. Powers of Audit Committee

The Audit Committee shall have powers, including the following:

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

B. Role of Audit Committee

The role of the Audit Committee shall include the following:

- oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - 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;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
  - disclosure of any related party transactions;
  - modified opinion(s) in the draft audit report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the listed entity with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the listed entity, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 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;
- discussion with internal auditors of any significant findings and follow up there on;
- 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;
- 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;

- 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;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- carrying out any other function as is mentioned in the terms of reference of the audit committee.

Further, the Audit Committee shall mandatorily review the following information:

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the audit committee), submitted by management;
- management letters / letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses; and
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- statement of deviations: (a) half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); (b) annual statement of funds utilized for purposes other than those stated in the Prospectus/notice in terms of Regulation 32(5).

As required under Regulation 18 of the SEBI (LODR) Regulations, the Audit Committee shall meet at least four times in a year, and not more than four months shall elapse between two meetings. The quorum shall be two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent members present.

- ***Stakeholders' Relationship Committee***

In pursuance to provisions of Section 178 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof, the Stakeholders' Relationship Committee was constituted by a resolution of our Board Meeting dated August 06, 2018. The Stakeholders' Relationship Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Rahul Gupta	Chairman	Non-Executive and Independent Director
Jagjit Singh Kochar	Member	Non-Executive and Independent Director
Sathvik Jain	Member	Non-Executive and Independent Director

The Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee.

Set forth below are the terms of reference of our Stakeholders' Relationship Committee.

- To look into the redressal of grievances of shareholders, debenture holders and other security holders;
- To investigate complaints relating to allotment of shares, approval of transfer or transmission of shares;
- To consider and resolve the grievances of the security holders of the company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends; and
- To carry out any other function as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as and when amended from time to time."

- ***Nomination and Remuneration Committee***

The Nomination and Remuneration Committee was constituted by our Board on August 06, 2018. The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 (1) of the Companies Act, 2013 and the SEBI (LODR) Regulations. The Nomination and Remuneration Committee include the following:

Name of Director	Status in Committee	Nature of Directorship
Jagjit Singh Kochar	Chairman	Non-Executive and Independent Director
Rahul Gupta	Member	Non-Executive and Independent Director
Sathvik Jain	Member	Non-Executive and Independent Director

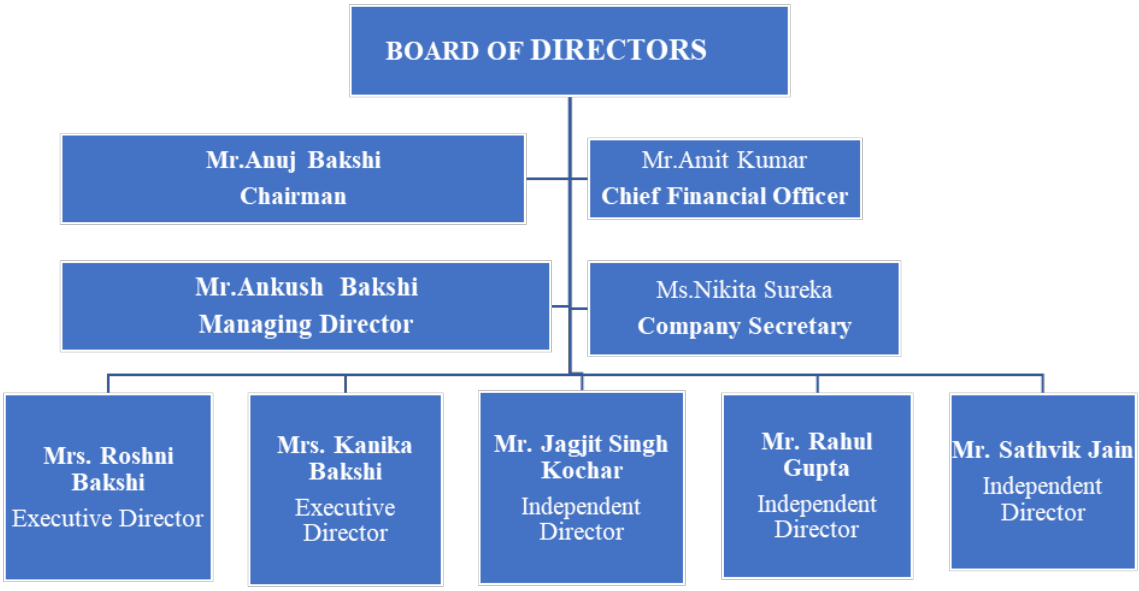
The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

The scope, functions and the terms of reference of the Nomination and Remuneration Committeeis in accordance with the Section 178 of the Companies Act, 2013 read with Regulation 19 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Set forth below are the terms of reference of our Nomination and Remuneration Committee.

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- 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.
- to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Management Organizational Structure



Profiles of our Key Managerial Personnel

The details of the Key Managerial Personnel as on the date of this Prospectus are set out below. All the Key Managerial Personnel's are permanent employees of our Company. Except for certain statutory benefits, there are no other benefits accruing to the Key Managerial Personnel.

1. **Mr. Ankush Bakshi** aged 39years is the Managing Director of our Company. Mr. Bakshi holds a bachelor degree from University of Western, Sydney. He was born on 21.9.1979 and completed his schooling from D.A.V School Amritsar. He has 17 years of rich experience in liquor business with hands on experience in trading of beverages & other related products. During the year 2008, Mr. Bakshi introduced imported brands of liquor and beverages into the Indian market and is responsible for expanding the brands into the domestic market

2. **Ms. Nikita Sureka** qualified Company Secretary aged 26 years is appointed as the Compliance Officer and Company Secretary of the Company on April 20, 2018. She is a Associate Member of the Institute of Company Secretaries of India (ICSI). She has over a year experience in corporate laws and governance related matters.

3. **Mr. Amit Kumar** aged 32 Years is Chief Financial Officer of our Company. He completed his schooling and

higher studies from UP Board. Amit has been associated with the Company since 2016 and has 7 years of experience in Accounts, Finance and Human Resource Management. He was previously associated with Embassy International and was working as Chief Accountant of the Company.

Status of Key Management Personnel in our Company

All our key managerial personnel are permanent employees of our Company. The term of office of our key managerial personnel is until the attainment of 60 years of age.

Shareholding of Key Management Personnel in our Company

Apart from Ankush Bakshi none of the Key Management Personnel holds Equity Shares in our Company as on the date of this Prospectus.

Bonus or profit-sharing plan of the Key Managerial Personnel
Our Company does not have a performance linked bonus or a profit sharing plans for the Key Management Personnel. However, our Company pays incentive to all its employees based on their performance including the Key Managerial Personnel's of our Company.

Interests of Key Management Personnel

The Key Management Personnel do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

Payment of Benefits to Officers of our Company (*non-salary related*)

Except as disclosed in this Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Except as stated under section titled "Financial Information" beginning on page no 113 of this Prospectus, none of the beneficiaries of loans and advances or sundry debtors are related to our Company, our Directors or our Promoter.

Relationship amongst the Key Managerial Personnel of our Company
There is no family relationship amongst the Key Managerial Personnel of our Company except as mentioned in Our Management Chapter

Relationship between the Directors and Key Managerial Personnel

There are no family relationships between the Directors and Key Managerial Personnel of our Company except as mentioned in Our Management Chapter.

Arrangement and Understanding with Major Shareholders/Customers/ Suppliers

None of the above Key Managerial Personnel have been selected pursuant to any arrangement/understanding with major shareholders/customers/suppliers.

Details of Service Contracts of the Key Managerial Personnel

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

Employee Stock Option or Employee Stock Purchase

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme as on the date of this Prospectus.

Loans availed by Directors / Key Managerial Personnel of our Company

None of the Directors or Key Managerial Personnels have availed loan from our Company which is outstanding as on the date of this Prospectus.

Changes in Our Company's Key Managerial Personnel during the last three (3) years

The changes in the Key Managerial Personnel of our Company in the last three (3) years are as follows:

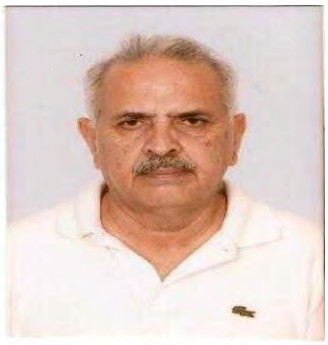
No.	Name of the Key Managerial Personnel & Designation	Date of Appointment	Date of Resignation	Reason
1.	Mr. Ankush Bakshi Managing Director	March 20, 2018	NA	To ensure better compliance
2.	Ms. Nikita Sureka Company Secretary	April 20, 2018	NA	To ensure better compliance
3.	Mr. Amit Kumar Chief Financial Officer	August 04,2018	NA	To ensure better compliance

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

Our Promoters are (i) Mr. Anuj Bakshi (ii) Mr. Ankush Bakshi and (iii) Mr. Kulbir Bakshi. As on the date of this Prospectus, our Promoters hold 10,689,200 Equity Shares which in aggregate, constitutes 90.98% of the issued and paid-up Equity Share capital of our Company.

Details of Individual Promoters of our Company

	Mr. Anuj Bakshi is the Promoter and Chairman of our Company. For further details, please refer to section titled "Our Management" beginning on page 95 of this Prospectus. Permanent Account Number: AFXPB0493E Passport No.: Z2612048 Aadhar No.: 5511 9380 2918 Driving license No.: WB- 012007518942 For further details in relation to other ventures of Mr. Bakshi, please refer to section titled "Group Entities of our Company" beginning on page 109 of this Prospectus.
	Mr. Ankush Bakshi is the Promoter and Managing Director of our Company. For further details, please refer to section titled "Our Management" beginning on page 95 of this Prospectus. Permanent Account Number: AFXPB0492F Passport No.: Z2612040 Aadhar No.: 3977 2809 8291 Driving license No.: WB-0120070518943 For further details in relation to other ventures of Mr. Bakshi, please refer to section titled "Group Entities of our Company" beginning on page 109 of this Prospectus.
	Mr. Kulbir Bakshi is the Promoter of our Company. For further details, please refer to section titled "Our Management" beginning on page 95 of this Prospectus. Permanent Account Number: AFJPB0208H Passport No.: J0565899 Aadhar No.: 8863 5642 0885 Driving license No.: NA Voter's identification card No.: NA For further details in relation to other ventures of Mr. Bakshi, please refer to section titled "Group Entities of our Company" beginning on page 109 of this Prospectus.

Our Company confirms that it will submit the details of the PAN, Bank Account Number, Passport, Driving License and Aadhar Card of our Promoters to BSE at the time of filing the Final Prospectus.

Interests of our Promoters

Our Promoters are interested in our Company to the extent of their respective Equity shareholding in our Company and any dividend distribution that may be made by our Company in the future. For details pertaining to our Promoters' shareholding, please refer to section titled "Capital Structure" beginning on page 37 of this Prospectus. Mr. Anuj Bakshi and Mr. Ankush Bakshi is also interested to the extent they are Directors on our Board, as well as any remuneration of expenses payable to him. In addition, as on the date of this Prospectus, our Promoters, Mr. Anuj Bakshi, Mr. Ankush Bakshi and Mr. Kulbir Bakshi receives remuneration and reimbursement of expenses payable to them from our Company. For further information on remuneration to the Executive Directors, please refer to section titled "Our Management" beginning on page 95 of this Prospectus.

Our Promoters have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

None of our Promoters or Group Entities have any interest in any property acquired by our Company within two (2) years of the date of this Prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building or supply of machinery.

Interest of Promoters in Sales and Purchases

There are no sales/purchases between our Company and our Group Entity other than as stated in the section titled "***Group Entities of our Company***". For further details, please refer to section titled "Financial Information - Related Party Transactions" beginning on page no. 132 of this Prospectus.

Confirmations

Our Company hereby confirms that:

None of our Promoters have been declared as a willful defaulter by the RBI or any other governmental authority and there are no violations of securities laws committed by the Promoters in the past nor any pending against them.

None of our Promoters, Promoter Group or Directors or persons in control of our Company or bodies corporate forming part of our Promoter Group have been (i) prohibited from accessing the capital markets under any order or direction passed by SEBI or any other authority or (ii) refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

Payment or benefits to the Promoters in the last two (2) years

No payment or benefit has been made to the Promoters except as disclosed in the related party transaction. For further details, please refer to section titled "Financial Information - Related Party Transactions" beginning on page no. 132 of this Prospectus.

Disassociation by the Promoters from entities in last three (3) years

None of our Promoters of the Company have disassociated from any of the companies or firms in the last three (3) years.

Litigation details pertaining to our Promoters

For details on litigations and disputes pending against the Promoters and defaults made by our Promoters please refer to section titled "Outstanding Litigations and Material Developments" beginning on page no. 146 of this Prospectus.

Individual Promoter Group of our Promoters

In addition to our Promoters named in above section, the following natural persons are part of our Promoter Group in terms of Regulation 2(1) (pp) of SEBI (ICDR) Regulations:

Name of our Promoter	Name of the Relative	Relationship with the Relative
Mr. Anuj Bakshi	Kulbir Singh	Father
	Amita Bakshi	Mother
	Ankush Bakshi	Brother
	-	Sister
	Miraya Bakshi	Daughter
	-	Son
	Roshni Bakshi	Spouse
	Sanjiv Mehra	Spouse's Father
	Reetu Mehra	Spouse's Mother
	-	Spouse's Brother
	-	Spouse's Sister
Mr. Ankush Bakshi	Kulbir Singh	Father
	Amita Bakshi	Mother
	Anuj Bakshi	Brother
	-	Sister
	Zarah Bakshi	Daughter
	Karanbir Bakshi	Son
	Kanika Bakshi	Spouse
	Late Ajay Kumar Kapoor	Spouse's Father
	Anuradha Kapoor	Spouse's Mother
	Akash Kapoor	Spouse's Brother
	Yoshita Kapoor	Spouse's Sister
Mr. Kulbir Bakshi	Late Sampuran Singh Bakshi	Father
	Late Saroj Rani Bakshi	Mother
	Jasbir Bakshi	Brother
	Dalbir Bakshi	Brother
	Ranbir Bakshi	Brother
	Meena Mehta	Sister
	Sudha Dutta	Sister
	-	Daughter
	Anuj Bakshi Ankush Bakshi	Son
	Amita Bakshi	Spouse
	Late Parkash Chand Mehra	Spouse's Father
	Sharda Mehra	Spouse's Mother
	Late Rajesh Mehra	Spouse's Brother
	Mukesh Mehra	Spouse's Brother

Promoter Group Entities of our Promoters

The following entities form a part of our Promoter Group entities in terms of Regulation 2(1) (pp) of SEBI (ICDR) Regulations:

1. Sapphire Spirits Private Limited
2. Star Light Spirits Private Limited

GROUP ENTITIES OF OUR COMPANY

The definition of "Group Companies/Entities" pursuant to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, to include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board.

Further, pursuant to a resolution of our Board dated July 27, 2018 for the purpose of disclosure in relation to Group Companies in connection with the issue, a company shall be considered material and disclosed as a Group Company if said Company is a member of the Promoter Group as per Regulation 2(pp) of SEBI (ICDR), 2018 as amended and our Company has entered into one or more transactions with such Company in the financial years 2018, 2017, 2016, 2015, 2014 as the case may be, cumulatively exceeding 10% of total revenue of the Company for such financial year as per the audited financial statement.

Further, Board has determined that there are no other Companies connected to our Promoters or the Promoter Group which is material to our Company having regard to the value of the transactions that our Company has entered into in the last 5 years with that entity, and the limited dependence that our Company has on this related party from a business continuity perspective.

The details of our Group Companies are provided below:

SAPPHIRE SPIRITS PRIVATE LIMITED

Brief Description of Business	To deal in malt, malt extract, Indian made liquor, wine, spirit, country liquor and Foreign liquor.		
Date of Incorporation	18.01.2010		
CIN	U51909WB2010PTC141140		
Listing details	Unlisted		
PAN	AANCS7971C		
Registered Office Address	28/W, Ram Krishna Samadhi Road, Kankurgachi, Kolkata – 700054		
Board of Directors	**Name**		**DIN**
	Anuj Bakshi		02500120
	Ankush Bakshi		02547254
	Kaushik Roy Chowdhury		02877002
Audited Financial Information (Rs. In Lakhs)			
	2018	**2017**	**2016**
Paid Up Equity Share Capital	106.00	106.00	106.00
Reserves and Surplus (excluding Revaluation Reserve and less Miscellaneous expense, if any)	387.15	352.76	283.33
Net worth	493.15	458.76	389.33
Income including other income and exceptional items	75,96.21	155,99.21	113,49.22
Profit/(Loss) after tax	34.39	69.43	95.03
Earnings per share (face value of Rs. 100/- each)	32.44	65.50	89.66
Net asset value per share (Rs.)	465.24	432.80	367.29
Highest Price in past six months			NA
Lowest price in last six months			NA

Shareholding Pattern as on the date of the Prospectus is as follow:

NAME OF SHAREHOLDER	NO OF SHARES	%
Anuj Bakshi	18750	17.69
Ankush Bakshi	34250	32.31
Kaushik Roy Chowdhury	18750	17.69
Soumik Roy Chowdhury	34250	32.31
TOTAL	**106000**	**100%**

STAR LIGHT SPIRITS PRIVATE LIMITED

Brief Description of Business	As per MOA the main objects are: To establish and carry on in India or elsewhere the business as manufacturers, processors, importers, exporters, agents, brokers, suppliers, wholesellers, retailers, distributors, stockists, dealers, godown keepers, C & F agents, declared agents, developers and to distill, prepare, manipulate, mix, blend, clean, pack, repack, protect, provide, promote, sponsor, market, modify, produce, bottle, pressure & crush, all sorts of liquors, beverages, alcohols, wines and other similar products such as brandy, whisky, rum, gin, beer or derivatives, combinations, solvents, mixtures & formulas thereof whether made of natural or synthetic materials.		
Date of Incorporation	23.03.2018		
CIN	U74999MH2018PTC306815		
Listing details	Unlisted		
PAN	ABACS0311G		
Registered Office Address	B/401-402, The Springfields Ii Chs Ltd, Yog V, Niketan Chowk,Lokhandwala Complex Andheri (W), Mumbai -400053		
Board of Directors	**Name**	**DIN**	
	Anuj bakshi	02500120	
	Ankush bakshi	02547254	
	Harshvardhan chetan sanghrajka	08091192	
Audited Financial Information (Rs. In Lakhs)			
	2018		
Paid Up Equity Share Capital	-		
Reserves and Surplus (excluding Revaluation Reserve and less Miscellaneous expense, if any)	-		
Net worth	-		
Income including other income and exceptional items	-		
Profit/(Loss) after tax	-		
Earnings per share (face value of Rs. 10/- each)	-		
Net asset value per share (Rs.)	-		
Highest Price in past six months			NA
Lowest price in last six months			NA

Shareholding Pattern as on the date of the Prospectus is as follow:

NAME OF SHAREHOLDER	NO OF SHARES	%
Anuj Bakshi	3333	33.33
Ankush Bakshi	3333	33.33
Harshvardhan Chetan Sanghrajka	3334	33.34
TOTAL	**10000**	**100%**

RELATED PARTY TRANSACTIONS

For details on related party transactions of our Company, please refer to Section titled, **Financial Information - Annexure XXXI C (v)- Related Party Transactions**, beginning on page 132 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 provision of the Articles of Association and the Companies Act. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements and overall financial position of our Company.

In addition, our ability to pay dividends may be impacted by a number of other factors, including, restrictive covenants under the loan or financing documents that we may enter into from time to time. Our Company has no formal dividend policy.

Our Company has not declared any dividend on the Equity Shares in each of the Financial Years ended on March 31, 2014; 2015; 2016, 2017, 2018 and for the period ended 30th September 2018 as per our Restated Financial Statements.

AUDITOR'S REPORT ON RESTATED FINANCIAL STATEMENT

To,
The Board of Directors,
Northern Spirits Limited,
5A, Woodburn Park Road,
6th Floor, Woodburn Central Unit 603,
Kolkata-700020,
West Bengal, India.

Dear Sirs,

Report on Restated Financial Statement

1. We have examined the attached Restated Statement of Assets and Liabilities of **Northern Spirits Limited** as at 30th September, 2018, 31stMarch 2018, 31st March 2017, 31st March 2016, 31st March 2015 and 31st March 2014, the Restated Statement of Profit & Loss, the Restated Statement of Changes in Equity and Restated Statement of Cash Flow for the four month period ended on 30th September, 2018 and financial year ended on 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015, 31st March 2014, (collectively the "Restated Summary Statements" or Restated Financial Statements"). These Restated summary Statements have been prepared by the company and as approved by the Board of Directors of the company in connection with the Initial Public Offer (IPO) on the SME Platform of BSE Limited ("BSE").

2. These Restated Summary Statements has been prepared in accordance with the requirements of:

i) Section 26 read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of companies Act, 2013, as amended (hereinafter referred to as the "Act") and

ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018, As amended (The "SEBI Regulation") issued by the SEBI.

iii) The terms of reference to our engagements with the company requesting us to carry out the assignment, in connection with the Prospectus being issued by the Company for its proposed Initial Public Offer (IPO) of equity shares in SME Platform of BSE Limited ("IPO" of "SMEIPO"): and

iv) The Guidance Note on Reports in Company Prospectus (Revised 2016) issued by the Institute of Chartered Accountants of India ("Guidance Note") as amended from time to time.

v) In terms of the SEBI (ICDR) Regulations, 2018 and other provisions relating to accounts, We, J K Sarawgi & Company, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid Certificate No. 008839 dated 09.02.2016 issued by the "Peer Review Board" of the ICAI.

3. The Restated Summary Statements and Financial information of the Company have been extracted by the management from the Audited Financial Statements of the Company for the six month period ended on 30th September, 2018 and financial year ended on 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015, 31st March 2014which have been approved by the Board of Directors.

4. Financial Statements for the six month period ended on 30th September, 2018 and financial year ended31st March 2018 have been re-audited by us. We have not audited the standalone financial statements of the Issuer as of and for the financial years ended March 31, 2017, 2016, 2015and 2014 which have been audited solely by M/s. Agarwal Saha & Associates (Chartered Accountants) in the capacity of Statutory Auditor of the Company for the financial year ended March, 2017, 2016, 2015 & 2014 (collectively, the "Historical Audited Financial Statements"). The Historical Audited Financial Statements and Current Audited Financial Statements are hereinafter collectively referred to as the "Audited Financial Statements" and accordingly reliance has been placed on the financial information for the said years.

A. Financial Information as per Audited Financial Statements:

5. We have examined:

a. The attached Restated Statements of Assets and Liabilities of the company as at 30th September, 2018, 31stMarch 2018, 31st March 2017,31st March 2016, 31st March 2015, 31st March 2014, and 31st March 2013 **(Annexure I**);

b. The attached Restated Statement of Profits and Losses of the company for the six month period ended on 30th September, 2018 and financial year ended on 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015, 31st March 2014(**Annexure II**);

c. The attached Restated Statement of Changes in Equity of the company for the six month period ended on 30th September, 2018 and financial year ended on 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015, 31st March 2014 (**Annexure III**);

d. The attached Restated Statement of Cash Flows of the company for the six month period ended on 30th September, 2018 and financial year ended on 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015, 31st March 2014 (**Annexure IV**);

e. The Significant Accounting Policies adopted by the company and notes to Restated Financial Statements along with adjustments on account of audit qualifications/ adjustments /regroupings (**Annexure V**).

6. In accordance with the requirements of Act, ICDR Regulations, Guidance Note on the reports in Company Prospectus (Revised)issued by ICAI and the terms of our Engagement Letter, we further report that:

i. The "Restated Statement of Assets and Liabilities" as set out in **Annexure I** to this report, of the company as at 30th September, 2018, 31st December 2018, 31st December 2017, 31st March2017,31st March 2016, 31st March 2015 and 31st March 2014are prepared by the company and approved by the Board of Directors. This Statement of Assets and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual Financial Statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure V to this report.

ii. The "Restated Statement of Profit and Loss" as set out in **Annexure II** to this report, of the company for the six month period ended on 30th September, 2018 and financial year ended on 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015, 31st March 2014 are prepared by the company and approved by the Board of Directors. This Statement of Profit and Loss, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure V to this Report.

iii. The "Restated Statement of Changes in Equity" as set out in **Annexure III** to this report, of the company for the six month period ended on 30th September, 2018 and financial year ended on 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015, 31st March 2014are prepared by the company and approved by the Board of Directors. This Statement of Changes in Equity, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure V to this Report.

iv. The "Restated Statement of Cash Flow" as set out in **Annexure IV** to this report, of the company for the six month period ended on 30th September, 2018 and financial year ended on 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015, 31st March 2014are prepared by the company and approved by the Board of Directors. This Statement of Cash flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in Annexure V to this Report.

Based on the above and also as per the reliance placed by us on the audited financial statements of the company and Auditors Report thereon which have been prepared by the Statutory Auditor of the Company for the six month period ended on 30th September, 2018 and financial year ended on 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015, 31st March 2014, we are of the opinion that **"Restated Financial Statements" or "Restated Summary Statements"** have been made after incorporating:

Adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all reporting periods.

a) Adjustments for any prior period material amounts in the respective financial years have been made to which they relate; and

b) Adjustments on account of the statutory audit qualifications, if any, have been adjusted and regrouped to the individual financial statements of the company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure V** to this Report.

c) Adjustments in Financial Statements have been made in accordance with the correct accounting policies.

d) There are no changes in the accounting policies and accounting estimates except in the estimate of useful life of certain assets which have now been considered strictly as per the Companies Act, 2013, leading to a decrease in the depreciation expenses and consequently altering deferred tax (expenses)/income and deferred tax assets/liabilities, adjustments for which have been made in the restated financial statements.

e) The company has not paid any dividend on its equity shares till 30th September, 2018.

B. Other Financial Information:

7. We have also examined the following standalone financial information as set out in annexure prepared by the Management and as approved by the Board of directors of the company for the six month period ended 30th September, 2018 and financial years ended on 31st March 2018, 31st March 2017,31st March 2016, 31st March 2015 and 31st March 2014.

Restated Statement of Property, Plants &Equipment	Annexure-VI
Restated Statement of Deferred Tax Assets (Net)	Annexure-VII
Restated Statement of Other Non-Current Financial Assets	Annexure-VIII
Restated Statement of Other Non-Current Assets	Annexure-IX
Restated Statement of Inventories	Annexure-X
Restated Statement of Trade Receivables	Annexure-XI
Restated Statement of Cash And Cash Equivalents	Annexure-XII
Restated Statement of Other Bank Balances	Annexure-XIII
Restated Statement of Other Current Financial Assets	Annexure-XIV
Restated Statement of Other Current Assets	Annexure-XV
Restated Statement of Equity Share Capital& Other Equity	Annexure-XVI & XVII
Restated Statement of Non-Current& Current Financial Borrowings	Annexure-XVIII& XIX
Restated Statement of Trade Payables	Annexure-XX
Restated Statement of Other Current Liabilities	Annexure-XXI
Restated Statement of Short Term Provisions	Annexure-XXII
Restated Statement of Revenue from Operations	Annexure-XXIII
Restated Statement of other Income	Annexure-XXIV
Restated Statement of Purchases	Annexure-XXV
Restated Statement of Changes in Inventories	Annexure-XXVI
Restated Statement of Employee Benefit Expenses	Annexure-XXVII
Restated Statement of Finance Cost	Annexure-XXVIII
Restated Statement of Depreciation & Amortization Expenses	Annexure-XXIX
Restated Statement of Other Expenses	Annexure-XXX
Restated Statement of Related party transaction	Annexure-XXXI C v
Restated Statement of Mandatory Accounting Ratios	Annexure-XXXII
Restated Statement of Tax shelter	Annexure-XXXIII
Restated Statement of Capitalization	Annexure-XXXIV
Notes on Restated Financial Statements	Annexure-XXXI

8. The Restated Financial Information contain all the disclosures required by the Indian Accounting Standards notified under section 133 of the Companies Act, 2013 of India.

9. We have not audited any financial statements of the company as of any date subsequent to September 30, 2018. Accordingly, we do not express any opinion on the financial position, results or cash flows of the company as of any date or for any period subsequent to September 30th, 2018.

10. The preparation and presentation of the financial statements referred to above are based on the Audited financial statements of the company in accordance with the provisions of the Act and the Financial Information referred to above is the responsibility of the management of the company.

11. In our opinion, the above financial information contained in Annexure I to IV and Annexure VI to XXX of this report read along with the restated statement of Significant Accounting Policies and Notes as set out in Annexure V are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with paragraph B, Part II of Schedule II of the Act, the SEBI Regulations, The Revised Guidance Note on Reports in Company Prospectus and Guidance Note on Audit Reports/Certificates on Financial Information in Offer Documents issued by the Institute of Chartered Accountants of India ("ICAI") to the extent applicable, as amended from time to time, and in terms of our engagement as agreed with you.

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

13. The report should not in any way be construed as a re-issuance or re-drafting of any of the previous audit report, nor should this be construed as a new opinion on any of the financial statements referred to herein.

14. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

15. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME for proposed Issue of Equity Shares of the company and our report should not be used, referred to or quoted for any other purpose without our written consent.

Auditor's Responsibility

Our responsibility is to express an opinion on these restated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the restated financial statements read together with the notes thereon, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable;

a. In the case of Restated Statement of Assets and Liabilities of the Company as at30th September, 2018, 31st March 2018, 31st March 2017,31st March 2016, 31st March 2015 and 31st March 2014;

b. In the case of the Restated Statement of Profit and Loss, of the profit of the Company for the six month period ended 30th September, 2018 and financial years ended on 31st March 2018, 31st March 2017,31st March 2016, 31st March 2015 and 31st March 2014;

c. In the case of the Restated Statement of Changes in Equity, of the changes in Equity of the Company for the six month period ended 30th September, 2018 and financial years ended on 31st March 2018, 31st March 2017,31st March 2016, 31st March 2015 and 31st March 2014; and

d. In the case of the Restated Cash Flow Statement, of the cash flows of the Company for the six month period ended 30th September, 2018 and financial years ended on 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015 and 31st March 2014.

For J K Sarawgi & Associates
Chartered Accountants
F.R.N.:006836C

Date: 06-11-2018
Place: Kolkata

S/d-
CA Jeet Agarwal
Partner
Membership No. 64038

Annexure -I							
NORTHERN SPIRITS LIMITED							
RESTATED BALANCE SHEET							
(Amt in Rs.)							
PARTICULARS	Annexure No.	As at					
		30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
ASSETS							
Non Current Assets							
(a) Property, Plant and Equipment	VI	10,51,99,447	4,71,54,377	4,74,74,507	4,17,71,994	3,81,14,572	3,43,468
(b) Financial Assets							
Other assets	VII	6,23,14,237	-	-	-	24,36,323	14,61,846
(c) Deferred Tax Assets (Net)	VIII	17,695	2,721	(21,648)	58,938	70,057	40,771
(d) Other non-current assets	IX	69,01,342	17,83,366	13,23,670	12,77,670	1,50,000	9,67,488
Current Assets							
(a) Inventories	X	11,65,74,722	6,34,77,611	2,56,70,813	1,22,13,614	22,48,904	9,31,200
(b) Financial Assets							
(i) Trade Receivables	XI	45,72,00,590	8,30,29,776	4,16,37,268	89,15,378	-	14,72,342
(ii) Cash and Cash Equivalents	XII	46,98,577	20,67,186	45,68,747	4,25,240	11,28,290	2,23,770
(ii) Other Bank balances	XIII	-	-	-	58,31,733	-	-
(iii) Other assets	XIV	1,63,49,206	65,63,462	48,61,733	79,17,913	21,81,263	15,42,271
(c) Other Current Assets	XV	-	-	-	-	45,000	16,971
Total		**76,92,55,816**	**20,40,78,498**	**12,55,15,091**	**7,84,12,480**	**4,63,74,409**	**70,00,127**
EQUITY AND LIABILITIES							
Equity							
(a) Equity Share Capital	XVI	11,74,92,000	1,20,50,000	40,50,000	40,50,000	1,50,000	1,50,000
(b) Other Equity	XVII	21,92,74,116	4,96,82,340	1,16,18,438	62,94,731	4,59,734	(5,03,095)
Liabilities							
Non Current Liabilities							
Financial Liabilities							
Borrowings	XVIII	-	-	1,59,07,933	1,73,24,768	1,85,58,774	-
Current Liabilities							
(a) Financial Liabilities							
(i) Borrowings	XIX	41,50,45,328	5,02,55,102	-	-	1,49,46,689	56,66,689
(ii) Trade Payable	XX	46,12,299	2,73,71,362	2,77,47,350	1,03,41,338	14,19,998	15,95,012
(b) Other Current Liabilities	XXI	18,68,739	6,08,89,534	6,50,30,639	4,04,01,642	1,06,34,444	48,860
(c) Provisions	XXII	1,09,63,334	38,30,160	11,60,731	-	2,04,770	42,661
Total		**76,92,55,816**	**20,40,78,498**	**12,55,15,091**	**7,84,12,479**	**4,63,74,409**	**70,00,127**
Significant Accounting Policies	V						
Notes to Financial Statements	VI - XXXI						

Note: The above statement should be read with the Significant Accounting Policies and Notes to Restated Summary Balance Sheet, Statement of Profits and losses, Statement of changes in equity and Statement of cash flows appearing in Annexures VI-XXXI.

Annexure-II							
RESTATED STATEMENT OF PROFIT AND LOSS							
(Amt in Rs.)							
PARTICULARS	**Annexure No.**	**For the year ended**					
		30-09-2018	**31-03-2018**	**31-03-2017**	**31-03-2016**	**31-03-2015**	**31-03-2014**
(1) Revenue							
(a) Revenue from Operations	XXIII	48,45,02,484	25,86,84,744	17,32,25,243	3,21,82,579	1,58,72,325	98,33,090
(b) Other Income	XXIV	21,14,850	2,44,204	4,17,401	17,99,014	8,42,365	3,31,061
Total Income (1)		**48,66,17,334**	**25,89,28,948**	**17,36,42,644**	**3,39,81,593**	**1,67,14,690**	**1,01,64,151**
(2) Expenses							
(a) Purchases of Stock-in-Trade	XXV	40,23,42,754	24,40,10,141	14,71,90,880	3,87,94,789	1,42,42,927	83,56,055
(b) Changes in Inventories	XXVI	70,70,982	(3,78,06,798)	(1,34,57,199)	(99,64,710)	(13,17,704)	(9,31,200)
(c) Employees Benefit Expenses	XXVII	42,01,878	89,65,984	65,53,065	17,39,249	4,01,723	2,60,000
(d) Finance Cost	XXVIII	1,81,47,154	22,26,635	20,72,136	23,96,799	1,22,501	25,583
(e) Depreciation & Amortisation Expenses	XXIX	8,41,715	4,16,207	3,02,820	1,25,223	48,043	26,573
(f) Other Expenses	XXX	1,58,49,675	2,72,47,085	2,44,15,919	59,64,127	20,78,887	22,04,037
Total Expenses (2)		**44,84,54,158**	**24,50,59,254**	**16,70,77,621**	**3,90,55,476**	**1,55,76,377**	**99,41,048**
(3) Profit/(Loss) before tax (1-2)		**3,81,63,176**	**1,38,69,694**	**65,65,023**	**(50,73,883)**	**11,38,313**	**2,23,103**
(4) Tax expense							
(a) Current Tax		1,06,33,174	38,30,160	11,60,731	-	2,04,770	42,661
(b) Deferred Tax		(14,974)	(24,368)	13,141	11,119	1,315	1,890
(c) MAT Credit		-	-	67,445	-	(30,600)	(42,661)
(5) Profit/(Loss) for the period/ year (3-4)		**2,75,44,977**	**1,00,63,902**	**53,23,706**	**(50,85,002)**	**9,62,829**	**2,21,213**
(6) Other Comprehensive Income		**-**	**-**	**-**	**-**	**-**	**-**
(7) Total Comprehensive Income (5+6)		**2,75,44,977**	**1,00,63,902**	**53,23,706**	**(50,85,002)**	**9,62,829**	**2,21,213**
Earnings per Equity Share (Face Value of Rs. 10/-) in Rupees	**XXXI C(iv)**						
(a) Basic		**2.34**	**12.83**	**13.14**	**-16.12**	**64.19**	**14.75**
(b) Diluted		**2.34**	**12.83**	**13.14**	**-16.12**	**64.19**	**14.75**

Note: The above statement should be read with the Significant Accounting Policies and Notes to Restated Summary Balance Sheet, Statement of Profits and losses, Statement of changes in equity and Statement of cash flows appearing in Annexures VI-XXXI

Annexure III						
STATEMENT OF CHANGES IN EQUITY						
A. EQUITY SHARE CAPITAL AS RESTATED						
Particulars	**As at**					
	30-09-2018	**31-03-2018**	**31-03-2017**	**31-03-2016**	**31-03-2015**	**31-03-2014**
Balance at the beginning of the reporting period	1,20,50,000	40,50,000	40,50,000	1,50,000	1,50,000	1,50,000
Changes during the period	10,54,42,000	80,00,000	-	39,00,000	-	-
Balance at the end of the reporting period	**11,74,92,000**	**1,20,50,000**	**40,50,000**	**40,50,000**	**1,50,000**	**1,50,000**
B. OTHER EQUITY AS RESTATED						
Particulars	**As at**					
	31-07-2018	**31-03-2018**	**31-03-2017**	**31-03-2016**	**31-03-2015**	**31-03-2014**
a) Securities Premium Reserve						
Balance as at the beginning of the reporting period	3,89,20,000	1,09,20,000	1,09,20,000	-	-	-
Add: Addition during the period	20,07,92,800	2,80,00,000	-	1,09,20,000	-	-
Less: Utilised for issue of bonus shares	5,87,46,000	-	-	-	-	-
Balance as at the end of the reporting period	**18,09,66,800**	**3,89,20,000**	**1,09,20,000**	**1,09,20,000**	**-**	**-**
b) Revaluation Reserve						
Balance as at the beginning of the reporting period	-	-	-	-	-	-
Add: Addition during the period	-	-	-	-	-	-
Less: Utilised for set off against depreciation	-	-	-	-	-	-
Balance as at the end of the reporting period	**-**	**-**	**-**	**-**	**-**	**-**
c) Retained Earnings						
Balance as at the beginning of the reporting period	1,07,62,340	6,98,438	-46,25,268	4,59,733	-5,03,095	-7,24,308
Add: Addition during the period	2,75,44,977	1,00,63,902	53,23,706	-50,85,002	9,62,829	2,21,213
Add: Other comprehensive income	-	-	-	-	-	-
Balance as at the end of the reporting period	**3,83,07,317**	**1,07,62,340**	**6,98,438**	**-46,25,268**	**4,59,734**	**-5,03,095**
Grand Total (a + b + c)	**21,92,74,117**	**4,96,82,340**	**1,16,18,438**	**62,94,732**	**4,59,734**	**-5,03,095**

Terms / rights attached to equity shares As Restated:

- The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company In proportion to the number of equity shares held by the shareholders, after distribution of all preferential amounts.

Annexure IV						
RESTATED CASH FLOW STATEMENT						
Amt. In Rs.						
PARTICULARS	For the Year Ended					
	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
A. Cash flow from operating activities :						
Profit/ (Loss) before tax	**3,81,63,176**	**1,38,69,694**	**65,65,023**	**(50,73,883)**	**11,38,313**	**2,23,103**
Adjustments for :						
Depreciation	8,41,715	4,16,207	3,02,820	1,25,223	48,043	26,573
Interest received	(21,14,850)	-	(3,54,781)	(5,57,133)	(1,81,754)	(1,24,661)
Other Income	-	(2,44,204)	(62,620)	(12,41,881)	(6,60,611)	(2,06,400)
Finance Costs	1,81,47,154	22,26,635	20,72,136	23,96,799	1,22,501	25,583
Operating Profit before working capital changes	**5,50,37,195**	**1,62,68,332**	**85,22,578**	**(43,50,876)**	**4,66,492**	**(55,802)**
Adjustments for :-						
(Increase)/ Decrease in Inventories	(5,30,97,111)	(3,78,06,798)	(1,34,57,199)	(99,64,710)	(13,17,704)	(9,31,200)
(Increase)/Decrease in Trade Receivables	(37,41,70,814)	(4,13,92,508)	(3,27,21,890)	(89,15,378)	14,72,342	(14,72,342)
(Increase)/Decrease in Other Current Financial Assets	(74,45,452)	(9,68,823)	50,14,827	(55,19,895)	(5,13,942)	(14,31,316)
(Increase)/Decrease in Other non-current assets	(51,17,976)	(4,59,696)	(46,000)	(11,27,670)	8,17,488	17,142
(Increase)/Decrease in Other Current Assets	-	-	-	45,000	(28,029)	(1,974)
Increase/(Decrease) in Trade Payables	(2,27,59,063)	(3,75,988)	1,74,06,012	89,21,340	(1,75,014)	15,95,012
Increase/(Decrease) in Other Current Liabilities	(5,90,20,795)	(27,24,270)	2,54,46,168	3,14,37,358	66,81,418	(265)
Cash generated from operations	**(46,65,74,017)**	**(6,74,59,751)**	**1,01,64,496**	**1,05,25,169**	**74,03,051**	**(22,80,745)**
Net Income Tax (paid) / refunds	(58,40,292)	(18,93,637)	(19,58,647)	(4,21,526)	(1,67,711)	(1,09,924)
Net cash from operating activities (A)	**(47,24,14,309)**	**(6,93,53,388)**	**82,05,849**	**1,01,03,643**	**72,35,340**	**(23,90,669)**
B. Cash flow from investing activities :						
Purchase of property, plant and equipment	(5,88,86,784)	(96,076)	(60,05,334)	(37,82,644)	(3,78,19,147)	(3,48,581)
Investment in Fixed Deposit (original maturity more than 3 months)	(6,23,14,237)	-	58,31,733	(33,95,410)	(9,74,477)	(1,11,846)
Other Income	-	2,44,204	62,620	12,41,881	6,60,611	2,06,400
Interest Income	21,14,850	-	3,54,781	5,57,133	1,81,754	1,24,661
Net Cash (used in) / from investing activities (B)	**(11,90,86,171)**	**1,48,128**	**2,43,800**	**(53,79,040)**	**(3,79,51,259)**	**(1,29,366)**
C. Cash flow from financing activities :						
Net increase / (decrease) in Current Financial Borrowings	36,47,90,226	5,02,55,102	-	(1,49,46,689)	92,80,000	25,91,100
Net increase / (decrease) in Non current financial borrowings	-	(1,73,24,768)	(22,34,006)	(29,04,166)	2,24,62,940	-
Increase in Share Capital	24,74,88,800	3,60,00,000	-	1,48,20,000	-	-
Finance Costs paid	(1,81,47,154)	(22,26,635)	(20,72,136)	(23,96,799)	(1,22,501)	(25,583)
Net Cash used in financing activities (C)	**59,41,31,872**	**6,67,03,699**	**(43,06,142)**	**(54,27,654)**	**3,16,20,439**	**25,65,517**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**26,31,392**	**(25,01,561)**	**41,43,507**	**(7,03,051)**	**9,04,520**	**45,482**
Cash and cash equivalents (Opening Balance)	20,67,186	45,68,747	4,25,240	11,28,290	2,23,770	1,78,288
Cash and cash equivalents(Closing Balance)	**46,98,577**	**20,67,186**	**45,68,747**	**4,25,240**	**11,28,290**	**2,23,770**
Components of Cash & Cash Equivalent						
a) Cash in Hand	5,85,051	5,91,487	1,41,787	2,425	3,927	1,52,045
b) Balance with Banks						
In Current Account	41,13,526	14,75,699	44,26,960	4,22,815	11,24,363	71,725
Cash and cash equivalents(Closing Balance)	**46,98,577**	**20,67,186**	**45,68,747**	**4,25,240**	**11,28,290**	**2,23,770**

Annexure V
RESTATED SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

SIGNIFICANT ACCOUNTING POLICIES:

A. CORPORATE INFORMATION

Northern Spirits Limited was Incorporated on September13, 2012 as a Private Limited company under the Companies Act,1956 & subsequently, the company was converted to Public Limited Company vide fresh certificate of incorporation dated May 03, 2018 at Registrar of Companies, Kolkata. The Company is engaged in Wines and Spirits trading.

There was a merger of the company with United Wines (a Proprietorship concern) w.e.f. 01-Apr-18 and all the assets and liabilities of the entity were taken over by the Company at the carrying value as at 31-Mar-18 and the purchase consideration was settled by issue of Equity shares of the company to the Proprietor of the entity.

B. Statement of Compliance:

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013. The financial statements have also been prepared in accordance with the relevant presentation requirements of the Companies Act, 2013.

C. Basis of Preparation of Financial Statements:

The restated summary statement of assets and liabilities of the Company as at September 30, 2018, March 31, 2018, 2017, 2016, 2015 and 2014 and the related restated summary statement of profits and loss and restated summary of changes in equity and restated summary statement of cash flows for the six month period ended 30th September 2018 and financial years ended on 31st March 2018, 31st March 2017, 31st March 2016, 31st March 2015 and 31st March 2014 (herein collectively referred to as ('restated summary statements') have been compiled by the management from the audited financial statements of the Company for the financial year ended on September 30, 2018, March 31, 2018, 2017, 2016, 2015, 2014 and 2013, approved by the Board of Directors of the Company. The 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; The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations") and related amendments / clarifications from time to time issued by the Securities and Exchange Board of India ("SEBI") and Guidance note on reports in Companies Prospectus (Revised). The restated summary statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the SME Platform of BSE 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.

All assets and liabilities have been classified as current and non-current as per company's normal operating cycle and other criteria as set out in Schedule III to the Companies Act 2013. The company has ascertained its operating cycle as twelve months for the purpose of current and non-current classifications of assets & liabilities.

Presentation and disclosure of financial statements

With effect from 1st April 2014, Schedule III notified under the Act, has become applicable to the company for the preparation and presentation of its financial statements. Accordingly, previous year's figures have been regrouped/reclassified wherever applicable. Appropriate reclassification/regrouping have been made in the Restated Standalone Financial information wherever required, to corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the presentation and recognition as per the audited financial statements of the Company and the requirement of SEBI Regulations. The financial statements are prepared in Indian rupees round off to the nearest rupee.

D. Use of Estimates:

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

E. Property, Plant and Equipment – Tangible Assets (Ind AS 16):

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation. Cost comprises non-refundable taxes, duties, freight, borrowing costs and other incidental expenses related to the acquisition and installation of the respective assets. For this purpose, cost includes deemed cost which represents the carrying value of property, plant and equipment recognized as at 1st April, 2013 (Date of transitions) measured as per the previous GAAP (Using the exemption available as per Ind AS 101- First Time Transition to Ind AS).The same is in compliance withIndAS-16 (Property, Plants &Equipments) to the extent applicable. Depreciation of these assets commences when the assets are ready for their intended use which is generally on commissioning.

Pursuant to Para 54 of the Ind AS 16 [of the Companies (Indian Accounting Standards) Rules, 2016], Depreciation on Office Flat at Woodburn Park and Office Flat at Rajarhath as not been charged since the residual value of the Asset is estimated to be more than its residual value.

There was a change in the estimate of useful life of assets which has led to a change in depreciation, the effect of which is as follows:

Particulars	For the year ended					
	30-Sep-18	31-Mar-18	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14
Depreciation stated earlier (a)	15,08,034	6,28,376	5,36,690	2,06,860	1,06,018	42,938
Depreciation after restatement (b)	8,41,715	4,16,207	3,02,820	1,25,223	48,043	26,573
Change in Depreciation (a-b)	**6,66,319**	**2,12,169**	**2,33,870**	**81,637**	**57,975**	**16,365**

Also, there is a change in the date of possession of the Office Flat at Woodburn Park from 31-Mar-16 to 15-Apr-15, which has led to a reduction in the Finance costs and Maintenance costs capitalized, the effect for which has been included in the Restated Financial Statements.

Depreciation on fixed assets is calculated on the basis of useful life prescribed under the Schedule II to the Companies Act 2013.

Post-merger with United Wines(a Proprietorship Firm), w.e.f 01-Apr-18, there assets have been taken over at the Written Down value as on the said date and henceforth depreciation has been charged on the basis of useful life.

The estimated useful lives of property, plant and equipment of the Company are as follows:

Buildings	60 Years
Furniture and Fittings	10 Years
Electrical Installations and Equipment	10 Years
Vehicles	8 Years
Office Equipment	5 Years
Computers	3 Years

F. Impairment of Assets (Ind AS 36):

Impairment loss, if any, is provided to the extent, the carrying amount of assets or cash generating units exceed their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset or cash generating unit and from its disposal at the end of its useful life. Impairment losses recognized in prior years are reversed when there is an indication that the impairment losses recognized no longer exist or have decreased. Such reversals are recognized as an increase in carrying amounts of assets to the extent that it does not exceed the carrying amounts that would have been determined (net of amortization or depreciation) had no impairment loss been recognized in previous years.

G. Intangible Assets (Ind AS 38):

Intangible Assets are recognized at consideration paid for acquisition and other direct costs that can be directly attributed or allocated on a reasonable and consistent basis.

H. Current Assets, loans & advances:

An asset is classified as current when it is expected to realize the asset, or intended to sell or consume it, in its normal operating cycle; or is held primarily for the purpose of trading, and is expected to be realized within twelve months of the reporting period.

I. **Inventories**:

Stock is valued al cost and Net Realizable Value whichever is lower. Cost comprises taxes and expenditure incurred in the normal course of business in bringing such inventories to its present location and condition and includes, where applicable, appropriate overheads based on normal level of activity. Net realizable value is the estimated selling price less estimated costs for completion and sale. Obsolete, slow moving and defective inventories are identified from time to time and, where necessary, a provision is made for such inventories.

J. Financial assets and Financial liabilities:

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities measured at fair value through profit or loss) are added to or deducted from the fair value on initial recognition of financial assets or financial liabilities.

K. Foreign Currency Transaction:

Foreign Currency Transactions are recorded at exchange rates prevailing on the date of such transaction.

Foreign Currency assets and liabilities at the year-end are realigned at the exchange rate prevailing at the year end and the difference on realignment is recognized in the Statement of profit & Loss.

L. Revenue Recognition:

Revenue is recognized to the extent that it can be reliably measured and is probable that the economic benefit will flow to the company.

Revenue from sale of inventories is recognized when the risk and rewards of ownership are passed on to the customers.

Revenue from hospitality services is recognized when the services are rendered and same becomes chargeable.

Interest income and all other income are accounted on accrual basis.

M. Taxes on Income:

Current Tax on income is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income tax act 1961 and based on the expected outcome of assessments/appeals.

Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Deferred tax assets on business loss are recognized and carried forward to the extent that there is virtual certainty that sufficient taxable income will be available against which such deferred tax asset can be realized.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The Company reviews the same at

each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

N. Employee Benefits:

"Defined Contribution Plan

Retirement benefits in the form of Provident Fund are a defined contribution scheme and contributions are charged to the Statement of Profit and Loss for the year when the contributions are due."

"Post-Employment Benefits

Provisions for liabilities in respect of gratuity benefits are not made. However, it is recognized as an expense in the Statement of Profit and Loss on actual basis during the period in which the eligible employee leaves the service of the Company and settlements of his dues are made based on actual calculation."

O. Borrowing Cost:

Interest and other related costs, including amortized costs of borrowings related to acquisition of qualifying assets are capitalized as part of the respective assets. All the other borrowing costs are charged to revenue.

A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.

P. Earnings per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity Shareholders by the weighted average number of equity shares outstanding during the period, as per Ind AS 33 on Earnings per share.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Q. Provisions Contingent Liabilities and Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

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

Contingent Assets are neither recognized nor disclosed in the financial statements.

R. Cash and Cash Equivalents:

The Cash Flow Statement is prepared by indirect method set in Indian Accounting Standard-7 on cash flow statement and presents the cash flows by Operating, Investing and Finance activities of the company. Cash and cash equivalents presented in cash flow consists of cash in hand, cheques in hand, bank balances. The same is incompliance with Ind AS-7 to the extent applicable.

Annexure -VI						
PROPERTY, PLANTS & EQUIPMENTS AS RESTATED						
Particulars	**30-09-2018**	**31-03-2018**	**31-03-2017**	**31-03-2016**	**31-03-2015**	**31-03-2014**
Land & Buildings						
Opening	4,48,71,621	4,48,71,621	4,05,05,737	3,77,75,799	-	-
Addition/(Deletion)	5,02,45,840	-	43,65,884	27,29,938	3,77,75,799	-
Gross Block	9,51,17,461	4,48,71,621	4,48,71,621	4,05,05,737	3,77,75,799	-
Less : Accumulated Depreciation	-	-	-	-	-	-
Net Block	**9,51,17,461**	**4,48,71,621**	**4,48,71,621**	**4,05,05,737**	**3,77,75,799**	**-**
Electrical Installations and Equipment						
Opening	1,95,181	1,95,181	1,87,181	91,706	55,706	-
Addition/(Deletion)	4,31,181	-	8,000	95,475	36,000	55,706
Gross Block	6,26,362	1,95,181	1,95,181	1,87,181	91,706	55,706
Less : Accumulated Depreciation	94,261	60,948	42,420	23,962	10,812	3,444
Net Block	**5,32,101**	**1,34,233**	**1,52,761**	**1,63,219**	**80,894**	**52,262**
Plant & Machinery (Office Equipments)						
Opening	2,00,693	1,38,615	1,05,235	28,950	21,600	21,600
Addition/(Deletion)	4,77,757	62,078	33,380	76,285	7,350	-
Gross Block	6,78,450	2,00,693	1,38,615	1,05,235	28,950	21,600
Less : Accumulated Depreciation	1,45,395	80,012	45,421	21,553	8,624	4,293
Net Block	**5,33,055**	**1,20,681**	**93,194**	**83,682**	**20,326**	**17,307**
Vehicles						
Opening	4,42,526	4,42,526	-	-	-	-
Addition/(Deletion)	71,59,308	-	4,42,526	-	-	-
Gross Block	76,01,834	4,42,526	4,42,526	-	-	-
Less : Accumulated Depreciation	6,21,231	93,433	40,919	-	-	-
Net Block	**69,80,603**	**3,49,093**	**4,01,607**	**-**	**-**	**-**
Computers						
Opening	4,48,079	4,14,079	2,32,544	38,550	38,550	-
Addition/(Deletion)	1,49,156	34,000	1,81,535	1,93,994	-	38,550
Gross Block	5,97,235	4,48,079	4,14,079	2,32,544	38,550	38,550
Less : Accumulated Depreciation	3,86,571	2,83,893	1,55,021	55,960	14,170	1,973
Net Block	**2,10,664**	**1,64,186**	**2,59,058**	**1,76,584**	**24,380**	**36,577**
Furniture and Fittings						
Opening	19,13,882	19,13,882	9,39,870	2,54,325	2,54,325	-
Addition/(Deletion)	4,23,542	-	9,74,012	6,85,545	-	2,54,325
Gross Block	23,37,424	19,13,882	19,13,882	9,39,870	2,54,325	2,54,325
Less : Accumulated Depreciation	5,11,856	3,99,314	2,17,613	97,098	41,150	17,003
Net Block	**18,25,568**	**15,14,568**	**16,96,269**	**8,42,772**	**2,13,175**	**2,37,322**
Total Tangible Assets	10,51,99,451	4,71,54,382	4,74,74,510	4,17,71,994	3,81,14,574	3,43,468
Total Assets (Net)	10,51,99,447	4,71,54,377	4,74,74,507	4,17,71,994	3,81,14,572	3,43,468
Total Accumulated Depreciation	17,59,315	9,17,600	5,01,393	1,98,573	74,756	26,713
Depreciation for the year	8,41,715	4,16,207	3,02,820	1,25,223	48,043	26,573
Total Assets (Gross)	10,69,58,766	4,80,71,982	4,79,75,904	4,19,70,567	3,81,89,330	3,70,181

Annexure VII
OTHER NON-CURRENT FINANCIAL ASSETS AS RESTATED

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
Bank deposits with more than 12 month maturity	6,23,14,237	-	-	-	24,36,323	14,61,846
Total	**6,23,14,237**	**-**	**-**	**-**	**24,36,323**	**14,61,846**

Annexure VIII
DEFERRED TAX ASSETS (NET) AS RESTATED

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
Deferred Tax Liabilities Related to Fixed Assets & Preliminary Expenses	-11,878	3,096	27,464	14,323	3,205	1,890
Deferred Tax Assets MAT Credit Entitlement	5,816	5,816	5,816	73,261	73,261	42,661
Net Deferred Tax Asset	**17,694**	**2,720**	**-21,648**	**58,938**	**70,056**	**40,771**

Note: Deferred Tax Asset on Unabsorbed Business Losses & Depreciation have not been created due to unascertainibility of probable future taxable Income to set-off the same.

Annexure IX
OTHER NON-CURRENT ASSETS AS RESTATED

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
a) Loans & Advances to Related Parties						
Unsecured Consider Good	-	-	-	-	-	-
b) Capital Advance						
Advance against Land	-	-	-	-	-	-
c) Security Deposit						
For Godown	16,63,366	17,82,866	3,60,000	3,60,000	1,50,000	9,67,488
For Electricity	-	-	-	16,500	-	
For Woodburn Park Flat	-	-	9,01,170	9,01,170	-	
Others	52,37,976	500	62,500	-	-	
Total	**69,01,342**	**17,83,366**	**13,23,670**	**12,77,670**	**1,50,000**	**9,67,488**

Annexure X
INVENTORIES AS RESTATED

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
Stock In Trade						
Finished Goods	11,65,74,722	6,34,77,611	2,56,70,813	1,22,13,614	22,48,904	9,31,200
Total (a + b + c)	**11,65,74,722**	**6,34,77,611**	**2,56,70,813**	**1,22,13,614**	**22,48,904**	**9,31,200**

Annexure XI
TRADE RECEIVABLES AS RESTATED

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
(i) Trade Receivables outstanding for a period exceeding six months from the date they are due for payment	-	-	48,439	-	-	-
(II) Others	45,72,00,590	8,30,29,776	4,15,88,829	89,15,378	-	14,72,342
Gross Trade Receivables	**45,72,00,590**	**8,30,29,776**	**4,16,37,268**	**89,15,378**	**-**	**14,72,342**
Less : Provision for doubtful Trade Receivables	-	-	-	-	-	-
Net Trade Receivables	**45,72,00,590**	**8,30,29,776**	**4,16,37,268**	**89,15,378**	**-**	**14,72,342**
Classification of Trade Receivables						
Unsecured, considered good	45,72,00,590	8,30,29,776	4,16,37,268	89,15,378	-	14,72,342
Doubtful	-	-	-	-	-	-
Gross Trade Receivables	**45,72,00,590**	**8,30,29,776**	**4,16,37,268**	**89,15,378**	**-**	**14,72,342**

Annexure XII
CASH AND CASH EQUIVALENTS AS RESTATED

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
a) Cash on hand	5,85,051	5,91,487	1,41,787	2,425	3,927.00	1,52,045
b) Balances with Banks						
In Current Account	41,13,526	14,75,699	44,26,960	4,22,815	11,24,363	71,725
Total (a + b)	**46,98,577**	**20,67,186**	**45,68,747**	**4,25,240**	**11,28,290**	**2,23,770**

Annexure XIII
OTHER BANK BALANCES AS RESTATED

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
Balances with Banks						
In Term Deposit Account (With maturity period more than 3 months but less than 12 months)	-	-	-	58,31,733	-	-
Total	**-**	**-**	**-**	**58,31,733**	**-**	**-**

Annexure XIV
OTHER CURRENT FINANCIAL ASSETS AS RESTATED

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
a) Loan & Advances to Related Parties						
Unsecured, Considered Good	-	-	-	-	-	-
b) Loan & Advances to Employees						
Unsecured, Considered Good	-	-	-	-	-	-
c) Balances with Government Authorities						
VAT Credit	-	-	-	18,13,871	19,63,830	14,25,211
TDS & Income Tax etc.	57,52,432	26,95,592	19,62,686	4,21,526	1,67,712	1,10,810
GST Credit	10,88,876	9,08,828	-	-	-	-
Advance Excise Duty	13,74,131	5,89,271	6,53,014	-	-	-
d) Others						
Unsecured, Considered Good	81,33,767	23,69,771	22,46,033	56,82,516	49,721	6,250
Prepaid Expenses	-	-	-	-	-	
Total (a + b + c + d)	**1,63,49,206**	**65,63,462**	**48,61,733**	**79,17,913**	**21,81,263**	**15,42,271**

Annexure XV
OTHER CURRENT ASSETS AS RESTATED

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
a) Prepaid Expenses	-	-	-	-	45,000	16,971
b) Other Receivable	-	-	-	-	-	-
Total (a + b)	**-**	**-**	**-**	**-**	**45,000**	**16,971**

Annexure XVI
SHARE CAPITAL AS RESTATED

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
Authorised Share Capital*						
Equity Shares of Rs. 10/- each	19,00,00,000	1,50,00,000	1,50,00,000	1,50,00,000	5,00,000	5,00,000
Issued Share Capital						
Equity Shares of Rs. 10/- each	11,74,92,000	1,20,50,000	40,50,000	40,50,000	1,50,000	1,50,000
Subscribed and Fully Paid-up Share Capital						
Equity Shares of Rs. 10/- each	11,74,92,000	1,20,50,000	40,50,000	40,50,000	1,50,000	1,50,000
	11,74,92,000	**1,20,50,000**	**40,50,000**	**40,50,000**	**1,50,000**	**1,50,000**

*The Company has increased its Authorised Share Capital from 50,000 Equity Shares of face value Rs.10/- each to 15,00,000 Equity Shares of face value Rs. 10/- each during the Financial Year 2015-16. Thereafter, there was an increase in the Authorised Share Capital to 1,90,00,000 Equity Shares of face value Rs. 10/- each during the Financial Year 2018-19.

a. Reconciliation of the Shares Outstanding at the beginning and at the end of the reporting period As Restated :

Equity Shares

Particulars	30-09-2018		31-03-2018		31-03-2017		31-03-2016		31-03-2015		31-03-2014	
	No. of Shares	In Rs.	No .of Shares	In Rs.	No .of Shares	In Rs.	No. of Shares	In Rs.	No. of Shares	In Rs.	No. of Shares	In Rs.
Shares Outstanding at the beginning of the period	12,05,000	1,20,50,000	4,05,000	40,50,000	4,05,000	40,50,000	15,000	1,50,000	15,000	1,50,000	15,000	1,50,000
Add : Shares issued during the year	46,69,600	4,66,96,000	8,00,000	80,00,000	-	-	3,90,000	39,00,000	-	-	-	-
Add: Bonus Shares issued during the year	58,74,600	5,87,46,000	-	-	-	-	-	-	-	-	-	-
Share outstanding at the end of the year	**1,17,49,200**	**11,74,92,000**	**12,05,000**	**1,20,50,000**	**4,05,000**	**40,50,000**	**4,05,000**	**40,50,000**	**15,000**	**1,50,000**	**15,000**	**1,50,000**

b. Terms / rights attached to equity shares As Restated:

- The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.
- The final dividend declared, if any, is subject to the approval of the members in the Annual General Meeting.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company In proportion to the number of equity shares held by the shareholders, after distribution of all preferential amounts.

c. Details of Shareholders holding more than 5% shares in the company As Restated :

Equity Shares

Name of the Shareholder	30-09-2018		31-03-2018		31-03-2017		31-03-2016		31-03-2015		31-03-2014	
	No. of Shares	% Held	No. of Shares	% Held	No. of Shares	% Held	No. of Shares	% Held	No. of Shares	% Held	No .of Shares	% Held
Anuj Bakshi	58,09,600	49%	5,70,000	47%	2,00,000	49%	2,00,000	49%	5,000	33%	5,000	33%
Ankush Bakshi	58,09,600	49%	5,70,000	47%	2,00,000	49%	2,00,000	49%	5,000	33%	5,000	33%
Kulbir Singh Bakshi	70,000	1%	35,000	3%	5,000	1%	5,000	1%	5,000	33%	5,000	33%

Annexure XVII
OTHER EQUITY AS RESTATED

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
a) Securities Premium Reserve						
Balance as at the beginning of the year	3,89,20,000	1,09,20,000	1,09,20,000	-	-	-
Add: Addition during the year	20,07,92,800	2,80,00,000	-	1,09,20,000	-	-
Less: Utilised for issue of bonus shares	5,87,46,000	-	-	-	-	-
Balance as at the end of the year	**18,09,66,800**	**3,89,20,000**	**1,09,20,000**	**1,09,20,000**	**-**	**-**
b) Revaluation Reserve						
Balance as at the beginning of the year	-	-	-	-	-	-
Add: Addition during the year	-	-	-	-	-	-
Less: Utilised for set off against depreciation	-	-	-	-	-	-
Balance as at the end of the year	**-**	**-**	**-**	**-**	**-**	**-**
c) Retained Earnings						
Balance as at the beginning of the year	1,07,62,340	6,98,438	-46,25,269	4,59,733	-5,03,095	-7,24,308
Add : Profit for the year	2,75,44,977	1,00,63,902	53,23,706	-50,85,002	9,62,828	2,21,213
Add: Other comprehensive income	-	-	-	-	-	-
Balance as at the end of the year	3,83,07,316	1,07,62,340	6,98,438	-46,25,269	4,59,733	-5,03,095
Grand Total (a + b + c)	**21,92,74,116**	**4,96,82,340**	**1,16,18,438**	**62,94,731**	**4,59,733**	**-5,03,095**

Note: All the above items form part of Reserves & Surplus.

Annexure XVIII
NON CURRENT FINANCIAL BORROWINGS AS RESTATED

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
Secured Loans :						
a) Rupee Term Loans From Banks						
Principal	-	-	1,59,07,933	1,73,24,768	1,85,58,774	-
Total (a)	**-**	**-**	**1,59,07,933**	**1,73,24,768**	**1,85,58,774**	**-**
Amount disclosed under the head other current liabilities (Refer Annexure XXI:)	-	-	14,16,835	22,34,006	39,04,166	-

Annexure XIX
CURRENT FINANCIAL BORROWINGS AS RESTATED

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
a) Loan Repayable on Demand						
Cash Credit from Karur Vysya Bank	5,71,14,158	5,02,55,102	-	-	-	-
Cash Credit from DBS and Canara Bank	35,79,31,170	-	-	-	-	-
b) Loan & Advance from Related Parties						
Unsecured Loan	-	-	-	-	1,49,46,689	56,66,689
C) Other Loan & Advances						
Other Payables	-	-	-	-	-	-
Total	**41,50,45,328**	**5,02,55,102**	**-**	**-**	**1,49,46,689**	**56,66,689**

Annexure XX
TRADE PAYBLES AS RESTATED

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
From Micro, Small & Medium	-	-	-	-	-	-
Others	46,12,299	2,73,71,362	2,77,47,350	1,03,41,338	14,19,998	15,95,012
Total	**46,12,299**	**2,73,71,362**	**2,77,47,350**	**1,03,41,338**	**14,19,998**	**15,95,012**

Annexure XXI
OTHER CURRENT LIABILITIES AS RESTATED

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
a) Current Maturities of Long Term Debt						
i) Rupee Term Loans From Banks						
Principal	-	-	14,16,835	22,34,006	39,04,166	-
Interest Accrued And Due	-	-	-	-	-	-
Interest Accrued But Not Due	-	-	-	-	-	-
Total (i)	**-**	**-**	**14,16,835**	**22,34,006**	**39,04,166**	**-**
ii) Vehicle Loan						
Principal	-	-	-	-	-	-
Interest Accrued And Due	-	-	-	-	-	-
Interest Accrued But Not Due	-	-	-	-	-	-
Total (ii)	**-**	**-**	**-**	**-**	**-**	**-**
Total (a) = (i+ii)	**-**	**-**	**14,16,835.00**	**22,34,006.00**	**39,04,166.00**	**-**
b) Other Payables						
Advance From Customers	-	5,85,43,583	6,08,12,745	3,76,65,066	65,99,154	-
Liability for Expenses	92,095	14,17,911	8,63,719	3,86,852	1,10,896	35,385
Retention Money	-	-	-	-	-	-
Bank Overdraft	-	-	-	-	-	-
Statutory Dues Payable	17,76,644	9,28,040	19,37,340	1,15,718.00	20,228.00	13,475
Total (b) :	**18,68,739**	**6,08,89,534**	**6,36,13,804**	**3,81,67,636**	**67,30,278**	**48,860**
Total (a+b)	**18,68,739**	**6,08,89,534**	**6,50,30,639**	**4,04,01,642**	**1,06,34,444**	**48,860**

Annexure XXII
SHORT TERM PROVISIONS AS RESTATED

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
Provision for Income Tax	1,09,63,334	38,30,160	-	-		-
Provision of MAT	-	-	11,60,731	-	2,04,770	42,661
Total	**1,09,63,334**	**38,30,160**	**11,60,731**	**-**	**2,04,770**	**42,661**

Annexure XXIII
REVENUE FROM OPERATIONS AS RESTATED

Particulars	For the year ended					
	30.09.2018	31.03.2018	31.03.2017	31.03.2016	31.03.2015	31.03.2014
Sale of Products	52,61,92,251	32,71,85,684	22,11,59,543	3,49,75,685	1,58,72,325	98,33,090
Less: Excise Duty	4,33,47,199	6,85,00,940	4,79,34,300	27,93,106	-	-
Other Operating Income	16,57,433	-	-	-	-	-
Total	**48,45,02,484**	**25,86,84,744**	**17,32,25,243**	**3,21,82,579**	**1,58,72,325**	**98,33,090**

Annexure XXIV
OTHER INCOME AS RESTATED

Particulars	For the year ended					
	30.09.2018	31.03.2018	31.03.2017	31.03.2016	31.03.2015	31.03.2014
Interest Income	21,14,850	-	3,54,781	5,57,133	1,81,754	1,24,661
Other non-operating income	-	2,44,204	62,620	12,41,881	6,60,611	2,06,400
Total	**21,14,850**	**2,44,204**	**4,17,401**	**17,99,014**	**8,42,365**	**3,31,061**

Annexure XXV
PURCHASES AS RESTATED

Particulars	For the year ended					
	30.09.2018	31.03.2018	31.03.2017	31.03.2016	31.03.2015	31.03.2014
Purchases of Stock-in-Trade	28,97,30,066	19,61,46,994	12,70,07,536	3,51,02,377	1,41,30,056	83,22,431
Add: Custom Duty	11,15,71,139	4,69,57,411	1,85,34,537	33,85,619	-	-
Add: Clearing & Forwarding	6,75,037	8,76,436	13,79,796	69,343	-	-
Add: Freight Inward	3,66,512	29,300	2,69,011	2,37,450	1,12,871	33,624
Total	**40,23,42,754**	**24,40,10,141**	**14,71,90,880**	**3,87,94,789**	**1,42,42,927**	**83,56,055**

Annexure XXVI
CHANGES IN INVENTORIES AS RESTATED

Particulars	For the year ended					
	30.09.2018	31.03.2018	31.03.2017	31.03.2016	31.03.2015	31.03.2014
Change in Stock in Trade						
Opening Stock in Trade	12,36,45,704	2,56,70,813	1,22,13,614	22,48,904	9,31,200	-
Less: Closing Stock in Trade	11,65,74,722	6,34,77,611	2,56,70,813	1,22,13,614	22,48,904	9,31,200
Total	**70,70,982**	**(3,78,06,798)**	**(1,34,57,199)**	**(99,64,710)**	**(13,17,704)**	**(9,31,200)**

Note: The opening Stock in Trade for the period 31.07.18 includes the stock taken over post merger from United Wines (a Proprietorship Concern) w.e.f 01-Apr-18.

Annexure XXVII
EMPLOYEES BENEFIT EXPENSES AS RESTATED

Particulars	For the year ended					
	30.09.2018	31.03.2018	31.03.2017	31.03.2016	31.03.2015	31.03.2014
Salary & Exgratia	41,16,994	87,84,381	64,60,956	17,39,249	4,01,723	2,60,000
Staff Welfare	84,884	1,81,603	92,109	-	-	-
Total	**42,01,878**	**89,65,984**	**65,53,065**	**17,39,249**	**4,01,723**	**2,60,000**

Annexure XXVIII
FINANCE COST AS RESTATED

Particulars	For the year ended					
	30.09.2018	31.03.2018	31.03.2017	31.03.2016	31.03.2015	31.03.2014
Interest Expense	1,79,24,130	14,87,142	20,60,962	22,78,718	-	-
Other borrowing costs	2,23,024	7,39,493	11,174	1,18,081	1,22,501	25,583
Total	**1,81,47,154**	**22,26,635**	**20,72,136**	**23,96,799**	**1,22,501**	**25,583**

Annexure XXIX
DEPRECIATION & AMORTISATION EXPENSES AS RESTATED

Particulars	For the year ended					
	30.09.2018	31.03.2018	31.03.2017	31.03.2016	31.03.2015	31.03.2014
Depreciation	8,41,715	4,16,207	3,02,820	1,25,223	48,043	26,573
Total	**8,41,715**	**4,16,207**	**3,02,820**	**1,25,223**	**48,043**	**26,573**

Annexure XXX
OTHER EXPENSES AS RESTATED

Particulars	For the year ended					
	30.09.2018	31.03.2018	31.03.2017	31.03.2016	31.03.2015	31.03.2014
Auditors Remuneration	75,000	25,000	15,000	15,000	10,000	7,500
Filing Fees	10,500	5,400	1,200	1,200	3,200	900
Rates & Taxes	40,93,398	52,56,452	36,45,373	16,28,046	-	-
Freight Outward	27,47,677	21,43,137	8,48,033	4,65,747	1,22,220	1,32,214
Packing Expenses	35,050	29,050	9,595	15,225	5,245	3,320

Labour Charges	75,600	3,81,177	2,24,603	39,597	15,648	11,202
Loading & Unloading Expenses	2,62,314	45,065	-	-	-	-
Brokerage	-	-	-	70,000	-	-
Electric Expenses	79,296	2,65,040	2,40,010	1,06,770	50,710	21,320
Consultancy Charges	8,62,900	28,48,766	3,52,750	9,39,906	5,11,000	3,29,500
Rent	18,44,510	22,74,114	18,40,297	14,60,640	6,92,362	13,68,327
Travelling Charges	-	2,26,801	1,74,874	2,50,619	2,62,345	-
Computer Expenses	-	-	-	-	-	18,000
Office Expenses	5,48,116	7,35,989	4,17,991	2,22,466	85,482	1,13,737
Maintenance Charges	21,374	1,86,895	3,70,014	3,09,152	2,43,884	1,40,550
Insurance Charges	3,62,772	5,08,105	92,344	11,401	69,188	16,891
Miscellaneous Expenses	8,70,130	2,60,527	1,51,897	30,996	7,603	17,720
Telephone Expenses	1,02,846	1,60,186	89,195	35,970	-	-
Computer Software	53,355	65,128	10,800	52,000	-	-
Foreign Exchange Difference	-	1,84,806	-	67,892	-	-
Listing Fees	65,750					
Preliminary Expenses	-	-	-	-	-	22,856
ROC Fees	13,12,500	-	-	2,41,500	-	-
Rebate & Discount	24,26,588	1,16,45,447	1,59,31,943	-	-	-
Total	**1,58,49,675**	**2,72,47,085**	**2,44,15,919**	**59,64,127**	**20,78,887**	**22,04,037**

Annexure XXX

NOTES ON RESTATED FINANCIAL STATEMENTS

A. NOTES ON RECONCILIATION OF RESTATED PROFITS

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

Particulars	As at					
	30-09-2018	31-03-2018	31/03/2017	31/03/2016	31/03/2015	31/03/2014
A) Net profit/(loss) as per audited statement of profit & loss	27,948,557	1,01,62,798	51,24,621	(25,59,948)	9,18,821	2,21,749
B) Adjustments						
Preliminary Expenses W/off	-	-	5,714	5,714	5,714	-17,142
ROC Fees W/Off	48,300	48,300	48,300	(1,93,200)	-	-
Excess Depreciation charged	666,319	2,12,169	2,33,870	81,637	57,975	16,365
Finance Costs Decapitalized	-	-	-	(22,78,718)	-	-
Maintenance Cost Decapitalised	-	-	-	(1,29,152)	-	-
Change in Deferred Tax	14,974	(29,204)	(88,799)	(11,119)	(19,681)	240
Change in residual value of asset W/off	-	-	-	(217)	-	-
Change in Provision for Income Tax	-1,133,174	(3,30,160)	-	-	-	-
Restated Net Profit	**27,544,976**	**1,00,63,902**	**53,23,706**	**(50,85,002)**	**9,62,829**	**2,21,213**

Adjustments having impact on Profit
Amounts relating to the Prior Period have been adjusted in the Year to with the same is related.

B. MATERIAL REGROUPINGS: -

The Company has reclassified the figures for the previous financial year ended March 31, 2014 in accordance with the requirements of Schedule III. Appropriate adjustments have been made in the Restated Summary Statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company as at and for the six month period ended September 30, 2018, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended).

The date of possession of a Property (Office Flat) at Woodburn Park has been changed from 31-Mar-16 to 15-Apr-15 and thus the Finance Cost and Maintenance charge earlier capitalized on the same have been recapitalized to bring it in line with Ind AS 23 (Borrowings Cost).Further, certain expenses shown as deferred revenue expenditure have been shown as Revenue Expenditure and hence written off in the year of expenditure. Additionally, there is a change in the Provision for Income Tax which have been adjusted for accordingly.

C. OTHER NOTES

I. The Company has converted from a Private limited company to a Public limited company vide fresh Certificate of Incorporation given by the Ministry of Corporate Affairs on 03.05.2018.

II. Contingent liabilities and Commitments

Particulars	As At					
	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
A) Contingent Liabilities						
Claims against the company not acknowledged as Debts						
Income Tax *	-	-	-	-	-	-
Bank Guarantee	-	-	-	-	-	-

*The company had received the Income Tax refund for Assessment Year 2016-17 after receiving intimation u/s 143 (1) but then the same is under scrutiny assessment as per Section 143(3). Income Tax Returns of AY 2017-18 has not yet been processed.

**Fully Secured against Term Deposit

The company do not have any liability under reverse charge mechanism of Service Tax as no such expenses were incurred by the company.

B) Capital Commitments						
Particulars	As At					
	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
Capital Commitments	-	-	-	-	-	-

III. Expenditure in Foreign Currency

Particulars	As At					
	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
Foreign Exchange – Outgo	7,778,679	1,17,15,390	39,18,542	21,97,818	-	-
CIF Value of Imports Capital Goods-CWIP	-	-	-	-	-	-
Total	**7,778,679**	**1,17,15,390**	**39,18,542**	**21,97,818**	**-**	**-**

IV. EARNINGS PER SHARE

Particulars	As At					
	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015	31-03-2014
Profit/(Loss) after Tax	27,544,977	1,00,63,902	53,23,706	(50,85,002)	9,62,829	2,21,213
Equity Shares of Rs.10 each (Nos)	11,749,200	12,05,000	4,05,000	4,05,000	15,000	15,000
Weighted Average No. of Shares	11,749,200	7,84,178	4,05,000	3,15,492	15,000	15,000
Earnings Per Share (in Rs.)	2.34	12.83	13.14	(16.12)	64.19	14.75

* In FY 2015-16, 3,90,000 No.'s of Equity shares of Rs. 10 were issued, dated- 24.06.2015.
In FY 2017-18, 8,00,000 No's of Equity shares of Rs. 10 were issued, dated- 10.10.2017.
Consequent to merger with United Wines, there was an issue of 46,69,600 Equity shares of Rs. 10 each on 01.04.2018.
On 08.09.2018, the company allotted Bonus shares to the existing shareholders in the ratio of 1:1.

V. RELATED PARTY DISCLOSURES

List of related parties:

(a) Key Management Personnel:
- Mr. Ankush Bakshi — Managing Directors

(b) Others:
-Mr. Anuj Bakshi — Chairman
-Mr. Kulbir Singh Bakshi — Close relative of KMP
-Mrs. Roshni Bakshi — Director
-Mrs. Kanika Bakshi — Director
-Mr. Kaushik Roy Chowdhury — Shareholder and Director of Sapphire Spirits Private Limited (Group Company)

Sl. No.	Name of the Company/ LLP	Relationship
1	United Wines	Proprietorship Firm of Chairman (Mr. Anuj Bakshi)
2	Sapphire Spirits Private Limited	Promoters of reporting entity hold 50% of the Equity Shares in this Group Company

VI. Disclosure under Indian Accounting Standard 19:

Provisions for liabilities in respect of gratuity benefits are not made. However, it is recognized as an expense in the Statement of Profit and Loss on actual basis during the period in which the eligible employee leaves the service of the Company and settlements of his dues are made based on actual calculation.

VII. Micro, Small & Medium Enterprises Development Act, 2006:

As per the explanation given by the management, the company owes no dues to any company/entity that are required to be furnished u/s 22 of the Micro Small and Medium Enterprise. This has been relied upon by the auditors.

VIII. Segment Reporting

The company operates in reportable business segment of Spirits and Wines trading, however, disclosure is not as per Accounting Standard - 108 (Operating Segments).

IX. Property, Plant and Equipment of the company includes Land & Building at Foreshore Road, Kolkata, amounting to Rs.5,02,45,840/-. This property is registered under the name of United Wines and the title of the same is yet to be transferred in the names of Northern Spirits Limited.

X. Full compliance and information as required under AS 15 (Revised) "Employee Benefits", 2005, has not been made by the company for the period ended 31/07/2017. As such the effects of the same could not be considered in our restated financials. However the company has informed that necessary compliance shall be made in the subsequent financial.

XI. Figures have been rounded off to the nearest rupee.

Annexure XXXI C (v)
RELATED PARTY TRANSACTIONS

For the Financial year ended 2013-14

Name of the party	Nature of Relation	Nature of Transaction	Opening Balance (Payable)/ Receivable	Debit	Credit	Closing Balance (Payable)/ Receivable
			01-04-13			**31-03-14**
United Wines	Proprietorship Firm of KMP (Mr. Anuj Bakshi)	Sale of goods against fair consideration	-	1,01,30,049	86,57,707	14,72,342
Ankush Bakshi	Key Managerial Personnel	Loan received	(17,56,845)	-	25,91,100	(43,47,945)
Anuj Bakshi	Chairman	Loan received	(12,43,744)	-	75,000	(13,18,744)
Kulbir Singh Bakshi	Relative of KMP	Loan received	(75,000)	75,000	-	-

For the Financial year ended 2014-15

Name of the party	Nature of Relation	Nature of Transaction	Opening Balance (Payable)/ Receivable	Debit	Credit	Closing Balance (Payable)/ Receivable
			01-04-14			**31-03-15**
United Wines	Proprietorship Firm of KMP (Mr. Anuj Bakshi)	Sale of goods against fair consideration	14,72,342	1,08,45,269	1,89,16,765	(65,99,154)
Ankush Bakshi	Key Managerial Personnel	Loan received	(43,47,945)		31,00,000.00	(74,47,945)
Anuj Bakshi	Chairman	Loan received	(13,18,744)	-	61,80,000.00	(74,98,744)

For the Financial year ended 2015-16

Name of the party	Nature of Relation	Nature of Transaction	Opening Balance (Payable)/ Receivable	Debit	Credit	Closing Balance (Payable)/ Receivable
			01-04-15			**31-03-16**
United Wines	Proprietorship Firm of KMP (Mr. Anuj Bakshi)	Sale of goods against fair consideration	(65,99,154)	99,21,143.00	4,09,86,455	(3,76,64,466)
Ankush Bakshi	Key Managerial Personnel	Loan received	(74,47,945)	74,47,945	-	-
Anuj Bakshi	Chairman	Loan received	(74,98,744)	74,98,744	-	-

For the Financial year ended 2016-17

Name of the party	Nature of Relation	Nature of Transaction	Opening Balance (Payable)/ Receivable	Debit	Credit	Closing Balance (Payable)/ Receivable
			01-04-16			**31-03-17**
United Wines	Proprietorship Firm of KMP (Mr. Anuj Bakshi)	Sale of goods against fair consideration & Advance given/taken	(3,76,64,466)	1,30,95,889	3,55,49,168	(6,01,17,745)

For the Financial year ended 2017-18

Name of the party	Nature of Relation	Nature of Transaction	Opening Balance (Payable)/ Receivable	Debit	Credit	Closing Balance (Payable)/ Receivable
			01-04-17			**31-03-18**
United Wines	Proprietorship Firm of KMP (Mr. Anuj Bakshi)	Sale of goods against fair consideration & Advance given/taken	(6,01,17,745)	5,51,95,997	5,36,21,835	(5,85,43,583)

For the Four month period ended 30thSeptember 2018:

Name of the party	Nature of Relation	Nature of Transaction	Opening Balance (Payable)/ Receivable	Debit	Credit	Closing Balance (Payable)/ Receivable
			01-04-18			**30-09-18**

Note: There are no Related Party Transactions for this six month period.

Annexure XXXII
SUMMARY OF ACCOUNTING RATIOS

S. No.	Particulars	Calculation	43,373.00	43,190.00	42,825.00	42,460.00	42,094.00	41,729.00
1	Basic Earning per share (Rs.)	Restated PAT attributable to Equity Shareholders	2,75,44,977	1,00,63,902	53,23,706	-50,85,002	9,62,829	2,21,213
		Weighted Average Number of Equity Shares	1,17,49,200	7,84,178	4,05,000	3,15,492	15,000	15,000
		Basic Earnings Per Share (Rs.)	2.34	12.83	13.14	-16.12	64.19	14.75
2	Net Asset Value per equity share (Rs.)	ASSETS	76,92,55,816	20,40,78,498	12,55,15,091	7,84,12,480	4,63,74,409	70,00,127
		LIABILITIES	43,24,72,005	14,23,43,438	10,98,68,301	6,80,08,810	4,56,94,618	73,12,451
		Net Asset value (Assets-Liability)	33,67,83,811	6,17,35,060	1,56,46,791	1,04,03,670	6,79,791	-3,12,323
		Total Number of Equity Shares outstanding	1,17,49,200	12,05,000	4,05,000	4,05,000	15,000	1,50,000
		Net Asset Value per equity share (Rs.)	28.66	51.23	38.63	25.69	45.32	-2.08
3	Return on Net Worth	Restated PAT attributable to Equity Shareholders	2,75,44,977	1,00,63,902	53,23,706	-50,85,002	9,62,829	2,21,213
		EQUITY SHARE CAPITAL+RESERVES AND SURPLUS*	33,67,66,116	6,17,32,340	1,56,68,438	1,03,44,731	6,09,733	-3,53,095
		Ratio	**8.18%**	**16.30%**	**33.98%**	**-49.16%**	**157.91%**	**Nil**

***Reserve & Surplus exclude Revaluation Reserve**

Annexure XXXIII
TAX SHELTER STATEMENT

Particulars	For the Year Ended					
	30-Sep-18	31-Mar-18	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14
Profit before tax as per Restated P/L (A)	3,81,63,176	1,38,69,694	65,65,023	-50,73,883	11,38,313	2,23,103
Normal Corporate Tax Rate	28%	28%	30%	31%	31%	31%
Minimum Alternate Tax	19%	19%	19%	19%	19%	19%
Adjustments						
Permanent Difference (B)						
Expenses Disallowed under Income Tax Act, 1961	-	-	-	-	-	-
Total Permanent Difference (B)	-	-	-	-	-	-
Timing Difference (C)						
Depreciation as per Books	8,41,715	4,16,207	3,02,820	1,25,223	48,043	26,573
Depreciation as per IT Act	7,83,562	3,36,286	3,42,700	1,56,135	46,586	48,351
Disallowance u/s 43 B	-	-	-	-	-	-
Total Timing Difference (C)	58,153	79,921	-39,880	-30,912	1,457	-21,778
Net Adjustment (D) = (B) + (C)	58,153	79,921	-39,880	-30,912	1,457	-21,778
Tax Expense/ (saving) thereon Tax Expense /(saving) thereon	16,178	22,020	-11,912	-9,552	450	-6,729
Income from other sources (E)						
Exempt Income (F)				-		
Taxable Income/(loss) G=(A+D+E-F)	3,82,21,329	1,39,49,615	65,25,143	-51,04,796	11,39,770	2,01,325
Brought Forward Loss Set Off						
Ordinary Business Loss	-	-	25,09,224	-	5,07,322	2,18,466
Total Loss set off **(H)**	-	-	25,09,224	-	5,07,322	2,18,466
Taxable Income/(loss) (G-H)	3,82,21,329	1,39,49,615	40,15,919	-	6,32,448	-17,141
Tax as per Normal Provision	1,06,33,174	38,43,468	11,99,555	-	1,95,426	-5,297
Taxable Income/(Loss) as per MAT	3,81,63,176	1,38,69,694	65,65,023	-	11,38,313	2,23,103
Tax as per MAT	72,71,993	26,42,870	12,50,965	-	2,16,906	42,512
Tax Paid as per MAT or Normal Provision	Normal Provision	Normal Provision	Normal Provision	NA	MAT	MAT

Annexure XXXIV
Capitalization Statement

Particulars	Standalone	
	Pre-Issue as at 30-Sep-18	Adjusted for the post-issue
Borrowings		
Short term debt (A)	41,50,45,328	41,50,45,328
Long term debt (B)	-	-
Total Debts (C)	41,50,45,328	41,50,45,328
Shareholder's fund		
Share Capital	11,74,92,000	16,05,12,000
Reserve & Surplus	21,92,74,116	36,12,40,116
Total Shareholder's fund (D)	33,67,66,116	**52,17,52,116**
Long Term Debt / Shareholder's fund (B/D)	-	**-**
Total Debt/ Shareholder's fund (C/D)	**1.23**	**0.80**

FINANCIAL INDEBTEDNESS

To,
The Board of Directors,
Northern Spirits Limited
5A, Woodburn Park Road,
6th Floor, Woodburn Central Unit 603,
Kolkata – 700020,
West Bengal, India.

Dear Sirs,
Report on Financial Indebtedness
Loan from Banks / Financial Institutions (Secured Loans) – As on 30/09/2018

Sl.No	Name of Lender	Purpose	Sanctioned Amt. (Rs. In Lacs)	Rate of Interest	Re-payment Schedule	Moratorium	Principal Outstanding (Rs. in Lacs)
1	Karur Vysya Bank	Cash Credit for Working Capital	Rs. 600.00 Lakhs (CC limit)	11.50% [(One year MCLR, 9.00%)+2.50%]	Repayable on demand.	NA	571.14
2	DBS Bank Ltd.	Cash Credit for Working Capital	Rs. 2500.00 Lakhs (OD/CC/WCL/PID/PBD limit)	11.20% [(MCLR, 8.80%)+2.40%]	Repayable on demand.	NA	2207.12
3	Canara Bank	Open Cash Credit for Working Capital	Rs. 1500.00 Lakhs (OCC limit) [Sub-limit- 200 (ILC/FLC)]	12.05% [(One year MCLR, 8.65%)+3.40%]	Repayable on demand.	NA	1372.19

***For details of the Mortgage / Security/ Hypothecation, Refer Annexure**

For J K Sarawgi & Associates,
Chartered Accountants
FRN -006836C

S/d-
CA Jeet Agarwal
(P a r t n e r)
M. No. 064038
Date: November 06, 2018
Place: Kolkata

Annexure

Principle Terms & Condition of –Karur Vysya Bank

- ✓ Fresh Equitable Mortgage charge on Commercial Office space situated on the Sixth Floor in B+G+6 Storied Building named "WOODBURN CENTRAL" Office No. 603, at Premises No.5A, Woodburn Park, admeasuring 1395 square feet of built up area with two covered Car Parking Space being no. 8 & 9 at Basement, Ward No, 70 of Kolkata Municipal Corporation, Woodburn Central, Bhawanipore, District-South 24 Paraganas, Kolkata- 700 020, West Bengal standing in the name of M/s Northern Spirits Pvt. Ltd. Valued at Rs. 442.69 Lacs as per Valuation Report dated 04.09.2017 [Rs. 456.17 Lacs as per Second Valuation Report].

- ✓ Fresh Equitable Mortgage charge on Commercial Office Space at ASO-402 at Fourth Floor in B+G+8 storied building named ASTRA TOWER, admeasuring 789 sq. ft. of super built-up area with right to park one car in the Covered space of the complex, south building at Plot No.: IIC/I, Block-IIC, Street No. 4444 (MAR, NE), New Town, Mouza- Recjuani, J.L. No. 13 under Rajarhat-Bishnupur- I Gram Panchayat, PS- New Town (Rajarhat), District- North 24 Paraganas, West Bengal standing in the name of M/s Northern Spirits Limited, valued at Rs. 50.74 Lacs as per Valuation Report dated 28.09.2017.

- ✓ Limit should be availed within three months from the date of sanction.

- ✓ Rate of Interest: OCC: Interest will be charged @ 11.5% which is 2.50 % over and above the MCL Rate of the Bank, compounded at monthly rests.

- ✓ Revision of Interest rate: The bank may review and revise the MCL Rate at any time or as per guidelines of RBI issued from time to time. The borrower further agrees that the Bank may change the customer specific charges or the term premium or the risk premium at any time.

- ✓ Holiday/ Moratorium Period: The borrower has to pay the interest accrued in the loan account during the holiday period, if allowed, as and when debited. If the Bank, at the request of the borrower or as per the RBI guidelines, expressly waives payment of interest during the moratorium period, the interest accrued during the moratorium period will be capitalized and added to the principal sum on commencement of the repayment period and the same shall be repaid along with principal as per the agreed repayment period.

- ✓ Interest rate re-set: Bank is at liberty to re-set the lending rate due to change in the internal credit rating given to the borrower or variation in the credit rating done by any other external credit rating agency, or due to changes in the economic environment or changes in RBI Guidelines or due to any other reason, **once** in **one year/s,** which the borrower has to pay. However, any improvement in the credit rating does not entitle the borrower to claim reduction in the lending rate automatically. The borrower is liable to pay the agreed rate of interest till the date of re-set.

Principle Terms & Condition of – DBS Bank Ltd.

- ✓ **Security:**
  a. First Pari-passu charge on current asset of the company.

  b. First Pari-passu charge on commercial property at 493/B/33 & 493/B/34 GT Road, Shibpur, Howrah- 711202 (in the name of the firm).

  c. First Pari-passu charge of residential property at Flat No. 4C, Gaurav Apartment, Ballygunge, Places, Kolkata - 700019. (in the name of Anuj Bakshi, Ankush Bakshi, Amita Bakshi & Kulbir Singh Bakshi.

  d. Security Deposits worth Rs. 2.925 Cr (Exclusive charge) and personal guarantees of Ankush Bakshi, Amita Bakshi & Kulbir Singh Bakshi.

- ✓ 15% margin at the time of issue of each bank guarantee.

- ✓ In case of default, penal interest @ 3% per annum with monthly rests over the MCLR or the applicable rate, whichever is higher, will be charged.

- ✓ Borrower to submit stock and receivable statements as at month end within next 30 days. A margin of 25% will be maintained over stocks and 25% over receivables for calculation of drawing power.

- ✓ FFR I to be submitted within 45 days of the respective quarter end and FFR II to be submitted within 60 days from the end of each half year.

- ✓ Interest/ Commission rates are subject to change at any time, at the sole discretion of the Bank or as per directive of RBI.

- ✓ The facility will be subject to extant RBI regulations.

- ✓ **Right to Review**: The bank reserves the right to review the facilties at any time and from time to time at their absolute discretion. Notwithstanding any provisions of the sanction letter, Standard conditions and any other document, the bank has the right at their absolute discretion and without proper notice to the company, immediately to vary, terminate, reduce, suspend or cancel the Uncommitted Facilities, to cease to make available any further utilization of the Uncommitted facilities and/or to demand immediate payment of all moneys and liabilities owing to us under the Uncommitted Facilities (whether actual or contingent).

Principle Terms & Condition of – Canara Bank:

- ✓ **Primary security:** Hypothecation of stock and book debts- Margin: 25% against stock & 40% against book debts(37.5% charge on both these assets).

- ✓ **Collateral security:**
  a) Equitable mortgage of residential property at the Empire Tower, 11th Floor, Ballgunge, Premises No. 16A, Gurusuday Road (in the name of Anuj Bakshi, Ankush Bakshi & Kulbir Singh Bakshi. (Exclusive charge).

  b) Pari-Passu charge- Equitable mortgage on commercial property at 493/B/33 & 493/B/34 GT Road, Shibpur, Howrah- 711202 (in the name of the firm).

  c) Pari-Passu charge- Equitable mortgage of residential property at Flat No. 4C, Gaurav Apartment, Ballgunge, Places, Kolkata -700019. (in the name of Anuj Bakshi, Ankush Bakshi, Amita Bakshi & Kulbir Singh Bakshi.

d) Security Deposits worth Rs. 1.1 Cr (Exclusive charge) and personal guarantees of Ankush Bakshi, Amita Bakshi & Kulbir Singh Bakshi.

- ✓ The drawing in the account will be permitted on the basis of drawing power computed as per the bank rules.
- ✓ Sundry creditors for goods (purchased on credit) should be separately shown in the stock statement cum MSOD and excluded while arriving at drawing limit.
- ✓ Goods with processors if any is to be shown separately in the stock statement along with stocks held at outstation places and goods in transit if any.
- ✓ Book debts over 90 days to be excluded while arriving at Drawing Power.
- ✓ Insurance should be obtained covering all the risks in the stock to be hypothecated.
- ✓ Penal interest to be charged for non/delayed submission of Stock/Book debts statements.
- ✓ OCC/ODBD to be made available only on paid stocks/ book debts after maintaining required margin.
- ✓ The account is subject to pre-release audit, Credit audit and stock audit.
- ✓ Stock Audit is to be conducted as per takeover guidelines before release of the limit.
- ✓ The audit is subject to legal audit. All mortgage paper has to be provided from Standard Chartered Bank and Equitable Mortgage charge is put through in the bank as per the LSR and guidelines.
- ✓ Ensure stock stored at bonded warehouse is shown separately in the Stock statement. Stock under LC is to be excluded while arriving at Drawing Power.
- ✓ Branch to comply with all statutory obligation and government appeals, such as comply all the conditions mentioned therein, application for electrical connection, approval of state government for purchase of land, if applicable, Registration under Central and State VAT/Sales Tax Act, etc.
- ✓ Undertaking letter to be submitted:
  a) To undertake any new project scheme unless expenditure on such expansion is covered by company's net cash accruals after providing for Dividends, Investments, etc. or for long term uses for financing such new projects or expansion without permission of bank.

  b) To invest by way of capital or lend or advance funds to or place deposits with any associate/allied/sister/any other concern without permission of bank.

  c) To enter into any borrowing arrangements either secured or unsecured with any other Bank/ Financial Institution/ Company without permission of Bank.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial statements for F.Y. ended March 31, 2018, 2017, 2016, 2015 and 2014 and for the period ended 30th Sep, 2018 including the notes and significant accounting policies thereto and the reports thereon, which appear elsewhere in this Prospectus. You should also see the section titled "Risk Factors" beginning on page 17 of this Prospectus, which discusses a number of factors and contingencies that could impact our financial condition and results of operations. The following discussion relates to our Company, unless otherwise stated, is based on restated audited financial statements.

These financial statements have been prepared in accordance with Ind AS, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditors dated November 06, 2018, which is included in this Prospectus under the section titled "Financial Information" beginning on page 113 *of this Prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements.*

Accordingly, the degree to which the financial statements in this Prospectus will provide meaningful information depends entirely on such potential investor's level of familiarity with Indian accounting practices. Our F.Y. ends on March 31 of each year; therefore, all references to a particular fiscal are to the twelve-month period ended March 31 of that year. Please also refer to section titled "Currency Conventions, Use of Financial, Industry and Market Data and Currency Presentation" beginning on page 10 *of this Prospectus.*

Business Overview

Northern Spirits Ltd. (Northern Spirits) had embarked in 2012 on a journey as Northern Spirits Pvt. Ltd to make a mark in the liquor business.

Northern Spirits has chosen New Delhi (NCR) as its business capital, the paradise that constantly brews promises for the liquor entrepreneurs. NCR cherishes the pride of a trendsetting alcohol consumption pattern that has inspired Northern Spirits to select New Delhi as the starting point. And the best thing is that it has been enjoying a business growth of 40% YOY for last 4years.

The Promoters of Northern Spirits has a commendable experience of long 35 years that includes:

To have a strong foothold in Punjab since 1970 and then in Maharashtra through 'Wine Enterprises' since 1991. The entrepreneurial Journey of our promoters, commenced in the year 2002-03, in the state of West Bengal, through its Group concern United Wines.

This background lays foundation for Northern Spirits to be a Pan-Indian operator along with key indicators which instill confidence within its channel partners. Northern Spirits is adorned with experienced office, Commendable sales persons and experts and efficient professional managers.

Northern Spirits has crafted the International Brand Space for itself with all these resources and has ventured into the biggest and the toughest market of New Delhi.

All the major global brands have their head offices in NCR and this has been a drive for Northern Spirits to be a Pan-Indian player. With a well-organized professional team, Northern Spirits has grabbed all the opportunities that NCR has to offer. Giving serious attention to the efficiency and good performance has opened up big opportunities to distribute brands across high consumption states and union territories of:

- ✓ Chandigarh
- ✓ Uttar Pradesh
- ✓ Himachal Pradesh
- ✓ Punjab

Northern Spirits is evolving its imperial status with a widely growing distribution that includes the import of some exotic blends along with its Agency Brands and Franchisee Ownership for some class-apart liquors. Northern Spirits is engaged in the business of importing and distribution of Whisky, Vodka, GIN, Red and white wine, Beer, tequila etc.

SUMMARY OF THE RESULTS OF OPERATION:

The following table sets forth select financial data from restated profit and loss accounts for the period ended September 30, 2018 and for the Financial Year ended on March 31 2018, 2017, 2016, 2015 and 2014 and the components of which are also expressed as a percentage of total income for such periods.

(Amt in Lakh.)											
PARTICULARS	**30-09-2018**	**% of the Total Income**	**31-03-2018**	**% of the Total Income**	**31-03-2017**	**% of the Total Income**	**31-03-2016**	**% of the Total Income**	**31-03-2015**	**% of the Total Income**	**31-03-2014**
(1) Revenue											
(a) Revenue from Operations	4,845.02	99.57	2,586.85	99.91	1,732.25	99.76	321.83	94.71	158.72	94.96	98.33
(b) Other Income	21.15	0.43	2.44	0.09	4.17	0.24	17.99	5.29	8.42	5.04	3.31
Total Income (1)	4,866.17	**100.00**	2,589.29	**100.00**	1,736.43	**100.00**	339.82	**100.00**	167.15	**100.00**	101.64
(2) Expenses	-		-		-		-		-		-
(a) Purchases of Stock-in-Trade	4,023.43	82.68	2,440.10	94.24	1,471.91	84.77	387.95	114.16	142.43	85.21	83.56
(b) Changes in Inventories	70.71	1.45	-378.07	-14.60	-134.57	-7.75	-99.65	-29.32	-13.18	-7.88	-9.31
(c) Employees Benefit Expenses	42.02	0.86	89.66	3.46	65.53	3.77	17.39	5.12	4.02	2.40	2.60
(d) Finance Cost	181.47	3.73	22.27	0.86	20.72	1.19	23.97	7.05	1.23	0.73	0.26
(e) Depreciation & Amortisation Expenses	8.42	0.17	4.16	0.16	3.03	0.17	1.25	0.37	0.48	0.29	0.27
(f) Other Expenses	158.50	3.26	272.47	10.52	244.16	14.06	59.64	17.55	20.79	12.44	22.04
Total Expenses (2)	4,484.54	**92.16**	2,450.59	**94.64**	1,670.78	**96.22**	390.55	**114.93**	155.76	**93.19**	99.41
(3) Profit/(Loss) before tax (1-2)	381.63	**7.84**	138.70	**5.36**	65.65	**3.78**	-50.74	**-14.93**	11.38	**6.81**	2.23
(4) Tax expense	-		-		-		-		-		-
(a) Current Tax	106.33	2.19	38.30	1.48	11.61	0.67	-	-	2.05	1.23	- 0.43
(b) Deferred Tax	-0.15	-0.00	-0.24	-0.01	0.13	0.01	0.11	0.03	0.01	0.01	0.02
(c) MAT Credit	-		-		0.67		-		-0.31		-0.43
(5) Profit/(Loss) for the period/ year (3-4)	275.45	**5.66**	100.64	**3.89**	53.24	**3.10**	-50.85	**-14.96**	9.63	**5.58**	2.21

Key Components of Company's Profit and Loss Statement

Revenue from operation: Revenue from operations mainly consists of revenue from Sale of Products.

Other Income: Other income primarily comprises of Interest from Banks Deposit, and other Misc Income.

Expenses: Company's expenses consist of Purchases of Stock-in-Trade, Changes in Inventories, Employees Benefit Expenses, Finance Cost, Depreciation & Amortisation Expenses and Other Expenses

Purchases of Stock-in-Trade consist of Purchases of Stock-in-Trade, Custom Duty, Clearing & Forwarding and Freight Inward

Change in Inventories: It includes opening Stock in Trade and Closing Stock in Trade.

Employee Benefits Expense: Employee benefit expense includes Salary & Ex gratia and Staff Welfare Expenses.

Finance Cost: It's basically interest expenses and other borrowing costs

Depreciation and Amortization Expense: We recognize Depreciation and Amortization expense on a Written down value Method (WDV method) as per the rates set forth in the Companies Act, 2013/ Companies Act,1956, as applicable.

Other Expenses: Other expenses include Auditors Remuneration, Filing Fees, Rates & Taxes, Freight Outward, Packing Expenses, Labour Charges, Loading & Unloading Expenses, Brokerage, Electric Expenses, Consultancy Charges, Rent, Travelling Charges, Computer Expenses, Office Expenses, Maintenance Charges, Insurance Charges, Miscellaneous Expenses, Telephone Expenses, Computer Software, Foreign Exchange Difference, Preliminary Expenses, ROC Fees, Rebate & Discount, Delivery Charges, Printing & Stationery and Motor Car Expenses.

FINANCIAL PERFORMANCE HIGHLIGHTS FOR THE PERIOD ENDED 30th SEPTEMBER (6MONTHS)

Total Income: The Company's total income during the period ended Sept 30th, 2018 was ₹ 4,866.17 Lacs. The revenue from operations was ₹ 4,845.02 Lacs which comprised 99.57% of company's total income for the period ended Sept 30th, 2018.

Total Expenses: The total expenditure during the year ended Sept 30th, 2018 was ₹ 4,484.54 Lacs. The total expenditure represents 92.16% of the total revenue. The total expenses are represented by Purchases of Stock-in-Trade, Change in Inventories, Employee Benefits Expense, Finance Cost, Depreciation and Amortization Expense and other expenses etc. The main constituent of total expenditure is Purchases of Stock-in-Trade, which is ₹ 4,023.43 Lacs.

Profit/ (Loss) after tax: The restated net profit during the year ended Sept 30th, 2018 was ₹ 275.45 Lacs representing 5.66% of the total revenue of the Company.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2018 WITH FISCAL 2017

Total Income: During the FY 2017-18 the total revenue of the company increased to ₹ 2,589.29 Lacs as against ₹ 1,736.43 Lacs in the FY 2016-17, representing a increase of 49.12 % of the total revenue. This increase was mainly due to increase in revenue from operations.

Other Income: Other income of the Company for the FY 2017-18 was ₹ 2.44 Lacs in comparison with ₹ 4.17 Lacs for FY 2016-17.

Total Expenses: The total expenditure for the FY 2017-18 increased to ₹ 2,450.59 Lacs from ₹ 1670.78 Lacs, representing an increase of 46.67 % from the FY 2016-17. This increase was mainly due to increase in purchase of stock-in trade.

Purchase of Stock-in-Trade: Purchase of Stock-in-Trade for the FY 2017-2018 has increased to ₹ 2,440.10 Lacs from ₹ 1,471.91 Lacs representing increase of 65.78 % from FY 2016-2017. Purchase of Stock-in-Trade is increase due decrease in purchases of stock in trade and custom duties

Change in Inventories: The inventories for the FY 2017-2018 have been increased to Rs. -378.07 Lacs from ₹ -134.57 lacs representing increase by 180.94 % from FY 2016-2017

Employee Benefits Expense: The Employee Benefits Expense for the FY 2017-2018 have been increased to Rs. 89.66 Lacs from ₹ 65.53 Lacs representing increase by 36.82 % from FY 2016-2017. Increase is due to remuneration.

Finance Expenses: The finance expense for FY 2017-18 has been increased to ₹ 22.27 Lacs from ₹ 20.72 Lacs representing increase by 7.46 % from FY 2016-2017. Finance Costs has increased mainly due to increase in Interest and bank charges, as we needed more working capital

Depreciation and Amortization Expense: The Depreciation and Amortization Expense for FY 2017-18 has been increased to ₹. 4.16 Lacs from ₹ 3.03 Lacs representing increase by 37.44 % from FY 2016-2017. Increase in Depreciation is due to increase in depreciation on additions to plant of machinery.

Other Expense: The Other Expense for FY 2017-18 has been increased to ₹. 272.47 Lacs from ₹ 244.16 Lacs representing increase by 11.60 % from FY 2016-2017. Other Expenses have increased mainly due Rates & Taxes, Freight Outward, and Consultancy Charges etc

Profit/ (Loss) Before Tax: Profit before and Tax for FY 2017-18 has been increased to ₹. 138.70 Lacs from ₹ 65.65 Lacs representing increase by 111.27 % from FY 2016-2017.Profit before and Tax has increase due to comparative increase in revenue than expenses.

Profit/ (Loss) After Tax: Profit after Tax for FY 2017-18 has been increased to ₹. 100.64 Lacs from ₹ 53.24 Lacs representing increase by 89.04 % from FY 2016-2017. Profit after Tax has increased due to comparative increase in revenue than expenses.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2017 WITH FISCAL 2016

Total Income: During the FY 2016-17 the total revenue of the company increased to ₹ 1732.25 Lacs as against ₹ 321.83 Lacs in the FY 2015-16, representing an increase of 438.26 % of the total revenue. This increase was mainly due to sale of products

Other Income: Other income of the Company for the FY 2016-17 was ₹ 4.17 Lacs in comparison with ₹ 17.99 Lacs for FY 2015-16.

Total Expenses: The total expenditure for the FY 2016-17 increased to ₹ 1670.78 Lacs from ₹ 390.55 Lacs, representing an increase of 327.80 % from the FY 2015-16. This increase was mainly due to increase in purchase of stock in trade.

Purchase of Stock-in-Trade: Purchase of Stock-in-Trade for the FY 2016-2017 has increased to ₹ 1471.91 Lacs from ₹ 387.95 Lacs representing increase of 279.41 % from FY 2015-2016. Purchase of Stock-in-Trade is increase due decrease in purchases of stock in trade and custom duties

Change in Inventories: The inventories for the FY 2016-2017 have been increased to Rs. -134.57 Lacs from ₹ -99.65 lacs representing increase by 35.05 % from FY 2015-2016.

Employee Benefits Expense: The Employee Benefits Expense for the FY 2016-2017 has been increased by Rs. 65.53 Lacs from ₹ 17.39 representing increase by 276.78 % from FY 2015-2016. Increase is due to remuneration

Finance Expenses: The finance expense for FY 2016-17 has been decreased to ₹ 20.72 Lacs from ₹ 23.97 Lacs representing decrease by 13.55 % from FY 2015-2016. Finance Costs has decreased mainly due to decrease in installment Interest and bank charges.

Depreciation and Amortization Expense: The Depreciation and Amortization Expense for FY 2016-17 has been increased to ₹. 3.03 Lacs from ₹ 1.25 Lacs representing increase by 141.83 % from FY 2015-2016. Increase in Depreciation is due to increase in depreciation on additions to plant of machinery.

Other Expense: The Other Expense for FY 2016-17 has been increased to ₹. 244.16 Lacs from ₹ 59.64 Lacs representing increase by 309.38 % from FY 2015-2016. Other Expenses have increased mainly due Rates & Taxes, Freight Outward, and Consultancy Charges etc

Profit/ (Loss) Before Tax: Profit before and Tax for FY 2016-17 has been increased to ₹. 65.65 Lacs from ₹ -50.74 Lacs from FY 2015-2016. Profit before and Tax has increase due to comparative increase in revenue than expenses.

Profit/ (Loss) After Tax: Profit after Tax for FY 2016-17 has been increased to ₹. 53.24 Lacs from ₹ -50.85 Lacs from FY 2015-16. Profit after Tax has increased due to comparative increase in revenue than expenses

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2016 WITH FISCAL 2015

Total Income: During the FY 2015-16 the total revenue of the company increased to ₹ 321.83 Lacs as against ₹ 158.72 Lacs in the FY 2014-15, representing an increase of 102.76 % of the total revenue. This increase was mainly due to sale of products

Other Income: Other income of the Company for the FY 2015-16 was ₹ 17.99 Lacs in comparison with ₹ 8.42 Lacs for FY 2014-15

Total Expenses: The total expenditure for the FY 2015-16 increased to ₹ 390.55 Lacs from ₹ 155.76 Lacs, representing an increase of 150.74 % from the FY 2014-15. This increase was mainly due to increase in purchase of stock in trade.

Purchase of Stock-in-Trade: Purchase of Stock-in-Trade for the FY 2015-16 has increased to ₹ 387.95 Lacs from ₹ 142.43 Lacs representing increase of 172.38 % from FY 2014-15. Purchase of Stock-in-Trade is increase due decrease in purchases of stock in trade and custom duties

Change in Inventories: The inventories for the FY 2015-16 have been increased by Rs. -99.65 Lacs from ₹ -13.18 lacs representing increase by 656.22 % from FY 2014-15.

Employee Benefits Expense: The Employee Benefits Expense for the FY 2015-16 have been increased by Rs. 17.39 Lacs from ₹ 4.02 representing increase by 332.95 % from FY 2014-15. Increase is due to remuneration

Finance Expenses: The finance expense for FY 2015-16 has been increased to ₹ 23.97 Lacs from ₹ 1.23 representing increase by 1,856.55 % from FY 2014-15.

Depreciation and Amortization Expense: The Depreciation and Amortization Expense for FY 2015-16 has been increased to ₹. 1.25 Lacs from ₹ 0.48 representing increase by 160.65 % from FY 2014-15. Increase in Depreciation is due to increase in depreciation on additions to plant of machinery.

Other Expense: The Other Expense for FY 2015-16 has been increased to ₹. 59.64 Lacs from ₹ 20.79 representing increase by 186.89 % from FY 2014-15. Other Expenses have increased mainly due Rates & Taxes, Freight Outward, and Consultancy Charges etc

Profit/ (Loss) Before Tax: Profit before and Tax for FY 2015-16 has been decreased to ₹. -50.74 Lacs from ₹ 11.38 from FY 2014-15. Profit before and Tax has decrease due to comparative increase in expenses than revenue.

Profit/ (Loss) After Tax: Profit after Tax for FY 2015-16 has been decreased to ₹. -50.85 Lacs from ₹ 9.63 from FY 2014-15. Profit after Tax has decrease due to comparative increase in expenses than revenue.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2015 WITH FISCAL 2014

Total Income: During the FY 2014-15 the total revenue of the company increased to ₹ 167.15 Lacs as against ₹ 101.64 Lacs in the FY 2013-14, representing an increase of 64.45 % of the total revenue. This increase was mainly due to sale of products

Other Income: Other income of the Company for the FY 2014-15 was ₹ 8.42 Lacs in comparison with ₹ 3.31 Lacs for FY 2013-14.

Total Expenses: The total expenditure for the FY 2014-15 increased to ₹ 155.76 Lacs from ₹ 99.41 Lacs, representing an increase of 56.69 % from the FY 2013-14. This increase was mainly due to increase in purchase of stock in trade.

Purchase of Stock-in-Trade: Purchase of Stock-in-Trade for the FY 2014-15 has increased to ₹ 142.43 Lacs from ₹ 83.56 Lacs representing increase of 70.45 % from FY 2013-14. Purchase of Stock-in-Trade is increase due decrease in purchases of stock in trade and custom duties

Change in Inventories: The inventories for the FY 2014-15 have been increased to Rs. -13.18 Lacs from ₹ -9.31 lacs representing increase by 41.51 % from FY 2013-14

Employee Benefits Expense: The Employee Benefits Expense for the FY 2014-15 have been increased to Rs 4.02 Lacs from ₹ 2.60 Lacs representing increase by 54.51 % from FY 2013-14. Increase is due to remuneration

Finance Expenses: The finance expense for FY 2014-15 has been increased to ₹ 1.23 Lacs from ₹ 0.26 representing increase by 378.84 % from FY 2013-14.

Depreciation and Amortization Expense: The Depreciation and Amortization Expense for FY 2014-15 has been increased to ₹. 0.48 Lacs from ₹ 0.27 Lacs representing increase by 80.79 % from FY 2013-14. Increase in Depreciation is due to increase in depreciation on additions to plant of machinery.

Other Expense: The Other Expense for FY 2014-15 has been decreased to ₹. 20.79 Lacs from ₹ 22.04 Lacs representing decrease by 5.68 % from FY 2013-14.

Profit/ (Loss) Before Tax: Profit before and Tax for FY 2014-15 has been increased to ₹. 11.38 Lacs from ₹ 2.23 Lacs from FY 2013-14. Profit before and Tax has increase due to comparative increase in revenue than expenses.

Profit/ (Loss) After Tax: Profit after Tax for FY 2014-15 has been increased to ₹. 9.63 Lacs from ₹ 2.21 Lacs from FY 2013-14. Profit after Tax has increase due to comparative increase in revenue than expenses.

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

1. ***Unusual or infrequent events or transactions***

   Our Company is in the business of Importing and distribution of alcoholic beverages. United Wines (Proprietorship concern of Mr. Anuj Bakshi) was merged with our Company for Improved productivity and synergy benefits. Our Company has also collaborated with South State Food & Beverage Pty Ltd (SSFB) for manufacturing and supply of "DNA" Branded Alcoholic Beverages-including but not limited to the Premium Beer and Ready to drink Beverages (RTD's) in the Indian Subcontinent.

2. ***Significant economic changes that materially affected or are likely to affect income from continuing operations.***

   There are no significant economic changes that may materially affect or likely to affect income from continuing operations. However Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

3. ***Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.***

   Apart from the risks as disclosed under Section "***Risk Factors***" beginning on page 17 in the Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. ***Future changes in relationship between costs and revenues***

   Our Company's future costs and revenues will be determined by demand/supply situation, Government Policies and Currency fluctuations.

5. ***Total turnover of each major industry segment in which our Company operates***

   The Company is in the business of importing and distribution of alcoholic beverages. Relevant industry data, as available, has been included in the chapter titled ***"Industry Overview"*** beginning on page 56 of this Prospectus.

6. ***Status of any publicly announced New Products or Business Segment***

   Our Company has not announced any new product other than disclosed in this prospectus.

7. ***Seasonality of business***

   Our Company's business is not seasonal in nature.

8. ***Dependence on few customers/ clients***

   Our revenue is not dependent on a single or a few customers.

9. Competitive conditions

Competitive conditions are as described under the Chapters "***Industry Overview***" and "***Our Business***" beginning on page 56 and 76 respectively of the Prospectus.

10. Details of material developments after the date of last balance sheet i.e. September 30,2018

Except as mentioned in this Prospectus, no circumstances have arisen since the date of last financial statement until the date of filing the Prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months.

SECTION X: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below there are no outstanding litigations, suits, criminal or civil prosecutions, proceedings or tax liabilities against/by the Company, its Directors, its Promoters and its Group Companies and there are no defaults, non-payment of statutory dues, over-dues to banks/financial institutions, defaults against banks/financial institutions by the Company, default in creation of full security as per terms of issue/other liabilities, no amounts owed to small scale undertakings or any other creditor exceeding Rs. 1.00 lakh, which is outstanding for more than 30 days, no proceedings initiated for economic/civil/any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under Schedule V to the Companies Act, 2013) other than unclaimed liabilities of our Company and no disciplinary action has been taken by SEBI or any stock exchange against the Company, its Promoters, its Directors and Group Companies.

Further, except as stated herein, there are no past cases in which penalties have been imposed on the Company, its Promoters, its Directors or its Group Companies, and there is no outstanding litigation against any other Company whose outcome could have a material adverse effect on the position of the Company. Further, there are no cases of litigation, defaults etc. in respect of companies/firms/ventures with which the Promoters were associated in the past but are no longer associated, in respect of which the name(s) of the Promoters continues to be associated.

Further, apart from those as stated below, there are no show-cause notices / claims served on the Company, its Promoters, its Directors or it's Group Companies from any statutory authority / revenue authority that would have a material adverse effect on our business.

I. CONTINGENT LIABILITIES OF OUR COMPANY

Particulars	Amount (in ₹ Lacs) * As on September 30, 2018
NIL	

* As per the Restated Audited Financial for the period ending September 30, 2018.

II. LITIGATION INVOLVING OUR COMPANY

A. LITIGATION AGAINST OUR COMPANY

1. Criminal matters

NIL

2. Civil Matters

NIL

3. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

4. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

Direct tax Proceedings:

NIL

(ii) Indirect Taxes Liabilities

Indirect tax Proceedings

NIL

5. Other Pending Litigations

NIL

B. CASES FILED BY OUR COMPANY

1. **Litigation Involving Criminal matters**
   NIL

2. **Civil Matters**
   NIL

3. **Litigation Involving Actions by Statutory/Regulatory Authorities**
   NIL

4. **Litigation involving Tax Liabilities**
   (i) Direct Tax Liabilities
   NIL

   (ii) Indirect Taxes Liabilities
   NIL

5. **Other Pending Litigations**
   NIL

III. <u>LITIGATION INVOLVING OUR DIRECTORS</u>

A. LITIGATION AGAINST OUR DIRECTORS

1. **Criminal matters**
   NIL

2. **Civil Matters**
   NIL

3. **Litigation Involving Actions by Statutory/Regulatory Authorities**
   NIL

4. **Litigation involving Tax Liabilities**
   (i) Direct Tax Liabilities
   NIL

   (ii) Indirect Taxes Liabilities
   NIL

5. **Other Pending Litigations**
   NIL

B. LITIGATION FILED BY OUR DIRECTORS

1. **Litigation Involving Criminal matters**
   NIL

2. **Civil Matters**
   NIL

3. **Litigation Involving Actions by Statutory/Regulatory Authorities**
   NIL

4. **Litigation involving Tax Liabilities**
   (i) Direct Tax Liabilities

NIL

(ii) Indirect Taxes Liabilities
NIL

5. Other Pending Litigations
NIL

IV. LITIGATION INVOLVING OUR PROMOTERS AND PROMOTER GROUP

A. LITIGATION AGAINST OUR PROMOTERS AND PROMOTER GROUP

1. Litigation Involving Criminal matters
NIL

2. Civil Matters
NIL

3. Litigation Involving Actions by Statutory/Regulatory Authorities
NIL

4. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities
NIL

(ii) Indirect Taxes Liabilities
NIL

5. Other Pending Litigations
NIL

B. LITIGATION FILED BY OUR PROMOTERS AND PROMOTER GROUP

1. Litigation Involving Criminal matters
NIL

2. Civil Matters
NIL

3. Litigation Involving Actions by Statutory/Regulatory Authorities
NIL

4. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities
As mentioned in point no. III B (4)(i) above.

(ii) Indirect Taxes Liabilities
NIL

5. Other Pending Litigations
NIL

V. LITIGATION INVOLVING OUR GROUP ENTITIES

1. Litigation Involving Criminal matters

NIL

2. Civil Matters

NIL

3. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

4. Litigation involving Tax Liabilities

(i) Direct Tax Liabilities

NIL

(iii) Indirect Taxes Liabilities

NIL

5. Other Pending Litigations

NIL

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

1. CREDITORS OF THE COMPANY FOR THE AMOUNT EXCEEDING RS. 1 LAKHS OUTSTANDING FOR MORE THAN 30 DAYS

As of September 30, 2018, our Company, in its ordinary course of business, has an aggregate amount of Rs. 46.12 Lakhs, which is due towards sundry and other creditors. As per the above policy, consolidated information of outstanding dues, as at September 30, 2018, owed to small scale undertakings, material dues to creditors and other dues to creditors separately, giving details of number of cases and aggregate amount for such dues is as under:

Particulars	Number of Creditors	Amount (Rs. in Crores)
Micro, Small and Medium Enterprises	NIL	NIL
Material Creditors		
Other Creditors		
Total		

Outstanding Litigations involving the Company or involving any other person or company whose outcome may have a material adverse effect on the Company's results of operations or financial position.

Except as described above, as on date of this Prospectus, there are no outstanding litigations involving the Company, or involving any other person or company whose outcome may have a material adverse effect on the Company's results of operations or financial position.

There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters during the last 5 years.

Pending proceedings initiated against our Company for economic offences.

There are no pending proceedings initiated against our Company for economic offences.

Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous companies enactment in the last 5 years against our Company.

There are no inquiries, investigations etc. instituted under the Companies Act or any previous companies enactment in the last 5 years against our Company.

Material Fraud against our Company in the last five years

There has been no material fraud committed against our Company in the last five years.

Fines imposed or compounding of offences for default

There are no fines imposed or compounding of offences for default or outstanding defaults.

Non-Payment of Statutory Dues

Except as disclosed in the chapter titled "***Financial Statements***" beginning on pages *113* there are have been no defaults or outstanding defaults in the payment of statutory dues payable under the Employees Provident Funds and Miscellaneous Provisions Act, 1952 and the Employees State Insurance Act, 1948.

MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE

Except as disclosed in Chapter titled ***"Management's Discussion & Analysis of Financial Conditions & Results of Operations"*** beginning on page *138* there have been no material developments that have occurred after the Last Balance Sheet Date.

GOVERNMENT AND OTHER APPROVALS

GOVERNMENT & OTHER KEY APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

I. APPROVALS FOR THE ISSUE

The following approvals have been obtained or will be obtained in connection with the Issue:

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 04, 2018 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.

2. The shareholders of our 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 September 01, 2018 authorized the Issue.

3. In-principle approval dated January 31, 2019 from the BSE to use the name of BSE for listing of the Equity Shares issued by our Company pursuant to the Issue.

4. The ISIN of the Company is INE01BL01012

II. APPROVALS PERTAINING TO INCORPORATION OF OUR COMPANY

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Certificate of Incorporation	ROC- West Bengal	CIN- U15500WB2012PTC185821	September 13, 2012	Valid until Cancelled
2.	Certificate of Incorporation consequent upon conversion from Private to Public Company	ROC- West Bengal	CIN- U15500WB2012PLC185821	May 03, 2018	Valid until Cancelled

III. BUSINESS RELATED APPROVALS

A. Approvals/registrations availed

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Certificate of Importer Exporter-Code	Dy. Director General of Foreign Trade	0212026160	Date of Issue: 21.01.2013	Perpetual
2.	Excise License	Government of National Capital Territory of Delhi Office of the Commissioner of Excise, Entt & Luxury Tax	F. No. L-1F/Ex/02/IMFL/2018-19	21.08.2018	31.03.2019

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
3.	Registration under Employees' State Insurance Act, 1948 for property	Employees' State Insurance Corporation,	Application Reference Number: 153690955		
4.	Registration under Employees Provident Funds and Miscellaneous Act, 1952 *	Employees Provident Fund Organization, Regional Office:	WBHLO1327281	23.09.2015	Perpetual

Registration under Employees Provident Funds and Miscellaneous Act, 1952 was in name of United wines we have applied for change in name on 11th Sept'18 via application number NSL/EPF/18-19/1

IV. TAX RELATED APPROVALS

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1	Permanent Account Number (PAN)	Income Tax Department	AAECN1130F	--	Valid until cancelled
2	Tax Deduction Account No.(TAN)	Income Tax Department	CALN06311E	--	Valid until cancelled
3	Registration for Goods and Services Tax	Goods & Service tax, West Bengal	19AAECN1130F1ZV	12.07.2018	Valid until cancelled
4	Registration for Goods and Services Tax	Goods & Service tax, New Delhi	07AAECN1130F1ZO	14.07.2018	Valid until cancelled
5	Registration for Goods and Services Tax	Goods & Service tax, Uttar Pradesh	09AAECN1130F1ZW	10.04.2018	Valid until cancelled
6	Registration for Goods and Services Tax	Goods & Service tax, Assam	18AAECN1130F1ZX	18.05.2018	Valid until cancelled
7	Registration for Value Added Tax (VAT)	Department of Trade & Taxes, Government of NCT of Delhi	07846889629	02.07.2013	Valid until cancelled
8	Registration for Value Added Tax (VAT)	Department of Commercial Taxes, Government of Uttar Pradesh	09165729631C	05.06.2018	Valid until cancelled
9	Registration for Value Added Tax (VAT)	Department of Commercial Taxes, Government of Assam	18400256490	10.05.2018	Valid until cancelled
10	Certificate of Enrolment -Profession Tax	The West Bengal State Tax on Profession, Trades, Callings and Employments Rule, 1979.	192013498783	05.06.2015	Valid until cancelled

TRADEMARK REGISTRATION

Sr. No	Logo	Class	Owner of Trademark	Application Number	Date of Application
1	NORTHERN SPIRITS LTD Entrepreneurial Journey Since 1975	33	Northern Spirits Limited	3947919	18th Sept'18

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Issue in terms of this Prospectus has been authorized pursuant to the resolution passed by the Board of Directors dated August 04, 2018 and by the shareholders pursuant to the special resolution passed in Extra Ordinary General Meeting dated September 01, 2018, under Section 62(1)(c) of the Companies Act, 2013.

Our Company has obtained in-principle approval from the BSE SME Ltd for using its name in the Prospectus pursuant to an approval letter dated January 31, 2019 BSE Ltd is the Designated Stock Exchange.

Confirmation:

- Our Company, our Directors, our Promoters, Promoter Group, person(s) in control of our Company have not been prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

- Our Company, our Promoters, Promoters' Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

- None of our Directors are in any manner associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors.

- None of the Directors are associated with any entities, which are engaged in securities market related business and are registered with SEBI for the same.

- There are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which any of our Company, our Promoter, Directors, persons in control of our Company or any natural person behind the Promoter are or were associated as a promoter, director or person in control, been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other regulatory or government authority.

- Neither our Company, nor our Promoter, relatives (as defined under the Companies Act, 2013) of our Promoter nor our Directors, are Wilfull Defaulters.

- Neither our Promoter nor any of our Directors is declared as Fugitive Economic Offender

- Neither our Company, nor our Promoters, our Directors, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a willful defaulter by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under Section titled, "*Outstanding Litigations and Material Developments*" beginning on page no. 146 of this Prospectus.

Eligibility for the Issue

- Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue.

- Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations; and this Issue is an "Initial Public Issue" in terms of the SEBI (ICDR) Regulations.

- Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue paid up capital will be more than 10 crores but less than Rs. 25 crores, and we may hence, issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "SME Platform of BSE Ltd")

We confirm that:

- In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size.

- In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money

will be unblocked forthwith. If such money is not repaid within eight (8) 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 (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act, 2013.

- In accordance with Regulation 246 the SEBI (ICDR) Regulations, we have not filed this Issue document with SEBI nor has SEBI issued any observations on our Prospectus. Also, we shall ensure that our Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI immediately upon registration of the prospectus with the Registrar of Companies.

- In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement with the Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of BSE Ltd.

- Our Company is incorporated under the Companies Act, 1956.

- The post issue paid up capital (Face Value) of the company will be Rs.16.05 crores. So, the company has fulfilled the criteria of post issue paid up capital shall not be more than Rs. 25 crores.

- As per restated financial statement, the net-worth of the company is Rs. 33.68 crores as on 30.09.2018. Our company has positive net-worth. So, the company has fulfilled the criteria of positive net-worth of the company.

- Our Company have a track record of more than 3 years and Positive Cash Accruals (Earnings Before Depreciation and Tax) from operations for more than 2 financial years preceding the Application. So the company has fulfilled the criteria of having a track record of at least 3 years and Positive Cash Accruals (Earnings Before Depreciation and Tax) from operations for at least 2 financial years preceding the Application.

(Amt. in Lakhs.)

Particulars	Sept 30th 18	F.Y. 2017-18	F.Y. 2016-17	F.Y. 2015-16
Earnings Before Depreciation and Tax (as restated)	390.04	142.85	68.67	(49.48)

- Our Company has a website i.e. www.northernspirits.in

- Our Company shall mandatorily facilitate trading in demat securities and have entered into an agreement with both the depositories. Our Company has entered into an agreement for registration with the Central Depositary Services Limited (CDSL) dated July 26th, 2018 and National Securities Depository Limited dated August 17th 2018 and for establishing connectivity.

- There has been no change in the promoter(s) of our Company in the preceding one year from date of filing application to BSE for listing on SME segment.

- Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

- There is no winding up petition against our Company, which has been admitted by the Court or a liquidator has not been appointed.

- No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the applicant company.

- We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF ISSUE DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE ISSUE DOCUMENT. THE LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE ISSUE DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE ISSUE DOCUMENT, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, FINSHORE MANAGEMENT SERVICES LIMITED HAS FURNISHED TO STOCK EXCHANGE/SEBI A DUE DILIGENCE CERTIFICATE DATED MARCH 04, 2019 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ICDR) REGULATION 2018.

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

Disclaimer from our Company and the Lead Manager

Our Company and the LM accept no responsibility for statements made otherwise than those contained in this Prospectus or in the advertisements or any other material issued by or at our Company's instance and that anyone placing reliance on any other source of information would be doing so at his or her own risk.

Caution

The LM accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered between the LM (Finshore Management Services Limited) and our Company on September 04th 2018 and addendum agreement dated 04th February 2019, and the Underwriting Agreement dated 12th December 2018 entered into between the Underwriters and our Company and the Market Making Agreement dated 07th December 2018 entered into among the Market Maker and our Company.

All information shall be made available by our Company and the LM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

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

Note: Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters 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 the Equity Shares in the Issue.

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 majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative 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 the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakh and pension funds with a minimum corpus of Rs.2,500.00 Lakh, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Prospectus does not, however, constitute an Issue to sell or an invitation to subscribe for Equity Shares Issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Kolkata, West Bengal, India only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be Issued 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 from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Disclaimer Clause of the SME Platform of BSE

As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as BSE).

BSE Limited ("BSE") has vide its letter dated January 31, 2019 given permission to Northern Spirits Limited to use its name in the offer document as the Stock Exchange on whose Small and Medium Enterprises platform ("SME platform") the company's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this company. BSE does not in any manner: -

- **i.** warrant, certify or endorse the correctness or completeness of any of the contents of this offer documents; or
- **ii.** warrant that this company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
- **iii.** take any responsibility for the financial or other soundness of this company, its promoters, its management or any scheme or project of this company.
- **iv.** warrant, certify, or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the company and investors are informed to take the decision to invest in the equity shares of the company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the company is determined by the company in consultation with the Merchant Banker(s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

- **v.** BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.

- **vi.** The company has chosen the SME platform on its own initiative and its own risk, and is responsible for complying with local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and courts exclusively situated in Mumbai.

Disclaimer Clause under Rule 144A of the U.S. Securities Act

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "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 under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Issued and sold outside the United States in compliance with Regulation S of the 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 Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Listing

The Equity Shares of our Company are proposed to be listed on BSE SME. Our Company has obtained in-principle approval from BSE by way of its letter dated January 31, 2019 for listing of equity shares on BSE SME.

BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Prospectus. If such money is not repaid within eight (8) 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 (8) days, be liable to repay such application money, with interest at the rate as prescribed under the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date.

Filing

The Prospectus is being filed with BSE Limited, 20th Floor, P.J. Towers, Dalal Street, Fort, Mumbai-400001, Maharashtra.

A copy of this Draft Prospectus shall be furnished to SEBI in soft copy. A copy of the Prospectus shall be filed with SEBI immediately upon registration of the Offer document with Registrar of Companies in term of Regulation 246 of the SEBI (ICDR) Regulations, 2018. SEBI shall not issue any observation on the Offer document.

A copy of the Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for registration to the Registrar of Companies, Kolkata, West Bengal.

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 to action under Section 447 of the Companies, Act 2013.

Consents

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Key Managerial Personnel, Our Peer Review Auditor, Our Banker(s) to the Company; (b) Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue, Underwriter(s) to the Issue and Market Maker to the Issue to act in their respective capacities shall be obtained as required under Section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. J K Sarawgi & Company Peer Review Auditors of the Company has agreed to provide their written consent to the inclusion of their respective reports on "Statement of Tax Benefits" relating to the possible tax benefits and restated financial statements as included in this Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Prospectus.

Experts Opinion

Except for the reports in the Section, **Statement of Possible Tax Benefits and Financial Statement as Restated** on page no 54 and page no 113 of this Prospectus from the Peer Review Auditors and Statutory Auditor respectively; our Company has not obtained any expert opinions. However, the term "expert" shall not be construed to mean an "expert"" as defined under the U.S. Securities Act 1933.

Price Information of past issued handled by the Lead Manager

Statement on Price Information of Past Issues handled by Finshore Management Services Limited:

Sr. No.	*Issue Name*	*Issue Size (Rs. In Cr.)*	*Issue Price (In 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	East India Securities Ltd	92.74	920	13/03/2018	921.90	1.02 [+0.72]	0.86 [+5.42]	3.23 [+11.40]
2	Sungold Media And Entertainment Limited	1.35	10	27/08/2018	9.75	-11.43 [-5.56]	-41.09 [-8.63]	-29.29 [-7.03]
3	Powerful Technologies Limited	13.54	51	28/08/2018	48.00	-34.65 [-6.48]	-38.71 [-8.97]	-58.33 [-7.94]
4	AKI India Limited	3.08	11	12/10/2018	11.55	-2.68 [1.22]	-0.87 [+3.67]	N.A.
5	Shree Krishna Infrastructure Limited	1.17	13	03/12/2018	12.35	-55.87 [-0.96]	-57.09 [-0.49]	N.A.
6	Diksha Greens Ltd	13.32	30	05/12/2018	36.20	106.69 [-0.53]	121.03 [0.50]	N.A.
7	Shankar Lal Rampal Dye-Chem Limited	7.29	45	24/12/2018	46.15	-1.71 [+1.80]	N.A.	N.A.
8	Jonjua Overseas Limited	1.30	10	25/02/2019	12	N.A.	N.A.	N.A.

Status as on 01-03-2019

1. in case where the security is not being traded on 30th, 90th and 180th day, the previous working day has been considered.
2. in case where 30th, 90th and 180th day is holiday, the previous working day has been considered for benchmark and security purpose.
3. the benchmark index is SENSEX where the securities have been listed in BSE SME and Nifty where securities have been listed in NSE.

Summary statement of Disclosure:

Financial Year	*Total no. of IPOs*	*Total Funds Raised (`in Cr.)*	*Nos. of IPOs trading at discount - 30th calendar day from listing day*			*Nos. of IPOs trading at premium - 30th calendar day from listing day*			*Nos. of IPOs trading at discount - 180th calendar day from listing day*			*Nos. of IPOs trading at premium - 180th calendar day from listing day*		
			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%*
2016-17	0	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A
2017-18	1	92.74	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A	N. A	1
2018-19*	7^	41.05	1	N. A	2	1	N. A	N. A	1	1	N. A	N. A	N. A	N. A

**Status as on 01-03-2019, ^One Issue open on 25/02/2019.*

For details regarding track record of LM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the LM at: www.finshoregroup.com.

Particulars regarding Public or Rights Issues during the last five (5) years

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of this Prospectus.

Underwriting Commission, brokerage and selling commission on Previous Issues in last 5 years

Since this is the initial public Issuing of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

Particulars in regard to our Company and other listed group-companies / subsidiaries/ associates under the same management within the meaning of Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

Performance vis-a-vis objects–Public/right issue of our Company and/or listed Group Companies/subsidiaries and associates of our Company

Except as stated under Section titled, **Capital Structure**, beginning on page 37 of this Prospectus our Company has not undertaken any previous public or rights issue. None of the Group Companies/Entities or associates of our Company are listed on any stock exchange.

Performance vis-a-vis objects - Last Issue of Group/Associate Companies

All of our Group/Associate are unlisted and have not made a public issue of shares in the last ten (10) years preceding the date of this Prospectus.

Outstanding Debentures or Bond Issues or Redeemable Preference Shares

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Prospectus.

Outstanding Convertible Instruments

Our Company does not have any outstanding convertible instruments as on the date of filing this Prospectus.

Option to Subscribe

Equity Shares being issued through the Prospectus can be applied for in dematerialized form only.

Stock Market Data of the Equity Shares

This being a public Issue of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

Mechanism for Redressal of Investor Grievances

The Company has appointed "Cameo Corporate Services Limited" as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company.

The Agreement amongst the Registrar to the Issue, our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the relevant Designated Branch or the collection center of the SCSBs where the Application Form was submitted by the ASBA Applicants in ASBA account or UPI ID linked bank account number in which the amount equivalent to the Bid Amount was blocked. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

The Applicant should give full details such as name of the sole/first Applicant, Application Form number, Applicant DP ID, Client ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Ms. Nikita Sureka, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Ms. Nikita Sureka
Northern Spirits Limited
5A, Woodburn Park Road, Woodburn Central Unit 603, 6th Floor
Kolkata-700020
Tel No.: 033 22902043; Email: info@northernspirits.in

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

Status of Investor Complaints

We confirm that we have not received any investor compliant during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

Disposal of investor grievances by listed companies under the same management as our Company: We do not have any listed company under the same management.

SECTION XI: ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of this Prospectus, the abridged prospectus, Application Form, CAN, the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, 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 GoI, the Stock Exchanges, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that in terms of regulation 256 of the SEBI (ICDR), 2018 read with SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in this issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e. just writing their bank account numbers and authorising the banks to make payment in case of allotment by signing the application forms. As an alternate payment mechanism, Unified Payments Interface (UPI) has been introduced (vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public issues by retail individual investors through intermediaries (Syndicate members, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants

AUTHORITY FOR THE PRESENT ISSUE

This Issue has been authorized by a resolution of the Board passed at their meeting held on August 04, 2018, subject to the approval of shareholders through a special resolution to be passed pursuant to Section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EGM of the Company held on September 01, 2018.

RANKING OF EQUITY SHARES

The Equity Shares being Issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to Section titled, ***"Description of Equity Shares and Terms of the Articles of Association"***, beginning on page 200 of this Prospectus.

MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividend to the shareholders of our Company in accordance with the provisions of the Companies Act, 2013, as may be applicable, the Articles of Association of our Company, the provisions of the SEBI Listing Regulations and any other rules, regulations or guidelines as may be issued by the Government of India in connection there to and as per the recommendation by our Board of Directors and approved by our Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, for further details in relation to dividends, please refer to Sections titled, *"**Dividend Policy"*** and ***"Description of Equity Shares and Terms of the Articles of Association"***, beginning on page 112 and 200 respectively, of this Prospectus.

FACE VALUE AND ISSUE PRICE

The face value of the share of our company is ₹ 10/- per equity share and the issue price is ₹43/- per equity share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the Section titled, **Basis for Issue Price**, beginning on page 52 of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

COMPLIANCE WITH SEBI (ICDR) REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations as amended time to time. 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 of our Company, 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 other preferential claims being satisfied;
- Right of free transferability of the Equity Shares, 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 company under the previous Companies Act, 1956 and Companies Act, 2013, as may be applicable, terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation/splitting, etc., please refer to Section titled, ***"Description of Equity Shares and Terms of the Articles of Association"***, beginning on page 200 of this Prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issuer:

1. Tripartite agreement dated August 17th, 2018 between our Company, NSDL and the Registrar to the Issue.
2. Tripartite agreement dated July 26th, 2018 between our Company, CDSL and the Registrar to the Issue

The trading of the Equity Shares will happen in the minimum contract size of 3,000 Equity Shares and the same may be modified by the SME Platform of BSE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Prospectus will be done in multiples of 3,000 Equity Shares subject to a minimum allotment of 3,000 Equity Shares to the successful Applicants in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

MINIMUM NUMBER OF ALLOTTEES

In accordance with the Regulation 268 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.

JOINT HOLDERS

Where two (2) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the Applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013, any Person who becomes a nominee by virtue of this section shall upon the production of such evidence as may be required by the Board, elect either:

To register himself or herself as the holder of the Equity Shares; or To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety (90) 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 form, there is no need to make a separate nomination with our Company. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

PERIOD OF SUBSCRIPTION LIST OF PUBLIC ISSUE

ISSUE OPENS ON:	**MARCH 22, 2019**
ISSUE CLOSES ON:	**MARCH 27, 2019**

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. In accordance with Regulation 260(1) of SEBI (ICDR) Regulations, this Issue is 100% underwritten and the details of the same have been disclosed under Section titled, **General Information**, beginning on page 30 of this Prospectus.

As per section 39 of the new Companies Act, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of thirty (30) days from the date of issue of Prospectus, the application money has to be returned within such period as may be prescribed.

If our Company does not receive the subscription of 100% of the Issue through this Issue Document including devolvement of Underwriters, our Company shall forthwith unblock the entire subscription amount received. If there is a delay beyond eight (8) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under section 73 of the Companies Act, 2013 and applicable law.

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.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of 3,000 equity shares in terms of the SEBI Circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE.

APPLICATION BY ELIGIBLE NRIS, FPIS/FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs. Such Eligible NRIs, FPIs/FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment ***("FDI")*** Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

RESTRICTIONS ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue as detailed in the Section titled, **Capital Structure**, beginning on page 37 of this Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfer and transmission and on their consolidation/splitting of Equity Shares. For further details, please refer to the Section titled, ***"Description of Equity Shares and Terms of the Articles of Association"***, beginning on page 200 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 LM do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the LM are not liable to inform to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

As per Section 29 of the Companies Act, 2013 and in accordance with SEBI (ICDR) Regulations, every company making public Issue shall issue securities only in dematerialized form only. Hence, the Equity Shares being Issued can be applied for in the dematerialized form only. Further, it has been decided by the SEBI that trading in securities of companies making an initial public Issue shall be in dematerialized form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME Exchange.

MIGRATION TO MAIN BOARD

In accordance with the BSE Circular dated November 26, 2012, our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations.

As per the provisions of the Chapter IX of the SEBI ICDR Regulations, the migration to the Main board of BSE from the SME Exchange on a later date shall be subject to the following:

- If the Paid up Capital of our Company is likely to increase above Rs. 25 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which our Company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board

OR

- If the Paid-up Capital of the company is more than Rs. 10 crore but below Rs.25 crore, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

MARKET MAKING

The Equity Shares offered through this Issue are proposed to be listed on the SME Platform of BSE (SME Exchange), wherein M/s. Airan Finstocks Private Limited, (the registered Market Makers of the SME Exchange) is the Market Maker to this Issue shall ensure compulsory Market Making through the SME Exchange for a minimum period of three

(3) years from the date of listing on the SME Platform of BSE. For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker please refer to Section titled, **General Information- Details of the Market Making Arrangements for this Issue**, beginning on page 30 of this Prospectus.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this issue.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Kolkata, 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 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, registration requirements of the U.S. Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being Issued or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions 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.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations 2018, whereby, an issuer whose post issue face value capital is more than ten crore rupees and upto twenty five crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such this Issue, please refer to Sections titled, **Terms of the Issue** and **Issue Procedure**, beginning on pages 161 and 168, respectively, of this Prospectus.

The present Issue of 43,02,000 Equity Shares at a price of Rs.43/- each aggregating to Rs.1,849.86 Lakhs by our Company. The Issue and the Net Issue will constitute 26.80 % and 25.46 %, respectively of the post issue paid up equity share capital of the Issuer Company.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares	40,86,000 Equity Shares	2,16,000 Equity Shares
Percentage of Issue Size available for allocation	94.98 % of the Issue Size	5.02% of the Issue Size
Basis of Allotment/Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of Equity Shares and further allotment in multiples of 3,000 Equity Shares each. For further details please refer to "Basis of Allotment" under Section titled, **Issue Procedure**, beginning on page 168 of this Prospectus.	Firm Allotment
Mode of Application	Through ASBA Process Only or through UPI for Retail Individual Investors	Through ASBA Process Only
Mode of Allotment	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.
Minimum Application Size	**For Other than Retail Individual Investors:** Such number of Equity Shares in multiples of 3,000 Equity Shares that the Application Value exceeds Rs.2,00,000. **For Retail Individuals:** 3,000 Equity Shares at Issue price of Rs. 43/- each.	2,16,000 Equity Shares @ Rs. 43/- each
Maximum Application Size	**For Other than Retail Individual Investors:** The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable. **For Retail Individuals Investors:** 3,000 Equity Shares at Issue price of Rs. 43/- each.	2,16,000 Equity Shares @ Rs. 43/- each
Trading Lot	3,000 Equity Shares	3,000 Equity Shares. However, the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Terms of Payment	100%	100%

WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

a. The final listing and trading approvals of BSE for listing of Equity Shares Issued through this Issue on its SME Platform, which the Company shall apply for after Allotment; and
b. The final RoC approval of this Prospectus after it is filed with the RoC.
c. In case, our Company wishes to withdraw the Issue after Issue Opening but before allotment, our Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two (2) widely circulated national newspapers (one each in English and Hindi) and one (1) in regional newspaper.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public Issuing of Equity Shares, our Company will file a fresh Issue document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through this Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

ISSUE PROGRAMME

ISSUE OPENING DATE	**MARCH 22, 2019**
ISSUE CLOSING DATE	**MARCH 27, 2019**

Applications and any revisions to the same will be accepted only between 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. On the Issue Closing Date when applications will be accepted only between 10:00 a.m. to 4:00 p.m. (Indian Standard Time).

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1:00 p.m. IST on the Issue Closing Date. Any time mentioned in this Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday)

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/ CFD/ DIL/ 12/ 2013) dated October 23, 2013 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, notified by SEBI ("General Information Document"), included below under Section ***"PART B – General Information Document"****, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the LM. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.*

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles.

Additionally, all Applicants may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment Instructions for ASBA Applicants and Retail Individual Applicants applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note ("CAN") and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

Our Company and the LM do not accept any responsibility for the completeness and accuracy of the information stated in this chapter and the General Information Document and are not liable for any amendment, modification or change in the 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.

Please note that all Applicants applying in the Issue can participate in the Issue only through the ASBA process. Applicants should carefully read the provisions applicable before making their application through the ASBA process. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB at the time of submitting the Application. As an alternate payment mechanism, investors may apply through UPI as per SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

Phased implementation of Unified Payments Interface (UPI)

SEBI has issued a circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 in relation to streamlining the process of public issue of equity shares and convertibles ("UPI Circular"). Pursuant to the circular, Unified Payments Interface ("UPI") is proposed to be introduced in a phased manner (phase I will be effective from January 1, 2019) as an additional mode of payment with ASBA Form for applications by Retail Individual Investors through intermediaries (i.e., Syndicate members, Registered Stock Brokers, Registrar and Transfer Agents and Depository Participants) ("UPI Channel"). The UPI Channel for making Applications by Retail Individual Investors will be made available in accordance with the UPI Circular.

Retail Individual Investors should note that the Application using UPI Channel is optional and they can make Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

PART – A

Fixed Price Issue Procedure

The Issue is being made in compliance with the provisions of Chapter IX of the SEBI ICDR Regulations, and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance is being offered to Other Investors including QIBs and Non-Institutional Applicants.

However, in case of under-subscription in either category, unsubscribed portion shall be allocated to investors in other category subject to valid Applications being received from them at the Issue Price.

Subject to the valid Applications being received at the Issue Price, allotment to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Individual Investors Category where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Individual Investors Category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, 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 Stock Exchange.

Investors should note that the Equity Shares will be Allotted to all successful Applicants only in dematerialised form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

Application Form

Retail Individual Applicants can submit their Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, the SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

Application Forms will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download on the website of the Company, Lead Manager and Stock Exchange, BSE (www.bseindia.com), at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants must provide bank account details and authorisation to block funds in the relevant space provided in the Application Form or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular Ref: *SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018*.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors can apply through ASBA Mode. Alternatively investors can apply through UPI. The prescribed colour of the Application Form for various categories applying in this issue is as follows:

Category	Colour
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)**	White*
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)**	Blue*

** Excluding electronic Application Form.*

*** Application forms will also be available on the website of the BSE (www.bseindia.com). Same Application Form applies to all ASBA Applicants/ Retail Individual Applicants applying through UPI mechanism, irrespective of whether*

they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).

Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

Who can apply?

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 Application Form and GID for more details.

Subject to the above, an illustrative list of Applicants is as follows:

i. Indian nationals resident in India who are competent to contract under the Indian Contract Act,1872, in single or joint names (not more than three);
ii. Applications belonging to an account for the benefit of a minor (under guardianship);
iii. 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". Application by HUFs will be considered at par with Applications from individuals;
iv. Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
v. QIBs;
vi. NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
vii. Qualified Foreign Investors subject to applicable law;
viii. Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
ix. Trusts/ societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/ societies and who are authorised under the irrespective constitutions to hold and invest in equity shares;
x. Limited liability partnerships registered under the Limited Liability Partnership Act,2008;
xi. Insurance companies registered with IRDAI;
xii. Mutual Funds registered with SEBI;
xiii. FPIs other than Category III Foreign Portfolio Investor;
xiv. Category III Foreign Portfolio Investors, which are foreign corporates or foreign individuals only under the Other Investors Category;
xv. Scientific and/ or industrial research organisations authorised in India to invest in the Equity Shares; and
xvi. Any other person eligible to Apply in this Issue, under the laws, rules, regulations, guidelines and polices applicable to them.

Applications should not to be made by:

i. Minors (except through their Guardians)
ii. Partnership firms or their nominations
iii. Foreign Nationals (except NRIs)
iv. Overseas Corporate Bodies

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

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

The information below is given for the benefit of the applicants. Our Company, and the Lead Manager do not accept responsibility for the completeness and accuracy of the information stated. Our Company, and the Lead Manager is not

liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for does not exceed the limits prescribed under laws or regulations.

MAXIMUM AND MINIMUM APPLICATION SIZE:

1. **For Retail Individual Applicants:**

   The Application must be for a minimum of 3,000 Equity Shares and in multiples of 3,000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs 2,00,000. As the application price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, they can make Application only for minimum Application size i.e. for 3,000 Equity Shares.

2. **For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs)**:

   The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs 2,00,000 and in multiples of 3,000 Equity Shares thereafter. An Application cannot be submitted for more than the Net 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.

3. **Minimum Bid Lot:** 3000 Equity Shares

Participation by Associates /Affiliates of LM and the Syndicate Members

The LM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Application by Mutual Funds

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

Applications by Eligible NRIs

Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs intending to make payment through freely convertible foreign exchange and Applying on a repatriation basis could make payments through the ASBA process only by blocking the funds for the amount payable on application in their NRE Account or FCNR Accounts, maintained with banks authorised by the RBI to deal in foreign exchange.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents, accompanied by a bank certificate confirming that the payment has been made by blocking the relevant funds in their NRE or FCNR account, as the case may be. Payment for Application by non-resident Applicants applying on a repatriation basis will not be accepted out of NRO accounts for the full Application amount, at the time of submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

Applications by HUF

Application by Hindu Undivided Families or HUFs should be 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". Application by HUFs will be considered at par with Applications by individuals.

Applications by FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased upto the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to the RBI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. In case of Applications made by FPIs, a verified true copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject the Application without assigning any reasons thereof.

Applications by banking companies

In case of Applications made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company without assigning any reason therefor.

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 Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of

such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a timebound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

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 ASBA applications.

Applications by SEBI registered Venture Capital Funds, Alternative Investment Funds and Foreign Venture Capital Investors

The SEBI VCF Regulations and the SEBI FVCI Regulations, as amended, inter alia prescribe the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only upto 33.33% of the investible funds in various prescribed instruments, including in public offerings.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee company. A category III AIF cannot invest more than 10% of the corpus in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/ 3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

All Non-Resident Applicants including Eligible NRIs, FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and / or commission. There is no reservation for Eligible NRIs, FIIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Further, according to the SEBI Regulations, the shareholding of VCFs, category I or II AIFs and FVCIs held in a company prior to making an initial public offering would be exempt from lock-in requirements only if the shares have been held by them for at least one year prior to the time of filing the Red Herring Prospectus with SEBI. However, such equity shares shall be locked in for a period of at least one year from the date of purchase by the VCF, category I or II AIF or FVCI, as the case may.

Applications by limited liability partnerships

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

Applications by Insurance Companies

In case of Applications made by Insurance Companies, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the "IRDAI Investment Regulations") are broadly set forth below:

a) Equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

b) The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
c) The industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) and (iii) above, as the case may be.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of `2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of `500,000.00 million or more but less than `2,500,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

Applications by provident funds/ pension funds

In case of Applications made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ` 250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof.

Applications under Power of Attorney

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Mutual Funds, Eligible FPIs, insurance companies Systemically Important Non-Banking Financial Companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ` 250 million and pension funds with a minimum corpus of ` 250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), 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, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefor.

Applications by Systemically Important Non-Banking Financial Companies

In case of Application by Systemically Important Non-Banking Financial Companies, certified copy of a) the certificate of registration issued by RBI, b) certified copy of its latest audited financial statement on a standalone basis and a net worth certificate from its statutory auditor and c) such other approval as may be required by Systemically Important Non-Banking Financial Companies are required to be attached to the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefor. Systemically Important Non-Banking Financial Companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

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 Applicants are advised to ensure that any single Application from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.

Method and Process of Applications

1. The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.

2. 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.

3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.

4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.

5. Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

6. The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.

7. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.

8. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.

9. 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 Applicant on request.

10. 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 withdraw/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment if 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.

Terms of payment

The entire Issue price of 43/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will 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, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

Allocation of Equity shares

1) The Issue is being made through the Fixed Price Process wherein 2,16,000 Equity Shares shall be reserved for Market Maker and 40,86,000 Equity shares (Net Issue) 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 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 QFIs, 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 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.

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 Managers 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 the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of Equity Shares will be in the dematerialized form only;
- Applicant shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application
- 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 the ASBA account or UPI ID linked Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers),the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Instruct your respective Banks to not release the funds blocked in the ASBA Account/UPI ID linked Bank Account under the ASBA process;
- Ensure that the Applications are submitted at the Collection centres only on forms bearing the stamp of the Syndicate or Registered Broker or RTAs or DPs or SCSB (except in case of electronic forms). Ensure that your Application is submitted either to a member of the Syndicate (in the Specified Locations), a Designated Branch of the SCSB where the Applicant has a bank account or a UPI ID linked Bank Account, or to a Registered Broker at the Broker Centres or to RTAs or DPs at collection centres and not to our Company.
- 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 ASBA Account number in the Application Form and in case of Retail Individual Applicants applying through UPI Channel, ensure that you have mentioned the correct UPI ID.
- Submit revised Applications to the same member of the Syndicate, SCSB or Non-Syndicate Registered Broker, or RTAs or DPs as applicable, through whom the original Application was placed and obtain a revised TRS;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- All Investors submit their applications through the ASBA process only;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply for 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 SCSBs, Registered Brokers of Stock Exchange, RTA and DPs registered with SEBI;
- 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 Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- 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 color prescribed for another category of Applicant; and
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
- Do not make more than five application from one bank account.
- Do not use third party bank account or third party UPI ID linked Bank Account for making the Application;

Other instructions for the Applicants

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 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.

Multiple Applications

An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to the Designated Intermediaries and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

Impersonation:

Attention of the application is specifically drawn to the provisions of the 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.
d) The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending upto 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending upto three times of such amount."

Investor Grievance

In case of any pre-Issue or post-Issue related problems regarding demat credit/refund orders/unblocking etc., the Investors can contact the Compliance Officer of our Company.

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.

Grounds for Technical Rejections

Applicants are advised to note that the Applications are liable to be rejected, inter-alia, on the following technical grounds: -

- Amount paid does not tally with the amount payable for the Equity shares applied for;
- In case of partnership firms, Application for Equity Shares made in the name of the individual partners and no firm as such shall be entitled to apply.
- Application by persons not competent to contract under the Indian Contract Act, 1872, including minors, insane person.
- PAN not mentioned in the Application Form.
- GIR number furnished instead of PAN.
- Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- Applications made using a third party bank account or using third party UPI ID linked bank account;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 3,000;
- Category not ticked;
- Multiple Applications as defined in this Prospectus as such, based on common PAN;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and Prospectus as per the instructions in this Prospectus and Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US person other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144Aunder the Securities Act;
- Application not duly signed by the sole applicant;
- Application by any person outside India if not in compliance with applicable foreign and Indian Laws;
- Application 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;
- Application by person not eligible to acquire equity shares of the company in terms of all applicable laws, rules, regulations, guidelines, and approvals. Application or revision 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 BSE.
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants, other Retail Individual Applicants, not submitted through ASBA process and Applications by Retail Individual Applicants not submitted through ASBA process or the UPI process;
- Failure of Retail Individual Applicants to validate the request of blocking of Application amount sent by the Sponsor Bank;
- Applications not uploaded on the terminals of the Stock Exchanges;
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form;
- Details of ASBA Account not provided in the Application form;
- In case of Retail Individual Applicants applying through the UPI mechanism, details of UPI ID, not provided in the Application form; etc

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular.

APPLICANT 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 EXCHANGE BY THE BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchange, along with the LM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Completion of Formalities for Listing & Commencement of Trading

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 (six) Working Days of the Issue Closing Date. The Registrar to the Issue may dispatch the Allotment Advice within 6 (six) Working Days of the Issue Closing Date.

Signing of Underwriting Agreement and Filing of Prospectus with ROC

a) The issue is 100% underwritten. Our company has entered into an Underwriting Agreement dated 12th December 2018 with Lead Manager. For Further information, please refer section "General Information" beginning from page no 30 of this Prospectus.

b) A copy of Prospectus will be filled with the RoC in terms of Section 26 & 32 of Companies Act, 2013.

Undertakings by Our Company

We undertakes as follows:

1) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of Issue Closing Date.
3) That the funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the registrar to the issue by the issuer.
4) That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.
5) That the promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions in these regulations.
6) That no further issue of securities shall be made till the securities offered through the Prospectus are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with Regulation 19.
7) That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment.
8) That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
9) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;

Utilization of Issue Proceeds

The Board of Directors of our Company certifies that:

1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act2013;
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 unutilized, under an appropriate head in our 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 the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested.
4) The utilisation of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate head in the balance

sheet of our Company indicating the purpose for which such monies have been utilised;

5) The details of all unutilised monies out of the funds received under the Promoters' contribution shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

Equity Shares in Dematerialized Form with NSDL or CDSL

To enable all shareholders of our Company to have their shareholding in electronic form, the Company will sign the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a) Agreement dated August 17th 2018 between NSDL, the Company and the Registrar to the Issue;
b) Agreement dated July 26th 2018 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. **INE01BL01012**

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, 2018. 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 Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the 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 the 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, 2018 ("**SEBI ICDR Regulations, 2018"**) as amended.

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 under chapter IX of SEBI (ICDR) regulation 2018, an Issuer is inter-alia required to comply with the eligibility requirements of in terms of Regulation 228, 229 and 230 of the SEBI (ICDR) Regulations, 2018. For details of compliance with the eligibility requirements by the Issuer Applicants may refer to the Prospectus.

The present Issue being made under Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulation 2018.

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, 2018, 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 Chapter IX of SEBI (ICDR) Regulation 2018:

a) In accordance with Regulation 260 of SEBI (ICDR) Regulation 2018, 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 268 of SEBI (ICDR) Regulation 2018, total number of proposed allottees in the Issue shall be greater than or equal to fifty, otherwise the entire application money will be blocked 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 246 the SEBI (ICDR) Regulation 2018, 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 soft copy of prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI immediately upon registration of the prospectus with the Registrar of Companies.

d) In accordance with Regulation 261 of the SEBI (ICDR) Regulation 2018, 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 be incorporated under the companies Act 1956

f) The post issue paid up capital of the company (face value) shall not be more than ₹2500.00 Lakh

g) The Company should have positive net-worth.

h) The company should have a track record of atleast 3 years.

i) The company should have combined 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

j) The Company should have a website

k) It is mandatory for the company to facilitate trading in demat securities and enter into an agreement with both the depositories

l) There should not be any change in the promoters of the company in preceding one year from date of filing the application to BSE for listing under SME segment.

m) The company should not have been referred to Board for Industrial and Financial Reconstruction.

n) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.

o) 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.

Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations 2018 and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

Thus the Company is eligible for the Issue in accordance with Regulation 229(2) and other provision of Chapter IX of SEBI (ICDR) Regulations, 2018 as the post –issue face value capital does exceed Rs.1000 Lakh. Company also complies with the eligibility conditions laid by the SME Platform of BSE 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, 2018, 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 this 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 Bid/Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/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.

The present issue is 100% Fixed Price Issue.

2.4 Offer Period

The Issue may 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.

2.5 Migration to Main Board

SME Issuer may migrate to the Main Board of Stock Exchange from the SME Exchange at a later date subject to the following:

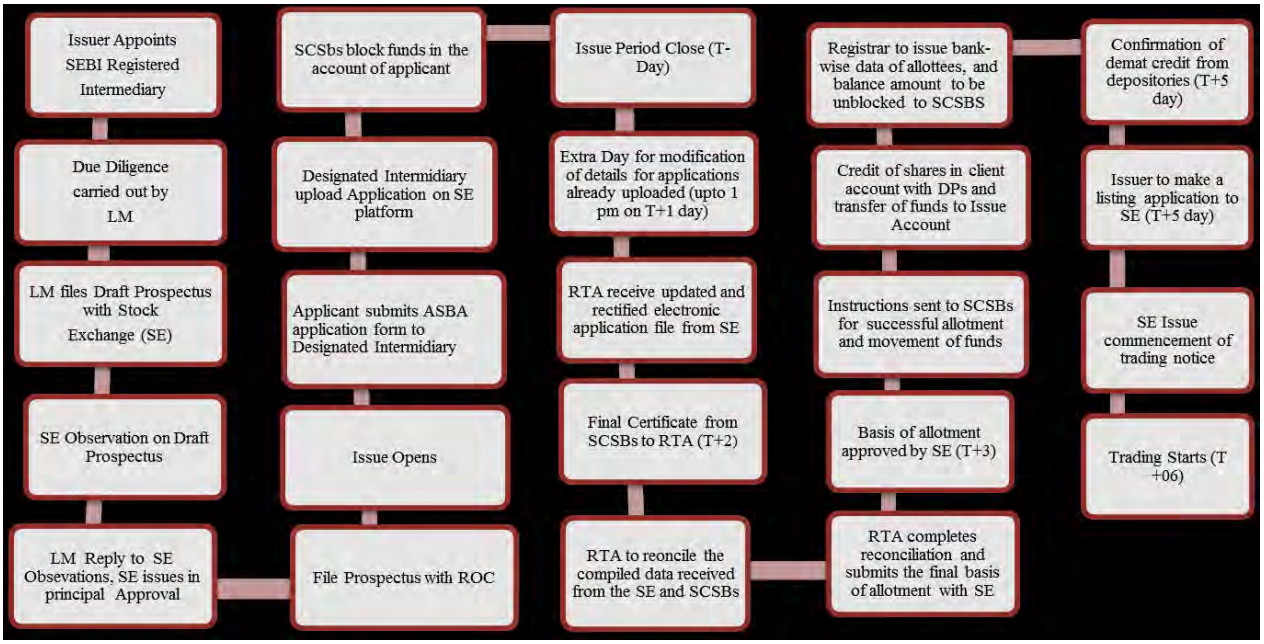
a) If the Paid up Capital of the Company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor 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), The Company shall apply to SE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

b) If the Paid up Capital of the company is more than ₹ 10 crores but below ₹ 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by Share holders other than promoter shareholders against the proposal.

2.6 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 Bidders/Applicants, such as NRIs, FII's, 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:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder/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 may be considered at par with those from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorized to invest in equity shares under their respective constitutional and charter documents;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law; NRIs other than Eligible NRIs are not eligible to participate in this Issue.
- Indian Financial Institutions, scheduled commercial banks regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2018 and other laws, as applicable);
- FPIs other than Category III foreign portfolio investors, VCFs and FVC are registered with SEBI.
- Limited liability partnerships registered in India and authorized to invest in equity shares.
- State Industrial Development Corporations.
- Trusts/societies registered under the Societies Registration Act, 1860, as amended or under any other law relating to trusts/ societies and who are authorized under their respective constitutions to hold and invest in equity shares;
- Scientific and or Industrial Research Organizations authorized to invest in equity shares.
- Insurance Companies registered with IRDA;
- Provident Funds and Pension Funds with minimum corpus of Rs. 2500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Multilateral and Bilateral Development Financial Institutions;
- National Investment Fund set up by resolution no F.No.2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Insurance funds set up and managed by army, navy, air force of the Union of India or by Department of Posts, India;
- Any other person eligible to apply to this Issue, under the laws, rules, regulations, guidelines, and policies applicable to them and under Indian Laws.

Application not should be made by:

- Minors (Expect under guardianship)
- Partnership firms or their nominees
- Foreign Nations (Except NRIs)
- Overseas Corporate Bodies

As per the existing regulations, OCBs are not allowed to participate in an Issue.

SECTION 4: APPLYING IN THE ISSUE

Fixed Price Issue: Applicants should only use the specified cum Application Form either bearing the stamp of Designated Intermediaries as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the registered office of the Issuer, and office of the RTA and at the office of the 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 color of the Application Form for various categories of Applicants is as follows:

Category	Colour
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)	White
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)	Blue

Please note that in terms of regulation 256 of the SEBI (ICDR), 2018 read with SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in this issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e. just writing their bank account numbers and authorising the banks to make payment in case of allotment by signing the application forms. As an alternate payment mechanism,Unified Payments Interface (UPI) has been introduced(vide SEBI Circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018) as a payment mechanism in a phased manner with ASBA for applications in public issues by retail individual investors through intermediaries (Syndicate members, Registered Stock Brokers, Registrar and Transfer agent and Depository Participants.

Investors are advised to carefully refer SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 for the procedure to be followed for applying through UPI

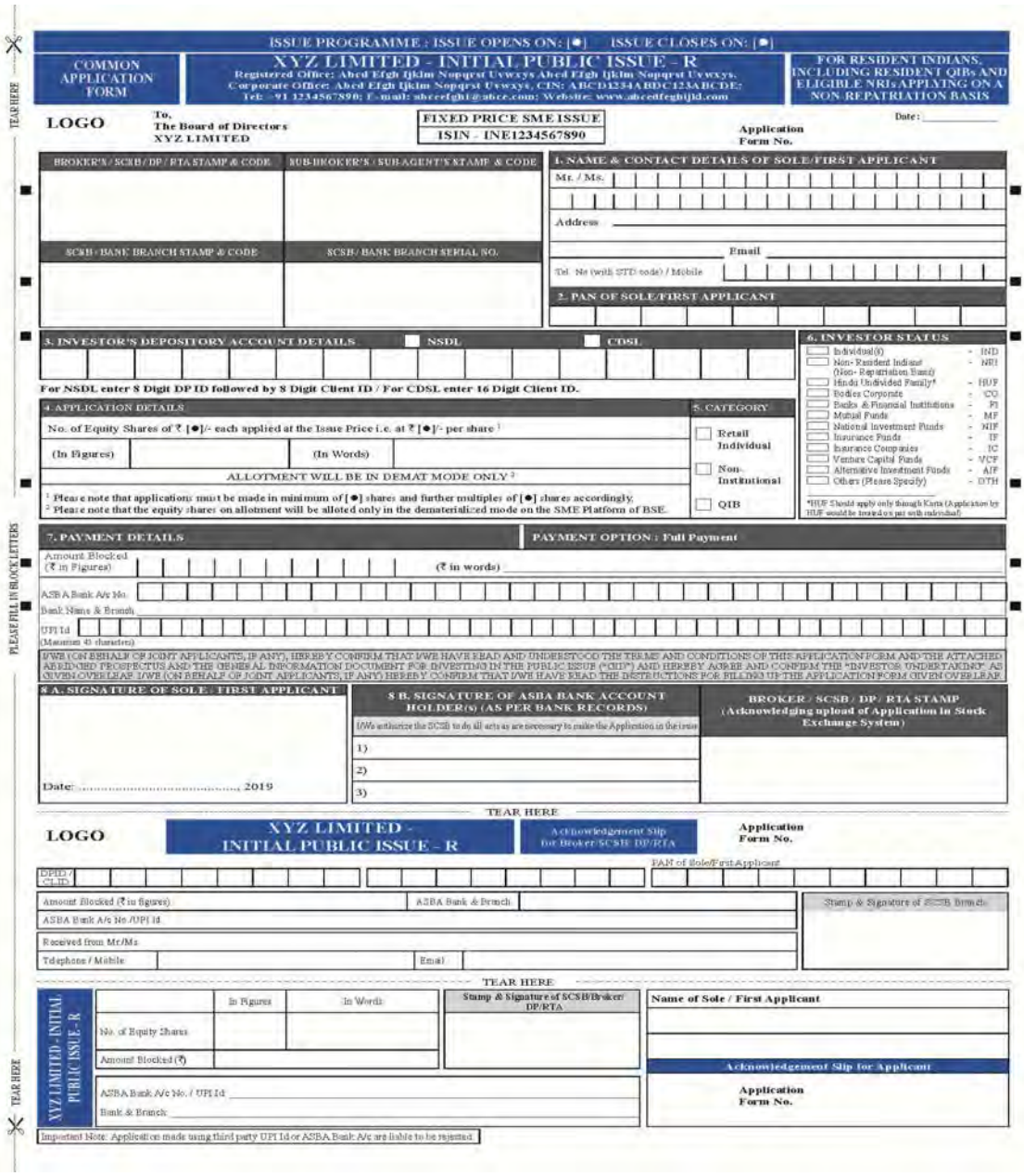
Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialized subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING APPLICATION FORM/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 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:



ISSUE PROGRAMME : ISSUE OPENS ON: [●] ISSUE CLOSES ON: [●]

COMMON APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R
Registered Office: Abcd Efgh Ijklm Nopqrst Uvwxyz Abcd Efgh Ijklm Nopqrst Uvwxyz.
Corporate Office: Abcd Efgh Ijklm Nopqrst Uvwxyz, CIN: ABCD1234ABDC123ABCDE;
Tel: +91 1234567890; E-mail: abcdefghij@abcd.com; Website: www.abcdefghijd.com

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

To,
The Board of Directors
XYZ LIMITED

FIXED PRICE SME ISSUE
ISIN - INE1234567890

Application Form No.

Date: _____

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.
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
☐ 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 as par with individual)

4. APPLICATION DETAILS
No. of Equity Shares of ₹ [●]/- each applied at the Issue Price i.e. at ₹ [●]/- per share [1]
(In Figures) (In Words)
ALLOTMENT WILL BE IN DEMAT MODE ONLY [2]
[1] Please note that applications must be made in minimum of [●] shares and further multiples of [●] shares accordingly.
[2] Please note that the equity shares on allotment will be allotted only in the dematerialized mode on the SME Platform of BSE.

5. CATEGORY
☐ Retail Individual
☐ Non-Institutional
☐ QIB

7. PAYMENT DETAILS | PAYMENT OPTION : Full Payment
Amount Blocked (₹ in Figures) (₹ in words)
ASBA Bank A/c No.
Bank Name & Branch
UPI Id
(Maximum 49 characters)

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 AFFIDAVIT 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: ....., 2019

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

LOGO

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/DP/RTA

Application Form No.

DPID / CLID | PAN of Sole/First Applicant
Amount Blocked (₹ in figures) | ASBA Bank & Branch
ASBA Bank A/c No./UPI Id
Received from Mr/Ms
Telephone / Mobile | Email
Stamp & Signature of SCSB Branch

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	In Figures	In Words
No. of Equity Shares		
Amount Blocked (₹)		

Stamp & Signature of SCSB/Broker/DP/RTA

ASBA Bank A/c No. / UPI Id
Bank & Branch

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

Name of Sole / First Applicant

Acknowledgement Slip for Applicant

Application Form No.

TEAR HERE | PLEASE FILL IN BLOCK LETTERS

ISSUE PROGRAMME : ISSUE OPENS ON: [●] ISSUE CLOSES ON: [●]

COMMON APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

Registered Office: Abcd Efgh Ijklm Nopqrst Uvwxys Abcd Efgh Ijklm Nopqrst Uvwxys.
Corporate Office: Abcd Efgh Ijklm Nopqrst Uvwxys. CIN: ABCD1234ABDC123ABCDE;
Tel: +91 1234567890; E-mail: abcedfghi@abce.com; Website: www.abcedfghijkl.com

FOR NON RESIDENT INCLUDING ELIGIBLE NRIs, FPIs or FVCIs ETC. APPLYING ON A REPATRIATION BASIS

TEAR HERE

LOGO

To,
The Board of Directors
XYZ LIMITED

FIXED PRICE SME ISSUE
ISIN - INE1234567890

Application Form No.

Date: _____

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 ₹ [●]/- each applied at the Issue Price i.e. at ₹ [●]/- per share [1 & 2]

(In Figures) _____ (In Words) _____

ALLOTMENT WILL BE IN DEMAT MODE ONLY [2]

[1] Please note that applications must be made in minimum of [●] shares and further multiples of [●] shares accordingly.
[2] Please note that the equity shares on allotment will be alloted only in the dematerialized mode on the SME Platform of BSE.

5. CATEGORY

☐ Retail Individual
☐ Non-Institutional
☐ QIB

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

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 _____

UPI Id _____
(Maximum 45 characters)

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.

8A. SIGNATURE OF SOLE / FIRST APPLICANT

Date: ....., 2019

8B. 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

LOGO

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Application Form No.

PAN of Sole/First Bidder

DPID / CLID _____ _____ _____

Amount Blocked (₹ in figures) _____ Bank & Branch _____

ASBA Bank A/c No./UPI Id _____

Received from Mr./Ms. _____

Telephone / Mobile _____ Email _____

Stamp & Signature of SCSB Branch

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

	In Figures	In Words
No. of Equity Shares		
Amount Blocked (₹)		

Stamp & Signature of SCSB/Broker/ DP/RTA

ASBA Bank A/c No./UPI Id: _____

Bank & Branch: _____

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

Name of Sole / First Applicant

Acknowledgement Slip for Applicant

Application Form No.

TEAR HERE

4.1.1 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 email 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 (including refund orders and letters notifying the unblocking of the bank accounts of ASBA Applicants) 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 favor 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 indifferent 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 109A of the Companies Act. 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 3,000 Equity Shares. As the Application Price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, they can make Application for maximum 1 lot i.e. for 3,000 Equity Shares.

ii. For Other Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2,00,000 and in multiples of 3,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non- Institutional Portion. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in 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 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, 2018 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, 2018. For details of any reservations made in the Issue, applicants may refer to the Prospectus.

iii. The SEBI ICDR Regulations, 2018 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 NUMBER 7: PAYMENT DETAILS

a) All Applicants are required to use ASBA facility to block the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Amount in the Application Form and the funds shall be blocked for Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.

b) All categories of investors can participate in the Issue only through ASBA mechanism.

c) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.

4.1.7.1 Payment instructions for Applicants

(a) Applicants may submit the Application Form either in physical mode or online mode to any Designated Intermediaries.

(b) Applicants should specify the Bank Account number in the Application Form. The Application Form submitted by an Applicant and which is accompanied by cash, demand, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(c) Applicant 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) Applicant shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Application Forms can be submitted.

(f) Applicants applying through a member of the Syndicate should ensure that the Application Form is submitted to a member of the Syndicate only at the Specified Locations. Applicants should also note that Application Forms submitted to the Syndicate at the Specified Locations may not be accepted by the member of the Syndicate if the SCSB where the ASBA Account, as specified in the Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Application Forms (a list of such branches is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34.

(g) Applicants applying through a Registered Broker, RTA or CDP should note that Application Forms submitted to them may not be accepted, if the SCSB where the ASBA Account, as specified in Application Form, is maintained has not named at least one branch at that location for the Registered Brokers, RTA or CDP, as the case may be, to deposit Application Forms.

(h) ASBA Applicant 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.

(i) Upon receipt of 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.

(j) 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 may upload the details on the Stock Exchange Platform.

(k) 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.

(l) Upon submission of a completed Application Form each 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.

(m) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation 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 or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

SCSBs applying in the Issue must apply through an Account maintained with any other SCSB; else their Application is liable to be rejected.

4.1.8 Unblocking of ASBA Account

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.

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.

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) RII, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, Applicants may refer to the Prospectus.

(c) For the Applicants entitled to the applicable Discount in the Issue the Application Amount less Discount (if applicable) shall be blocked.

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 ASBA Applicant., then the Signature of the ASBA Account holder(s) is also required.

(c) In relation to the ASBA 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, refund orders, the Applicants should contact the Registrar to the Issue.

ii. In case of ASBA 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 -

i. Full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, UPI ID, PAN, number of Equity Shares applied for, amount blocked on application.
ii. Name and address of the Designated Intermediary, where the Application was submitted; or
iii. 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 upwards) who has registered his or her interest in the Equity Shares at a particular number of shares is free to revise number of shares applied using revision forms available separately.

(b) RII may revise their applications till closure of the issue period or withdraw their applications until finalization of allotment.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount 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 same Designated Intermediary through which such Applicant had placed the original Application.

A sample Revision form is reproduced below:

ISSUE PROGRAMME : ISSUE OPENS ON: ISSUE OPENS ON: [●] ISSUE CLOSES ON: [●]

COMMON APPLICATION REVISION FORM

XYZ LIMITED - PUBLIC ISSUE- REVISION - R
Registered Office: Abcd Efgh Ijklm Nopqrst Uvwxyz Abcd Efgh Ijklm Nopqrst Uvwxyz.
Corporate Office: Abcd Efgh Ijklm Nopqrst Uvwxyz. CIN: ABCD1234ABDC123ABCDE;
Tel: +91 1234567890; E-mail: abcdefghi@abcd.com; Website: www.abcdefghijkl.com

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

To,
The Board of Directors
XYZ LIMITED

FIXED PRICE SME ISSUE
ISIN - INE1234567890

Application Form No.

Date: _____

BROKER'S / SCSB / DP / RTA STAMP & CODE	SUB-BROKER'S / SUBAGENT'S STAMP & CODE
SCSB / BANK BRANCH STAMP & CODE	**SCSB / BANK BRANCH SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE/FIRST APPLICANT
Mr / Ms
Address
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
Option 1				
(OR) Option 2	NOT APPLICABLE		NOT APPLICABLE	
(OR) Option 3				

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
Option 1				
(OR) Option 2	NOT APPLICABLE		NOT APPLICABLE	
(OR) Option 3				

6. PAYMENT DETAILS | **PAYMENT OPTION : Full Payment**

Amount Blocked (₹ in Figures) (₹ in words)
ASBA Bank A/c No.
Bank Name & Branch
UPI Id
(Maximum 45 characters)

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.

7A. SIGNATURE OF SOLE / FIRST APPLICANT	7B. 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 name	
	1)	
Date: ....., 2019	2)	
	3)	

TEAR HERE

LOGO

XYZ LIMITED - INITIAL PUBLIC ISSUE - REVISION - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Application Form No.

DPID / CLID | PAN

Additional Amount Blocked (₹ in figures) | ASBA Bank & Branch | Stamp & Signature of SCSB Branch
ASBA Bank A/c No./UPI Id
Received from Mr./Ms.
Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - REVISION - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Issue Price			
Additional Amount Blocked (₹)			

Stamp & Signature of SCSB/Broker/ DP/RTA

Name of Sole / First Applicant

ASBA Bank A/c No. / UPI Id:
Bank & Branch:

Acknowledgment Slip for Applicant

Application Form No.

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

ISSUE PROGRAMME : ISSUE OPENS ON: [●] ISSUE CLOSES ON: [●]

COMMON APPLICATION REVISION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - REVISION - NR

Registered Office: Abcd Efgh Ijklm Nopqrst Uvwxyz Abcd Efgh Ijklm Nopqrst Uvwxyz,
Corporate Office: Abcd Efgh Ijklm Nopqrst Uvwxyz, CIN: ABCD1234ABDC123ABCDE;
Tel: +91 1234567890; E-mail: abcedfghi@abce.com; Website: www.abcedfeghijkl.com

FOR NON-RESIDENT INCLUDING ELIGIBLE NRIs, FPIs or FVCIs ETC. APPLYING ON A REPATRIATION BASIS

LOGO

To,
The Board of Directors
XYZ LIMITED

FIXED PRICE SME ISSUE
ISIN - INE1234567890

Application Form No.

Date: _____

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

Address

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 (₹) 10/- (In Figures) Issue Price	Discount, if any	Net Price
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 (₹) 10/- (In Figures) Issue Price	Discount, if any	Net Price
Option 1				
(OR) Option 2	NOT APPLICABLE		NOT APPLICABLE	
(OR) Option 3				

6. PAYMENT DETAILS | **PAYMENT OPTION : Full Payment**

Amount Blocked (₹ in Figures) (₹ in words) _____

ASBA Bank A/c No

Bank Name & Branch _____

UPI Id
(Maximum 45 characters)

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.

7A. SIGNATURE OF SOLE / FIRST APPLICANT	7B. 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	
Date: ....., 2018	1)	
	2)	
	3)	

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

LOGO

XYZ LIMITED - INITIAL PUBLIC ISSUE - REVISION - NR

Acknowledgement Slip for Broker/SCSB/DP/RTA

Application Form No.

DPID / CLID | PAN

Additional Amount Blocked (₹ in figures) | Bank & Branch

ASBA Bank A/c No./UPI Id:

Received from Mr./Ms.

Telephone / Mobile | Email

SCSB Branch Stamp & Signature

TEAR HERE

XYZ LIMITED INITIAL PUBLIC ISSUE REVISION NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Issue Price			
Additional Amount Blocked (₹)			

Stamp & Signature of SCSB/Broker/DP/RTA

Name of Sole / First Applicant

ASBA Bank A/c No./UPI Id:

Bank & Branch:

Important Note: Application made using third party UPI Id or ASBA Bank A/c are liable to be rejected.

Acknowledgment Slip for Applicant

Application Form No.

TEAR HERE

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:

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 options in the Revision Form, the Applicant must also mention the details of the share 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 not exceed ₹2,00,000/- due to revision and the application may be considered, subject to the eligibility, for allocation under the Non-Institutional Category.

4.2.3 FIELD 6: PAYMENT DETAILS

(a) Applicants are required to make payment of the full application along with the Revision Form.

(b) Applicant may Issue instructions to block the revised amount in the ASBA Account, to the 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

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

SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE

a. **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 Designated Intermediary.

Applicants may submit an Application Form either in physical/ electronic form to Designated Intermediaries or the Designated Branches of the SCSBs authorizing 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.

b. **Grounds for technical rejections**

Applicants are advised to note that the Applications are liable to be rejected, inter-alia, on the following technical grounds:-

- Amount paid does not tally with the amount payable for the Equity shares applied for;
- In case of partnership firms, Application for Equity Shares made in the name of the individual partners and no firm as such shall be entitled to apply.
- Application by persons not competent to contract under the Indian Contract Act, 1872, including minors, insane person.
- PAN not mentioned in the Application Form.
- GIR number furnished instead of PAN.
- Applications for lower number of Equity Shares than the minimum 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 applicable lot size;
- Category not ticked;
- Multiple Applications as defined in this Prospectus as such, based on common PAN;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicants within the time prescribed as per the Application Form, Issue Opening Date advertisement and prospectus as per the instructions in the prospectus and Application Forms;
- In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US person other than in reliance on Regulations or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Application not duly signed by the sole applicant;
- Application by any person outside India if not in compliance with applicable foreign and Indian Laws;
- Application 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;
- Application by person not eligible to acquire equity shares of the company in terms of all applicable laws, rules, regulations, guidelines, and approvals.
- Application or revision thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹. 200000 received after 3.00 pm on the issue closing date unless the extended time is permitted by BSE.
- Inadequate funds in the bank account to block the Application Amount specified in the Application Form/Application Form at the time of blocking such Application Amount in the bank account;
- Where no confirmation is received from SCSB for blocking of funds;
- Applications by Applicants not submitted through ASBA process;
- Applications not uploaded on the terminals of the Stock Exchanges; and
- Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Application Form.
- 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 of GID.

APPLICANT 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 EXCHANGE BY THE BROKERS 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 BSE SME (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the 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 3,000 Equity Shares the allotment will be made as follows:

i. Each successful applicant shall be allotted 3,000 Equity Shares;

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 3,000 Equity Shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 3,000 Equity Shares subject to a minimum allotment of 3,000 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 for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 3,000 Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, upto 110% of the size of the offer specified under the Capital Structure mentioned in this 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 32(4) of the SEBI (ICDR) Regulations 2018, as the Retail Individual Investor category is entitled to minimum fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

ii. Remaining to Individual applicants other than retail individual investors and Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

iii. The unsubscribed portion in either of the categories specified in (a) or (b) above may be available for allocation to the 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 SME Platform of BSE- SME.

The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

As per the RBI regulations, OCBs are not permitted to participate in the Issue. There is no reservation for Non Residents, NRIs, FPIs and foreign venture capital funds and all Non Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

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 5 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 5 Working Days of the Issue Closing 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 6 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 6 Working Days of the Issue Closing Date.

8.2 GROUNDS FOR UNBLOCKING OF FUNDS

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 finalized.

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 initiate action to unblock the application amount from the Investors accounts.

If such money is not repaid within the 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 Companies Act, and 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 Companies Act, 2013 if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of 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 offer through the Offer Document including devolvement of underwriters, if any, our company shall forthwith unblock the entire application amount received. If there is a delay beyond eighty 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 SEBI Regulations, the Companies Act, 2013.

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 amounts in the ASBA Account shall be unblocked within 6working days of closure of the issue.

Further in accordance with Regulation 267 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.100000/- (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 offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance without the applicable laws of such jurisdiction.

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 unblocked forthwith.

8.3 MODE OF UNBLOCKING OF FUNDS

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 for Applicants

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

The Issuer may pay interest at the rate of 15% per annum if demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 6 working days from the Issue Closing Date, if Allotment is not made.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the FEMA and various regulations made thereunder. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP") makes policy announcements on FDI through press notes and press releases which are notified by the RBI as amendments to the FEMA. The DIPP also issues the Consolidated Foreign Direct Investment Policy from time to time. The regulatory framework pertaining to foreign investment, over a period of time, thus, consists of acts, regulations, master circulars, press notes, press releases, and clarifications among other amendments.

The current consolidated FDI policy circular of 2017, dated August 28, 2017 issued by the DIPP ("FDI Policy") consolidates the policy framework which was in force as on August 28, 2017. All the press notes, press releases, clarifications on FDI issued by DIPP till August 27, 2017 stand rescinded as on August 28, 2017. In terms of the FDI Policy, Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments. FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route.

RBI has also issued Master Direction- Foreign Investment in India dated January 4, 2018. In terms of the Master Direction, an Indian company may issue fresh shares to persons resident outside India (who are 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 Directions.

The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and 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 Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the 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 Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

Interpretation

I. (*1*) In these regulations—

(*a*) "the Act" means the Companies Act, 2013,

(*b*) "the seal" means the common seal of the company.

(*2*) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
"Public company" means a company which-

(a) Not a private Company;

(b) Has a minimum paid-up capital of five lakh rupees or such higher paid-up capital as may be prescribed;

Provided that a company which is a subsidiary of a company, not being a private company shall be deemed to be public company for the purpose of this act even where such subsidiary continues to be a private company in its articles:

II. ***Share capital and variation of rights***

1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. Further provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.

2. (i)Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—

   (a) One certificate for all his shares without payment of any charges; or

   (b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii)The Company agrees to issue certificate within fifteen days of the date of lodgement of transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgement for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;

(iii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(*iv*) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (*i*) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(*ii*) The provisions of Articles (*2*) and (*3*) shall *mutatis mutandis* apply to debentures of the company.

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof)

any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (*i*) The company may exercise the powers of paying commissions conferred by sub-section (*6*) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rule made there under.

(*ii*) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(*iii*) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (*i*) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(*ii*) To every such separate meeting, the provisions of these regulations relating general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further share ranking *pari passu* therewith

.

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

8 A. (i) Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered:

(a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions specified in the relevant provisions of Section 62 of the Act.

(b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such other conditions as may be prescribed under the relevant rules of Section 62.

(c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the relevant rules of Section 62.

(ii)The notice shall be dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.

(iii) Nothing in this Article shall apply to the increase of the subscribed capital of company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company

Provided that the terms of issue of such debentures or loan containing such an option have been approved, before the issue of such debentures or the raising of loan, by a special resolution passed by the company in general meeting.

Lien

9 **.** (*i*) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) Every fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at fixed time in respect of such shares;

(c) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to wholly or in part exempt from the provisions of this clause.

(*ii*) The company's lien, if any, on a share shall extend to all dividend bonuses declared from time to time in respect of such shares.

10**.** The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(*a*) unless a sum in respect of which the lien exists is presently payable; or

(c) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (*i*) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(*ii*) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(*iii*) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12**.** (*i*) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(*ii*) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

13. (*i*) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call

.

(*ii*) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(*iii*) A call may be revoked or postponed at the discretion of the Board

.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (*i*) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(*ii*) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (*i*) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(*ii*) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

(*a*) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(*b*) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

19. (*i*) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee

.

(a)Provided however that the Company will not decline to register or acknowledge any transfer of shares on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

(b) The common form of transfer shall be used by the Company.

(*ii*) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(*a*) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(*b*) any transfer of shares on which the company has a lien.

21. The Board may decline to recognize any instrument of transfer unless—

(*a*) the instrument of transfer is in the form as prescribed in rules made under sub-section (*1*) of section 56;

(*b*) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(*c*) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

23. (*i*) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a shareholder, shall be the only persons recognized by the company as having any title to his interest in the shares.

(*ii*) Nothing in clause (*i*) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (*i*) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(*a*) to be registered himself as holder of the share; or

(*b*) to make such transfer of the share as the deceased or insolvent member could have made.

(*ii*) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (*i*) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(*ii*) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(*iii*) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have complied with.

27. In case of a One Person Company—

(*i*) on the death of the sole member, the person nominated by such member shall be the person recognized by the company as having title to all the shares of the member;

(*ii*) the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company;

(*iii*) such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable;

(*iv*) on becoming member, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of the death of the member, become the member of the company.

Forfeiture of shares

28. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

29. The notice aforesaid shall—

(*a*) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(*b*) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect

.

31. (*i*) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(*ii*) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

32. (*i*) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(*ii*) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

33 (*i*) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(*ii*) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(*iii*) The transferee shall thereupon be registered as the holder of the share; and

(*iv*) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

34. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of capital

35. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

36. Subject to the provisions of section 61, the company may, by ordinary resolution,—

(*a*) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(*b*) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(*c*) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(*d*) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

37. Where shares are converted into stock,—

(*a*) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(*b*) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the

company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(*c*) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

38. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

(*a*) its share capital;

(*b*) any capital redemption reserve account; or

(d) any share premium account.

Capitalisation of profits

39. (*i*) 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 (*ii*) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(*ii*) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (*iii*), either in or towards—

(*A*) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(*B*) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(*C*) partly in the way specified in sub-clause (*A*) and partly in that specified in sub-clause (*B*);

(*D*) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(*E*) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

40. (*i*) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(*a*) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(*b*) generally do all acts and things required to give effect thereto.

(*ii*) The Board shall have power—

(*a*) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(*b*) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(*iii*) Any agreement made under such authority shall be effective and binding on such members.

(iv) Capital paid-up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits.

Buy-back of shares

41. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.

43. (*i*) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(*ii*) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

44 (*i*) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(*ii*) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

45 . The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

46. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

47. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

48 . In case of a One Person Company—

(*i*) the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118;

(*ii*) such minutes book shall be signed and dated by the member;

(*iii*) the resolution shall become effective from the date of signing such minutes by the sole member.

Adjournment of meeting

49 . (*i*) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(*ii*) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(*iii*) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(*iv*) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

50. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(*a*) on a show of hands, every member present in person shall have one vote; and

(*b*) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

51. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

52. (*i*) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(*ii*) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

53. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

54. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

55. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

56. (*i*) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(*ii*) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

57. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

59. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

60. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

61. (*i*) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(*ii*) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(*a*) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(*b*) in connection with the business of the company.

62. The Board may pay all expenses incurred in getting up and registering the company.

63. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that (section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

64. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

65. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

66. (*i*) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(*ii*) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

67. (*i*) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(*ii*) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

68. (*i*) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(*ii*) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

69. 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.

70. (*i*) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(*ii*) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

71. (*i*) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(*ii*) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

72 . (*i*) A committee may elect a Chairperson of its meetings.

(*ii*) 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.

73. (*i*) A committee may meet and adjourn as it thinks fit.

(*ii*) 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.

74. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more

of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

75. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

76 In case of a One Person Company—

(*i*) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;

(*ii*) such minutes book shall be signed and dated by the director;

(*iii*) the resolution shall become effective from the date of signing such minutes by the director.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

77. 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.

78. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

79. (*i*) The Board shall provide for the safe custody of the seal.

(*ii*) 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.

Dividends and Reserve

80. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

81. 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.

82. (*i*) 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.

(*ii*) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

83. (*i*) 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.

(*ii*) 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.

(*iii*) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

84. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

85. (*i*) Any dividend, interest or other monies payable in cash in respect of shares maybe 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.

(*ii*) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

86. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

87. 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.

88. No dividend shall bear interest against the company.
Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law

Accounts

89. (*i*) 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.

(*ii*) 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.

Winding up

90. 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

91 . Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECTION XII: 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 the 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 have been attached to the copy of the Prospectus delivered to the RoC for registration, and also the documents for inspection referred to hereunder, may be inspected at our Registered Office at 5A, Woodburn Park Road, Woodburn Central Unit 603, 6th Floor Kolkata-700020, India, from 10.00 am to 5.00 pm on all Working Days from the date of Prospectus until the Issue Closing Date.

A. Material Contracts to the Issue

1. Issue Agreement dated September 04th 2018 and addendum agreement dated 04th February 2019 entered into among our Company and the Lead Manager.
2. Agreement dated May 24th, 2018 and addendum agreement dated 04th February 2019 entered into among our Company and the Registrar to the Issue.
3. Tripartite Agreement dated August 17th, 2018 entered into among our Company, NSDL and the Registrar to the Issue.
4. Tripartite Agreement dated July 26th, 2018 entered into among our Company, CDSL and the Registrar to the Issue.
5. Banker to the Issue Agreement dated September 17th, 2018 and addendum agreement dated 04th February 2019 among our Company, the Lead Manager, Banker to the Issue and the Registrar to the Issue.
6. Market Making Agreement dated December 07th, 2018 between our Company, the Lead Manager and the Market Maker.
7. Underwriting Agreement dated December 12th, 2018 between our Company, the Lead Manager and the Market Maker.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company.
2. Certificate of Incorporation of our Company dated September 13th, 2012 issued by Registrar of Companies, West Bengal.
3. Fresh Certificate of Incorporation dated May 03, 2018 issued by Registrar of Companies, West Bengal pursuant to conversion into public limited Company.
4. Resolution of the Board of Directors of our Company and Equity Shareholders of our Company dated August 04th, 2018 and September 01st, 2018 respectively, authorizing the Issue and other related matters.
5. Copies of Audited Financial Statements of our Company for the financial years ended September 30 2018, March 31, 2018, 2017, 2016, 2015, 2014.
6. Peer Review Auditors Report dated November 06th, 2018 on Restated Financial Statements of our Company for 30th September 2018, March' 2018, 2017, 2016, 2015 & 2014.
7. Copy of Statement of tax benefits dated November 06th, 2018 from the Peer Review Auditor included in this Prospectus.
8. Consents of Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Review Auditor, Legal Advisor to the Issue, Bankers to our Company, Banker to the Issue, Sponsor Bank, Lead Manager, Registrar to the Issue, Underwriter and Market Maker to include their names in the Prospectus to act in their respective capacities.
9. In-principle listing approval dated January 31, 2019 from the BSE Limited for listing the Equity Shares on the SME Platform of BSE.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We 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 or guidelines issued by SEBI, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements in this Prospectus are true and correct.

SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Mr. Anuj Bakshi *DIN:* 02500120 Chairman	
Mr. Ankush Bakshi *DIN:* 02547254 *Managing Director*	
Mrs. Roshni Bakshi *DIN:* 08090225 *Executive Director*	Roshni Bakshi
Mrs. Kanika Bakshi *DIN:* 08090236 *Executive Director*	Kanika Bakshi
Mr. Jagjit Singh Kochar *Non Executive Independent Director* *DIN:* 06552295	
Mr. Rahul Gupta *Non Executive Independent Director* *DIN:* 05310120	Rahul Gupta
Mr. Sathvik Jain *Non Executive Independent Director* *DIN:* 07732825	Sathvik Jain

SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER

Nikita Sureka

Ms. Nikita Sureka

SIGNED BY THE CHIEF FINANCIAL OFFICER

Mr. Amit Kumar

Date: 04/03/2019

Place: Kolkata, West Bengal