



## SSPN FINANCE LIMITED

Our Company was incorporated as 'SSPN Finance Limited' a public limited company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated January 4, 2012 issued by the Registrar of Companies, Maharashtra, Mumbai. Our Company received the Certificate of Commencement of Business on January 31, 2012 issued by the Registrar of Companies, Maharashtra, Mumbai. Our corporate identification number is U65923MH2012PLC225735. For further details of our Company, please refer to the chapters titled 'General Information' and 'History and Certain Corporate Matters' beginning on page numbers 33 and 78, respectively, of the Draft Prospectus.

**Registered Office:** 106, Siddhesh Apartment, 2nd Khattar Gali, Thakurdwar Road, Charni Road (East), Mumbai - 400 004

**Tel:** +91 22 6127 5138, **Fax:** +91 22 6127 5138

**Corporate Office:** Vrusti, 20 Swastic Soc., V.M Road, Vile Parle(w), Near Mithibai College, Opp HDFC Bank, Mumbai-400056, Maharashtra

**Tel:** +91 22 6733 8899, **Fax:** +91 22 6733 8899

**Website:** www.sspn.co.in, **E-mail:** sspnfinance@gmail.com

**Company Secretary and Compliance Officer:** Mr. Sandeep S. Gupta

### PROMOTERS: MR. CHANDU K. JAIN, MR. KESHRIMAL B. JAIN AND CHANDU K JAIN HUF

**PUBLIC ISSUE OF 7,50,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF SSPN FINANCE LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 20 PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF ₹ 10 PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING ₹ 150.00 LACS ("THE ISSUE"), OF WHICH 42,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH FOR CASH AT A PRICE OF ₹ 20 PER EQUITY SHARE, AGGREGATING ₹ 8.40 LACS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKERS TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 7,08,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH FOR CASH AT A PRICE OF ₹ 20 PER EQUITY SHARE, AGGREGATING ₹ 141.60 LACS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 39.62% AND 37.40% RESPECTIVELY OF THE FULLY DILUTED POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.**

**THE ISSUE IS BEING IN TERMS OF CHAPTER X-B OF THE SEBI (ICDR) REGULATIONS, 2009 AS AMENDED FROM TIME TO TIME.**

For further details please refer the section titled 'Issue Related Information' beginning on page 144 of the Draft Prospectus

All potential investors may participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to the chapter titled "Issue Procedure" beginning on page 151 of the Draft Prospectus. Qualified Institutional Buyers and Non-Institutional Investors shall compulsorily participate in the Issue through the ASBA process.

**THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE ISSUE PRICE OF ₹ 20 IS 2 TIMES OF THE FACE VALUE**

### RISKS IN RELATION TO FIRST ISSUE

This being the first public issue of the Issuer, there has been no formal market for our Equity Shares. The face value of the Equity Shares of our Company is ₹ 10 and the Issue price of ₹ 20 per Equity Share is 2 times of the face value. The Issue Price (as determined by our Company in consultation with the Lead Manager, as stated under the chapter titled 'Basis for the Issue Price' beginning on page 56 of the Draft Prospectus) should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Draft Prospectus. Specific attention of the investors is invited to the section titled 'Risk Factors' beginning on page 11 of the Draft Prospectus.

### ISSUER'S ABSOLUTE RESPONSIBILITY

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

### LISTING

The Equity Shares offered through the Draft Prospectus are proposed to be listed on the BSE SME Platform. In terms of the Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain an in-principal listing approval for the shares being offered in this issue. However, our Company has received an approval letter dated [●] from BSE for using its name in this offer document for listing of our shares on the SME Platform of BSE Limited ('BSE'). For the purpose of this Issue, the designated Stock Exchange will be the BSE.

### LEAD MANAGER TO THE ISSUE

### REGISTRAR TO THE ISSUE

<b>First Overseas Capital Limited</b> 1-2, Bhupen Chambers, Ground Floor, Dalal Street, Mumbai - 400 001 <b>Tel No:</b> +91 22 4050 9999; <b>Fax No:</b> +91 22 4050 9900 <b>Email:</b> rushabh@focl.in; <b>Investor Grievance Email:</b> investorcomplaints@focl.in <b>Website:</b> www.focl.in <b>SEBI Registration No:</b> INM000003671 <b>Contact Person:</b> Mr. Rushabh Shroff	<b>BIGSHARE SERVICES PRIVATE LIMITED</b> E/2, Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai - 400 072. <b>Tel No:</b> +91 22 40430200; <b>Fax No:</b> +91 22 2847 5207 <b>Website:</b> www.bigshareonline.com <b>Email:</b> ipo@bigshareonline.com <b>SEBI Registration No:</b> INR000001385 <b>Contact Person:</b> Mr. Babu Raphael

### ISSUE PROGRAMME

<b>ISSUE OPENS ON:</b>	[●]
<b>ISSUE CLOSES ON:</b>	[●]



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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

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

#### General Terms

Term	Description
“SSPN Finance Limited”, “SSPN”, “We” or “us” or “our Company” or “the Issuer”	Unless the context otherwise requires, refers to SSPN Finance Limited, a Company incorporated under the Companies Act, 1956 and having its registered office at 106, Siddhesh Apartment, 2nd Khattar Gali, Thakurdwar Road, Charni Road (East), Mumbai – 400 004

#### Company Related Terms

Terms	Description
Articles / Articles of Association	Unless the context otherwise requires, requires, refers to the Articles of Association of SSPN Finance Limited, as amended from time to time.
Auditors	The Statutory Auditors of our Company, being M/s V.R. Bhabhra & Co., Chartered Accountants
Board of Directors / Board	The Board of Directors of SSPN Finance Limited, including all duly constituted Committees thereof.
Companies Act	Companies Act, 1956, as superceded and substituted by notified provisions of the Companies Act, 2013
Depositories Act	The Depositories Act, 1996, as amended from time to time
Director(s)	Director(s) of SSPN Finance Limited unless otherwise specified
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10 each unless otherwise specified in the context thereof
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
MOA / Memorandum / Memorandum of Association	Memorandum of Association of SSPN Finance Limited
Non Residents	A person resident outside India, as defined under FEMA
NRIs / Non Resident Indians	A person outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Outside India) Regulations, 2000
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Promoter/ Core Promoter	MR. CHANDU K. JAIN, MR. KESHRIMAL B. JAIN AND CHANDU K JAIN HUF
Registered Office	The Registered Office of our company is located at 106, Siddhesh Apartment, 2nd Khattar Gali, Thakurdwar Road, Charni Road (East), Mumbai – 400 004

RoC	Registrar of Companies, Maharashtra situated at Mumbai
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time
SEBI (ICDR) Regulations/ Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI on August 26, 2009 as amended
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 1997 and 2011, as amended from time to time depending on the context of the matter being referred to
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
Stock Exchange	Unless the context requires otherwise, refers to, the BSE Limited

### Issue Related Terms

Terms	Description
Applicant	Any prospective investor who makes an application for Equity Shares in terms of the Draft Prospectus
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants
Allottee	The successful applicant to whom the Equity Shares are being / have been issued
Bankers to our Company	HDFC Bank Limited
Bankers to the Issue	HDFC Bank Limited
BSE	BSE Limited
Depository	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Escrow Account	Account opened/to be opened with the Escrow Collection Bank(s) and in whose favour the Applicant (excluding the ASBA Applicant) will issue cheques or drafts in respect of the Application Amount when submitting an Application
Escrow Agreement	Agreement entered / to be entered into amongst our Company, Lead Manager, the Registrar, the Escrow Collection Bank(s) for collection of the Application Amounts and for remitting refunds (if any) of the amounts collected to the Applicants (excluding the ASBA Applicants) on the terms and condition thereof
Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as Bankers to the Issue at which bank(s) the Escrow Account of our Company will be opened
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI.
IPO	Initial Public Offering
Issue / Issue Size / Public Issue	The Public Issue of 7,50,000 Equity Shares of ₹ 10 each at ₹ 20 (including share premium of ₹ 10) per Equity Share aggregating to ₹ 150.00 Lacs by SSPN Finance Limited

Issue Price	The price at which the Equity Shares are being issued by our Company under the Draft Prospectus being ₹ 20
LM / Lead Manager	Lead Manager to the Issue, in this case being <b>First Overseas Capital Limited</b>
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Agreement to be signed between our company and the SME Platform of BSE.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 7,08,000 Equity Shares of ₹ 10 each at ₹ 20 (including share premium of ₹ 10) per Equity Share par aggregating ₹ 141.60 Lacs by SSPN Finance Limited
Prospectus	The Prospectus, filed with the RoC containing, inter alia, the Issue opening and closing dates and other information
Qualified Institutional Buyers / QIBs	As defined under the SEBI ICDR Regulations, including public financial institutions as specified in Section 2(72) of the Companies Act, 2013, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, Alternative Investment Fund, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of ₹ 2,500 Lacs, pension fund with minimum corpus of ₹ 2,500 Lacs, National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and Insurance funds set up and managed by the Department of Posts, India
Refund Account	Account opened / to be opened with a SEBI Registered Banker to the Issue from which the refunds of the whole or part of the Application Amount (excluding to the ASBA Applicants), if any, shall be made
Refund Bank	HDFC Bank Limited
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable
Registrar/ Registrar to the Issue	Registrar to the Issue being Bigshare Services Private Limited
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000
SCSB	A Self Certified Syndicate Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offers the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at <a href="http://www.sebi.gov.in/pmd/scsb.pdf">http://www.sebi.gov.in/pmd/scsb.pdf</a>
SME Platform of BSE	The SME Platform of BSE for listing of equity shares offered under Chapter X-B of the SEBI (ICDR) Regulations which was approved by SEBI as an SME Exchange on September 27, 2011.
Underwriters	First Overseas Capital Limited and Choice Equity Broking Private Limited
Underwriting Agreement	The Agreement entered into between the Underwriters and our

	Company dated December 16, 2014
Working Days	All days on which banks in Mumbai are open for business except Sunday and public holiday, provided however during the Application period a working day means all days on which banks in Mumbai are open for business and shall not include a Saturday, Sunday or a public holiday

#### Technical / Industry Related Terms

Term	Description
CSO	Central Statistical Organisation
GDP	Gross Domestic Product
DEPB	Duty entitlement pass book scheme
EPCG	Export Promotion Capital Goods Scheme
FDI	Foreign Direct Investment
F&O	Futures and Options
FMC	Forward Market Commission
GOI	Government of India
FOB	Free on Board
RONW	Return on Net Worth
SSI	Small Scale Industry
VCF	Venture Capital Funds
SENSEX	Bombay Stock Exchange Sensitive Index
NIFTY	National Stock Exchange Sensitive Index

#### Conventional Terms / General Terms / Abbreviations

Abbreviation	Full Form
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
BSE	BSE Limited (formerly known as Bombay Stock Exchange Limited)
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Company Identification Number
CIT	Commissioner of Income Tax
DIN	Director Identification Number
DP	Depository Participant
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPS	Earnings Per Share
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India

FIPB	Foreign Investment Promotion Board
F&NG	Father and Natural Guardian
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/Government	Government of India
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICSI	Institute of Company Secretaries Of India
MAPIN	Market Participants and Investors' Integrated Database
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NPV	Net Present Value
NRE Account	Non Resident External Account
NRIs	Non Resident Indians
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
QIC	Quarterly Income Certificate
RBI	The Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
Bn	Billion
₹ or Rs.	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section
STT	Securities Transaction Tax
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the United States of America
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.

The words and expressions used but not defined in this Draft Prospectus will have the same meaning as assigned to such terms under the Companies Act, SEBI Act, SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing:



1. In the section titled '*Main Provisions of the Articles of Association*' beginning on page 171 of the Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
2. In the chapters titled '*Summary of Our Business*' and '*Our Business*' beginning on page 26 and 73 respectively, of the Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
3. In the section titled '*Risk Factors*' beginning on page 11 of the Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
4. In the chapter titled '*Statement of Tax Benefits*' beginning on page 58 of the Draft Prospectus, defined terms shall have the meaning given to such terms in that section;
5. In the chapter titled '*Management's Discussion and Analysis of Financial Conditions and Results of Operations*' beginning on page 121 of the Draft Prospectus, defined terms shall have the meaning given to such terms in that section.

## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Financial Data

Unless stated otherwise, the financial data in the Draft Prospectus is derived from our audited financial statements for the period from January 4, 2012 (date of incorporation) and ended on March 31, 2013, financial year ended March 31, 2014 and 6 months period ended September 30, 2014 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI ICDR Regulations and the Indian GAAP which are included in the Draft Prospectus, and set out in the section titled *'Financial Information'* beginning on page 102 of the Draft Prospectus. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year are to the twelve-month period ended March 31 of that year. In the Draft Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

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 Draft 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 Draft Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the sections / chapters titled *'Risk Factors'*, *'Our Business'* and *'Management's Discussion and Analysis of Financial Condition and Results of Operations'* beginning on pages 11, 73 and 121, respectively, of the Draft Prospectus and elsewhere in the Draft Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI ICDR Regulations and the Indian GAAP.

### Currency and units of presentation

In the Draft Prospectus, unless the context otherwise requires, all references to;

- 'Rupees' or '₹' or 'Rs.' or 'INR' are to Indian rupees, the official currency of the Republic of India.
- 'US Dollars' or 'US\$' or 'USD' or '\$' are to United States Dollars, the official currency of the United States of America.

All references to the word 'Lakh' or 'Lac', means 'One hundred thousand' and the word 'Million' means 'Ten lacs' and the word 'Crore' means 'Ten Million' and the word 'Billion' means 'One thousand Million'.

### Industry and Market Data

Unless stated otherwise, industry data used throughout the Draft Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. 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 our Company believes that industry data used in the Draft Prospectus is reliable, it has not been independently verified.

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

## FORWARD LOOKING STATEMENTS

All statements contained in the Draft Prospectus that are not statements of historical facts constitute ‘forward-looking statements’. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in the Draft Prospectus regarding matters that are not historical facts. These forward looking statements and any other projections contained in the Draft Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our 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.

These forward looking statements can generally be identified by words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- general economic and business conditions in the markets in which we operate and in the local, regional and national and international economies;
- our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
- our ability to respond to technological changes;
- our ability to attract and retain qualified personnel;
- the effect of wage pressures, seasonal hiring patterns and the time required to train and productively utilize new employees;
- general social and political conditions in India which have an impact on our business activities or investments;
- potential mergers, acquisitions restructurings and increased competition;
- occurrences of natural disasters or calamities affecting the areas in which we have operations;
- market fluctuations and industry dynamics beyond our control;
- changes in the competition landscape;
- our ability to finance our business growth and obtain financing on favourable terms;
- our ability to manage our growth effectively;
- our ability to compete effectively, particularly in new markets and businesses;
- changes in laws and regulations relating to the industry in which we operate changes in government policies and regulatory actions that apply to or affect our business;
- developments affecting the Indian economy; and
- Any adverse outcome in the legal proceedings in which we are involved.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled ‘Risk Factors’, ‘Our Business’ and ‘Management’s Discussion and Analysis of Financial Condition and Results of Operations’ beginning on page 11, 73 and 121, respectively of the Draft Prospectus.

Forward looking statements reflects views as of the date of the Draft Prospectus and not a guarantee of future performance. 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. Neither our Company / our Directors nor the Lead Manager, nor any of its affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchange(s).

## SECTION II - RISK FACTORS

*An investment in the Equity Shares involves a high degree of risk. You should carefully consider all the information in the Draft Prospectus, including the risks and uncertainties summarised below, before making an investment in our Equity Shares. The risks described below are relevant to the industries our Company is engaged in, our Company and our Equity Shares. To obtain a complete understanding of our Company, you should read this section in conjunction with the chapters titled 'Our Business' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' beginning on page 73 and 121, respectively, of the Draft Prospectus as well as the other financial and statistical information contained in the Draft Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in the section titled 'Financial Information' beginning on page 102 of the Draft Prospectus. Unless stated otherwise, the financial data in this section is as per our financial statements prepared in accordance with Indian GAAP.*

*If any one or more of the following risks as well as other risks and uncertainties discussed in the Draft Prospectus were to occur, our business, financial condition and results of our operation could suffer material adverse effects, and could cause the trading price of our Equity Shares and the value of investment in the Equity Shares to materially decline which could result in the loss of all or part of investment. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India, and is therefore subject to a legal and regulatory environment that may differ in certain respects from that of other countries.*

*The Draft Prospectus also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in the Draft Prospectus.*

*These risks are not the only ones that our Company face. Our business operations could also be affected by additional factors that are not presently known to us or that we currently consider to be immaterial to our operations. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.*

### **Materiality**

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

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

### **INTERNAL RISKS**

#### **1. Our Executive Director, Mr. Ankur Choksi is involved in a legal proceeding.**

Our Executive Director, Mr. Ankur Choksi has received a notice under section 138 of the Negotiable Instrument Act, 1881 dated July 6, 2013 from Nirmal Bang Financial Services Limited for the dishonor of cheque of Rs. 1,54,56,970 issued by Sur Mangal Holdings Private Limited. Mr. Ankur Choksi was named in the notice as a Director of Sur Mangal Holdings Private Limited. Mr. Ankur Choksi has replied to the said notice vide the letter dated July 19, 2013 stating that he was not the director of Sur Mangal Holdings Private Limited at the time of issuance of the cheque nor on the date of its dishonor and his name from the notice must be withdrawn. For further details regarding the same, please refer to the chapter titled 'Outstanding Litigations and Material Developments' beginning on page 128 of the Draft Red Herring Prospectus.

#### **2. Our Company had negative cash flow in recent fiscal, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and**

**results of operations.**

(₹ in lacs)

Cash flow from	30.09.14	31.03.14	31.03.13
Operating activities	(143.78)	(315.33)	--

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flow, it may adversely affect our business and financial operations. For further details please refer to the section titled 'Financial Information' and chapter titled 'Management's Discussion and Analysis of Financial Condition and Results of Operations' beginning on page 102 and 121, respectively, of the Draft Prospectus.

3. *The objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. The deployment of funds in the project is entirely at the discretion of our management and as per the details mentioned in the section titled "Objects of the Issue". Any revision in the estimates may require us to reschedule our project expenditure and may have a bearing on our expected revenues and earnings.*

Our funding requirements and the deployment of the proceeds of the Issue are purely based on our management's estimates and have not been appraised by any bank or financial institution. Our Company may have to revise such estimates from time to time and consequently our funding requirements may also change. Our estimates for expansion may exceed the value that would have been determined by third party appraisals and may require us to reschedule our expenditure which may have a bearing on our expected revenues and earnings. Further, the deployment of the funds towards the objects of the Issue is entirely at the discretion of our management and is not subject to monitoring by any external independent agency. However, the deployment of funds is subject to monitoring by our Audit Committee.

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

As on date, we have not made any alternate arrangements for meeting our working capital requirements for the objects of the issue. We meet our capital requirements through our bank finance, owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer to the chapter titled "Objects of the Issue" beginning on page 52 of the Draft Prospectus.

5. *Our operations are significantly located in the Mumbai region and failure to expand our operations may restrict our growth and adversely affect our business*

Currently, registered office is situated in Mumbai and we are carrying our business mainly from our Mumbai Office. Hence our major revenues are generated from operations in this region only. In the event that demand for our services in general reduces or stops by any reason including political discord or instability or change in policies of State, then our financial condition and operating results may be materially and adversely affected. Geographical and functional expansion of our business domain requires establishment of adequate network. As we seek to

diversify our regional focus we may face the risk that our competitors may be better known in other markets, enjoy better relationships with customers. Our lack of exposure in geographical boundaries outside our operating region could impact our future revenues.

- 6. *Our business requires us to obtain and renew certain registrations, licenses and permits from government and regulatory authorities and the failure to obtain and renew them in a timely manner may adversely affect our business operations.***

Our business operations require us to obtain and renew from time to time, certain approvals, licenses, registrations and permits, some of which may expire and for which we may have to make an application for obtaining the approval or its renewal. We will be applying for certain approvals relating to our business. If we fail to maintain such registrations and licenses or comply with applicable conditions, or a regulatory authority claims we have not complied, with these conditions, our certificate of registration for carrying on a particular activity may be suspended and/or cancelled and we will not then be able to carry on such activity.

Further, we may become liable to penal action if our activities are adjudged to be undertaken in the manner not authorized under the applicable law. This could materially and adversely affect our business, financial condition and results of operations. We cannot assure you that we will be able to obtain approvals in respect of such applications or any application made by us in the future. For more information about the licenses required in our business and the licenses and approvals applied for, please refer to sections titled “Government and other Key Approvals” beginning on page 129 of the Draft Prospectus.

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

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

- 8. *Major fraud, lapses of internal control or system failures could adversely impact the company's business.***

Our Company is vulnerable to risk arising from the failure of employees to adhere to approved procedures, system controls, fraud, system failures, information system disruptions, communication systems failure and interception during transmission through external communication channels or networks. Failure to protect fraud or breach in security may adversely affect our Company's operations and financial performance. Our reputation could also be adversely affected by significant fraud committed by our employees, agents, customers or third parties.

- 9. *We face intense competition in our businesses, which may limit our growth and prospects.***

Our Company faces significant competition from other financial advisors. In particular, we compete with other brokerage houses operating in the markets in which we are present. We compete on the basis of a number of factors, including execution, depth of product and service

offerings, innovation, reputation and price. Our competitors may have advantages over us, including, but not limited to:

- Substantially greater financial resources;
- Longer operating history than in certain of our businesses;
- Greater brand recognition among consumers;
- Larger customer bases in and outside India; or
- More diversified operations which allow profits from certain operations to support others with lower profitability.

These competitive pressures may affect our business, and our growth will largely depend on our ability to respond in an effective and timely manner to these competitive pressures.

**10. We do not own our Registered Office and Corporate Office from which we operate.**

We do not own the premises on which our Registered Office is situated. We have our registered office at: 106, Siddhesh Apartment, 2nd Khattar Gali, Thakurdwar Road, Charni Road (East), Mumbai – 400 004, Maharashtra. The said office is occupied by us *vide* letter dated April 1, 2012, from Mr. Chandu K. Jain, granting our company permission to use the office as the registered office w.e.f. April 1, 2012 without payment of any compensation or deposit for the same.

We have our corporate office at: Vrusti, 20 Swastic Soc., V.M Road, Vile Parle(w), Near Mithibai College, Opp HDFC Bank, Mumbai-400056, Maharashtra. The said office is occupied by us *vide* letter dated October 1, 2014, from Krishnakant Choksi HUF, granting our company permission to use the office as the corporate office w.e.f. October 1, 2014 without payment of any compensation or deposit for the same.

We cannot assure you that we will have the right to occupy, the aforementioned premises in future, or that we will be able to continue with the uninterrupted use of this property, which may impair our operations and adversely affect our financial condition. We have not entered into any agreements and hence we may not be able to enforce our rights in the event of a dispute. For further details of our office premises please refer to the section titled "Our Business Overview" on page 73 of this Draft Prospectus.

**11. Downturns or disruptions in the financial markets could reduce transaction volumes, and could cause a decline in the business and impact our profitability.**

As a financial advisory company, our business is materially affected by conditions in the domestic and global financial markets and economic conditions in India and throughout the world. Our revenues are derived from fees from advisory services and interest income. Our revenue, level of operations and, consequently, our profitability are largely dependent on favourable market conditions and political environment, investor sentiment, price levels of shares and securities and other factors that affect the volume of securities trading in India. Capital markets are exposed to additional risks, including liquidity, interest rate and foreign exchange related risks. Any downturn or disruption in the markets specifically would have a material adverse effect on our results of operations. Even in the absence of a market downturn, we are exposed to substantial risk of loss due to market volatility. A market downturn would likely lead to a decline in the volume of transactions that we execute for our customers as well as a decrease in prices. Any decline in transactions would lead to a decline in our revenues received from fees / interest.

**12. Our Company does not own the trademark 'SSPN' and neither we have applied for the registration of the same. 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 are using 'SSPN' as our trade mark. We do not own the same and neither we have made an application for the registration of the same. The registration for the said trademark is important to retain our brand equity. If we are not able to register our trademark, we may lose the statutory protection available to us under the Trade Marks Act, 1999 for such trademark. 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.

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

We have not paid any dividends since incorporation. Our future ability to pay dividends will depend on our earnings, financial condition and capital requirements. Dividends distributed by us will attract dividend distribution tax at rates applicable from time to time. There can be no assurance that we will generate sufficient income to cover the operating expenses and pay dividends to the shareholders.

Our ability to pay dividends will also depend on our expansion plans. We may be unable to pay dividends in the near or medium term, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition and results of operations.

***14. Future issuances of Equity Shares or future sales of Equity Shares by our Promoters and certain shareholders, or the perception that such sales may occur, may result in a decrease of the market price of our Equity Shares.***

In the future, we may issue additional equity securities for financing our capital requirements. In addition, our Promoters and certain shareholders may dispose off their interests in our Equity Shares directly, indirectly or may pledge or encumber their Equity Shares. Any such issuances or sales or the prospect of any such issuances or sales could result in a dilution of shareholders' holding or a negative market perception and potentially in a lower market price of our Equity Shares.

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

We have entered into transactions with our Promoters and our Promoter Group. While we believe that all such transactions have been conducted on an arm's length basis, there can be no assurance that we could not have achieved more favorable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. For further details, please refer to "Related Party Transactions" beginning on page 97 of this Draft Prospectus.

***16. Our Company has not taken any insurance cover at present. Hence we will not be able to protect us from all losses and may in turn adversely affect our financial condition.***

Our Company has not taken any insurance cover at present. Hence we don't have any coverage to cover any damage or loss suffered by us. To the extent that we suffer loss or damage that is not covered by insurance our results of operations or cash flow may be affected.

***17. Our Company has unsecured loans, which are repayable on demand. Any demand from lenders for repayment of such unsecured loans, may adversely affect our business operations and financial condition of our Company.***



As on September 30, 2014, our Company has unsecured loans aggregating to ₹ 254.95 lacs which are repayable on demand. For further details of these unsecured loans, please refer to chapter titled 'Financial Information' beginning on page 102 of the Draft Red Herring Prospectus. In case of any demand from lenders for repayment of such unsecured loans, the resultant cash outgo, may adversely affect our business operations and financial position of our Company.

**18. *The requirements of being a listed company may strain our resources.***

As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the listing agreements with the BSE, which require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as timely as other listed companies. As a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, for which significant resources and management overview will be required.

**EXTERNAL RISKS**

**1. *We cannot predict the effect of the proposed notification of the Companies Act, 2013 on our business.***

The Companies Act, 2013 (the "2013 Act") has been notified by the Government of India on August 30, 2013 (the "Notification"). Under the Notification, Section 1 of the 2013 Act has come into effect and the remaining provisions of the 2013 Act have and shall come into force on such dates as the Central Government has notified and shall notify. Section 1 of the 2013 Act deals with the commencement and application of the 2013 Act, and among others, sets out the types of companies to which the 2013 Act applies. Further the Ministry of Corporate Affairs has by their notification dated September 12, 2013 notified 98 sections of the 2013 Act, which have come into force from September 12, 2013.

The 2013 Act is expected to replace the existing Companies Act, 1956. The 2013 Act provides for, among other things, changes to the regulatory framework governing the issue of capital by companies, corporate governance, audit procedures, corporate social responsibility, the requirements for independent directors, director's liability, class action suits, and the inclusion of women directors on the boards of companies. The 2013 Act is expected to be complemented by a set of rules that shall set out the procedure for compliance with the substantive provisions of the 2013 Act. In the absence of such rules, it is difficult to predict with any degree of certainty the impact, adverse or otherwise, of the 2013 Act on the Issue, and on the business, prospects and results of operations of the Company. Further, as mentioned above, certain provisions of the 2013 Act have already come into force and the rest shall follow in due course. In event some or all of the provisions of the 2013 Act and the rules thereto are notified prior to the consummation of the Issue, we may have to undertake certain additional actions that we are not currently aware of (in the absence of the rules), which may result in delay of the Issue.

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

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

completeness. These facts and other statistics include the facts and statistics included in the chapter titled 'Industry Overview' beginning on page number 66 of the Draft Red Herring 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.

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

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, 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. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude.

4. *Global economic conditions have been unprecedented and continue to have, an adverse effect on the global and Indian financial markets which may continue to have a material adverse effect on our business.*

Recent global market and economic conditions have been unprecedented and challenging with tighter credit conditions and an economic recession has been witnessed in most economies in 2009. Continued concerns about the systemic impact of potential long-term and wide-spread economic recession, energy costs, geopolitical issues, the availability and cost of credit, and the global housing and mortgage markets have contributed to increased market volatility and diminished expectations for western and emerging economies. These conditions, combined with volatile oil prices, declining business and consumer confidence and increased unemployment, have contributed to volatility of unprecedented levels. As a result of these market conditions, the cost and availability of credit has been and may continue to be adversely affected by illiquid credit markets and wider credit spreads. Concern about the stability of the markets generally and the strength of counterparties specifically has led many lenders and institutional investors to reduce, and in some cases, cease to provide credit to businesses and consumers. These factors have led to a decrease in spending by businesses and consumers alike and corresponding decreases in global infrastructure spending and commodity prices. These market and economic conditions have an adverse effect on the global and Indian financial markets and may continue to have a material adverse effect on our business and financial performance, and may have an impact on the price of the Equity Shares.

5. *Any disruption in the supply of power, IT infrastructure, telecom lines and disruption in internet connectivity could disrupt our business process or subject us to additional costs.*

Any disruption in basic infrastructure or the failure of the Government to improve the existing infrastructure facilities could negatively impact our business since we may not be able to provide timely or adequate services to our clients. We do not maintain business interruption insurance and may not be covered for any claims or damages if the supply of power, IT infrastructure, internet connectivity or telecom lines is disrupted. This may result in the loss of a client, impose additional costs on us and have an adverse effect on our business, financial condition and results of operations and could lead to decline in the price of our Equity Shares.

6. *Natural calamities and changing weather conditions caused as a result of global warming could have a negative impact on the Indian economy and consequently impact our business and profitability.*

Natural calamities such as draughts, floods, and earthquakes could have a negative impact on the Indian economy and may cause suspension, delays or damage to our current projects and operations, which may adversely impact our business and our operating results. India's being a monsoon driven economy, climate change caused due to global warming bringing deficient / untimely monsoons could impact Government policy which in turn would adversely affect our business.

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

The Government of India has traditionally exercised and continues to exercise a significant 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. Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms. However, there can be no assurance that such policies will be continued in the future. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India generally and adversely affect our business, financial condition and results of operations.

**8. *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.

**9. *There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the SME Platform of BSE in a timely manner, or at all.***

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the SME Platform of BSE. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

**10. *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. Our Company and the Lead Manager have appointed Choice Equity Broking Private Limited as Designated Market Maker for the equity shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets 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 partnerships, joint ventures, or capital commitments.

In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of

these factors, among others, could materially affect the price of our Equity Shares. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue. For further details of the obligations and limitations of Market Makers please refer to the chapter titled “General Information” beginning on page 33 of this Draft Prospectus.

**11. *There are restrictions on daily 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.***

Following the Issue, we will be subject to a daily “circuit breaker” imposed by BSE, 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 exchange. The percentage limit on our circuit breakers will be set by the stock exchange based on the historical volatility in the price and trading volume of the Equity Shares.

The BSE may 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 will limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance can 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.

**12. *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 exchange 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 BSE could adversely affect the trading price of the Equity Shares.

**PROMINENT NOTES:**

1. This is a Public Issue of 7,50,000 Equity Shares of ₹ 10 each at ₹ 20 (including share premium of ₹ 10) per Equity Share aggregating ₹ 150.00 Lacs.
2. For information on changes in our Company's name, Registered Office and changes in the objects clause of the MOA of our Company, please refer to the chapter titled "History and Certain Corporate Matters" beginning on page 78 of the Draft Prospectus.
3. Our Net Worth as at March 31, 2014 was ₹ 224.80 Lacs and as at September 30, 2014 was ₹ 230.46 Lacs.
4. The Net Asset Value per Equity Share as at March 31, 2014 was ₹ 19.66 and as at September 30, 2014 was ₹ 20.16.
5. Investors may contact the Lead Manager for any complaint pertaining to the Issue. All grievances relating to ASBA may be addressed to the Registrar to the Issue, with a copy to the relevant SCSBs, giving full details such as name, address of the Applicant, number of Equity Shares for which the applied, Application Amounts blocked, ASBA Account number and the Designated Branch of the SCSBs where the ASBA Form has been submitted by the ASBA Applicant.

6. The average cost of acquisition per Equity Share by our Promoters is set forth in the table below:

<b>Name of the Promoter</b>	<b>Average cost of acquisition (in ₹)</b>
Mr. Chandu K. Jain	19.15
Mr. Keshrimal B. Jain	19.62
Chandu K. Jain HUF	20.00

*For further details relating to the allotment of Equity Shares to our Promoters, please refer to the chapter titled "Capital Structure" beginning on page 41 of the Draft Prospectus.*

7. For the details of the group companies having business interests or other interests in the issuer please refer to the section titled "Our Group Entities" on page 99 of the Draft Prospectus.
8. For details of transaction by our Company with group companies or group entities please refer to "Section VI Financial Information" beginning on page 102 of the Draft Prospectus.
9. There has been no financing arrangement whereby 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 the Draft Prospectus.
10. Our Company its Promoters / Directors, Company's Associates or Group companies have not been prohibited from accessing the Capital Market under any order or direction passed by SEBI. The Promoter, their relatives, Company, group companies, associate companies are not declared as willful defaulters by RBI / Government authorities and there are no violations of securities laws committed in the past or pending against them.
11. Investors are advised to refer to the paragraph titled "Basis for Issue Price" beginning on page 56 of the Draft Prospectus.
12. The Lead Manager and our Company shall update the Draft Prospectus and keep the investors / public informed of any material changes till listing of the Equity Shares offered in terms of the Draft Prospectus and commencement of trading.
13. Investors are free to contact the Lead Manager for any clarification, complaint or information pertaining to the Issue. The Lead Manager and our Company shall make all information available

to the public and investors at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever.

14. In the event of over-subscription, allotment shall be made as set out in paragraph titled “*Basis of Allotment*” beginning on page 157 of the Draft Prospectus and shall be made in consultation with the Designated Stock Exchange i.e. BSE. The Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner as set out therein.
15. The Directors / Promoters of our Company have no interest in our Company except to the extent of remuneration and reimbursement of expenses (if applicable) and to the extent of any Equity Shares of our Company held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and/or trustee, and to the extent of benefits arising out of such shareholding. For further details please refer to the section titled “*Our Management*” on page 82 of the Draft Prospectus.
16. No part of the Issue proceeds will be paid as consideration to Promoter, Directors, Key Managerial Personnel or persons forming part of Promoter Group.
17. Our Company does not have any contingent liabilities outstanding as on September 30, 2014.

## SECTION III - INTRODUCTION

### SUMMARY OF OUR INDUSTRY

#### GENERAL MACRO-ECONOMIC ENVIRONMENT AND INVESTMENT CLIMATE

After the recovery of global economic conditions in late 2012-13, the current financial year unfolded an unprecedented stress to Indian economy and markets. The tightening of global liquidity increased external pressures and heightened the focus on India's macroeconomic imbalances viz., high inflation, large current account and fiscal deficits and structural weaknesses particularly supply bottlenecks in infrastructure, power and mining. The impact of US Federal Reserve's May 2013 announcement on Indian financial markets was one of the most severe amongst emerging markets with the rupee depreciation weighing on the stock market, foreign outflows from the debt market further aggravating the forex markets and impacting yields as also the equity market. Thus, the global developments since May 2013 have brought to the fore not just the stress in the financial markets and asset prices, but also their impact on other macroeconomic parameters, including growth, public finances and inflation, as also financial stability. In the wake of intense exchange rate pressures, stabilisation of the economy by restoring exchange rate stability was the foremost task. A series of exceptional monetary policy actions were taken to tighten interest rates to siphon off liquidity, to restrain the current account deficit (CAD) and to improve its financing. With the resultant improved stability in the foreign exchange market, exceptional liquidity and monetary measures were normalised.

The growth concerns remain dominant for Indian economy with GDP growth recording below 5 percent for seven successive quarters and index of industrial production (IIP) growth stagnating for two successive years. Even though the agriculture output and export performance strengthened, industrial growth continues to stagnate. The leading indicators of the services sector exhibited a mixed picture. During the year, growth picked up in emerging markets, but the momentum appeared to be weaker than in the advanced economies mainly due to less favourable external environment and country specific concerns like high inflation and wide current account deficit producing weak investor sentiments for emerging markets.

The Indian economy, which witnessed a slowdown after a robust growth of over 8 percent in 2010-11, troughed to a decadal low rate of 4.5 percent in 2012-13 and the provisional estimate stood at a marginal high of 4.7 percent in 2013-14. As per the provisional estimates of Central Statistical Office (CSO), Gross Domestic Product (GDP) at factor cost at constant (2004-05) prices in the year 2013-14 is ₹57,41,791 crore, as against the first revised estimate of GDP for the year 2012-13 of ₹54,82,111 crore.

In 2013-14, the overall growth is expected to improve on the back of a reviving agriculture sector, with a growth rate of 4.7 percent as compared to 1.4 percent in 2012-13. However, Industry which recorded a growth of 0.9 percent continues to dampen further over the previous year. Service sector continued to maintain its momentum over the previous two years with a growth of 6.2 percent in 2013-14. However, sub-sectors trade, hotels, transport and communication recorded a sluggish growth of 3.0 percent in 2013-14.

Services sector has been a major contributor to India's GDP and growth with a rising share of 67.3 percent in the GDP in 2013-14 as against 66.4 percent in 2012-13. The sector, however, is expected to grow at 6.2 percent in 2013-14, similar to growth observed in 2012-13 but much higher than the other two sectors of the economy. The sector with high growth potential was largely hampered due to a tad increase of 3.0 percent observed in 'Trade, Hotels, Transport and Communication' sub -sector, as compared to 5.1 percent recorded in 2012-13. Weak consumer confidence has impacted the sale of passenger cars, commercial vehicles and three wheelers. Nonetheless, the reduction in excise duty on passenger vehicles and two wheelers, as announced in the interim budget for 2014-15, is expected to augur well for the sector.

‘Financing, Insurance, Real Estate and Business Services’ sub-sector has further increased its share in GDP from 19.1 percent in 2012-13 to 20.3 percent in the current year. The sub-sector continues to outperform the other three sub-sectors while recording a growth rate of 12.9 percent in 2013-14 as compared to 10.9 percent observed in 2012-13. Construction sub sector, with 7.4 percent weight in GDP, is expected to grow at 1.6 percent in 2013-14 as against 1.1 percent recorded in the previous financial year.

‘Community, Social and Personal Services’ sub-sector, which contributes 13.1 percent share in GDP, is estimated to grow at 5.6 percent in the current year, slightly higher than the growth rate of 5.3 percent achieved in 2012-13. India’s services sector has emerged as a prominent sector over a decade in terms of its contribution to national and states incomes, FDI inflows and employment.

*Source: SEBI Annual Report 2013-2014*

### **Credit Growth**

The credit growth decelerated in early 2013-14 owing to slack in macroeconomic activity and deterioration in asset quality. However, later during the year, credit off-take accelerated on account of buildup in credit to services and personal loan category. Deployment of credit to industries decelerated to 14.1 percent in 2013-14 led by sectors like gems and jewellery, petroleum and mining even though credit to agriculture, food processing, construction, glass and paper recorded a pick up. Credit flow rate to large and medium sector industries has been lower as compared to micro and small industries. Improved macroeconomic outlook besides easing of liquidity conditions on account of rolling back of the policy rate corridor, has moderated the credit growth in line with the indicative trajectory.

*Source: SEBI Annual Report 2013-2014*

### **Indian Financial Services Sector**

There has been a considerable broadening and deepening of the Indian financial markets due to various financial market reforms undertaken by the regulators, the introduction of innovative financial instruments in the recent years and the entry of sophisticated domestic and international players. Sectors such as banking, asset management and brokerage have been liberalised to allow private sector involvement, which has contributed to the development and modernisation of the financial services sector. This is particularly evident in the nonbanking financial services sector, such as equities, derivatives and commodities brokerage, residential mortgage and insurance services, where new products and expanding delivery channels have helped these sectors achieve high growth rates.

### **Debt Markets**

The Indian debt market is the third largest in Asia ex-Japan after China and Korea. A large variety of instruments are available to investors, ranging from government bonds and T-bills to certificates of deposit, commercial paper and private-sector bonds. Issuers include the central government, the states of the Indian Union, private and public sector companies, and financial institutions.

The corporate bond market continues to lag behind the government debt market owing to problems such as non-availability of a trading platform, central clearing and settlement, stringent documentation requirements and secondary market volumes which continues to deter issuers from raising money via the bond route.

Accordingly, Indian debt capital markets such as investment grade and high yield debt, mortgage and asset backed securities, both onshore and offshore, have remained underdeveloped relative to the equity capital markets. Debt financing requirements of Indian corporates is primarily met by Indian banks and select International banks that participate in foreign currency international syndications. Large corporations are increasingly able to tap into the international debt capital markets in order to meet their borrowing and acquisition financing requirements. Banks have recently been growing their



assets by 20-30% per annum, but given the lack of depth in the asset and mortgage based securities markets, banks are unable to effectively manage their capital and balance sheets by offloading risk. There are several reasons for the underdeveloped debt markets in India such as regulatory limitations, underdevelopment of infrastructure, high transaction costs, and a limited investor base. RBI has placed restrictions on borrowings by establishing limits on the amount and the rate at which corporations can borrow abroad. It is widely believed and recognised by various constituencies that the development of the Indian debt markets is necessary in order to meet the large funding requirements of the growing corporate and financial sector.

### **Investment Banking**

With the strong growth in the economy, Indian companies have grown profits rapidly and have increased the scale of their operations. At the same time, their requirements for capital have increased as has their demand for increasingly sophisticated methods of funding, need for strategic advisory services related to mergers, acquisitions and restructurings, and need for risk management solutions.

Indian companies have been increasingly raising funds from both domestic and international equity and equity linked and international debt capital markets. In addition, the pace of private equity activity has accelerated over the past few years. As private equity investing in India has gained momentum, the size and nature of investments has also evolved, increasingly moving from smaller start-up and early stage funding to later stage growth capital investments. There has also been a significant increase in merger and acquisition (“M&A”) activity by Indian companies in recent years. This continuing increase is evident in the inbound, outbound and domestic segments.

In addition, the growth of the economy and Indian corporations has coincided with a sharp increase in foreign direct investment, including significant participation from private equity firms, a marked increase in investment in the real estate sector, increasing M&A activity, and a growing demand for credit from both corporations and consumers. With it, there has been a proliferation in the presence of intermediaries such as investment banks and securities firms that closely monitor the performance of the markets and provide extensive fundamental and technical research on the economy, sectors, and companies. All of these have contributed significantly to the growth of the Indian capital markets.

Corporate borrowing requirements are primarily met through the domestic banking system, due to the limited development of the corporate bond market. Large corporations are able to tap into the international banking system for their funding requirements however the RBI has placed restrictions on these borrowings by establishing limits on the amount and the rate at which corporations can borrow abroad. It is widely believed that for the healthy development of the Indian capital markets and corporate sector, it is imperative that the debt markets develop in a systematic and scalable manner.

### **Indian Financial Sector – The way forward**

The far-reaching changes in the Indian economy since liberalization have had a deep impact on the Indian financial services sector. Financial sector reforms that were initiated by the government since the early ‘90s have been to meet the challenges of a complex financial architecture. This has ensured that the new emerging face of the Indian financial sector will culminate in a strong, transparent and resilient system.

Broadly, financial sector reforms can be categorized in two phases. The first phase of economic reforms that started in 1985 focused on increasing productivity, new technology import and effective use of human resources. These efforts were in line with the changes in international markets, organisations and production areas. In the second phase, beginning in 1991-92, the government aimed at reducing fiscal deficit by opening the economy to foreign investments. Financial sector reforms during this period focused on modification of the policy framework, improvement in financial health of the entities and creation of a competitive environment. These reforms targeted three interrelated

issues viz. (i) strengthening the foundations of the banking system; (ii) streamlining procedures, upgrading technology and human resource development; and (iii) structural changes in the system.

The last decade witnessed a significant broadening and deepening of financial markets with the introduction of several new instruments and products in banking, insurance and capital markets space. During this time, the Indian financial sector (banking, insurance and capital markets) opened up to new private players including foreign companies. The new players adopted international best practices and modern technology to offer a more sophisticated range of financial services to corporate, retail and institutional customers. The consequent competition in the market brought in innovation, better customer service and efficiency in the financial sector in India.

Financial sector regulators too have been proactive in ensuring that new regulations and guidelines are more or less in tandem with the growth in the financial sector. Financial intermediaries have gradually moved to internationally acceptable norms for income recognition, asset classification, provisioning and capital adequacy. These developments have given a strong impetus to the development and modernization of the financial sector in India. Going forward the aim would be to achieve international standards in this area within the shortest possible period.

India's services sector has been the most dynamic part of its economy, leading GDP growth for past two decades. India serves as an example as to how services sector can play an important role in a country's economic growth. India is doing reasonably well in retail sector and the financial sector including insurance. India is now eager to open up the pensions sector also to foreign investors. The way these sectors have been developed with a robust regulatory and policy framework also holds important lessons for other countries. India's financial services sector has been one of the fastest growing sectors in the economy. The economy has witnessed increased private sector activity including an explosion of foreign banks, insurance companies, mutual funds, venture capital and investment institutions. Although significant steps have been taken in reforming the financial sector, some areas require greater focus.

- The ability of the financial services sector in its present structure to make available investible resources to the potential investors in coming years, such as equity and long term, medium and short-term debt.
- The inability of banks to quickly enforce security and access to collateral, and the capital constraints in recognizing large loan losses.
- Volatility in global commodity prices has had a major impact on Indian companies. This has led to non-performing loans and provisioning for credit losses becoming a key area of concern for the Indian financial system.

Source: <http://blog.ficci.com/financial-sector-india/2776/>

## SUMMARY OF OUR BUSINESS

We are a financial services Company, offering the corporate and financial advisory services. These services encompass Project Advisory, Loan Syndication, Mergers & Acquisitions and Private Equity. We provide integrated solutions to our clients which includes managing crucial aspects like corporate finance, working capital finance, project finance and financial restructuring to corporate. The Corporate Advisory services clients ranging from medium-sized corporates, SMEs and family-managed businesses.

We provide an entire spectrum of services for corporate relating to:

- Debt Syndication - Working Capital Finance and Project Finance
- Capital Structuring & Financial Structuring
- Capital Restructuring & Financial Restructuring
- Direct Listing Advisory
- Business Valuation
- Private Equity placements
- Equity Placement with Institutional Investors
- Valuations & deal structuring
- Mergers and Acquisition
- Real Estate Advisory

At a time, when India is throwing up investment avenues in new sectors and projects, there is a critical need to provide specialised advisory services to the Indian Corporate Sector in their efforts towards growth. We are offer diversified financial advisory services, innovative ideas and unparalleled execution to our client base across all stages of the business cycle. We believe in identification and selection of suitable fund raising option which fits the Company's capital structuring strategy.

We are also engaged in making investment in the form of Debt & Equity in various companies. We also fund the requirements of our clients and business associates by providing short term loans and advances to them and earning interest income from the same. These advances are made typically in our known circle and through proper reference checks.

We also provide real estate advisory services. We provide efficient, low-cost, secure investment strategies to investors both individual and institutional across Mumbai to meet their financial objectives.

**SUMMARY OF OUR FINANCIAL INFORMATION**

The following tables set forth summary financial information derived from restated standalone financial statements as of and for the period from January 4, 2012 (date of incorporation) and ended on March 31, 2013, financial year ended March 31, 2014 and 6 months period ended September 30, 2014. The summary financial information presented below should be read in conjunction with the chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” and “*Financial Information*” beginning on page 121 and 102, respectively of the Draft Prospectus.

**SSPN FINANCE LIMITED (STANDALONE)****Statement of Assets and Liabilities (As Restated)**

(₹ in Lacs)

<b>Particulars</b>	<b>30.09.14</b>	<b>31.03.14</b>	<b>31.03.13</b>
<b>Equity &amp; Liabilities</b>			
<b>Shareholders Fund</b>			
-Equity Share Capital	114.32	114.32	5.00
<b>Total(a)</b>	<b>114.32</b>	<b>114.32</b>	<b>5.00</b>
<b>Reserves and surplus</b>			
General Reserve	0.00	0.00	0.00
Share Premium	109.32	109.32	0.00
P&L Account	6.82	1.16	0.92
Less: Revaluation Reserve	0.00	0.00	0.00
<b>Total(b)</b>	<b>116.14</b>	<b>110.48</b>	<b>0.92</b>
<b>Total</b>	<b>230.46</b>	<b>224.80</b>	<b>5.92</b>
<b>Non Current Liabilities</b>			
Long Term Borrowings	0.00	0.00	0.00
Long term provisions	0.00	0.00	0.00
Deferred Tax Liability	0.00	0.68	0.41
<b>Total Non Current Liabilities</b>	<b>0.00</b>	<b>0.68</b>	<b>0.41</b>
<b>Current Liabilities</b>			
Short Term Borrowings	272.91	128.95	0.09
Trade Payables	0.00	0.00	0.00
Other Current Liabilities	0.00	0.00	109.84
Short Term Provisions	13.05	3.15	1.60
<b>Total Current Liabilities</b>	<b>285.96</b>	<b>132.10</b>	<b>111.53</b>
<b>Total Equity &amp; Liability</b>	<b>516.42</b>	<b>357.58</b>	<b>117.86</b>
<b>Non-Current Assets</b>			
a) Fixed Assets			
Tangible Assets	3.46	4.28	2.11
Capital Work -in-Progress	0.00	0.00	0.00
<b>Total Fixed Assets (a)</b>	<b>3.46</b>	<b>4.28</b>	<b>2.11</b>
b) Non Current Investments	0.00	0.00	0.00

c) Deferred Tax Assets	0.28	0.00	0.00
d) Long Term Loans and Advances	4.07	6.63	4.79
e) Other Non Current Assets	0.78	1.04	10.13
<b>Total Non Current Assets</b>	<b>8.59</b>	<b>11.95</b>	<b>17.03</b>
<b>Current assets</b>			
Current Investments	0.00	0.00	0.00
Inventories	0.00	0.00	0.00
Trade Receivables	6.50	1.80	0.00
Cash and Cash Equivalents balances	158.60	143.81	100.83
Short Term Loans and advances	342.73	200.00	0.00
Other Current Assets	0.00	0.02	0.00
<b>Total Current Assets</b>	<b>507.83</b>	<b>345.63</b>	<b>100.83</b>
<b>Total Assets</b>	<b>516.42</b>	<b>357.58</b>	<b>117.86</b>

**Note:** The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

**Summary Statement of Profit and Loss, As Restated**

(₹ in Lacs)

<b>Particulars</b>	<b>30.09.14</b>	<b>31.03.14</b>	<b>For the period from January 04, 2012 (Date of Incorporation) to 31.03.13</b>
<b>Income</b>			
Revenue from Operations	27.14	22.12	47.91
Other Income	0.22	0.02	0.00
<b>Total Revenue</b>	<b>27.36</b>	<b>22.14</b>	<b>47.91</b>
<b>Expenditure</b>			
Employee Benefit Expenses	13.10	8.04	4.43
Other Expenses	2.23	5.41	39.13
<b>Total (B)</b>	<b>15.33</b>	<b>13.45</b>	<b>43.56</b>
<b>Profit Before Interest, Depreciation and Tax</b>	<b>12.03</b>	<b>8.69</b>	<b>4.35</b>
Depreciation and Amotisation Expenses	1.09	3.09	2.41
<b>Profit Before Interest and Tax</b>	<b>10.94</b>	<b>5.60</b>	<b>1.94</b>
Financial Charges	3.98	4.56	0.00
<b>Profit before Taxation</b>	<b>6.96</b>	<b>1.04</b>	<b>1.94</b>
Provision for Taxation	2.26	0.52	0.61
Provision for Deferred Tax	-0.96	0.28	0.41
<b>Total</b>	<b>1.30</b>	<b>0.80</b>	<b>1.02</b>
<b>Profit After Tax but Before Extra ordinary Items</b>	<b>5.66</b>	<b>0.24</b>	<b>0.92</b>
Extraordinary Items	0.00	0.00	0.00
<b>Net Profit after adjustments</b>	<b>5.66</b>	<b>0.24</b>	<b>0.92</b>
<b>Net Profit Transferred to Balance Sheet</b>	<b>5.66</b>	<b>0.24</b>	<b>0.92</b>

**Note:** The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

**Summary Statement of Cash Flow, As Restated**

(₹ in Lacs)

PARTICULARS	30.09.14	31.03.14	31.03.13
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit Before Tax	6.96	1.04	1.94
Adjusted for :			
a. Depreciation	1.09	3.09	2.41
b. Interest Expenses	3.98	4.56	-
c. Other Adjustments	(0.27)	(0.52)	(1.04)
d. Dividend Income	-	-	-
e. Profit on sale of long term investments	-	-	-
f. Interest Income	(18.59)	(20.12)	(9.53)
<b>Operating profit before working capital changes</b>	<b>(6.83)</b>	<b>(11.95)</b>	<b>(6.22)</b>
Adjusted for :			
a. Decrease / (Increase) in Inventories	-	-	-
b. Decrease / ( Increase ) in trade receivable	(4.70)	(1.80)	-
c. ( Increase ) / Decrease in short term loans and advances	(142.73)	(200.00)	-
d. ( Increase ) / Decrease in Other Non Current Assets	0.26	9.09	(10.13)
e. ( Increase ) / Decrease in Long term loans and advances	2.56	(1.84)	(4.79)
f. Increase / ( Decrease ) in Trade Payables	-	-	-
g. Increase / (Decrease) in short term provisions	9.90	1.55	1.60
h. Increase / ( Decrease ) in other current liabilities	-	(109.84)	109.84
i. Increase / ( Decrease ) in Long Term Provisions	-	-	-
j. (Increase) / Decrease in Other Current Assets	0.02	(0.02)	-
<b>Cash generated from operations</b>	<b>(141.52)</b>	<b>(314.81)</b>	<b>90.30</b>
Income Tax Paid ( net of refunds )	2.26	0.52	0.61
<b>NET CASH GENERATED FROM OPERATION</b>	<b>(143.78)</b>	<b>(315.33)</b>	<b>89.69</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITES</b>			
a. (Purchase)/ Sale of Fixed Assets	-	(4.75)	(3.48)
b. (Purchase) / Sale of non-current investment	-	-	-
c. (Increase) in Misc. Expenses	-	-	-
d. Interest received	18.59	20.12	9.53
e. Dividend Income			-
<b>Net cash (used) in investing activities</b>	<b>18.59</b>	<b>15.37</b>	<b>6.05</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITES</b>			
a. Interest Paid	(3.98)	(4.56)	-
b. Proceeds from share issued / application	-	218.64	5.00
c. ( Repayments ) / proceeds of long term borrowings	-	-	-
d. ( Repayments ) / proceeds of short term borrowings	143.96	128.86	0.09
<b>Net cash generated/(used) in financing activities</b>	<b>139.98</b>	<b>342.94</b>	<b>5.09</b>

<b>Net Increase / ( Decrease ) in cash and cash equivalents</b>	<b>14.79</b>	<b>42.98</b>	<b>100.83</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>143.81</b>	<b>100.83</b>	<b>-</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>158.60</b>	<b>143.81</b>	<b>100.83</b>

## Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 'Cash Flow Statement'. Previous year's figures have been regrouped / rearranged / recasted wherever necessary to make them comparable with those of current year.
- The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.



## THE ISSUE

Present Issue in terms of the Draft Prospectus:

Issue Details	
Equity Shares offered	7,50,000 Equity Shares of face value of ₹ 10 each
<i>Of which:</i>	
Reserved for Market Makers	42,000 Equity Shares of face value of ₹ 10 each
Net Issue to the Public	7,08,000 Equity Shares of face value of ₹ 10 each
Equity Shares outstanding prior to the Issue	11,43,200 Equity Shares of face value of ₹ 10 each
Equity Shares outstanding after the Issue	18,93,200 Equity Shares of face value of ₹ 10 each
Use of Proceeds	For further details please refer chapter titled “Objects of the Issue” beginning on page 52 of the Draft Prospectus for information on use of Issue Proceeds

### Notes

1. This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to section titled ‘Issue related Information’ beginning on page 144 of the Draft Prospectus.
2. The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on September 1, 2014 and by the shareholders of our Company vide a special resolution passed pursuant to section 62(1)(c) of the Companies Act at the EGM held on September 26, 2014.

## GENERAL INFORMATION

### SSPN FINANCE LIMITED

Our Company was incorporated as ‘SSPN Finance Limited’ a public limited company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated January 4, 2012 issued by the Registrar of Companies, Maharashtra, Mumbai. Our Company received the Certificate of Commencement of Business on January 31, 2012 issued by the Registrar of Companies, Maharashtra, Mumbai. Our corporate identification number is U65923MH2012PLC225735.

#### Registered Office of our Company

##### **SSPN Finance Limited**

106, Siddhesh Apartment,  
2nd Khattar Gali,  
Thakurdwar Road,  
Charni Road (East),  
Mumbai – 400 004

**Tel:** +91 22 6127 5138

**Fax:** +91 22 6127 5138

**Email:** [sspnfinance@gmail.com](mailto:sspnfinance@gmail.com)

**Website:** [www.sspn.co.in](http://www.sspn.co.in)

For details of change in the name and Registered Office of our Company, please refer to the chapter titled “History and Certain Corporate Matters” beginning on page 78 of the Draft Prospectus.

#### Corporate Office of our Company

##### **SSPN Finance Limited**

Vrusti, 20 Swastic Soc., V.M Road,  
Vile Parle(w), Near Mithibai College,  
Opp HDFC Bank,  
Mumbai-400056, Maharashtra

**Tel:** +91 22 6733 8899

**Fax:** +91 22 6733 8899

**Email:** [sspnfinance@gmail.com](mailto:sspnfinance@gmail.com)

**Website:** [www.sspn.co.in](http://www.sspn.co.in)

#### Address of the RoC

##### **Registrar of Companies, Maharashtra**

100, Everest Building  
Marine Drive  
Mumbai - 400 002  
Maharashtra

#### Name of the Stock Exchange where Equity Shares are proposed to be listed

Our Company proposed to list its Equity Shares on the SME Platform of BSE Limited.

#### Issue Programme

Issue Opens on: [•]

Issue Closes on: [•]

## Our Board of Directors

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

Sr. No.	Name and Designation	Age (in years)	DIN	Address
1.	<b>Mr. Chandu K Jain</b> <i>Managing Director</i>	45	02412955	503, Siddhachal Bldg., Hanuman Road , Vile parle(East), Mumbai, 400057, Maharashtra, India
2.	<b>Mr. Ankur Choksi</b> <i>Executive Director&amp; CFO</i>	36	02327417	Ram Nivas, 3 Suvarna Nagar Soc, N.S Road No.5 J.V.P.D Scheme, Vile Parle(West), Mumbai – 400056. Maharashtra, India
3.	<b>Mr. Mani Anathanarayan</b> <i>Independent Director</i>	52	05114472	4, Saravana, P. M. Road Extn., Vile Parle(East), Mumbai, 400057, Maharashtra, India
4.	<b>Mr. Sunil R. Jain</b> <i>Independent Director</i>	27	06554219	12, Walchand Apartments, Noronha Compound, Ground, Cross Garden Lane, Bhayander (West), Mumbai – 401101, Maharashtra, India
5.	<b>Mr. Jairaj V. Bafna</b> <i>Independent Director</i>	29	06637142	310/3, Rajani Mahal, Opp. A.C. Market, 89-95, Tardeo Road, Mumbai - 400034, Maharashtra, India

For detailed profile of our Managing Director and other Directors, refer to chapters titled “Our Management” and “Our Promoters and Promoter Group” beginning on page 82 and 95 respectively of the Draft Prospectus.

## Company Secretary and Compliance Officer

**Mr. Sandeep S. Gupta**

**SSPN Finance Limited**

Vrusti, 20 Swastic Soc., V.M Road,  
Vile Parle(w), Near Mithibai College,  
Opp HDFC Bank,  
Mumbai-400056, Maharashtra

**Tel:** +91 22 6733 8899

**Fax:** +91 22 6733 8899

**Email:** [sspnfinance@gmail.com](mailto:sspnfinance@gmail.com)

**Website:** [www.sspn.co.in](http://www.sspn.co.in)

Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue, Bigshare Services Private Limited and / or the Lead Manager, i.e., First Overseas Capital Limited, 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.

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

#### ***Lead Manager to the Issue***

##### **First Overseas Capital Limited**

1-2, Bhupen Chambers,  
Ground Floor, Dalal Street,  
Mumbai – 400 001  
**Tel No:** +91 22 4050 9999; **Fax No:** +91 22 4050 9900  
**Email:** rushabh@focl.in  
**Investor Grievance Email:** investorcomplaints@focl.in  
**Website:** www.focl.in  
**SEBI Registration No:** INM000003671  
**Contact Person:** Mr. Rushabh Shroff

#### ***Registrar to the Issue***

##### **Bigshare Services Private Limited**

E/2, Ansa Industrial Estate,  
Saki Vihar Road, Sakinaka,  
Andheri (East), Mumbai - 400 072.  
**Tel No:** +91 22 40430200; **Fax No:** +91 22 2847 5207  
**Website:** www.bigshareonline.com  
**Email:** ipo@bigshareonline.com  
**Contact Person:** Mr. Babu Raphel  
**SEBI Registration No:** INR000001385

#### ***Legal Counsel to the Issue***

##### **Sanjay A. Shah**

##### **Advocate High Court**

A-101, Patel Apartments,  
Maratha Colony Road,  
Opp. Movie Gem Theater,  
Dahisar (East),  
Mumbai -400068  
**Tel No:** +91 22 2897 7036  
**Email:** sanjayshahadv@gmail.com  
**Contact Person:** Mr. Sanjay A. Shah

#### ***Bankers to our Company***

##### **HDFC Bank Limited**

Manekji Wadia Building,  
Ground Floor, Nanik MotwaniMarg,  
Fort, Mumbai - 400023

**Tel:** +91 22 2856 1818  
**Fax:** +91 22 2270 5520  
**Email:** urvinder.singh@hdfcbank.com  
**Website:** www.hdfcbank.com  
**Contact Person:** Mr. Urvinder Singh

#### ***Statutory Auditors of our Company (Peer Review certified)***

**V.R. Bhabhra & Co.**  
Chartered Accountants  
303, Sagar Shopping Centre,  
76, J.P. Road, Opp. Bombay Bazaar,  
Andheri West, Mumbai 400058  
**Tel:** +91 22 2678 1737  
**Email:** vimalbhabhra@yahoo.co.in  
**Membership No:** 046043  
**FRN:** 112861W  
**Contact Person:** Mr. V.R. Bhabhra

#### ***Bankers to the Issue / Escrow Collection Banks / Refund Bankers to the Issue***

**HDFC Bank Limited**  
FIG-OPS Department, Lodha I Think Techno Campus,  
0-3, Level, Next to Kanjurmarg Railway Station, Kanjurmarg East, Mumbai – 400 042  
**Tel No:** +91 22 3075 2928  
**Fax No:** +91 22 2579 9801  
**Email:** uday.dixit@gdfcbank.com  
**Website:** www.hdfcbank.com  
**SEBI Registration No:** INBI00000063  
**Contact Person:** Mr. Uday Dixit

#### ***Self Certified Syndicate Banks (SCSB's)***

The list of Designated Branches that have been notified by SEBI to act as SCSB for the ASBA process is provided on <http://www.sebi.gov.in/pmd/scsb.html>. For more information on the Designated Branches collecting ASBA Forms, see the above mentioned SEBI link.

#### **Statement of Responsibility of the Lead Manager/ Statement of inter se allocation of responsibilities**

Since First Overseas Capital Limited is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities amongst Lead Managers is not required.

#### **Credit Rating**

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

#### **IPO Grading**

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

#### **Brokers to the Issue**

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

#### **Expert Opinion**

Except for the report which will be provided by (a) statutory auditors' reports on the restated financial statements; and (b) statement of tax benefits by the statutory auditors, (a copy of the said report and statement of tax benefits has been included in the Draft Prospectus), we have not obtained any other expert opinions.

### Trustees

This is an issue of Equity Shares, the appointment of trustee is not required.

### Appraisal and Monitoring Agency

The objects of the Issue have not been appraised by any agency. The Objects of the Issue and means of finance, therefore, are based on internal estimates of our Company. As the net proceeds of the Issue will be less than ₹ 50,000 Lacs, under the sub-regulation (1) of Regulation 16 of SEBI (ICDR) Regulations, 2009 it is not required that a monitoring agency be appointed by our Company.

However, as per Clause 52 of the SME Listing Agreement to be entered into with the Stock Exchange upon listing of the Equity Shares and in accordance with the corporate governance requirements, the Audit Committee of our Company would be monitoring the utilization of the Issue Proceeds.

### Underwriting Agreement

This Issue is 100% Underwritten. The Underwriting agreement is dated December 16, 2014. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein.

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

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lacs)	% of the Total Issue Size Underwritten
<b>First Overseas Capital Limited</b> 1-2, Bhupen Chambers, Ground Floor, Dalal Street, Mumbai – 400 001 <b>Tel No:</b> +91 22 4050 9999; <b>Fax No:</b> +91 22 4050 9900 <b>Email:</b> <a href="mailto:rushabh@focl.in">rushabh@focl.in</a> <b>Website:</b> <a href="http://www.focl.in">www.focl.in</a> <b>SEBI Registration No:</b> INM000003671	1,14,000	22.80	15.20%
<b>Choice Equity Broking Private Limited</b> Shree Shakambhari Corporate Park, Plot No. 156 – 158, Near Cambridge School, Chakravarti Ashok Society, J. B. Nagar, Andheri (E), Mumbai – 400099 <b>Tel:</b> +91 22 6707 9999; <b>Fax:</b> +91 22 6707 9898 <b>Website:</b> <a href="http://www.choiceindia.com">www.choiceindia.com</a> <b>Email:</b> <a href="mailto:mahavir.toshniwal@choiceindia.com">mahavir.toshniwal@choiceindia.com</a> <b>SEBI Registration No:</b> INB011377331	6,36,000	127.20	84.80%
<b>Total</b>	<b>7,50,000</b>	<b>150.00</b>	<b>100.00%</b>

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

### **Details of the Market Making Arrangement for this Issue**

Our Company and the Lead Manager have entered into a tripartite agreement dated December 16, 2014, with the following Market Maker, duly registered with BSE to fulfill the obligations of Market Making:

**Choice Equity Broking Private Limited**

Shree Shakambhari Corporate Park,  
Plot No. 156 – 158, Near Cambridge School,  
Chakravarti Ashok Society ,  
J. B. Nagar, Andheri (E),  
Mumbai – 400099,

**Tel:** +91 22 6707 9999

**Fax:** +91 22 6707 9898

**Website:** www.choiceindia.com

**Email:** mahavir.toshniwal@choiceindia.com

**SEBI Registration No:** INB011377331

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the BSE and SEBI regarding this matter from time to time. Following is a summary of the key details pertaining to the Market Making arrangement:

- 1) The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
- 2) The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- 3) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- 4) There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- 5) On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
- 6) The Marker maker may also be present in the opening call auction, but there is no obligation on him to do so.
- 7) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- 8) The Market Maker(s) shall have the right to terminate said arrangement by giving a three months notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

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

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

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

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

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

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



<b>Issue Size</b>	<b>Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)</b>	<b>Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)</b>
Up to ₹ 20 Crore	25%	9
₹ 20 to ₹ 50 Crore	20%	8
₹ 50 to ₹ 80 Crore	15%	6
Above ₹ 80 Crore	12%	5

- 13) 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.

## CAPITAL STRUCTURE

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

No.	Particulars	Amount (₹ in Lacs)	
		Aggregate nominal value	Aggregate value at Issue Price
<b>A.</b>	<b>Authorised Share Capital</b>		
	40,00,000 Equity Shares of ₹ 10 each	400.00	--
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>		
	11,43,200 Equity Shares of ₹ 10 each	114.32	--
<b>C.</b>	<b>Present Issue in terms of the Draft Prospectus<sup>(a)</sup></b>		
	Public Issue of 7,50,000 Equity Shares at a Issue price of ₹ 20 per Equity Share	75.00	150.00
	<i>Which comprises:</i>		
	a) <i>Reservation for Market Maker(s)</i> - 42,000 Equity Shares of face value of ₹ 10 each reserved as Market Maker portion at a price of ₹ 20 per Equity Share	4.20	8.40
	b) <i>Net Issue to the Public</i> of 7,08,000 Equity Shares of face value of ₹ 10 each at a price of ₹ 20 per Equity Share	70.80	141.60
	<b>Of the Net Issue to the Public</b>		
	<b>Allocation to Retail Individual Investors</b>		
	- 3,54,000 Equity Shares of face value of ₹ 10 each at a price of ₹ 20 per Equity Share shall be available for allocation for Investors applying for a value of upto ₹ 2 lacs	35.40	70.80
	<b>Allocation to Other than Retail Individual Investors</b>		
	- 3,54,000 Equity Shares of face value of ₹ 10 each at a price of ₹ 20 per Equity Share shall be available for allocation for Investors applying for a value of above ₹ 2 lacs	35.40	70.80
<b>D.</b>	<b>Issued, Subscribed and Paid-up Share Capital after the Issue</b>		
	18,93,200 Equity Shares of ₹ 10 each	189.32	--
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue		109.32
	After the Issue		184.32

*The Issue has been authorised by the Board of Directors vide a resolution passed at its meeting held on September 1, 2014, and by the shareholders of our Company vide a special resolution passed pursuant to section 62(1)(c) of the Companies Act, 2013 at the EGM held on September 26, 2014.*

## NOTES TO THE CAPITAL STRUCTURE

### 1. Details of increase in authorised Share Capital:

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

Particulars of Change		Date of Shareholders' Meeting	AGM/EGM
From	To		
₹ 2,00,00,000 consisting of 20,00,000 Equity shares of ₹ 10 each.		On incorporation	-
₹ 2,00,00,000 consisting of 20,00,000 Equity shares of ₹ 10 each	₹ 4,00,00,000 consisting of 40,00,000 Equity shares of ₹ 10 each	September 26, 2014	EGM

### 2. History of Issued and Paid Up Equity Share Capital of our Company

Date of Allotment / Fully Paid-up	No. of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Cumulative Paid-up Capital (₹)	Cumulative Securities premium (₹)
Since Incorporation	50,000	10	10	Cash	Subscription to Memorandum of Association	50,000	500,000	
8-Mar-14	1,093,200	10	20	Cash	Preferential Allotment	1,143,200	11,432,000	10,932,000

### 3. Equity Shares issued for consideration other than cash by our Company.

Other than the Bonus Issue of Equity Shares as mentioned above, our Company has not issued any Equity Shares for consideration other than cash.

### 4. Details of Promoters' contribution and Lock-in

The Equity Shares held by the Promoters were acquired / allotted in the following manner:

#### Details of build-up of shareholding of the Promoters and lock-in

Date of Allotment / acquisition / transaction and when made fully paid up	Nature of acquisition (Allotment/ transfer)	Number of Equity Shares	Face Value per Equity Share (in ₹)	Issue/ Transfer price per Equity Share (in ₹)	Consideration (cash/other than cash)	% of pre issue capital	% of post issue capital	Lock-in Period	Source of Funds
<b>Mr. Chandu K Jain</b>									
Incorporation	Subscription to Memorandum	12,500	10	10	Cash	1.09%	0.66%	3 Years	Own Funds
8-Mar-14	Preferential Allotment	135,000	10	20	Cash	11.81%	7.13%	1 Year	Own Funds
	<b>Sub-total</b>	<b>147,500</b>				<b>12.90%</b>	<b>7.79%</b>		

<b>Mr. Keshrimal B. Jain</b>									
Incorporat ion	Subscription to Memorandum	12,500	10	10	Cash	1.09%	0.66%	3 Years	Own Funds
8-Mar-14	Preferential Allotment	312,500	10	20	Cash	27.34%	16.51%	1 Year	Own Funds
	<b>Sub-total</b>	<b>325,000</b>				<b>28.43%</b>	<b>17.17%</b>		
<b>Chandu K. jain HUF</b>									
8-Mar-14	Preferential Allotment	366,250	10	20	Cash	32.04%	19.35%	3 Years	Own Funds
	<b>Sub-total</b>	<b>366,250</b>				<b>32.04%</b>	<b>19.35%</b>		
	<b>Grand Total</b>	<b>838,750</b>				<b>73.37%</b>	<b>44.30%</b>		

As per clause (a) sub-regulation (1) Regulation 32 of the SEBI ICDR Regulations and in terms of the aforesaid table, an aggregate of 20% of the post-Issue Equity Share Capital of our Company shall be locked in by our Promoters for a period of three (3) years from the date of Allotment ("minimum Promoter' contribution").

The Promoters' contribution has been brought in to the extent of not less than the specified minimum amount and has been contributed by the persons defined as Promoters under the SEBI ICDR Regulations. Our Company has obtained written consents from our Promoters for the lock-in of 3,91,250 Equity Shares for a period of three years from the date of Allotment in the Issue.

The balance pre-Issue Equity Share capital of our Company, *i.e.* 7,51,950 Equity Shares shall be locked in for a period of one year from the date of Allotment in the Issue. Equity Shares offered by the Promoters for the minimum Promoters' contribution are not subject to pledge. Lock-in period shall commence from the date of Allotment of Equity Shares in the Issue.

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

- Equity Shares acquired during the preceding three years for consideration other than cash and revaluation of assets or capitalisation of intangible assets;
- Equity Shares acquired during the preceding three years resulting from a bonus issue by utilisation of revaluation reserves or unrealised profits of the issuer or from bonus issue against equity shares which are ineligible for minimum Promoters' contribution;
- Equity Shares acquired by Promoters during the preceding one year at a price lower than the price at which equity shares are being offered to public in the Issue; or equity shares pledged with any creditor.

Further, our Company has not been formed by the conversion of a partnership firm into a company and no Equity Shares have been allotted pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956.

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

#### ***Equity Shares locked-in for one year***

In addition to 20% of the post-Issue shareholding of our Company locked-in for three years as the minimum Promoters' contribution, the balance Pre-Issue Paid-up Equity Share Capital *i.e.* 7,51,950 Equity Shares, would be locked-in for a period of one year from the date of Allotment in the proposed

Initial Public Offering. Further, such lock-in of the Equity Shares would be created as per the bye laws of the Depositories.

***Other requirements in respect of ‘lock-in’***

In terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoter prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 37 of the SEBI ICDR Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the Takeover Code as applicable.

In terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked in as per the provisions of Regulation 36 of the SEBI ICDR Regulations, may be transferred to and amongst Promoters / members of the Promoter Group or to a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of Takeover Code, as applicable.

In terms of Regulation 39 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters can be pledged only with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or financial institutions, subject to the following:

- If the specified securities are locked-in in terms of sub-regulation (a) of Regulation 36 of the SEBI ICDR Regulations, the loan has been granted by such bank or institution for the purpose of financing one or more of the objects of the issue and the pledge of specified securities is one of the terms of sanction of the loan;
- If the specified securities are locked-in in terms of sub-regulation (b) of Regulation 36 of the SEBI ICDR Regulations and the pledge of specified securities is one of the terms of sanction of the loan.

**5. Our shareholding pattern**

(a) The table below represents the shareholding pattern of our Company in accordance with clause 37 of the SME Equity Listing Agreement, as on the date of the Draft Prospectus:

Category code	Category of shareholder	No. of shareholders	Total no. of shares	No. of shares held in dematerialized form	Total shareholding as a % of total number of shares		Shares pledged or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	No. of shares	As a % of share holding
<b>(A)</b>	<b>Promoter and Promoter Group</b>							
<b>1</b>	<b>Indian</b>							
(a)	Individuals/ Hindu Undivided Family / Nominee of Promoter	5	1050950	Nil	91.93	91.93	Nil	Nil
(b)	Central Government/ State Government(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Bodies Corporate	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Financial Institutions/ Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e)	Any Other (Trusts)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Sub-Total (A)(1)</b>	<b>5</b>	<b>1050950</b>	<b>Nil</b>	<b>91.93</b>	<b>91.93</b>	<b>Nil</b>	<b>Nil</b>
<b>2</b>	<b>Foreign</b>							
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Category code	Category of shareholder	No. of shareholders	Total no. of shares	No. of shares held in dematerialized form	Total shareholding as a % of total number of shares		Shares pledged or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	No. of shares	As a % of share holding
(b)	Promoter Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Institutions	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Any Other (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Sub-Total (A)(2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)</b>	<b>5</b>	<b>1050950</b>	<b>Nil</b>	<b>91.93</b>	<b>91.93</b>	<b>Nil</b>	<b>Nil</b>
<b>(B)</b>	<b>Public shareholding</b>							
<b>1</b>	<b>Institutions</b>							
(a)	Mutual Funds/ UTI	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b)	Financial Institutions/ Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(c)	Central Government/ State Government(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(d)	Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(e)	Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(f)	Foreign Institutional Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(g)	Foreign Venture Capital Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(h)	Foreign Bodies Corporate	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Sub-Total (B)(1)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>2</b>	<b>Non-institutions</b>							
(a)	Bodies Corporate	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b)	Individuals							
	i. Individual shareholders holding nominal share capital up to Rs. 1 lakh.	3	300	Nil	0.03	0.03	Nil	Nil
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	1	91950	Nil	8.04	8.04	Nil	Nil
(c)	Any Other							
	1. NRI	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2. Directors & Relatives	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	3. Foreign Company	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	4. Trust	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	5. HUFs	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Sub-Total (B)(2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)</b>	<b>4</b>	<b>92250</b>	<b>Nil</b>	<b>8.07</b>	<b>8.07</b>	<b>Nil</b>	<b>Nil</b>
	<b>TOTAL (A)+(B)</b>	<b>9</b>	<b>1143200</b>	<b>Nil</b>	<b>100.00</b>	<b>100.00</b>	<b>Nil</b>	<b>Nil</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
(a)	Promoter and Promoter group	Nil	Nil	Nil	Nil	Nil	Nil	Nil
(b)	Public	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>9</b>	<b>1143200</b>	<b>Nil</b>	<b>100.00</b>	<b>100.00</b>	<b>Nil</b>	<b>Nil</b>

Our Company will file the shareholding pattern of our Company, in the form prescribed under clause 37 of the SME Equity Listing Agreement for listing on SME Exchange, one day prior to the listing of Equity Shares. The shareholding pattern will be uploaded on the website of BSE before commencement of trading of such Equity Shares.

(b) The table below represents the holding of partly paid-up shares / outstanding convertible securities / warrants in our Company:

Partly paid-up shares	No. of partly paid-up shares	As a % of total no. of partly paid-up Shares	As a % of total no. of shares of our Company
Held by promoter/promoter Group	NIL	-	-
Held by public	NIL	-	-
<b>Total</b>	NIL	-	-
Outstanding convertible securities	No. of outstanding Securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of our Company, assuming full conversion of the convertible securities
Held by promoter/promoter Group	NIL	-	-
Held by public	NIL	-	-
<b>Total</b>	NIL	-	-
Warrants	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of our Company, assuming full conversion of Warrants
Held by promoter/promoter Group	NIL	-	-
Held by public	NIL	-	-
<b>Total</b>	NIL	-	-
<b>Total paid-up capital of our Company, assuming full conversion of warrants and convertible securities</b>			<b>1143200</b>

(c) Following are the details of the holding of securities (including shares, warrants, convertible securities) of persons belonging to the category “Promoter and Promoter Group”

Sr	Name of the shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted
		No. of Shares held	As a % of grand total	No.	As a % of total number of Encumbered shares	As a % of grand total	Number of warrants held	As a % of total number of warrants of the same Class	Number of convertible securities held	As a % of total number of convertible securities of the same class	
1.	Mr. Chandu K Jain	147500	12.90%	Nil	Nil	Nil	Nil	Nil	Nil	Nil	12.90%
2.	Mr. Keshrimal B. Jain	325000	28.43%	Nil	Nil	Nil	Nil	Nil	Nil	Nil	28.43%
3.	Chandu K. jain HUF	366250	32.04%								32.04%
4.	Champaben B. Jain	50000	4.37%								4.37%
5.	Sangeeta C Jain	162200	14.19%								14.19%
<b>TOTAL</b>		<b>1,050,950</b>	<b>91.93%</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil	<b>91.93%</b>

(\*) The term “encumbrance” has the same meaning as assigned to it in regulation 28(3) of the SAST Regulations, 2011.

(d) Following are the details of the holding of securities (including shares, warrants, convertible securities) of persons belonging to the category “Public” and holding more than 1% of the total number of shares:

Sr. No.	Name of the shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares held	As a % of grand total (A) + (B) + (C)	No.	As a percent age	As a % of grand total (A) + (B) + (C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI) = (V) / (III)* 100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	Santosh Paste	91950	8.04	Nil	Nil	Nil	Nil	Nil	Nil	Nil	8.04

(e) Following are the details of the holding of securities (including shares, warrants, convertible securities) of persons belonging to the category “Public” and holding more than 5% of the total number of shares:

Sr. No.	Name of the shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares held	As a % of grand total (A) + (B) + (C)	No.	As a percent age	As a % of grand total (A) + (B) + (C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI) = (V) / (III)* 100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	Santosh Paste	91950	8.04	Nil	Nil	Nil	Nil	Nil	Nil	Nil	8.04

(f) There are no Equity Shares against which depository receipts have been issued.

(g) Other than the Equity Shares, there are is no other class of securities issued by our Company.



## 6. The shareholding pattern of our Company before and after the Issue is set forth below:

Sr. No.	Particulars	Pre Issue		Post Issue	
		No. of Shares	% Holding	No. of Shares	% Holding
a)	Promoters	838,750	73.37%	838,750	44.30%
b)	Promoter Group	212,200	18.56%	212,200	11.21%
c)	Public	92,250	8.07%	842,250	44.49%
	<b>Total</b>	<b>1,143,200</b>	<b>100.00%</b>	<b>1,893,200</b>	<b>100.00%</b>

## 7. The shareholding pattern of our Promoters and Promoter Group before and after the Issue is set forth below:

Sr. No	Particulars	Pre Issue		Post Issue	
		No. of Shares	% Holding	No. of Shares	% Holding
a)	<b>Promoters</b>	<b>838,750</b>	<b>73.37%</b>	<b>838,750</b>	<b>44.30%</b>
	Mr. Chandu K Jain	147,500	12.90%	147,500	7.79%
	Mr. Keshrimal B. Jain	325,000	28.43%	325,000	17.17%
	Chandu K. jain HUF	366,250	32.04%	366,250	19.35%
b)	<b>Immediate Relatives of the Promoters</b>	<b>212,200</b>	<b>18.56%</b>	<b>212,200</b>	<b>11.21%</b>
	Champaben B. Jain	50,000	4.37%	50,000	2.64%
	Sangeeta C Jain	162,200	14.19%	162,200	8.57%
c)	Companies in which 10% or more of the share capital is held by the promoter / an immediate relative of the promoter / a firm or HUF in which the promoter or any one of their immediate relatives is a member	--	--	--	--
d)	Companies in which Company mentioned in c. above holds 10% or more of the share capital	--	--	--	--
e)	HUF or firm in which the aggregate share of the promoter and his immediate relatives is equal to or more than 10% of the total	--	--	--	--
f)	All persons whose shareholding is aggregated for the purpose of disclosing in the prospectus as “Shareholding of the promoter group”	--	--	--	--
	<b>Total</b>	<b>1,050,950</b>	<b>91.93%</b>	<b>1,050,950</b>	<b>55.51%</b>

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

## 9. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Plan for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Plan from the proposed issue. As

and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Plan) Guidelines 1999.

10. Our Company has not issued any Equity Shares during a period of one year preceding the date of the Draft Prospectus at a price lower than the Issue price.
11. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.
12. During the past six months immediately preceding the date of filing Draft Prospectus, there are no transactions in our Equity Shares, which have been purchased/(sold) by our Promoter, his relatives and associates, persons in Promoter Group [as defined under sub clause (zb) sub regulation (1) Regulation 2 of SEBI (ICDR) Regulations] or the directors of the company which is a promoter of the Company and/or the Directors of the Company.
13. The members of the Promoter Group, our Directors or the relatives of our Directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months preceding the date of filing of the Draft Prospectus.
14. Our Company, our Promoter, our Directors and the Lead Manager to this Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares issued by our Company through the Draft Prospectus.
15. There are no safety net arrangements for this public issue.
16. An oversubscription to the extent of 10% of the Issue can be retained for the purposes of rounding off to the minimum allotment lot and multiple of one share thereafter, while finalizing the Basis of Allotment. Consequently, the actual allotment may go up by a maximum of 10% of the Issue as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock- in shall be suitably increased so as to ensure that 20% of the Post Issue paid-up capital is locked in for 3 years.
17. Under-subscription in the net issue, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the BSE.
18. As on the date of filing of the Draft Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
19. All the Equity Shares of our Company are fully paid up as on the date of the Draft Prospectus. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.
20. As per RBI regulations, OCBs are not allowed to participate in this Issue.

**21. Particulars of top ten shareholders:***(a) Particulars of the top ten shareholders as on the date of the Draft Prospectus:*

Sr. No.	Name of shareholder	No. of Shares	% of then Issued Capital
1.	Chandu K. jain HUF	366250	32.04%
2.	Mr. Keshrimal B. Jain	325000	28.43%
3.	Sangeeta C Jain	162200	14.19%
4.	Mr. Chandu K Jain	147500	12.90%
5.	Santosh Paste	91950	8.04%
6.	Champaben B. Jain	50000	4.37%
7.	Mahesh R. Jain	100	0.01%
8.	Satish C. Bokadia	100	0.01%
9.	Ashok A. Shah	100	0.01%
<b>Total</b>		<b>1143200</b>	<b>100.00%</b>

*(b) Particulars of top ten shareholders ten days prior to the date of the Draft Prospectus:*

Sr. No.	Name of shareholder	No. of Shares	% of then Issued Capital
1.	Chandu K. jain HUF	366250	32.04%
2.	Mr. Keshrimal B. Jain	325000	28.43%
3.	Sangeeta C Jain	162200	14.19%
4.	Mr. Chandu K Jain	147500	12.90%
5.	Santosh Paste	91950	8.04%
6.	Champaben B. Jain	50000	4.37%
7.	Mahesh R. Jain	100	0.01%
8.	Satish C. Bokadia	100	0.01%
9.	Ashok A. Shah	100	0.01%
<b>Total</b>		<b>1143200</b>	<b>100.00%</b>

*(c) Particulars of the shareholders two years prior to the date of the Draft Prospectus:*

Sr. No.	Name of shareholder	No. of Shares	% of the Issued Capital
1	Mr. Chandu K Jain	12500	25.00%
2	Mr. Keshrimal B. Jain	12500	25.00%
3	Champaben B. Jain	12500	25.00%
4	Sangeeta C Jain	12200	24.40%
5	Mahesh R. Jain	100	0.20%
6	Satish C. Bokadia	100	0.20%
7	Ashok A. Shah	100	0.20%
<b>Total</b>		<b>50000</b>	<b>100.00%</b>

22. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.
23. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
24. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.

25. An Applicant cannot make an application for more than the number of Equity Shares being issued through this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
26. No payment, direct or indirect in the nature of discount, commission, allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
27. We have 9 shareholders as on the date of filing of the Draft Prospectus.
28. Our Promoters and the members of our Promoter Group will not participate in this Issue.
29. Our Company has not made any public issue since its incorporation.
30. Neither the Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Draft Prospectus.
31. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.
32. For the details of transactions by our Company with our Promoter Group, Group Companies during the period from January 4, 2012 (date of incorporation) and ended on March 31, 2013, financial year ended March 31, 2014 and 6 months period ended September 30, 2014, please refer to paragraph titled “*Statement of Transactions with Related Parties, as Restated*” in the chapter titled ‘*Financial Information*’ beginning on page 102 of the Draft Prospectus.
33. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled “*Our Management*” beginning on page 82 of the Draft Prospectus.

## OBJECTS OF THE ISSUE

The present issue is being made to raise the funds for the following purposes:

1. Augmenting long term working capital
2. Meeting Public Issue Expenses

The other Objects of the Issue also include creating a public trading market for the Equity Shares of our Company by listing them on BSE. We believe that the listing of our Equity Shares will enhance our visibility and brand name and enable us to avail of future growth opportunities.

The main object clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association.

### Cost of Project and Means of Finance

The Cost of Project and Means of Finance as estimated by our management are given below:

#### Cost of Project

		(₹ in lacs)
Sr. No.	Particulars	Amount
A.	Augmenting long term working capital	115.00
C.	Public Issue Expenses	35.00
	<b>Total</b>	<b>150.00</b>

#### Means of Finance

		(₹ in lacs)
Sr. No.	Particulars	Amount
A.	Proceeds from Initial Public Offer	150.00
	<b>Total</b>	<b>150.00</b>

We propose to meet the requirement of funds for the stated objects of the Issue from the Net Proceeds. Hence, no amount is required to be raised through means other than the Issue Proceeds. Accordingly, the requirements under Regulation 4 (2) (g) of the SEBI ICDR Regulations and Clause VII C of Part A of Schedule VIII 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.

Our fund requirements and deployment thereof are based on the estimates of our management and have not been appraised by any bank or financial institution or independent third party entity. These are based on current circumstances of our business and are subject to change in light of changes in external circumstances or costs, or in our financial condition, business or strategy, as discussed further below and also detailed under the section 'Our Business' beginning on page 73 of the Draft Prospectus. Our management, in response to the dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently our funding requirement and deployment of funds may also change. This may also include rescheduling the proposed utilization of Proceeds and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Proceeds. In case of a shortfall in the Net Proceeds, our management may explore a range of options which include utilisation of our internal accruals, debt or equity financing. Our management expects that such alternate arrangements would be available to fund any such shortfall.

### Variation in fund requirements and Surplus / Shortfall of Net Proceeds

We intend to utilise the Issue Proceeds in the manner provided above, in the event of a surplus, we will use such surplus towards general corporate purposes including meeting future growth requirements. In case of any variations in the actual utilization of funds earmarked for the above activities, increased fund deployment for a particular activity may be financed by surplus funds, if any, available in any other object for which funds are being raised in the Issue, subject to applicable law. In the event of any shortfall in the Issue Proceeds, our Company will bridge the fund requirements from internal accruals, debt or equity financing. In the event that estimated utilization out of the Net Proceeds in a Fiscal is not completely met, the same shall be utilized in the next Fiscal. No part of the issue proceeds will be paid as consideration to Promoters, Promoter Group, Group Entities, directors, Key Managerial Personnel and associates.

### DETAILED BREAK UP OF THE PROJECT COST

#### (A) Augmenting long term working capital

We will need additional working capital for the growth of our business. The working capital will be primarily used for expanding our business operations. As a part of our business, our Company is also engaged in making investment in the form of Debt & Equity in various companies. We are not bound by pre-defined restrictions in regards to our search for investment opportunities. We invest in companies in a variety of markets and stages. Our management approach can take the form either of driving change or partnership with existing owners. Our Company invests its own funds. Apart from capital we offer our expertise to management drawing on our own resources as well as an extensive network of specialists to aid company's transformation in a variety of ways. We seek companies that have a need for change and would benefit from an active investor with a longer term perspective. In such cases, we typically prefer to participate via active investments.

We intend to use ₹ 115.00 Lacs for investing in Securities. Such investments could be strategic or non-strategic for short term or long term depending upon the capital market condition including but not limited to macroeconomic indicators, management profile of issuer companies, and industry scenarios. Securities include shares, debentures, bonds, warrants, options, mutual funds, exchange traded funds, gold exchange traded funds or any other financial instruments in which we may invest through market, preferential, private allotments, or other such routes in public or private companies, which may include strategic investments.

#### (A) Public Issue Expenses

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

Sr. No.	Particulars	Amount (₹ in Lacs)
1.	Payment to Merchant Banker including fees and reimbursements of Market Making Fees, selling commissions, brokerages, payment to other intermediaries such as Legal Advisors, Advisors, Registrars, Bankers etc and other out of pocket expenses.	27.00
2.	Printing & Stationery, Postage Expenses and Marketing & Advertisement Expenses	5.00
3.	Regulatory fees and other expenses	3.00
<b>Total</b>		<b>35.00</b>

**Schedule of implementation**

The entire Working capital will be utilised during FY 2015-16.

**Deployment of Funds in the Project**

Our Company has incurred the following expenditure on the project till December 15, 2014. The same has been certified by our statutory auditors V.R. Bhabhra & Co., Chartered Accountants *vide* their certificate dated December 15, 2014.

(₹ in Lacs)		
Sr. No.	Particulars	Amount
1	Public Issue Expenses	2.68
	<b>Total</b>	<b>2.68</b>

The above funds were deployed from the Company's internal accruals.

**Details of balance fund deployment**

(₹ in Lacs)				
Sr. No.	Particulars	Expenses Already Incurred	FY 2014-15	Total
1	Augmenting long term working capital	0	115	115.00
2	Public Issue Expenses	2.68	32.32	35.00
	<b>Total</b>	<b>2.68</b>	<b>147.32</b>	<b>150.00</b>

**Appraisal Report**

None of the objects for which the Issue Proceeds will be utilised have been financially appraised by any financial institutions/banks.

**Bridge Financing Facilities**

We have currently not raised any bridge loans against the Net Proceeds.

**Interim Use of Funds**

The management, in accordance with the approval of the Board of Directors, will have the flexibility in deploying the Issue Proceeds. Pending utilization for the purposes described above, we intend to invest the Issue Proceeds in interest/dividend bearing liquid instruments including money market mutual funds and deposits with banks for the necessary duration. Such investments would be in accordance with all applicable laws and investment policies approved by our Board from time to time. Our Company confirms that pending utilization of the Issue Proceeds; it shall not use the funds for any investments in the equity markets.

**Monitoring of Issue proceeds**

As the size of the Issue will not exceed ₹ 50,000 Lacs, the appointment of Monitoring Agency would not be required as per Regulation 16 of the SEBI ICDR Regulations. Our Board will monitor the utilization of the proceeds of the Issue. Our Company will disclose the details of the utilization of the Issue proceeds, including interim use, under a separate head in our financial statement specifying the purpose for which such proceeds have been utilized or otherwise disclosed as per the disclosure requirements of our listing agreements with the Stock Exchange. The statement shall be certified by our Statutory Auditors.

Further, we will furnish to the Stock Exchange on a quarterly basis, a statement indicating material deviations, if any, in the use of proceeds from the objects stated in the Draft Prospectus. Further, this information shall be furnished to the Stock Exchange along with the interim or annual financial results submitted under clause 43 of the SME Listing Agreement and shall be published in the newspapers simultaneously with the interim or annual financial results, after placing it before the Audit Committee. No part of the proceeds of this issue will be paid as consideration to our Promoter, Directors, Key Managerial Personnel or group concerns/companies promoted by our Promoters.



## BASIS FOR ISSUE PRICE

The Issue Price is determined by our Company in consultation with the Lead Manager. The financial data presented in this section are based on our Company's restated financial statements. Investors should also refer to the sections titled 'Risk Factors' and 'Financial Information' on pages 11 and 102, respectively, of the Draft Prospectus to get a more informed view before making the investment decision.

### Qualitative Factors

For details of Qualitative factors please refer to the paragraph "Our Competitive Strengths" in the chapter titled "Our Business" beginning on page 73 of the Draft Prospectus.

### Quantitative Factors (Based on Standalone Financial Statements)

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

Period	Basic and Diluted EPS (₹)	Weightage
6 months period ended September 30, 2014	0.50	3
FY 2014	0.20	2
FY 2013	1.84	1
<b>Weighted Average</b>	<b>0.62</b>	

#### 2. Price to Earnings (P/E) ratio in relation to Issue Price of ₹ 20:

- a. Based on the basic and diluted EPS of ₹ 0.50 as per restated financial statements for the year ended September 30, 2014, the P/E ratio is 40.40
- b. Based on the basic and diluted EPS of ₹ 0.20 as per restated financial statements for the year ended March 31, 2014, the P/E ratio is 101.57
- c. Based on the weighted average EPS of ₹ 0.62, as per restated financial statements the P/E ratio is 32.27
- d. Industry P/E

Industry P/E	
▪ Highest – Bajaj Finserv	214.7
▪ Lowest – <a href="#">Twenty First Century Management Services Ltd.</a>	1.6
▪ Average	19.5

Source: Capital Market, November 24 – December 07, 2014

#### 3. Return on Net Worth

Period	Return on Net Worth (%)	Weights
Half Year ended September 30, 2014	2.46	3
Year ended March 31, 2014	0.11	2
Period ended March 31, 2013	15.54	1
<b>Weighted Average</b>	<b>3.86</b>	

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

The minimum return on increased net worth required maintaining pre-Issue EPS:

A) Based on weighted average EPS of ₹ 0.62

At the Issue Price of ₹ 20: 3.08% based on restated financial statements.

B) Based on Basic and Diluted EPS for the period ended September 30, 2014 of ₹ 0.50

At the Issue Price of ₹ 20: 2.46% based on restated financial statements.

B) Based on Basic and Diluted EPS for the year ended March 31, 2014 of ₹ 0.20

At the Issue Price of ₹ 20: 0.98% based on restated financial statements.

#### 5. Net Asset Value per Equity Share

- As of March 31, 2014 ₹ 19.66
- As of September 30, 2014 ₹ 20.16
- NAV per Equity Share after the Issue is ₹ 20.10
- Issue Price per Equity Share is ₹ 20.00

#### 6. Comparison of Accounting Ratios

Name of the Company	Face Value (₹)	EPS TTM (₹)#	P/E Ratio	RONW (%)	NAV (₹)
AK Capital Services	10	29.9	8.6	6.80	461
Avonmore Capital	10	1.3	12.7	0.3	27.2
Motilal Oswal Finance	1	4.8	47.3	7.2	37.8
SSPN Finance Limited	10	0.2	101.57	0.11	19.66

Source: Capital Market, November 24 – December 07, 2014

\*Based on March 31, 2014 restated financial statements.

# Standalone

The face value of Equity Shares of our Company is ₹ 10 per Equity Share and the Issue price of ₹ 20 is 2 times the face value.

The Issue Price of ₹ 20 is determined by our Company, in consultation with the Lead Manager is justified based on the above accounting ratios. For further details, please refer to the section titled 'Risk Factors', and chapters titled 'Our Business' and 'Financial Information' beginning on page 11, 73 and 102, respectively of the Draft Prospectus.

## STATEMENT OF TAX BENEFITS

To,  
**The Board of Directors**  
**SSPN Finance Limited**  
 106, Siddhesh Apartment,  
 2nd Khattar Gali, Thakurdwar Road,  
 Charni Road (East), Mumbai – 400 004

Dear Sirs,

**Sub: Statement of possible tax benefits available to the Company and its shareholders on proposed Public Issue of Shares under the existing tax laws**

We hereby confirm that the enclosed Annexure, prepared by SSPN Finance Limited ('the Company'), states the possible tax benefits available to the Company and the shareholders of the Company under the Income-tax Act, 1961 ('IT Act') and the Wealth Tax Act, 1957, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not fulfill.

The benefits discussed in the Annexure are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue. Our confirmation is based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the interpretation of the current tax laws in force in India. We do not express any opinion or provide any assurance whether:

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

The contents of the 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. 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 SSPN Finance Limited 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.

Thanking you,  
 Yours faithfully,  
 For **V.R. Bhabhra & Co.**  
 Chartered Accountants  
 FRN: 112861W

Mr. V.R. Bhabhra  
 Membership No: 046043  
 Date: December 15, 2014

## **ANNEXURE**

### **STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO OUR COMPANY AND ITS SHAREHOLDERS**

#### **A) SPECIAL TAX BENEFITS AVAILABLE TO OUR COMPANY AND ITS SHAREHOLDERS**

##### **I. Special Benefits available to our Company**

There are no special tax benefits available to our Company.

##### **II. Special Benefits available to the Shareholders of our Company**

There are no special tax benefits available to the Equity Shareholders.

#### **B) OTHER GENERAL TAX BENEFITS TO THE COMPANY AND ITS SHAREHOLDERS**

The following tax benefits shall be available to the Company and its Shareholders under Direct tax law **Under the Income-Tax Act, 1961 (,the Act):**

##### **I. Benefits available to the Company**

###### **1. Depreciation**

As per the provisions of Section 32 of the Act, the Company is eligible to claim depreciation on tangible and specified intangible assets as explained in the said section and the relevant Income Tax rules there under. In accordance with and subject to the conditions specified in Section 32(1) (iia) of the Act, the Company is entitled to an additional depreciation allowance of 20% of the cost of new machines acquired and put to use during a year.

###### **2. Dividend Income**

Dividend income, if any, received by the Company from its investment in shares of another domestic Company will be exempt from tax under Section 10(34) read with Section 115-O of the Income Tax Act, 1961.

###### **3. Income from Mutual Funds / Units**

As per section 10(35) of the Act, the following income shall be exempt in the hands of the Company:  
Income received in respect of the units of a Mutual Fund specified under clause (23D) of section 10; or  
Income received in respect of units from the Administrator of the specified undertaking; or  
Income received in respect of units from the specified company.

However, this exemption does not apply to any income arising from transfer of units of the Administrator of the specified undertaking or of the specified company or of a mutual fund, as the case may be.

For this purpose (i) , Administrator' mean the Administrator as referred to in section 2(a) of the Unit Trust of India (Transfer of Undertaking and Repeal) Act, 2002 and (ii) ,Specified Company' means a company as referred to in section 2(h) of the said Act.

###### **1. Income from Long Term Capital Gain**

As per section 10(38) of the Act, long term capital gains arising to the Company from the transfer of a long-term capital asset, being an equity share in a company or a unit of an equity oriented fund where such transaction is chargeable to securities transaction tax would not be liable to tax in the hands of the Company.

For this purpose, ,Equity Oriented Fund' means a fund –

- (i) Where the investible funds are invested by way of equity shares in domestic companies to the extent of more than sixty five percent of the total proceeds of such funds; and

- (ii) (ii) Which has been set up under a scheme of a Mutual Fund specified under section 10(23D) of the Act.

As per section 115JB, the Company will not be able to reduce the income to which the provisions of section 10(38) of the Act apply while calculating 'book profits' under the provisions of section 115JB of the Act and will be required to pay Minimum Alternative Tax as follows-

Book Profit	A.Y.-2012-13	A.Y.-2013-14
If book profit is less than or equal to Rs. 1 Crore	19.055%	19.055%
If book profit is more than Rs. 1 Crore	20.01%	20.01%

5. Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which do not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income is not tax deductible.

6. As per the provisions of Section 112 of the Income Tax Act, 1961, long-term capital gains as computed above that are not exempt under Section 10(38) of the Income Tax Act, 1961 would be subject to tax at a rate of 20 percent (plus applicable surcharge plus education cess plus secondary and higher education cess). However, as per the provision to Section 112(1), if the tax on long-term capital gains resulting on transfer of listed securities or units, calculated at the rate of 20 percent with indexation benefit exceeds the tax on long-term capital gains computed at the rate of 10 percent without indexation benefit, then such gains are chargeable to tax at a concessional rate of 10 percent (plus applicable surcharge plus education cess plus secondary and higher education cess).

7. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a 'long term specified asset' within a period of 6 months after the date of such transfer. However, if the assessee transfers or converts the long term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long term specified asset is transferred or converted into money.

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

(i) by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or

(ii) By the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956, and notified by the Central Government in the Official Gazette for the purposes of this section.

8. As per section 111A of the Act, short-term capital gains arising to the Company from the sale of equity share or a unit of an equity oriented fund transacted through a recognized stock exchange in India, where such transaction is chargeable to securities transaction tax, will be taxable at the rate of 15% (plus applicable surcharge plus education cess plus secondary and higher education cess)

#### 9. Preliminary Expenses

Under Section 35D of the Act, the company will be entitled to the deduction equal to 1/5th of the Preliminary expenditure of the nature specified in the said section, including expenditure incurred on present issue, such as Brokerage and other charges by way of amortization over a period of 5 successive years, subject to stipulated limits.

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

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

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

1. As per section 10(34) of the Act, any income by way of dividends referred to in Section 115-O (i.e. dividends declared, distributed or paid on or after 1 April 2003) received on the shares of the Company is exempt from tax in the hands of the shareholders.

2. Section 48 of the Act, which prescribes the mode of computation of capital gains, provides for deduction of cost of acquisition/improvement and expenses incurred in connection with the transfer of a capital asset, from the sale consideration to arrive at the amount of capital gains. However, in respect of long-term capital gains, it offers a benefit by permitting substitution of cost of acquisition / improvement with the indexed cost of acquisition / improvement, which adjusts the cost of acquisition / improvement by a cost inflation index as prescribed from time to time.

3. Under Section 10(38) of the Income Tax Act, 1961, long-term capital gains arising to a shareholder on transfer of equity shares in the company would be exempt from tax where the sale transaction has been entered into on a recognized stock exchange of India and is liable to STT. However, the long-term capital gain of a shareholder being company shall be subject to income tax computation on book profit under section 115JB of the Income Tax, 1961.

4. Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which do not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income is not tax deductible.

5. As per section 112 of the Act, if the shares of the company are listed on a recognized stock exchange, taxable long-term capital gains, if any, on sale of the shares of the Company (in cases not covered under section 10(38) of the Act) would be charged to tax at the rate of 20% (plus applicable surcharge plus education cess plus secondary and higher education cess) after considering indexation benefits or at 10% (plus applicable surcharge plus education cess plus secondary and higher education cess) without indexation benefits, whichever is less.

6. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a 'long-term specified asset' within a period of 6 months after the date of such transfer. If only part of capital gain is so reinvested, the exemption shall be allowed proportionately provided that the investment made in the long-term specified asset during any financial year does not exceed fifty Lac rupees. In such a case, the cost of such long-term specified asset will not qualify for deduction under section 80C of the Act. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money. A 'long-term specified asset' means any bond, redeemable after three years and issued on or after the 1st day of April 2006: (i) by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or (ii) By the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956, and notified by the Central Government in the Official Gazette for the purposes of this section.

7. Under Section 54F of the Income Tax Act, 1961 and subject to the conditions specified therein, long-term capital gains (other than those exempt from tax under Section 10(38) of the Income Tax Act, 1961) arising to an individual or a Hindu Undivided Family ('HUF') on transfer of shares of the company will be exempt from capital gains tax subject to certain conditions, if the net consideration from transfer of such shares are used for purchase of residential house property within a period of 1 year before or 2 years after the date on which the transfer took place or for construction of residential house property within a period of 3 years after the date of such transfer.

8. Under Section 111A of the Income Tax Act, 1961 and other relevant provisions of the Income Tax Act, 1961, short-term capital gains (i.e., if shares are held for a period not exceeding 12 months) arising on transfer of equity share in the company would be taxable at a rate of 15 percent (plus applicable surcharge plus education cess plus secondary and higher education cess) where such transaction of sale is entered on a recognized stock exchange in India and is liable to STT. Short-term capital gains arising from transfer of shares in a Company, other than those covered by Section 111A of the Income Tax Act, 1961, would be subject to tax as calculated under the normal provisions of the Income Tax Act, 1961.

9. As per section 36(1)(xv) of the Act, the securities transaction tax paid by the shareholder in respect of taxable securities transactions entered in the course of the business will be eligible for deduction from the income chargeable under the head —Profits and Gains of Business or Profession if income arising from taxable securities transaction is included in such income.

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

1. Dividend income, if any, received by the Company from its investment in shares of another domestic company will be exempt from tax under Section 10(34) read with Section 115-O of the Income Tax Act, 1961. Income, if any, received on units of a Mutual Funds specified under Section 10(23D) of the Income Tax Act, 1961 will also be exempt from tax under Section 10(35) of the Income Tax Act, 1961, received on the shares of the Company is exempt from tax.

2. As per section 10(38) of the Act, long-term capital gains arising to the shareholders from the transfer of a long-term capital asset being an equity share in the Company, where such transaction is chargeable to securities transaction tax would not be liable to tax in the hands of the shareholder.

3. Section 14A of the Act restricts claim for deduction of expenses incurred in relation to incomes which do not form part of the total income under the Act. Thus, any expenditure incurred to earn tax exempt income is not tax deductible.

4. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a 'long-term specified asset' within a period of 6 months after the date of such transfer. If only part of capital gain is so reinvested, the exemption shall be allowed proportionately provided that the investment made in the long-term specified asset during any financial year does not exceed fifty Lac rupees. In such a case, the cost of such long-term specified asset will not qualify for deduction under section 80C of the Act. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.

A 'longterm specified asset' means any bond, redeemable after three years and issued on or after the 1st day of April 2006: (i) by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or (ii) By the Rural Electrification Corporation

Limited, a company formed and registered under the Companies Act, 1956, and notified by the Central Government in the Official Gazette for the purposes of this section.

5. Under Section 54F of the Income Tax Act, 1961 and subject to the conditions specified therein, long-term capital gains (other than those exempt from tax under Section 10(38) of the Income Tax Act, 1961) arising to an individual or a Hindu Undivided Family ('HUF') on transfer of shares of the Company will be exempt from capital gains tax subject to certain conditions, if the net consideration from transfer of such shares are used for purchase of residential house property within a period of 1 year before or 2 years after the date on which the transfer took place or for construction of residential house property within a period of 3 years after the date of such transfer.

6. Under Section 111A of the Income Tax Act, 1961 and other relevant provisions of the Income Tax Act, 1961, short-term capital gains (i.e., if shares are held for a period not exceeding 12 months) arising on transfer of equity share in the Company would be taxable at a rate of 15 percent (plus applicable surcharge plus education cess plus secondary and higher education cess) where such transaction of sale is entered on a recognized stock exchange in India and is liable to STT. Short-term capital gains arising from transfer of shares in a company, other than those covered by Section 111A of the Income Tax Act, 1961, would be subject to tax as calculated under the normal provisions of the Income Tax Act, 1961.

7. Under section 115-C (e) of the Act, the Non-Resident Indian shareholder has an option to be governed by the provisions of Chapter XIIA of the Act viz. 'Special Provisions Relating to Certain Incomes of Non-Residents' which are as follows:

(i) As per provisions of section 115D read with section 115E of the Act, where shares in the Company are acquired or subscribed to in convertible foreign exchange by a Non-Resident Indian, capital gains arising to the non-resident on transfer of shares held for a period exceeding 12 months, shall (in cases not covered under section 10(38) of the Act) be concessional tax at the flat rate of 10% (plus applicable surcharge plus education cess plus secondary and higher education cess) (without indexation benefit but with protection against foreign exchange fluctuation). (ii) As per section 115F of the Act, long-term capital gains (in cases not covered under section 10(38) of the Act) arising to a Non-Resident Indian from the transfer of shares of the company subscribed to in convertible foreign exchange shall be exempt from income tax, if the net consideration is reinvested in specified assets within six months from the date of transfer. If only part of the net consideration is so reinvested, the exemption shall be proportionately reduced. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted into money within three years from the date of their acquisition. (iii) As per section 115G of the Act, Non-Resident Indians are not obliged to file a return of income under section 139(1) of the Act, if their only source of income is income from specified investments or long-term capital gains earned on transfer of such investments or both, provided tax has been deducted at source from such income as per the provisions of Chapter XVII-B of the Act. (iv) As per section 115H of the Act, where the Non-Resident Indian becomes assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer, along with his return of income for the assessment year in which he is first assessable as a Resident, under section 139 of the Act to the effect that the provisions of the Chapter XII-A shall continue to apply to him in relation to such investment income derived from the specified assets for that year and subsequent assessment years until such assets are converted into money. (v) As per section 115-I of the Act, a Non-Resident Indian may elect not to be governed by the provision of Chapter XII-A for any assessment year by furnishing his return of income for that assessment year under section 139 of the Act, declaring therein that the provisions of Chapter XIIA shall not apply to him for that assessment year and accordingly his total income for that assessment year will be computed in accordance the other provisions of the Act.

8. The tax rates and consequent taxation mentioned above shall be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the non-resident has fiscal domicile. As per the provisions of section 90(2) of the Act, the provisions of the Act would



prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the non-resident.

#### IV. Foreign Institutional Investors (FIIs)

1. Dividend income, if any, received by the Company from its investment in shares of another domestic company will be exempt from tax under Section 10(34) read with Section 115-O of the Income Tax Act, 1961. Income, if any, received on units of a Mutual Funds specified under Section 10(23D) of the Income Tax Act, 1961 will also be exempt from tax under Section 10(35) of the Income Tax Act, 1961 received on the shares of the Company is exempt from tax.

2. As per section 10(38) of the Act, long-term capital gains arising to the FIIs from the transfer of a long-term capital asset being an equity share in the Company or a unit of equity oriented fund where such transaction is chargeable to securities transaction tax would not be liable to tax in the hands of the FIIs.

3. As per section 115AD of the Act, FIIs will be taxed on the capital gains that are not exempt under the section 10(38) of the Act at the following rates:

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

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

4. In case of long-term capital gains, (in cases not covered under section 10(38) of the Act), the tax is levied on the capital gains computed without considering the cost indexation and without considering foreign exchange fluctuation.

5. As per section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (in cases not covered under section 10(38) of the Act) arising on the transfer of a long-term capital asset will be exempt from capital gains tax if the capital gains are invested in a 'long-term specified asset' within a period of 6 months after the date of such transfer. If only part of capital gain is so reinvested, the exemption shall be allowed proportionately provided that the investment made in the long-term specified asset during any financial year does not exceed fifty Lac rupees. In such a case, the cost of such long-term specified asset will not qualify for deduction under section 80C of the Act. However, if the assessee transfers or converts the long-term specified asset into money within a period of three years from the date of their acquisition, the amount of capital gains exempted earlier would become chargeable to tax as long-term capital gains in the year in which the long-term specified asset is transferred or converted into money.

A 'long-term specified asset' means any bond, redeemable after three years and issued on or after the 1st day of April 2006: (i) by the National Highways Authority of India constituted under section 3 of the National Highways Authority of India Act, 1988, and notified by the Central Government in the Official Gazette for the purposes of this section; or (ii) By the Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956, and notified by the Central Government in the Official Gazette for the purposes of this section.

6. The tax rates and consequent taxation mentioned above shall be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the FII has fiscal domicile. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the FII.

7. However, where the equity shares form a part of its stock-in-trade, any income realized in the disposition of such equity shares may be treated as business profits, taxable in accordance with the

DTAA between India and the country of tax residence of the FII. The nature of the equity shares held by the FII is usually determined on the basis of the substantial nature of the transactions, the manner of maintaining books of account, the magnitude of purchases, sales and the ratio between purchases and sales and the holding etc. If the income realized from the disposition of equity shares is chargeable to tax in India as business income, FII's could claim, STT paid on purchase/sale of equity shares as allowable business expenditure. Business profits may be subject to applicable Tax Laws.

#### **V. Venture Capital Companies/Funds**

1. Under Section 10(23FB) of the Income Tax Act, 1961, any income of Venture Capital company / funds (set up to raise funds for investment in venture capital undertaking notified in this behalf) registered with the Securities and Exchange Board of India would be exempt from income tax, subject to conditions specified therein. As per Section 115U of the Income Tax Act, 1961, any income derived by a person from his investment in venture capital companies / funds would be taxable in the hands of the person making an investment in the same manner as if it were the income received by such person had the investments been made directly in the venture capital undertaking.

#### **VI. Mutual Funds**

1. As per Section 10(23D) of the Act, any income of Mutual Funds registered under the Securities and Exchange Board of India Act, 1992 or Regulations made there under, Mutual Funds set up by public sector banks or public financial institutions and Mutual Funds authorized by the Reserve Bank of India would be exempt from income tax, subject to such conditions as the Central Government may by notification in the Official Gazette specify in this behalf.

#### **Under the Wealth Tax Act, 1957 Benefits to shareholders of the Company**

Shares of the Company held by the shareholder will not be treated as an asset within the meaning of section 2 (ea) of Wealth Tax Act, 1957. Hence the shares are not liable to Wealth Tax.

#### **Tax Treaty Benefits**

An investor has an option to be governed by the provisions of the Income Tax Act, 1967 or the provisions of a Tax Treaty that India has entered into with another country of which the investor is a tax resident, whichever is more beneficial.

#### **Notes:**

The above Statement of Possible Direct Tax Benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of equity shares;

The above Statement of Possible Direct Tax Benefits sets out the possible tax benefits available to the Company and its shareholders under the current tax laws presently in force in India as amended from time to time. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws;

This Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue;

In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile; and

The stated benefits will be available only to the sole/first named holder in case the shares are held by joint shareholders.

## SECTION IV – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

***Disclaimer:** Pursuant to the requirements of the SEBI ICDR Regulations, the discussion on the business of Our Company in this Draft Red Herring Prospectus consists of disclosures pertaining to industry grouping and classification. The industry grouping and classification is based on our Company's own understanding and perception and such understanding and perception could be substantially different or at variance from the views and understanding of third parties. Our Company acknowledges that certain product/service described in the Draft Red Herring Prospectus could be trademarks, brand names and/or generic names of products owned by third parties and the reference to such trademarks, brand names and/or generic names in the Draft Red Herring Prospectus is only for the purpose of describing the products. The industry data has been collated from various industry and/or research publications and from information available from the World Wide Web.*

*The information in this section is derived from various government/Industry Association publications and other sources. Neither we, nor any other person connected with the issue has verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and accordingly, investment decisions should not be based on such information.*

### GENERAL MACRO-ECONOMIC ENVIRONMENT AND INVESTMENT CLIMATE

After the recovery of global economic conditions in late 2012-13, the current financial year unfolded an unprecedented stress to Indian economy and markets. The tightening of global liquidity increased external pressures and heightened the focus on India's macroeconomic imbalances viz., high inflation, large current account and fiscal deficits and structural weaknesses particularly supply bottlenecks in infrastructure, power and mining. The impact of US Federal Reserve's May 2013 announcement on Indian financial markets was one of the most severe amongst emerging markets with the rupee depreciation weighing on the stock market, foreign outflows from the debt market further aggravating the forex markets and impacting yields as also the equity market. Thus, the global developments since May 2013 have brought to the fore not just the stress in the financial markets and asset prices, but also their impact on other macroeconomic parameters, including growth, public finances and inflation, as also financial stability. In the wake of intense exchange rate pressures, stabilisation of the economy by restoring exchange rate stability was the foremost task. A series of exceptional monetary policy actions were taken to tighten interest rates to siphon off liquidity, to restrain the current account deficit (CAD) and to improve its financing. With the resultant improved stability in the foreign exchange market, exceptional liquidity and monetary measures were normalised.

The growth concerns remain dominant for Indian economy with GDP growth recording below 5 percent for seven successive quarters and index of industrial production (IIP) growth stagnating for two successive years. Even though the agriculture output and export performance strengthened, industrial growth continues to stagnate. The leading indicators of the services sector exhibited a mixed picture. During the year, growth picked up in emerging markets, but the momentum appeared to be weaker than in the advanced economies mainly due to less favourable external environment and country specific concerns like high inflation and wide current account deficit producing weak investor sentiments for emerging markets.

The Indian economy, which witnessed a slowdown after a robust growth of over 8 percent in 2010-11, troughed to a decadal low rate of 4.5 percent in 2012-13 and the provisional estimate stood at a marginal high of 4.7 percent in 2013-14. As per the provisional estimates of Central Statistical Office (CSO), Gross Domestic Product (GDP) at factor cost at constant (2004-05) prices in the year 2013-14 is ₹57,41,791 crore, as against the first revised estimate of GDP for the year 2012-13 of ₹54,82,111 crore.

In 2013-14, the overall growth is expected to improve on the back of a reviving agriculture sector, with a growth rate of 4.7 percent as compared to 1.4 percent in 2012-13. However, Industry which recorded a growth of 0.9 percent continues to dampen further over the previous year. Service sector continued to maintain its momentum over the previous two years with a growth of 6.2 percent in 2013-14. However, sub-sectors trade, hotels, transport and communication recorded a sluggish growth of 3.0 percent in 2013-14.

Services sector has been a major contributor to India's GDP and growth with a rising share of 67.3 percent in the GDP in 2013-14 as against 66.4 percent in 2012-13. The sector, however, is expected to grow at 6.2 percent in 2013-14, similar to growth observed in 2012-13 but much higher than the other two sectors of the economy.

The sector with high growth potential was largely hampered due to a tad increase of 3.0 percent observed in 'Trade, Hotels, Transport and Communication' sub -sector, as compared to 5.1 percent recorded in 2012-13. Weak consumer confidence has impacted the sale of passenger cars, commercial vehicles and three wheelers. Nonetheless, the reduction in excise duty on passenger vehicles and two wheelers, as announced in the interim budget for 2014-15, is expected to augur well for the sector.

'Financing, Insurance, Real Estate and Business Services' sub-sector has further increased its share in GDP from 19.1 percent in 2012-13 to 20.3 percent in the current year. The sub-sector continues to outperform the other three sub-sectors while recording a growth rate of 12.9 percent in 2013-14 as compared to 10.9 percent observed in 2012-13. Construction sub sector, with 7.4 percent weight in GDP, is expected to grow at 1.6 percent in 2013-14 as against 1.1 percent recorded in the previous financial year.

'Community, Social and Personal Services' sub-sector, which contributes 13.1 percent share in GDP, is estimated to grow at 5.6 percent in the current year, slightly higher than the growth rate of 5.3 percent achieved in 2012-13. India's services sector has emerged as a prominent sector over a decade in terms of its contribution to national and states incomes, FDI inflows and employment.

*Source: SEBI Annual Report 2013-2014*

## **Liquidity**

After tighter liquidity conditions observed in 2012-13, the Q1 of 2013-14 witnessed considerably improved scenario with liquidity deficit staying within the comfort zone together with a decline in deposit rate of SCBs, following a reduction in the repo rate. However, to restore stability in the foreign exchange market grounded by capital outflows subsequent to the announcement of tapering of US quantitative easing programme, exceptional liquidity measures were undertaken to tighten the monetary and liquidity conditions.

Hike in Marginal Standing Facility (MSF) rate and Cash Reserve Ratio (CRR) requirement, cap on daily Liquidity Adjustment Facility (LAF) borrowing and weekly auctions of cash management bills (CMBs) were some of the measures carried to drain out liquidity from the economy.

Moderation of exchange rate pressures from September 2013 onwards and evolving macroeconomic situations significantly eased the tight liquidity conditions of Q2 witnessing ongoing normalisation in exceptional monetary measures. However, liquidity conditions altered during the last quarter of 2013-14 as it started with monetary tightening in the first half of February 2014 owing to frictional pressures primarily on account of government cash balances and a rise in currency in circulation. The situation was eased later due to injection of additional liquidity through term repos and forex swaps.

During the year, liquidity injection through the Open Market Operations (OMOs) has been to the tune of about ₹52,000 crore, while injecting an average daily net liquidity of ₹90,600 crore through LAF, MSF and term repos. Further to this, Export Credit Refinance (ECR) has inducted a liquidity of ₹29,400 crore during the year. In 2013-14, the policy repo rate under the Liquidity Adjustment Facility (LAF) has been increased by 25 basis points to stand at 8.0 percent.

Source: SEBI Annual Report 2013-2014

### **Credit Growth**

The credit growth decelerated in early 2013-14 owing to slack in macroeconomic activity and deterioration in asset quality. However, later during the year, credit off-take accelerated on account of buildup in credit to services and personal loan category. Deployment of credit to industries decelerated to 14.1 percent in 2013-14 led by sectors like gems and jewellery, petroleum and mining even though credit to agriculture, food processing, construction, glass and paper recorded a pick up.

Credit flow rate to large and medium sector industries has been lower as compared to micro and small industries. Improved macroeconomic outlook besides easing of liquidity conditions on account of rolling back of the policy rate corridor, has moderated the credit growth in line with the indicative trajectory.

Source: SEBI Annual Report 2013-2014

### **Indian Financial Services Sector**

There has been a considerable broadening and deepening of the Indian financial markets due to various financial market reforms undertaken by the regulators, the introduction of innovative financial instruments in the recent years and the entry of sophisticated domestic and international players.

Sectors such as banking, asset management and brokerage have been liberalised to allow private sector involvement, which has contributed to the development and modernisation of the financial services sector. This is particularly evident in the nonbanking financial services sector, such as equities, derivatives and commodities brokerage, residential mortgage and insurance services, where new products and expanding delivery channels have helped these sectors achieve high growth rates.

### **Capital markets**

The year 2013-14 reaped accomplishments for Indian securities markets with benchmark indices, BSE Sensex and NSE Nifty registering all-time highs in the wake of high volatility observed throughout the year due to global headwinds. Indian stock markets extended their recordbreaking spree with the Sensex hitting a new peak and closing 22,386 on March 31, 2014, breaching the 20,000 mark touched during 2012-13. Nifty, too, crossed the 6,000 mark of 2012-13 and logged to a new lifetime high by closing at 6,704 on March 31, 2014. While Sensex observed a growth of 18.8 percent, Nifty recorded a growth of 18.0 percent. The market capitalisation of BSE stood at ₹74,15,296 crore as on last trading day of March 2014 as against ₹63,87,887 crore at end-March 2013 while its ratio to GDP stood at 65.3 percent for 2013-14. The market capitalization of NSE was ₹72,77,720 crore at end-March 2014 compared to ₹62,39,035 crore as of end- March 2013 while its ratio to GDP stood at 64.1 percent for 2013-14. The third national level stock exchange, MCX-SX, recorded a market captilisation of ₹72,39,670 crore in 2013-14 and its ratio to GDP at 64.0 percent. The demat statistics at depositories, NSDL and CDSL exhibited an accelerating trend in terms of number of demat accounts and demat quantity. The number of demat accounts at CDSL and NSDL witnessed a growth of 5.4 percent and 2.9 percent respectively over the previous year. Moreover, the number of listed companies at NSE and BSE continued to rise.

Source: SEBI Annual Report 2013-2014

**No. of Listed Companies**

Year	NSE	BSE	MCX-SX
	No. of Companies Listed	No. of Companies Listed	No. of Companies Listed
2011-12	1,646	5,133	Na
2012-13	1,666	5,211	0
2013-14	1,688	5,336	12

Source: NSE, BSE and MCX-SX

**Primary Securities Market**

The primary market enables the government as well corporates in raising the capital that is required to meet their requirements of capital expenditure and/ or discharge of other obligations such as exit opportunities for venture capitalist/PE firms. A well developed primary market is fundamental for an economy to prosper. In order to further refine the primary market design and boost investor confidence, various measures have been undertaken by SEBI in 2013-14.

During 2013-14, 90 companies accessed the primary market and raised ₹55,652 crore through public (75) and rights issues (15) as against 69 companies which raised ₹32,455 crore in 2012-13 through public (53) and rights issues (16) (Table 2.1). Primary market activities in 2013-14 were on a resurgent mode as compared to 2012-13. The number of IPOs in 2013-14 stood at 38 as compared to 33 in the year 2012-13. Of the 38 IPOs, 37 have been listed at the SME platform. The amount raised through IPOs in 2013-14 was lower at ₹1,236 crore as compared to ₹6,528 crore during 2012-13. During the year, offer for sale by existing shareholders mobilized ₹3,096 crore through four IPOs and FPOs. There were two FPOs worth ₹ 7,457 crore in 2013-14 as compared to none in 2012-13. The share of public issues in the total resource mobilisation increased to 91.8 percent during 2013-14 from 72.4 percent during 2012-13 and the share of rights issues decreased from 27.6 percent in 2012-13 to 8.2 percent in 2013-14. Of the public issues, the share of debt issues in the total resource mobilization was the largest at 76.2 percent and that of equity issues was 23.8 percent in 2013-14.

Source: SEBI Annual Report 2013-2014

**Secondary Securities Market**

Secondary market witnessed volatility amidst global and domestic factors, but stock indices, Sensex and Nifty scaled new heights in 2013-14 as robust FII inflows and upbeat domestic market sentiment helped to overcome concerns over slowing economic growth and high inflation. Secondary markets, which serve as a barometer of the financial health of an Indian economy, entail continuous technological advancements accompanied by review of existing guidelines so as to maintain a competitive edge.

## Growth of Turnover in Various Segments of Indian Stock Market

Year	Turnover ( ₹ crore)			
	Cash Segment	Equity Derivatives	Currency Derivatives	Interest Rate Derivatives
2011-12	34,78,391	3,21,58,208	98,96,413	0
2012-13	32,57,087	3,87,04,572	87,10,504	0
2013-14	33,41,338	4,75,75,571	69,80,855	39,944

*Note: Cash segment of MCX-SX commenced its operations from February 11, 2013*

*Source: BSE, NSE, MCX-SX and USE*

*Source: SEBI Annual Report 2013-2014*

## Debt Markets

The Indian debt market is the third largest in Asia ex-Japan after China and Korea. A large variety of instruments are available to investors, ranging from government bonds and T-bills to certificates of deposit, commercial paper and private-sector bonds. Issuers include the central government, the states of the Indian Union, private and public sector companies, and financial institutions.

The corporate bond market continues to lag behind the government debt market owing to problems such as non-availability of a trading platform, central clearing and settlement, stringent documentation requirements and secondary market volumes which continues to deter issuers from raising money via the bond route.

Accordingly, Indian debt capital markets such as investment grade and high yield debt, mortgage and asset backed securities, both onshore and offshore, have remained underdeveloped relative to the equity capital markets. Debt financing requirements of Indian corporates is primarily met by Indian banks and select International banks that participate in foreign currency international syndications. Large corporations are increasingly able to tap into the international debt capital markets in order to meet their borrowing and acquisition financing requirements. Banks have recently been growing their assets by 20-30% per annum, but given the lack of depth in the asset and mortgage based securities markets, banks are unable to effectively manage their capital and balance sheets by offloading risk. There are several reasons for the underdeveloped debt markets in India such as regulatory limitations, underdevelopment of infrastructure, high transaction costs, and a limited investor base. RBI has placed restrictions on borrowings by establishing limits on the amount and the rate at which corporations can borrow abroad. It is widely believed and recognised by various constituencies that the development of the Indian debt markets is necessary in order to meet the large funding requirements of the growing corporate and financial sector.

## Investment Banking

With the strong growth in the economy, Indian companies have grown profits rapidly and have increased the scale of their operations. At the same time, their requirements for capital have increased as has their demand for increasingly sophisticated methods of funding, need for strategic advisory services related to mergers, acquisitions and restructurings, and need for risk management solutions.

Indian companies have been increasingly raising funds from both domestic and international equity and equity linked and international debt capital markets. In addition, the pace of private equity activity has accelerated over the past few years. As private equity investing in India has gained momentum, the size and nature of investments has also evolved, increasingly moving from smaller start-up and early stage funding to later stage growth capital investments. There has also been a

significant increase in merger and acquisition (“M&A”) activity by Indian companies in recent years. This continuing increase is evident in the inbound, outbound and domestic segments.

In addition, the growth of the economy and Indian corporations has coincided with a sharp increase in foreign direct investment, including significant participation from private equity firms, a marked increase in investment in the real estate sector, increasing M&A activity, and a growing demand for credit from both corporations and consumers. With it, there has been a proliferation in the presence of intermediaries such as investment banks and securities firms that closely monitor the performance of the markets and provide extensive fundamental and technical research on the economy, sectors, and companies. All of these have contributed significantly to the growth of the Indian capital markets.

Corporate borrowing requirements are primarily met through the domestic banking system, due to the limited development of the corporate bond market. Large corporations are able to tap into the international banking system for their funding requirements however the RBI has placed restrictions on these borrowings by establishing limits on the amount and the rate at which corporations can borrow abroad. It is widely believed that for the healthy development of the Indian capital markets and corporate sector, it is imperative that the debt markets develop in a systematic and scalable manner.

### **Indian Financial Sector – The way forward**

The far-reaching changes in the Indian economy since liberalization have had a deep impact on the Indian financial services sector. Financial sector reforms that were initiated by the government since the early ‘90s have been to meet the challenges of a complex financial architecture. This has ensured that the new emerging face of the Indian financial sector will culminate in a strong, transparent and resilient system.

Broadly, financial sector reforms can be categorized in two phases. The first phase of economic reforms that started in 1985 focused on increasing productivity, new technology import and effective use of human resources. These efforts were in line with the changes in international markets, organisations and production areas. In the second phase, beginning in 1991-92, the government aimed at reducing fiscal deficit by opening the economy to foreign investments. Financial sector reforms during this period focused on modification of the policy framework, improvement in financial health of the entities and creation of a competitive environment. These reforms targeted three interrelated issues viz. (i) strengthening the foundations of the banking system; (ii) streamlining procedures, upgrading technology and human resource development; and (iii) structural changes in the system.

The last decade witnessed a significant broadening and deepening of financial markets with the introduction of several new instruments and products in banking, insurance and capital markets space. During this time, the Indian financial sector (banking, insurance and capital markets) opened up to new private players including foreign companies. The new players adopted international best practices and modern technology to offer a more sophisticated range of financial services to corporate, retail and institutional customers. The consequent competition in the market brought in innovation, better customer service and efficiency in the financial sector in India.

Financial sector regulators too have been proactive in ensuring that new regulations and guidelines are more or less in tandem with the growth in the financial sector. Financial intermediaries have gradually moved to internationally acceptable norms for income recognition, asset classification, provisioning and capital adequacy. These developments have given a strong impetus to the development and modernization of the financial sector in India. Going forward the aim would be to achieve international standards in this area within the shortest possible period.

India’s services sector has been the most dynamic part of its economy, leading GDP growth for past two decades. India serves as an example as to how services sector can play an important role in a country’s economic growth. India is doing reasonably well in retail sector and the financial sector including insurance. India is now eager to open up the pensions sector also to foreign investors. The



way these sectors have been developed with a robust regulatory and policy framework also holds important lessons for other countries. India's financial services sector has been one of the fastest growing sectors in the economy. The economy has witnessed increased private sector activity including an explosion of foreign banks, insurance companies, mutual funds, venture capital and investment institutions. Although significant steps have been taken in reforming the financial sector, some areas require greater focus.

- The ability of the financial services sector in its present structure to make available investible resources to the potential investors in coming years, such as equity and long term, medium and short-term debt.
- The inability of banks to quickly enforce security and access to collateral, and the capital constraints in recognizing large loan losses.
- Volatility in global commodity prices has had a major impact on Indian companies. This has led to non-performing loans and provisioning for credit losses becoming a key area of concern for the Indian financial system.

Source: <http://blog.ficci.com/financial-sector-india/2776/>

## OUR BUSINESS

*The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in the Draft Prospectus, including the information contained in the section titled 'Risk Factors', beginning on page 11 of the Draft Prospectus.*

*This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the sections titled 'Risk Factors' and 'Financial Information' and chapter titled 'Management Discussion and Analysis of Financial Condition and Results of Operations' beginning on page 11, 102 and 121, respectively, of the Draft Prospectus.*

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

### Overview

We are a financial services Company, offering the corporate and financial advisory services. These services encompass Project Advisory, Loan Syndication, Mergers & Acquisitions and Private Equity. We provide integrated solutions to our clients which includes managing crucial aspects like corporate finance, working capital finance, project finance and financial restructuring to corporate. The Corporate Advisory services clients ranging from medium-sized corporates, SMEs and family-managed businesses.

We provide an entire spectrum of services for corporate relating to:

- Debt Syndication - Working Capital Finance and Project Finance
- Capital Structuring & Financial Structuring
- Capital Restructuring & Financial Restructuring
- Direct Listing Advisory
- Business Valuation
- Private Equity placements
- Equity Placement with Institutional Investors
- Valuations & deal structuring
- Mergers and Acquisition
- Real Estate Advisory

At a time, when India is throwing up investment avenues in new sectors and projects, there is a critical need to provide specialised advisory services to the Indian Corporate Sector in their efforts towards growth. We are offer diversified financial advisory services, innovative ideas and unparalleled execution to our client base across all stages of the business cycle. We believe in identification and selection of suitable fund raising option which fits the Company's capital structuring strategy.

We are also engaged in making investment in the form of Debt & Equity in various companies. We also fund the requirements of our clients and business associates by providing short term loans and advances to them and earning interest income from the same. These advances are made typically in our known circle and through proper reference checks.

We also provide real estate advisory services. We provide efficient, low-cost, secure investment strategies to investors both individual and institutional across Mumbai to meet their financial objectives.

## Location

Currently, our Company is operating from following locations:

Type of Facility	Location
Registered Office	106, Siddhesh Apartment, 2nd Khattar Gali, Thakurdwar Road, Charni Road (East), Mumbai – 400 004
Corporate Office	Vrusti, 20 Swastic Soc., V.M Road, Vile Parle(w), Near Mithibai College, Opp HDFC Bank, Mumbai-400056, Maharashtra

## OUR SERVICES AND PROCESSES

We provide an entire spectrum of services for corporate relating to:

- Debt Syndication - Working Capital Finance and Project Finance
- Capital Structuring & Financial Structuring
- Capital Restructuring & Financial Restructuring
- Business Valuation
- Private Equity placements
- Equity Placement with Institutional Investors
- Valuations & deal structuring
- Mergers and Acquisition
- Real Estate Advisory

With globalization being the mantra of most business houses today, a dynamic economy and favourable demographics make investments more viable than before. Companies are ever-increasingly requiring strategic funding that can help them achieve their goals. As a facilitator we understand the financial and strategic needs of a Company and bring in solutions which are most suitable to them. Though the procurement of finance for projects is complex, highly competitive and time-consuming process, we simplify and customize it, saving significantly on both time and monetary parameters. We create a commercial framework for the projects in such a way that it attracts the interest of-quality lenders and investors.

## Our Competitive Strengths

### 1. Diversified financial services:

Our Company offer various financial services and products ranging from providing financial advisory & consultancy services, providing funding solutions through debt and equity to cater to the specific needs of our clients.

### 2. Being focused on the Small & Midcap segment has given our team an insight to the precise needs of these corporates. We deliver the most optimum & appropriate solutions in a cost effective manner.

## Our Business Strategy

We strive for complete transparency and satisfaction of our clients with an unwavering thrust and focus on professional excellence and integrity. Our key strategic initiatives are described below:

### 1. Enhancing Client Relationships

Our Company intends to grow business continuously by adding new clients and thereby grow revenues. We aim to do this by effective leveraging of our marketing skills & relationship and further enhancing client satisfaction.

## 2. Enhancing Services Portfolio

We always strive to offer to the client a comprehensive product offering and are able to increase our revenues per client by selling different products to the same client.

### Plant and Machinery

Since we are a service sector company, we do not own any major plant and machinery.

### Collaborations

We have not entered into any technical or other collaboration.

### Utilities & Infrastructure Facilities

#### *Manpower*

Our Company is committed towards creating an organization that nurtures talent. The following is a break-up of our employees as on the date of the Draft Prospectus:

Sr. No.	Category	Total
1	Management	4
2	Others	4
	<b>Total</b>	<b>8</b>

### Past Production Figures Industry-wise

For details of the industry data please refer to section titles “Our Industry” beginning on page 66 of the Draft Prospectus.

### Competition

The market for Financial Services is both highly competitive and rapidly evolving. We primarily face competition from Indian Financial Services companies as well as international companies which offer broad-based services. We anticipate this competition to grow as the demand for these services increases and we also expect additional companies to enter the Indian market. If we are unable to manage our business it might impede our competitive position and profitability. We intend to continue competing vigorously to capture more market share and adding more management personnel to manage our growth in an optimal way.

### Approach to Marketing and Marketing Set-up

Our Company has been focusing on acquiring new customers through its direct and indirect channels. Till date our promoters have been instrumental in getting the business. Going forward we intend to strengthen our Sales team, which would be one of the strategies to enhance our business goals and revenues.

The Marketing strategy will include

- Leveraging existing customers
- Appointment Sales Personnels

### Future Prospects

The future plans of our Company are in line with the way the industry is thinking and planning ahead. Our Company is trying to increase the client base and service portfolio to increase our revenues.

**Capacity and Capacity Utilization**

Our Company being in the service industry installed capacity and capacity utilization is not applicable to us.

**Export Possibilities & Export Obligation**

Currently, we do not have any outstanding export obligations.

**Property**

**Registered Office:** We have our registered office at: 106, Siddhesh Apartment, 2nd Khattar Gali, Thakurdwar Road, Charni Road (East), Mumbai – 400 004, Maharashtra. The said office is occupied by us *vide* letter dated April 1, 2012, from Mr. Chandu K. Jain, granting our company permission to use the office as the registered office w.e.f. April 1, 2012 without payment of any compensation or deposit for the same.

**Corporate Office:** We have our corporate office at: Vrusti, 20 Swastic Soc., V.M Road, Vile Parle(w), Near Mithibai College, Opp HDFC Bank, Mumbai-400056, Maharashtra. The said office is occupied by us *vide* letter dated October 1, 2014, from Krishnakant Choksi HUF, granting our company permission to use the office as the corporate office w.e.f. October 1, 2014 without payment of any compensation or deposit for the same.

**Intellectual Property**

Our Company does not hold any intellectual property.

**Insurance**

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

## KEY REGULATIONS AND POLICIES

There are no specific laws in India governing the industry in which we operate in India. The significant legislations and regulations that generally govern our industry in India are acts such as the Income Tax Act, 1961, Service Tax Rules, 1994, State Shops and Establishment Act, State Tax on Professions, Trades, Callings and Employment Act, 1975 and such other acts as applicable. Taxation statutes such as the Income Tax Act, 1961, Central Sales Tax Act, 1956 and applicable local sales tax statutes, Sales Tax, VAT and labour laws apply to us as they do to any other Indian company. For details of government approvals obtained by us, please refer to the chapter titled “Government and Other Approvals” beginning on page 129 of the Draft Prospectus.

## HISTORY AND CERTAIN CORPORATE MATTERS

### History of our Company

Our Company was incorporated as ‘SSPN Finance Limited’ a public limited company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated January 4, 2012 issued by the Registrar of Companies, Maharashtra, Mumbai. Our Company received the Certificate of Commencement of Business on January 31, 2012 issued by the Registrar of Companies, Maharashtra, Mumbai. Our corporate identification number is U65923MH2012PLC225735. Our promoters are Mr. Chandu K. Jain, Mr. Keshrimal B. Jain and Chandu K. Jain HUF since incorporation.

We are a financial services Company, offering the corporate and financial advisory services. These services encompass Project Advisory, Loan Syndication, Mergers & Acquisitions and Private Equity. We provide integrated solutions to our clients which includes managing crucial aspects like corporate finance, working capital finance, project finance and financial restructuring to corporate. The Corporate Advisory services clients ranging from medium-sized corporates, SMEs and family-managed businesses.

For further details of our Company’s activities, services and the growth of our Company, please refer to the chapters titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on page 73 and 121, respectively, of the Draft Prospectus.

The total number of members of our Company as on the date of filing of the Draft Prospectus is 9. For further details, please refer the chapter titled ‘*Capital Structure*’ beginning on page 41 of the Draft Prospectus.

### Changes in our Registered Office:

Our Company’s Registered Office is currently situated at 106, Siddhesh Apartment, 2nd Khattar Gali, Thakurdwar Road, Charni Road (East), Mumbai – 400 004. There has been no change in the registered office of our Company since incorporation.

### Main Objects of our Company:

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

1. To carry on the business of money lending and financing, whether by making loans or advances or by purchasing, discounting or accepting bills of exchange, promissory notes or other negotiable instruments or by giving guarantees or otherwise, for any industrial, trade, commercial, agricultural or economic activities of individuals, firms, companies, associations of persons or bodies of individuals, whether incorporated or not.
2. To carry on business of providing finance by making loans or advances or otherwise for any activity other than its own, investment in gold finance, investment managements; excludes EL/ HP/ Housing Finance Companies (HFCs).
3. To carry on the business as acceptance houses, confirming houses or investors. However, the Company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949.
- 3A. To carry on the business of marketing and dealing of financial products.

3B. To act as a Consultants for Capital Issues, Advisors to Capital Issues, Investment Consultants, Consultants and Management Advisors to Corporate Bodies, Individuals and Promoters in commercial, industrial management and policy matters and to make project evaluation, feasibility studies, project report, and surveys and to give expert advice and suggest ways and means for improving efficiency in business organization and concerns and industries of all kinds and/or to act as advisors/ consultants to issue of shares, stocks, bonds, debentures, commercial paper or other securities of bodies corporate or industrial undertaking and/or shares ,stocks, bonds, debentures, commercial paper or other securities issued to any government or semi-government authority or public authority of government under taking or stocks, bonds, debentures or of the securities

#### **Amendments to the MoA of our Company since Incorporation:**

Since incorporation, the following amendments have been made to the MoA of our Company:

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

<b>Date</b>	<b>Changes</b>
September 26, 2014	Increased authorised capital from ₹ 2,00,00,000 consisting of 20,00,000 Equity shares of ₹ 10 each to ₹ 4,00,00,000 consisting of 40,00,000 Equity shares of ₹ 10 each.
October 23, 2014	<ol style="list-style-type: none"> <li>1. Renumbering of the Existing Clause 4 to Clause No 3A as there was a typographical error earlier as Part B containing the Objects incidental and ancillary begins with Clause 4.</li> <li>2. Insertion of New Clause 3B after Clause 3A which read as follows:   ‘To act as a Consultants for Capital Issues, Advisors to Capital Issues, Investment Consultants, Consultants and Management Advisors to Corporate Bodies, Individuals and Promoters in commercial, industrial management and policy matters and to make project evaluation, feasibility studies, project report, and surveys and to give expert advice and suggest ways and means for improving efficiency in business organization and concerns and industries of all kinds and/or to act as advisors/ consultants to issue of shares, stocks, bonds, debentures, commercial paper or other securities of bodies corporate or industrial undertaking and/or shares ,stocks, bonds, debentures, commercial paper or other securities issued to any government or semi-government authority or public authority of government under taking or stocks, bonds, debentures or of the securities.’</li> </ol>

#### **Key Events and Milestones:**

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

<b>Financial Year</b>	<b>Event</b>
2012	Incorporation
2013	Commencement of Operations



**Subsidiaries and Holding Company:**

Our Company is not a subsidiary of any company. Further, we do not have any subsidiary company.

**Other declarations and disclosures**

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

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

**Fund raising through equity or debt:**

For details in relation to our fund raising activities through equity and debt, please refer to the chapters titled '*Financial Information*' and '*Capital Structure*' beginning on page 102 and 41, respectively, of the Draft Prospectus.

**Revaluation of assets:**

Our Company has not revalued its assets since its incorporation.

**Changes in the activities of our Company having a material effect**

There has been no change in the activities being carried out by our Company during the preceding five years from the date of the Draft Prospectus which may have a material effect on the profits / loss of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

**Injunctions or Restraining Orders:**

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

**Mergers and acquisitions in the history of our Company**

There has been no merger or acquisition of businesses or undertakings in the history of our Company.

**Defaults or Rescheduling of borrowings with financial institutions/banks:**

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

**Strikes and lock-outs:**

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

**Time and cost overruns in setting up projects:**

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

**Shareholders' agreement:**

Our Company does not have any subsisting shareholders' agreement as on the date of the Draft Prospectus.

**Other Agreements:**

Our Company does not have any other agreement as on the date of the Draft Prospectus.

**Strategic Partners:**

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

**Financial Partners:**

As on the date of the Draft Prospectus, apart from the various arrangements with bankers and financial institutions which our Company undertakes in the ordinary course of business, our Company does not have any other financial partners.

## OUR MANAGEMENT

As per the Articles of Association of our Company, we are required to have not less than three (3) Directors and not more than twelve (12) Directors on its Board. As on date of the Draft Prospectus, our Board consist of 6 (six) Directors. Mr. Chandu K. Jain is the Managing Director of our Company and Mr. Ankur Choksi is the Executive Director of our Company. Further, in compliance with the requirements of Clause 52 of the SME Equity Listing Agreement, our Board consist of 3 (three) independent Directors.

### The Board of Directors of our Company

The following table sets forth certain details regarding the members of our Company's Board as on the date of the Draft Prospectus:

Sr. No.	Name, Designation, Address, Nationality, Age, Occupation and DIN	Date of Appointment as Director and Term of Office	Other Directorships
1.	<b>Mr. Chandu K Jain</b>  S/o Mr. Keshrimal B Jain  <i>Designation:</i> Managing Director <i>(Executive and Non-Independent)</i>  <i>Address:</i> 503, Siddhachal Building, Hanuman Road , Vile parle(East), Mumbai, 400057, Maharashtra, India  <i>Nationality:</i> Indian  <i>Age:</i> 45 years  <i>Occupation:</i> Business  <i>DIN:</i> 02412955	<i>Date of appointment:</i>  Appointed as Managing Director with effect from November 1, 2014  <i>Term:</i> For a period of 5 years. Liable to retire by rotation.	<i>Public Limited Companies:</i>  • Nil  <i>Private Limited Companies:</i>  • Nil
2.	<b>Mr. Ankur K. Choksi</b>  S/o Mr. Krishnakant J. Choksi  <i>Designation:</i> Executive Director <i>(Executive and Non Independent)</i>  <i>Address:</i> Ram Nivas, 3 Suvarna Nagar Soc, N.S Road No.5, J.V.P.D Scheme, Vile Parle(West), Mumbai – 400056, Maharashtra, India  <i>Nationality:</i> Indian  <i>Age:</i> 36 years  <i>Occupation:</i> Service  <i>DIN:</i> 02327417	<i>Date of appointment:</i> Vide EGM dated October 23, 2014, Mr. Ankur K. Choksi was appointed as Executive Director & CFO w.e.f. November 1, 2014  <i>Term:</i> For a period of five years. Liable to retire by rotation	<i>Public Limited Companies:</i>  • Artha Vrdhhi Securities Limited  <i>Private Limited Companies:</i>  • Advantage Commodities Private Limited • Glitters Finvest Services Private Limited • Evershine Commosales Private Limited • Motitree Sales Private Limited

Sr. No.	Name, Designation, Address, Nationality, Age, Occupation and DIN	Date of Appointment as Director and Term of Office	Other Directorships
3.	<b>Mr. Mani Ananthanarayan</b>  S/o Mr. K V Ananthanarayan  <i>Designation: Director (Non-executive and Independent)</i>  <i>Address: 4, Saravana, P.M. Road Extn., Vile Parle (East), Mumbai - 400057, Maharashtra</i>  <i>Nationality: Indian</i>  <i>Age: 52 years</i>  <i>Occupation: Professional</i>  <i>DIN: 05114472</i>	<i>Date of appointment:</i> October 23, 2014  <i>Term: For a term of five consecutive years, upto AGM to be held for considering accounts for 2018-19</i>	<i>Public Limited Companies:</i>  <ul style="list-style-type: none"> <li>• Agrimony Commodities Limited</li> <li>• Artha Vrddhi Securities Ltd.</li> <li>• Artha Vrddhi Limited</li> </ul> <i>Private Limited Companies:</i>  <ul style="list-style-type: none"> <li>• NIL</li> </ul>
4.	<b>Mr. Sunil R. Jain</b>  S/o Mr. Rikabchand R. Jain  <i>Designation: Director (Non-executive and Independent)</i>  <i>Address: 12, Walchand Apartments, Noronha Compound, Ground, Cross Garden Lane, Bhayander (West), Mumbai - 401101, Maharashtra, India</i>  <i>Nationality: Indian</i>  <i>Age: 27 years</i>  <i>Occupation: Service</i>  <i>DIN: 06554219</i>	<i>Date of appointment:</i> October 23, 2014  <i>Term: Five consecutive years for a term upto 31st March, 2019</i>	<i>Public Limited Companies:</i>  <ul style="list-style-type: none"> <li>• Artha Vrddhi Securities Limited</li> </ul> <i>Private Limited Companies:</i>  <ul style="list-style-type: none"> <li>• Nil</li> </ul>
5.	<b>Mr. Jairaj V. Bafna</b>  S/o Mr. Vinod N. Bafna  <i>Designation: Director (Non-executive and Independent)</i>  <i>Address: 310/3, Rajani Mahal, Opp. A.C. Market, 89-95, Tardeo Road, Mumbai - 400034, Maharashtra, India</i>	<i>Date of appointment:</i> October 23, 2014  <i>Term: Five consecutive years for a term upto 31st March, 2019</i>	<i>Public Limited Companies:</i>  <ul style="list-style-type: none"> <li>• Agrimony Commodities Limited</li> </ul> <i>Private Limited Companies:</i>  <ul style="list-style-type: none"> <li>• Nil</li> </ul>

Sr. No.	Name, Designation, Address, Nationality, Age, Occupation and DIN	Date of Appointment as Director and Term of Office	Other Directorships
	Nationality: Indian		
	Age: 29 years		
	Occupation: Business		
	DIN: 06637142		

**Note:**

- 1) None of the above mentioned Directors are on the RBI List of willful defaulters as on the date of the Draft Prospectus.
- 2) None of the Promoter, persons forming part of our Promoter Group, our Directors or persons in control of our Company or our Company are debarred by SEBI from accessing the capital market.
- 3) None of the Promoter, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

**Brief Profile of the Directors of our Company**

**Mr. Chandu K Jain**, aged 45 Years, is the Managing Director of our Company. He is a Bachelors in Commerce from Mumbai University and Chartered Accountant by profession. He is having an experience of over 2 decades in financial advisory services ranging from funds syndication, business development, credit risk management, customer relationship management. He is instrumental in identifying trading opportunities across both cash and derivatives segment of equity market and business development across financial platforms. He is a promoter director of our Company. He gives strategic direction to our Company and also takes care of day to day operations of our Company.

**Mr. Ankur Choksi**, aged 36 Years, is the Executive Director & CFO of our Company. He is a Bachelors in Commerce from Mumbai University and has also done Masters in Management Studies from Mumbai University. He is having an overall experience of nearly a decade in the broking business. He was a promoter director of Transparent Shares and Securities Pvt. Limited from 2005 onwards before selling it off in 2013. He has experience of client development, risk management, compliance, financial & accounting management and marketing channel development etc. related to broking services. He joined our Company as executive director on July 21, 2014. He looks after the treasury operations of our company and takes care of day to day finance and accounting operations of our Company as CFO of the Company.

**Mr. Mani Ananthanarayan**, aged 52 years, is a non-executive independent Director of our Company. He holds a bachelors' degree in commerce from Mumbai University. He has completed his LLB and LLM from Mumbai University. He is a qualified company secretary from the Institute of Company Secretaries of India. He is also an Associate Member of the Institute of Cost and Works Accountants of India. He is having an experience of over 20 years in the field of Secretarial, financial, taxation and legal matters. He has previously worked with Everest Developers, RR Industries Limited, Tricom India Limited, Aptech Limited amongst others. Presently he is having his independent practice in secretarial and management consultancy.

**Mr. Sunil R. Jain**, aged 27 years, is a non-executive independent Director of our Company. He holds a bachelors' degree in commerce from Mumbai University. He has experience of over 8 years in the field of equity and commodity broking. He has worked with Destimoney Securities Private Limited and Fairwealth Securities Limited.

**Mr. Jairaj V. Bafna** aged 29 Years, is the Non Executive Independent Director of our Company. He has completed his Bachelors in Commerce from University of Mumbai. He has also completed his MBA (Finance) from ITM Group of Institutions, Mumbai. He is having an experience of over 6 Years in equity, commodity and currency trading. He is the co-promoter of Agrimony Commodities Limited and has previously worked with Destimoney Securities Private Limited and Fairwealth Securities Limited.

#### **Family relationship between Directors**

Mr. Keshrimal B. Jain is the father of our Managing Director, Mr. Chandu K. Jain.

#### **Borrowing power of the Board**

The borrowing powers of our Board are regulated by the provisions of the Articles of Association of our Company.

Pursuant to a special resolution passed at the Extraordinary General Meeting of our shareholders held on September 26, 2014 our Directors were authorised to borrow money(s) on behalf of our Company in excess of the paid up share capital and the free reserves of our Company from time to time, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, subject to an amount not exceeding ₹ 10.00 crores.

For further details of the provisions of our Articles of Association regarding borrowing powers, please refer to the chapter titled '*Main Provisions of the Articles of Association*' beginning on page 171 of the Draft Prospectus.

#### **Terms and Conditions of Employment of the Directors**

##### **i. Executive Directors**

##### **Mr. Chandu K Jain, Managing Director**

**Mr. Chandu K Jain** is the Managing Director of our Company. He has been designated as the Managing Director of our Company for a term of 5 years commencing w.e.f. November 1, 2014. The remuneration payable to our Managing Director towards salary in terms of the EGM resolution dated October 23, 2014 shall not exceed ₹ 300,000 per month. Further he will be entitled to incentive / commission Equivalent to 1% of the net profits of the Company, subject to a ceiling of an amount equal to annual salary.

##### **Mr. Ankur Choksi, Executive Director & CFO**

**Mr. Ankur Choksi** is the Executive Director of our Company. He has been designated as the Executive Director & CFO of our Company for a term of 5 years commencing w.e.f. November 1, 2014. The remuneration payable to our Executive Director & CFO towards salary in terms of the EGM resolution dated October 23, 2014 shall not exceed ₹ 300,000 per month. Further he will be entitled to incentive / commission Equivalent to 1% of the net profits of the Company, subject to a ceiling of an amount equal to annual salary.

##### **ii. Independent Directors**

Our independent Directors are not entitled to any sitting fees for attending meetings of the Board, or of any committee of the Board.

### Shareholding of Directors in our Company

As per the Articles of Association of our Company, a Director is not required to hold any shares in our Company to qualify him for the office of the Director of our Company. The following table details the shareholding in our Company of our Directors in their personal capacity, as on the date of the Draft Prospectus:

Sr. No.	Name of the Directors	No. of Equity Shares held	% of pre-issue paid-up Equity Share capital in our Company
1.	Mr. Chandu K Jain	147500	12.90%

### Details of current and past directorship(s) in listed companies whose shares have been / were suspended from being traded on the BSE / NSE and reasons for suspension

None of our Directors is / was a Director in any listed company during the last five years before the date of filing the Draft Prospectus, whose shares have been / were suspended from being traded on the BSE and NSE.

### Details of current and past directorship(s) in listed companies which have been/ were delisted from the stock exchange(s) and reasons for delisting

None of our Directors are currently or have been on the board of directors of a public listed company whose shares have been or were delisted from being traded on any stock exchange.

### Interest of Directors

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

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

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

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

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

### *Interest in promotion of our Company*

Except for Mr. Chandu K Jain, Mr. Keshrimal B Jain, being promoter of our Promoter Company, none of our Directors have any interest in the promotion of our Company.

*Interest in the property of our Company*

Our Directors have no interest in any property acquired or proposed to be acquired by our Company in the preceding two years from the date of the Draft Prospectus nor do they have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company.

*Interest in the business of our Company*

Further, save and except as stated otherwise in “Statement of Transactions with Related Parties” in the chapter titled “Financial Information” beginning on page 102 of the Draft Prospectus, our Directors do not have any other interests in our Company as on the date of the Draft Prospectus. Our Directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

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

**Details of Service Contracts**

There is no service contracts entered into with any Directors for provision of benefits or payments of any amount upon termination of employment.

**Bonus or Profit Sharing Plan for the Directors**

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

**Contingent and Deferred Compensation payable to Directors**

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

**Changes in the Board for the last three years**

Save and except as mentioned below, there had been no change in the Directorship during the last three (3) years:

Name of Director	Date of Appointment	Date of Cessation	Reason for Change
Mr. Chandu K Jain	January 04, 2012		Appointment
Mr. Keshrimal B Jain	January 04, 2012		Resignation
Mr. Mani Ananthanarayan	January 04, 2012		Appointment
Mr. Keshrimal B Jain	January 01, 2014	October 23, 2014	Appointed as Executive Director
Mr. Ankur Choksi	July 21, 2014		Appointed as Executive Director
Mr. Mani Ananthanarayan	October 23, 2014		Appointed as Independent Director to broad base the board
Mr. Sunil R. Jain	October 23, 2014		Appointed as Independent Director to broad base the board
Mr. Jairaj V. Bafna	October 23, 2014		Appointed as Independent



Name of Director	Date of Appointment	Date of Cessation	Reason for Change
			Director to broad base the board
Mr. Chandu K Jain	November 1, 2014		Appointed as Managing Director
Mr. Ankur Choksi	November 1, 2014		Appointed as Executive Director & CFO

### Corporate Governance

The provisions of the listing agreements to be entered into with the Stock Exchange with respect to corporate governance and the SEBI ICDR Regulations in respect of corporate governance become applicable to our Company at the time of seeking in-principle approval of the Stock Exchanges. Our Company has complied with the corporate governance code in accordance with Clause 52 of the SME Equity Listing Agreement, particularly those relating to composition of Board of Directors, constitution of committees such as Audit Committee, Remuneration and Stakeholders Relationship Committee. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas. Further, our Company undertakes to take all necessary steps to comply with all the requirements of Clause 52 of the SME Equity Listing Agreement to be entered into with the Stock Exchange.

### Composition of Board of Directors

The Board of Directors of our Company has an optimum combination of executive and non-executive Directors as envisaged in Clause 52 of the SME Equity Listing Agreement. Our Board has four Directors out of which two are independent directors in accordance with the requirement of Clause 52 of the SME Equity Listing Agreement.

In terms of Clause 52 of the SME Equity Listing Agreement, our Company has constituted the following Committees of the Board:

1. Audit Committee
2. Remuneration Committee
3. Stakeholders Relationship Committee

#### 1. Audit Committee

The Audit Committee was constituted *vide* Board resolution dated December 16, 2014 pursuant to Section 292A of the Companies Act and clause 52 of the SME Equity Listing Agreement. As on the date of the Draft Prospectus the Audit Committee consists of the following Directors:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Mani Ananthanarayan	Chairman	Non-executive and Independent
Mr. Sunil R. Jain	Member	Non-executive and Independent
Mr. Jairaj V. Bafna	Member	Non-executive and Independent

Our Company Secretary, Mr. Sandeep S. Gupta is the secretary of the Audit Committee.

The terms of reference of our Audit Committee are given below:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to the statutory auditors for any other services rendered by the statutory auditors.
4. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
5. Examination of the financial statement and the auditors' report thereon;
6. Approval or any subsequent modification of transactions of the company with related parties;
7. Scrutiny of inter-corporate loans and investments;
8. Valuation of undertakings or assets of the company, wherever it is necessary;
9. Evaluation of internal financial controls and risk management systems;
10. Appointment, removal and terms of remuneration of internal auditor.
11. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference, but not restricted to:
  - a. Matters required to be included in the Director's Responsibility Statement' to be included in our Board's report in terms of Clause (2AA) of Section 217 of the Companies Act;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to the financial statements;
  - f. Disclosure of any related party transactions;
  - g. Qualifications in the draft audit report.
12. Reviewing, with the management, the quarterly financial statements before submission to the board of directors for their approval, including such review as may be required for compliance with provisions of the listing agreement entered into with the Stock Exchange;
13. Monitoring the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
14. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
15. 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.
16. Reviewing management letters / letters of internal control weaknesses issued by the statutory auditors;
17. Discussing with internal auditors on any significant findings and follow up thereon.
18. 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.
19. 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.
20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
21. To review the functioning of the 'whistle blower/Vigil Mechanism' mechanism, when the same is adopted by our Company and is existing.
22. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
23. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and to carry out any other function statutorily required to be carried out by the Audit Committee as per applicable laws;

24. The Audit Committee shall mandatorily review the following information:
- Management discussion and analysis of financial information and results of operations;
  - Statement of significant related party transactions (as defined by the Audit Committee), submitted by the 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.
25. Terms of reference, power, quorum and other matters in relation to the Audit Committee will be as per of Listing Agreement of the Specific Stock Exchange.”

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Audit Committee, reasons for disagreement shall have to be minuted in the Board Meeting and the same has to be communicated to the shareholders. The chairman of the committee has to attend the Annual General Meetings of our Company to provide clarifications on matters relating to the audit.

The Audit Committee is required to meet at least four times in a year and not more than four months will elapse between two meetings. The quorum will be either two members or one third of the members of the Audit Committee whichever is greater, but there should be a minimum of two independent members present.

## 2. Remuneration Committee

The Remuneration Committee was constituted at a meeting of the Board of Directors held on December 16, 2014. As on the date of the Draft Prospectus the Remuneration Committee consists of the following Directors:

Name of the Director	Designation in the Nature of Directorship
Mr. Sunil R. Jain	Chairman Non-executive and Independent
Mr. Mani Ananthanarayan	Member Non-executive and Independent
Mr. Jairaj V. Bafna	Member Non-executive and Independent

Our Company Secretary, Mr. Sandeep S. Gupta is the secretary of the Remuneration Committee.

The scope of Remuneration Committee shall include but shall not be restricted to the following:

- Ensure that our Company has formal and transparent procedures for the selection and appointment of new directors to the board and succession plans;
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees. while formulating the policy to ensure that –
  - the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
  - relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
- To make recommendations for the appointment and removal of directors;

4. Ensure that our Company has in place a programme for the effective induction of new directors;
5. To review, on an ongoing basis, the structure of the board, its committees and their inter relationship;
6. To recommend to the Board, the remuneration packages of our Company's Managing / Joint Managing / Deputy Managing / Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
7. To be authorised at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, our Company's policy on specific remuneration packages for Company's Managing / Joint Managing / Deputy Managing / Whole-time / Executive Directors, including pension rights and any compensation payment;
8. To implement, supervise and administer any share or stock option scheme of our Company; and
9. To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

The Remuneration Committee is required to meet at least four times in a year and not more than four months will elapse between two meetings. The quorum will be either two members or one third of the members of the Remuneration Committee whichever is greater, but there should be a minimum of two independent members present.

### 3. Stakeholders Relationship Committee

The Stakeholders Relationship Committee has been formed by the Board of Directors at the meeting held on December 16, 2014. As on the date of the Draft Prospectus the Stakeholders Relationship Committee consists of the following Directors:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Jairaj V. Bafna	Chairman	Non-executive and Independent
Mr. Mani Ananthanarayan	Member	Non-executive and Independent
Mr. Sunil R. Jain	Member	Non-executive and Independent

Our Company Secretary, Mr. Sandeep S. Gupta is the secretary of the Stakeholders Relationship Committee.

This Committee will address all grievances of Shareholders and Investors in compliance of the provisions of Clause 52 of the SME Equity Listing Agreements with the Stock Exchange and its terms of reference include the following:

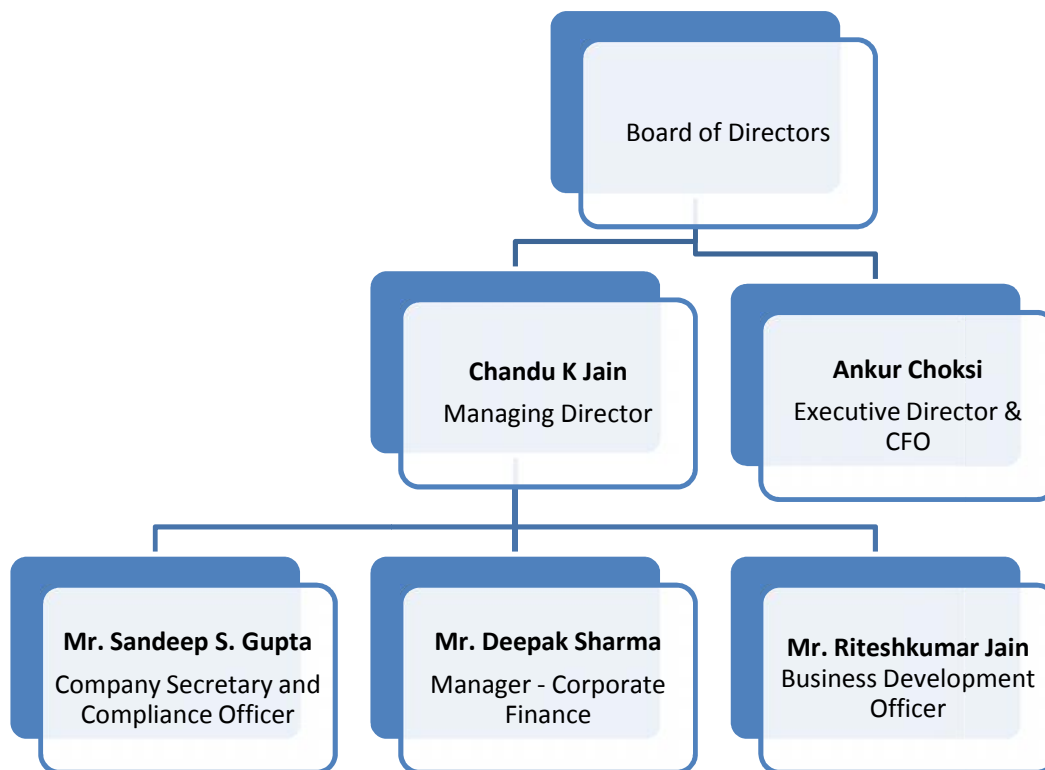
1. Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
2. Redressal of shareholders and investor complaints in relation to transfer of shares, allotment of shares, non-receipts of the refund orders, right entitlement, non-receipt of Annual Reports and other entitlements, non-receipt of declared dividends etc;
3. Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares
4. Issue of duplicate / split / consolidated share certificates;
5. Allotment and listing of shares;
6. Review of cases for refusal of transfer / transmission of shares and debentures;
7. Reference to statutory and regulatory authorities regarding investor grievances;

8. Ensure proper and timely attendance and redressal of investor queries and grievances.
9. To do all such acts, things or deeds as may be necessary or incidental to the exercise of all the above powers.

### Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

Our Company undertakes to comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 1992 after listing of our Company's shares on the Stock Exchange. Our Company Secretary, Mr. Sandeep S. Gupta, is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of price sensitive information and in the implementation of the code of conduct under the overall supervision of the Board.

### Management Organisation Chart



### Key Managerial Personnel

Our Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of our Company. Below are the details of the Key Managerial Personnel of our Company:

**Mr. Ankur Choksi**, aged 36 Years, is the Executive Director & CFO of our Company. He is a Bachelors in Commerce from Mumbai University and has also done Masters in Management Studies from Mumbai University. He is having an overall experience of nearly a decade in the broking business. He was a promoter director of Transparent Shares and Securities Pvt. Limited from 2005 onwards before selling it off in 2013. He has experience of client development, risk management, compliance, financial & accounting management and marketing channel development etc. related to broking services. He was appointed as Executive Director & CFO with effect from November 1, 2014. He looks after the treasury operations of our company and takes care of day to day finance and accounting operations of our Company as CFO of the Company. No remuneration was paid to him in the Fiscal 2014 by our Company.

**Mr. Deepak Sharma**, aged 32 years, is the Manager – Corporate Finance of our Company. He has completed his B.Com from Merrut University and has also completed his Masters in Business Administration from IIPM, Mumbai. He joined our Company on October 1, 2014. He overlooks the entire Corporate finance including loan syndication, Capital Structuring & Financial Structuring. He has over 8 years of experience in the field wealth management and corporate finance. Prior to joining our company he has worked with ICICI Private Wealth Management and Religare Macquarie Wealth Management. No remuneration was paid to him in the Fiscal 2014 by our Company.

**Mr. Riteshkumar Jain**, aged 29 years, is the Business Development Officer of our Company. He has completed his B.Com from University of Mumbai. He joined our Company on November 1, 2014. At present, he is responsible for business development of our Company. He has over 6 years of experience in the field of Equity Broking. Prior to joining our company he has worked with Fairwealth Securities Limited, Destimony Securities Private Limited and Religare Securities Limited. No remuneration was paid to him in the Fiscal 2014 by our Company.

**Mr. Sandeep S. Gupta**, aged 24 years, is the Company Secretary and Compliance officer of our Company. He is a qualified Company Secretary from the Institute of Company Secretaries of India. He has also completed his B.Com from Mumbai University. He has been professionally working as Company Secretary since June 2014 in company secretarial matters. Prior to joining our Company, he has worked with Vijay Tiwari & Co., Practicing Company Secretaries. At present, he is responsible for looking after the secretarial matters of our Company. He joined our Company on November 1, 2014. The gross remuneration paid to her in the Fiscal 2014 by our Company was ₹ Nil Lacs.

**Notes:**

- All of our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no agreement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the above mentioned personnel was selected as a director or member of senior management.
- None of the key managerial personnel are “related” to the Promoters or Directors of our Company within the meaning of Section 2(77) of the Companies Act, 2013.

**Details of Service Contracts of our Key Managerial Personnel**

Our key managerial personnel have not entered into any other contractual arrangements with our Company.

**Bonus and/ or Profit Sharing Plan for the Key Managerial Personnel**

Our Company does not have any bonus and / or profit sharing plan for the key managerial personnel.

**Contingent and Deferred Compensation payable to Key Managerial Personnel**

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

**Shareholding of the Key Managerial Personnel**

None of our Key Managerial Personnel are holding any Equity Shares in our Company as on the date of the Draft Prospectus.

### Interest of Key Managerial Personnel

None of our key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to our Company as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

### Changes in our Company's Key Managerial Personnel during the last three years

Following have been the changes in the Key Managerial Personnel during the last three years:

Sr. No.	Name	Date of Joining	Date of Leaving	Reason
1.	Mr. Ankur Choksi	November 1, 2014		Appointment
2.	Mr. Deepak Sharma	October 1, 2014	--	Appointment
3.	Mr. Riteshkumar Jain	November 1, 2014	--	Appointment
4.	Mr. Sandeep S. Gupta	November 1, 2014		Appointment

### Scheme of Employee Stock Options or Employee Stock Purchase

Our Company does not have any Employee Stock Option Scheme or other similar scheme giving options in our Equity Shares to our employees.

### Employees

As on the date of the Draft Prospectus, our Company has 229 employees which includes both permanent and contractual employees. For details of the Employees/ Manpower of our Company, please refer to the paragraph titled '*Manpower*' under the chapter titled '*Our Business*' beginning on page 73 of the Draft Prospectus.

### Loans to Key Managerial Personnel

There are no loans outstanding against the key managerial personnel as on the date of the Draft Prospectus.

### Payment of Benefits to officers of our Company (non-salary related)

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, and the transactions as enumerated in the chapter titled "*Financial Information*" and the chapter titled "*Our Business*" beginning on pages 102 and 73 of the Draft Prospectus, we have not paid/ given any benefit to the officers of our Company, since incorporation and nor do we intend to make such payment/ give such benefit to any officer as on the date of the Draft Prospectus.

### Retirement Benefits

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company.

## OUR PROMOTERS AND PROMOTER GROUP

### OUR PROMOTERS

The Promoters of our Company are:

#### *Individual Promoter:*

1. Mr. Chandu K. Jain
2. Mr. Keshrimal B. Jain

#### *HUF:*

3. Chandu K Jain HUF

#### **Brief profile of our Promoters is as under:**



**Mr. Chandu K Jain**, aged 45 Years, is the Managing Director of our Company. He is a Bachelors in Commerce from Mumbai University and Chartered Accountant by profession. He is having an experience of over 2 decades in financial advisory services ranging from funds syndication, business development, credit risk management, customer relationship management. He is instrumental in identifying trading opportunities across both cash and derivatives segment of equity market and business development across financial platforms. He is a promoter director of our Company. He gives strategic direction to our Company and also takes care of day to day operations of our Company.

**Passport No:** J9258272

**Driving License:**

**Voters ID:**

**PAN:** ABOPJ6669F

**Address:** 503, Siddhachal Bldg., Hanuman Road , Vile parle(East), Mumbai- 400057, Maharashtra, India

For further details relating to Mr. Chandu K. Jain, please refer to the chapter titled “*Our Management*” beginning on page number 82 of the Draft Prospectus.



**Mr. Keshrimal B Jain**, aged 72 Years, is the Director of our Company. He is an undergraduate. He is having an experience of over 4 decades in arranging short term finance for corporate and non-corporate businesses. He gives strategic direction to our Company.

**Passport No:** L8658248

**Driving License:**

**Aadhaar No.:** 2787 7341 8564

**PAN:** AEPPJ2981H

**Address:** 503, Siddhachal Bldg., Hanuman Road , Vile parle(East), Mumbai- 400057, Maharashtra, India

For further details relating to Mr. Keshrimal B. Jain, please refer to the chapter titled “*Our Management*” beginning on page number 82 of the Draft Prospectus.

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**HUFs:****Chandu K Jain HUF**

Mr. Chandu K Jain is the karta of the HUF. The HUF is engaged in the business of investments.

**PAN:** AACHC3284L

**Address:** 503, Siddhachal Bldg., Hanuman Road , Vile parle(East), Mumbai- 400057, Maharashtra, India

**Financial Information**

(₹ in Lacs)

Particulars	For the period ended March 31		
	2014	2013	2012
Total Income	2.88	3.82	2.17
Profit	2.88	3.82	2.17
Capital A/c	74.79	72.51	69.29

**Declaration**

Our Company hereby confirms that the personal details of our Individual Promoters viz., Permanent Account Number, Passport Number, and Bank Account Number will be submitted to BSE, at the time of filing the Draft Prospectus with them.

Our Promoters and the members of our Promoter Group have not been debarred from accessing the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. None of our Promoters was or is a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI.

Further, neither our Promoter, the relatives of our Promoters (as defined under the Companies Act) nor our Group Companies have been declared as a willful defaulter by the RBI or any other government authority and there are no violations of securities laws committed by any of our Promoters in the past and no proceedings for violation of securities laws are pending against any of the Promoters.

**INTEREST OF PROMOTER***Interest in promotion of our Company*

Our Promoters are interested in the promotion of our Company in their capacity as a shareholder of our Company and influencing significant control over the management and policy decisions of our Company.

*Interest in the property of our Company*

Our Promoters do not have any interest in any property acquired by or proposed to be acquired by our Company two years prior to filing of the Draft Prospectus.

*Interest as member of our Company*

Our Promoters and members of the Promoter Group jointly hold 10,50,950 Equity Shares aggregating to 100% of pre-Issue Equity Share Capital in our Company and are therefore interested to the extent of their respective shareholding and the dividend declared, if any, by our Company. Except to the extent of their respective shareholding in our Company and as given in the chapter titled “Our Management” beginning on page 82 of the Draft Prospectus, our Promoters and members of the

Promoter Group hold no other interest in our Company.

*Interest as a creditor of our Company*

As on the date of the Draft Prospectus our Company has not availed any secured loan from any of the Promoters of our Company.

*Interest as Director of our Company*

Except as stated in the “*Related Party Transactions*” beginning on page 97 of the Draft Prospectus, our Promoters / Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of our Board or Committees thereof as well as to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of our AoA.

*Interest in transactions involving acquisition of land*

Our Promoters are not currently interested in any transaction with our Company involving acquisition of land, construction of building or supply of any machinery.

*Payment or benefit to Promoters of the issuer:*

Except as stated in the “*Related Party Transactions*” beginning on page 97 of the Draft Prospectus and remuneration paid to our Managing Director, no amount or benefit has been paid or given within the two years preceding the date of filing Draft Prospectus with the BSE or intended to be paid or given to any Promoters or promoter group and consideration for payment of giving of the benefit.

**Other Ventures of our Promoter**

Save and except as disclosed in the chapters titled ‘*Our Group Entities*’ beginning on page 99 of the Draft Prospectus, there are no other ventures of our Promoter in which they have business interests/other interests.

**Related Party Transactions**

The company has entered into following related party transactions for the periods covered under audit. Such parties and transactions are identified as per accounting standard 18 issued by Institute of Chartered Accountants of India.

**Our Promoter Group:**

Our Promoter and Promoter Group in terms of Regulation 2(1)(za) and 2(1)(zb) of the SEBI (ICDR) Regulations is as under:

**Promoter:****Individual Promoter:**

1. Mr. Chandu K Jain
2. Mr. Keshrimal B Jain

**HUF:**

Chandu K Jain HUF

**i. Natural Persons who form part of our Promoter Group:**

Relationship	Mr. Chandu K. Jain	Mr. Keshrimal B. Jain
Father	Keshrimal Jain	Lt. Babulal Jain
Mother	Champaben Jain	Lt. Ramba B. Jain
Spouse	Sangeeta Jain	Champaben Jain
Brother	-	Lt. Maganlal B. Jain Lt. Shivrulal Jain
Sister	Rashmi Jain, Pushapa Jain, Bharti Jain	Lakshmi ben Indu ben
Son	Mehul Jain, Rahul Jain	Chandu Jain
Daughter	-	Rashmi Jain, Pushapa Jain, Bharti Jain
Spouse's Father	Fulchand Jain	Lt. Bhabootmal Ji Jain
Spouse's Mother	Anjuben Jain	Lt. Bhagya Devi Jain
Spouse's Brother	Dharmendra Jain	Lt. Sohanlal B. Jain
Spouse's Sister	Damiyanti Jain	Asha B. Jain

**ii. Entities forming part of the Promoter Group****i. Companies: NIL****ii. Hindu Undivided Family:**

- Keshrimal B. Jain HUF

**iii. Partnership Firms : NIL****iv. Proprietary Concerns: NIL****v. Trusts: Nil****vi. All persons whose shareholding is aggregated for the purpose of disclosing in the Draft Prospectus under the heading "shareholding of the promoter group": Nil****Relationship of Promoter with our Directors**

Mr. Chandu K Jain and Mr. Keshrimal B Jain are our Promoter Directors. Mr. Chandu K Jain is son of Mr. Keshrimal B Jain, other than this there is no relationship between our Promoters and Directors.

**Changes in our Promoter**

There is no change in our Promoters since Incorporation i.e. January 04, 2012.

## OUR GROUP ENTITIES

As on the date of the Draft Prospectus, following entities that are promoted by our Promoters:

As on the date of the Draft Prospectus, none of our Group Companies are listed on any stock exchange and they have not made any public or rights issue of securities in the preceding three years. Further, unless otherwise stated none of our Group Companies is a sick company under the meaning of Sick Industrial Companies (Special Provisions) Act, 1985 (“SICA”) and none of them is under winding up. Further no application has been made, in respect of any of the Group Companies, to the Registrar of Companies for striking off their names. Additionally, none of our Group Companies have become defunct in the five years preceding the filing of the Draft Prospectus.

### 1. GROUP COMPANIES

NIL

### 2. HUFs

#### Keshrimal B. Jain HUF

Mr. Keshrimal B. Jain is the karta of Keshrimal B. Jain HUF.

#### Financial Information

(₹ in Lacs)

Particulars	For the period ended March 31		
	2014	2013	2012
Total Income	3.81	0.99	3.02
Profit	3.81	0.99	3.02
Capital A/c	60.87	57.66	57.27

#### Companies / Firms from which the Promoters have disassociated themselves in last 3 (three) years

There are no Companies / Firms from which the Promoters have disassociated themselves in last 3 (three) years.

#### Negative Net Worth

None of our Group Entities have negative net worth as on the date of the Draft Prospectus.

#### Related Party Transactions and sales and purchases between our Company and Group Entities

For details of related party transactions entered into by our Company, please refer to “Related Party Transactions” on page 97 of the Draft Prospectus.

#### Common Pursuits

Our Promoters and Directors are promoters / directors our Group Company namely, Aanchal Iron & Steels Private Limited which is engaged in the business, *inter alia*, of trading of iron and steel and other related products, which is similar to that of our Company.

#### Other Confirmations

##### *Business interest of Group Entities in our Company*

Except as disclosed under “Related Party Transactions”, on page 97 of the Draft Prospectus and under the paragraph titled ‘Other Agreements’ under the chapter titled ‘History and Certain Corporate Matters’

beginning on page 78 of the Draft Prospectus, none of our Group Entities have business interests in our Company.

*Interest in sales and purchases*

Except as disclosed under “*Related Party Transactions*” on page 97 of the Draft Prospectus, there have been no sales and purchases between us and our Group Entities, when such sales or purchases exceed in value in the aggregate 10% of the total sales or purchases of our Company.

*Interest in promotion of Our Company*

None of our Group Entities were interested in the promotion of our Company.

*Interest in the property of Our Company*

Our Group Entities do not have any interest in any property acquired by or proposed to be acquired by our Company two years prior to filing of the Draft Prospectus.

*Interest in the transaction involving acquisition of land*

None of our Group Entities were interested in any transaction with our Company involving acquisition of land, construction of building or supply of any machinery.

Further, our Group Entities have confirmed that they have not been detained as willful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past or currently pending against them. None of our Group entities has been (i) prohibited from accessing the capital market 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.

**Litigation**

For details relating to legal proceedings involving the Promoters and our Group Entities, please refer to the chapter titled ‘*Outstanding Litigations and Material Developments*’ beginning on page 128 of the Draft Prospectus.

**Payment or Benefit to our Group Entities**

Except as stated in the “*Related Party Transactions*” on page 97 of the Draft Prospectus, there has been no payment of benefits to our Group Entities during the two years prior to the filing of the Draft Prospectus.

## **DIVIDEND POLICY**

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the Annual General Meeting. The shareholders of our Company have the right to decrease not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has no formal dividend policy. The amounts paid as dividends in the past are not necessarily indicative of our Company's dividend policy or dividend amounts, if any, in the future. Investors are cautioned not to rely on past dividends as an indication of the future performance of our Company or for an investment in the Equity Shares. Our Company has not declared any dividends since incorporation.

## SECTION V – FINANCIAL INFORMATION

### FINANCIAL INFORMATION

#### RESTATED FINANCIAL STATEMENTS

##### **Auditor's Report**

**To,**

The Board of Directors,

**SSPN Finance Limited**

Mumbai, Maharashtra

Dear Sirs,

We have examined the Restated Summary Financial Statements and Other Financial Information of SSPN FINANCE LIMITED (the 'Company') for the period from January 4, 2012 (date of incorporation) and ended on March 31, 2013, financial year ended March 31, 2014 and 6 months period ended September 30, 2014 based on the audited financial statements reviewed by us annexed to this report and initialed by us for identification. The said Restated Summary Financial Statements and Other Financial Information have been prepared for the purposes of inclusion in the Draft Prospectus / Prospectus (collectively hereinafter referred to as "Offer Document") in connection with the proposed Initial Public Offer ("IPO") of the Company 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");
- (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the 'SEBI Regulations') issued by the Securities and Exchange Board of India ('SEBI'); and the related clarifications issued by the Securities and Exchange Board of India as amended to date;
- (iii) The terms of our letter of engagement with the Company requesting us to carry out assignment in connection with the Offer Document being issued by the Company for its proposed IPO.
- (iv) In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts of the SSPN Finance Limited, we, M/s. V.R. Bhabhra & Co., Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

- (v) Audit of the financial statements for the period from January 4, 2012 (date of incorporation) and ended on March 31, 2013; financial year ended March 31, 2014 and 6 months period ended September 30, 2014 has been conducted by us. The restated financial statements have been prepared in compliance and as provided in SEBI (ICDR) Regulations, 2009.
- (vi) The Proposed public issue will be for a fresh issue of equity shares of ₹ 10 each, at the issue price of 20 per Equity Share (referred to as ‘the issue’).
- (vii) Financial Information of the Company

The Restated Summary financial Statements and Other Financial Information have been prepared by the Company and approved by the Board of Directors of the Company.

**A. Restated Summary Financial Statements:**

1. We have examined the attached ‘Summary financial Statement of Assets and Liabilities, As Restated’ (Annexure I) as at March 31, 2013, 2014 and September 30, 2014 and the attached ‘Summary Statement of Profits and Losses, As Restated’ (Annexure II) and the attached ‘Summary Statement of Cash Flows, As Restated’ (Annexure III) period from January 4, 2012 (date of incorporation) and ended on March 31, 2013; financial year ended March 31, 2014 and 6 months period ended September 30, 2014 which have been extracted by the management and approved by the board of directors. Representations have been taken from the management for the additional information for these years. (Annexure I, II and III are collectively referred to in this report as the “Restated Summary Financial Statements”).
2. The Restated Summary Financial Statements are after making adjustments and regroupings as in our opinion were appropriate and more fully described in the ‘Statement of Significant Accounting Policies’ and ‘Notes to the Re-stated Financial Statements’ (Annexure IV) and (Annexure V) respectively.
3. In accordance with the requirements of 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”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 and terms of our engagement agreed with the company, and based on our examination of the Restated Summary Statements, we confirm that:
  - a. The Restated summary Financial Statement - the restated summary statement of assets and liabilities, the restated summary statement of profit and loss, and the restated summary statement of cash flow (“summary statements”) of the company, for the period from January 4, 2012 (date of incorporation) and ended on March 31, 2013; financial year ended March 31,



2014 and 6 months period ended September 30, 2014 has been examined by us, as set out in annexure-I, II and III to this report read with and subject to the adjustment in respect of certain previous year audit qualifications as referred to at point no. 2, Annexure V - Notes to the restated Financial statements and other observations as given herein after, are after making material adjustments and regrouping as in our opinion were appropriate and more fully described in Significant Accounting Policies, Notes to the financial statements (refer annexure- IV & V).

- b. Based on and subject to our comments as above, we are of the opinion that restated financial information have been made after incorporating:
  - i. Adjustments if any, made for the changes in Accounting Policies and Estimates adopted by the Company with retrospective effect to reflect the significant accounting policies being adopted by company are explained in annexure V to this report.
  - ii. The “Restated Summary Financial Statements” have to be read in conjunction with the Significant Accounting Policies and Notes given in Annexure IV of this report.
  - iii. Amounts if any, relating to adjustments for previous years have been identified and adjusted in the statements in the year to which they relate;
  - iv. There are no extra-ordinary items that need to be disclosed separately in the Restated Summary financial Statements;
  - v. There are no qualifications in auditor’s reports for incorrect accounting policies that require Adjustment in the Restated Summary Statements except for the adjustment in respect of certain previous year audit qualifications as referred to at point no. 2, Annexure V - Notes to the restated financial statements.

Summary of significant accounting policies adopted by the Company and material adjustments carried out in the preparation of the Restated Summary Statements & the significant notes to thereto be enclosed as Annexure IV and Annexure V to this report.

#### **B. Other Financial Information:**

4. At the request of the company, we have also examined the following financial information (“Other Financial Information”) proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report:

Annexure VI : Statement of Other Income, As Restated

- Annexure VII : Statement of Accounting & Other Ratios, As Restated  
Annexure VIII : Statement of Capitalization, As Restated  
Annexure IX : Statement of Tax Shelter, As Restated  
Annexure X : Statement of Long Term Borrowings, As Restated  
Annexure XI : Statement of Short Term Borrowings, As Restated  
Annexure XII : Statement of Principle Terms of Secured Loans and Assets Charged as Security.  
Annexure XIII : Statement of Trade Receivables, As Restated  
Annexure XIV : Statement of Loans and Advances, As Restated  
Annexure XV : Statement of Related Parties & Transactions.  
Annexure XVI : Statement of Dividends.  
Annexure XVII : Statement of Investments.

5. In our opinion, the Restated Summary Financial Statements and the other Financial Information set forth in Annexure I to XVII read with the significant accounting policies and notes to the restated financial statements have been prepared in accordance with section 26 read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013 and the SEBI Regulations and the Guidance Note on the reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (ICAI).

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 result of these regrouping and adjustments, the amount reported in the financial information may not necessarily be the same as those appearing in the respective audited financial statements for the relevant years.

6. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
7. This report is intended solely for your information and for inclusion in the Offer document in connection with the Company's proposed IPO of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**As per our Report Attached**

For **V.R. Bhabhra & Co.**  
Chartered Accountants  
FRN: 112861W  
Mr. V.R. Bhabhra  
Membership No: 046043  
Date: December 15, 2014

## Annexure - I

**Statement of Assets and Liabilities (As Restated)**

(₹ in Lacs)

Particulars	30.09.14	31.03.14	31.03.13
<b>Equity &amp; Liabilities</b>			
<b>Shareholders Fund</b>			
-Equity Share Capital	114.32	114.32	5.00
<b>Total(a)</b>	<b>114.32</b>	<b>114.32</b>	<b>5.00</b>
<b>Reserves and surplus</b>			
General Reserve	0.00	0.00	0.00
Share Premium	109.32	109.32	0.00
P&L Account	6.82	1.16	0.92
Less: Revaluation Reserve	0.00	0.00	0.00
<b>Total(b)</b>	<b>116.14</b>	<b>110.48</b>	<b>0.92</b>
<b>Total</b>	<b>230.46</b>	<b>224.80</b>	<b>5.92</b>
<b>Non Current Liabilities</b>			
Long Term Borrowings	0.00	0.00	0.00
Long term provisions	0.00	0.00	0.00
Deferred Tax Liability	0.00	0.68	0.41
<b>Total Non Current Liabilities</b>	<b>0.00</b>	<b>0.68</b>	<b>0.41</b>
<b>Current Liabilities</b>			
Short Term Borrowings	272.91	128.95	0.09
Trade Payables	0.00	0.00	0.00
Other Current Liabilities	0.00	0.00	109.84
Short Term Provisions	13.05	3.15	1.60
<b>Total Current Liabilities</b>	<b>285.96</b>	<b>132.10</b>	<b>111.53</b>
<b>Total Equity &amp; Liability</b>	<b>516.42</b>	<b>357.58</b>	<b>117.86</b>
<b>Non-Current Assets</b>			
a) Fixed Assets			
Tangible Assets	3.46	4.28	2.11
Capital Work -in-Progress	0.00	0.00	0.00
<b>Total Fixed Assets (a)</b>	<b>3.46</b>	<b>4.28</b>	<b>2.11</b>
b) Non Current Investments	0.00	0.00	0.00
c) Deferred Tax Assets	0.28	0.00	0.00
d) Long Term Loans and Advances	4.07	6.63	4.79
e) Other Non Current Assets	0.78	1.04	10.13
<b>Total Non Current Assets</b>	<b>8.59</b>	<b>11.95</b>	<b>17.03</b>
<b>Current assets</b>			
Current Investments	0.00	0.00	0.00

Inventories	0.00	0.00	0.00
Trade Receivables	6.50	1.80	0.00
Cash and Cash Equivalents balances	158.60	143.81	100.83
Short Term Loans and advances	342.73	200.00	0.00
Other Current Assets	0.00	0.02	0.00
<b>Total Current Assets</b>	<b>507.83</b>	<b>345.63</b>	<b>100.83</b>
<b>Total Assets</b>	<b>516.42</b>	<b>357.58</b>	<b>117.86</b>

**Note:** The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

## Annexure - II

**Summary Statement of Profit and Loss, As Restated**

(₹ in Lacs)

<b>Particulars</b>	<b>30.09.14</b>	<b>31.03.14</b>	<b>For the period from January 04, 2012 (Date of Incorporation) to 31.03.13</b>
<b>Income</b>			
Revenue from Operations	27.14	22.12	47.91
Other Income	0.22	0.02	0.00
<b>Total Revenue</b>	<b>27.36</b>	<b>22.14</b>	<b>47.91</b>
<b>Expenditure</b>			
Employee Benefit Expenses	13.10	8.04	4.43
Other Expenses	2.23	5.41	39.13
<b>Total (B)</b>	<b>15.33</b>	<b>13.45</b>	<b>43.56</b>
<b>Profit Before Interest, Depreciation and Tax</b>	<b>12.03</b>	<b>8.69</b>	<b>4.35</b>
Depreciation and Amotisation Expenses	1.09	3.09	2.41
<b>Profit Before Interest and Tax</b>	<b>10.94</b>	<b>5.60</b>	<b>1.94</b>
Financial Charges	3.98	4.56	0.00
<b>Profit before Taxation</b>	<b>6.96</b>	<b>1.04</b>	<b>1.94</b>
Provision for Taxation	2.26	0.52	0.61
Provision for Deferred Tax	-0.96	0.28	0.41
<b>Total</b>	<b>1.30</b>	<b>0.80</b>	<b>1.02</b>
<b>Profit After Tax but Before Extra ordinary Items</b>	<b>5.66</b>	<b>0.24</b>	<b>0.92</b>
Extraordinary Items	0.00	0.00	0.00
<b>Net Profit after adjustments</b>	<b>5.66</b>	<b>0.24</b>	<b>0.92</b>
<b>Net Profit Transferred to Balance Sheet</b>	<b>5.66</b>	<b>0.24</b>	<b>0.92</b>

**Note:** The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

## Annexure - III

**Summary Statement of Cash Flow, As Restated**

(₹ in Lacs)

PARTICULARS	30.09.14	31.03.14	31.03.13
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit Before Tax	6.96	1.04	1.94
Adjusted for :			
a. Depreciation	1.09	3.09	2.41
b. Interest Expenses	3.98	4.56	-
c. Other Adjustments	(0.27)	(0.52)	(1.04)
d. Dividend Income	-	-	-
e. Profit on sale of long term investments	-	-	-
f. Interest Income	(18.59)	(20.12)	(9.53)
<b>Operating profit before working capital changes</b>	<b>(6.83)</b>	<b>(11.95)</b>	<b>(6.22)</b>
Adjusted for :			
a. Decrease / (Increase) in Inventories	-	-	-
b. Decrease / ( Increase ) in trade receivable	(4.70)	(1.80)	-
c. ( Increase ) / Decrease in short term loans and advances	(142.73)	(200.00)	-
d. ( Increase ) / Decrease in Other Non Current Assets	0.26	9.09	(10.13)
e. ( Increase ) / Decrease in Long term loans and advances	2.56	(1.84)	(4.79)
f. Increase / ( Decrease ) in Trade Payables	-	-	-
g. Increase / (Decrease) in short term provisions	9.90	1.55	1.60
h. Increase / ( Decrease ) in other current liabilities	-	(109.84)	109.84
i. Increase / ( Decrease ) in Long Term Provisions	-	-	-
j. (Increase) / Decrease in Other Current Assets	0.02	(0.02)	-
<b>Cash generated from operations</b>	<b>(141.52)</b>	<b>(314.81)</b>	<b>90.30</b>
Income Tax Paid ( net of refunds )	2.26	0.52	0.61
<b>NET CASH GENERATED FROM OPERATION</b>	<b>(143.78)</b>	<b>(315.33)</b>	<b>89.69</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
a. (Purchase)/ Sale of Fixed Assets	-	(4.75)	(3.48)
b. ( Purchase ) / Sale of non-current investment	-	-	-
c. (Increase) in Misc. Expenses	-	-	-
d. Interest received	18.59	20.12	9.53
e. Dividend Income	-	-	-
<b>Net cash (used) in investing activities</b>	<b>18.59</b>	<b>15.37</b>	<b>6.05</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>			
a. Interest Paid	(3.98)	(4.56)	-
b. Proceeds from share issued / application	-	218.64	5.00
c. ( Repayments ) / proceeds of long term borrowings	-	-	-
d. ( Repayments ) / proceeds of short term borrowings	143.96	128.86	0.09

<b>Net cash generated/(used) in financing activities</b>	<b>139.98</b>	<b>342.94</b>	<b>5.09</b>
<b>Net Increase / ( Decrease ) in cash and cash equivalents</b>	<b>14.79</b>	<b>42.98</b>	<b>100.83</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>143.81</b>	<b>100.83</b>	<b>-</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>158.60</b>	<b>143.81</b>	<b>100.83</b>

## Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 'Cash Flow Statement'. Previous year's figures have been regrouped / rearranged / recasted wherever necessary to make them comparable with those of current year.
- The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

**Annexure - IV****SIGNIFICANT ACCOUNTING POLICIES****i) Basis of preparation of financial statements**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in accordance with the accounting standards referred to in sub-section (3C) of section 211 of the companies act, 1956 (“the Act”) which shall continue to apply in respect of section 133 of the Companies Act 2013 in terms of General Circular 15/2013 dated September 13, 2013 issued by the Ministry of Corporate Affairs.

**ii) Use of Estimates**

The presentation of financial statements in conformity with the generally accepted accounting principles require estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenue and expenses during the reported period. Differences between the actual result and estimates are recognized in the period in which the results are known/materialize.

**iii) Cash Flow**

Cash flow statement has been prepared in accordance with the “indirect method” as explained in the Accounting Standard 3 issued by the Institute of Chartered Accountants of India.

**iv) Fixed Assets**

Fixed Assets are stated at cost of acquisition less accumulated depreciation thereon. Fixed Assets are accounted at cost of acquisition inclusive of inward freight, duties taxes and other incidental expenses related to acquisition and installation of Fixed Assets incurred to bring the assets to their working condition for their intended use.

**v) Depreciation**

Depreciation on Tangible assets is provided on straight line method at the rates specified in Schedule XIV to the Companies Act, 1956. Depreciation on additions is restricted to the period of use. Assets costing individually upto Rs. 5, 000/- are fully depreciated in the year of purchase. A Depreciation has been charged from the month of the date of purchases/commissioning of the assets acquired / installed during the period.

**vi) Income Recognition**

Revenue from the installation services is recognized on transfer of the title as per the Contact Terms with the Customer. Revenue from fixed-price, fixed-time frame contracts, where there is no uncertainty as to the measurement or collectability of consideration that will be derived on completion of the contract, is recognized as per the percentage of completion method. Interest on deposits, Rent and Maintenance is accounted for on the time proportion basis.

**vii) Borrowing Cost**



Borrowing Costs that are directly attributable to the acquisition or production of qualifying assets are capitalized as the cost of the respective assets. Other Borrowing Costs are charged to the Profit and Loss Account in the period in which they are incurred.

**viii) Employees benefits**

All employee benefit obligations payable wholly within twelve months of the rendering the services are classified as Short Term Employee Benefits. Such Benefits are estimated and provided for in the period in which the employee renders the related service.

**ix) Inventories**

Inventories are measured at lower of the cost and net realizable value. Cost of inventories comprises all costs of purchase (net of input credit) and other costs incurred in bringing the inventories to their present location and condition. Costs of consumable and materials are determined by using the First-In First-Out Method (FIFO).

**x) Investments**

Investments are carried at cost. Decline in the value of long term investments is recognised only if considered other than temporary. Current investments are carried at the lower of cost and quoted/ fair value.

**xi) Accounting for taxes on Income**

i) Income tax comprises the current tax and net change in deferred tax assets, which are made in accordance with the provisions as per the Income Tax Act, 1961.

ii) Deferred Tax resulting from timing differences between accounting income and taxable income for the period is accounted for using the tax rates and laws that have been enacted or substantially enacted as at the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

**xii) Leased Assets**

Assets acquired on leases where a significant portion of the risks and rewards of the ownership are retained by the lessor, are classified as Operating Leases. The rental and all other expenses of leased assets are treated as revenue expenditure.

**xiii) Provisions and Contingent Liabilities**

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

**xiv) Impairment of Assets**

The Company assesses at each balance sheet date whether there is any indication that an assets may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or recoverable amount of the cash generating unit to which the assets belongs is less than the carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as impairment loss and is recognized in the profit and loss account. If at the balance date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the assets is reflected at the recoverable amount.

**xv) Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from the date of purchase, to be cash equivalents.

## Annexure - V

**NOTES TO RESTATED ACCOUNTS****1. Material Adjustments****In Profit and Loss Account**

Particulars	30.09.14	31.03.14	31.03.13
<b>Profit After Tax as per Books of Accounts</b>	<b>2.91</b>	<b>1.79</b>	<b>2.12</b>
Depreciation restatement due to Companies Act 2013 amendment	2.75	(1.55)	(1.20)
<b>Restated Profit After Tax</b>	<b>5.66</b>	<b>0.24</b>	<b>0.92</b>

**In Balance Sheet**

Particulars	30.09.14	31.03.14	31.03.13
<b>Fixed Assets</b>			
Tangible Assets (Depreciation restatement due to Companies Act 2013 amendment)	-	(2.75)	(1.20)

**2. Non-adjustment Items:**

No Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company have been pointed out during the last five years.

**3. Material Regroupings:**

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.

4. The Company does not possess information as to which of its supplier are Micro small and Medium Enterprise registered under The Micro small and Medium Enterprise Development Act 2006. Consequently the liability, if any, of interest which would be payable under The Micro small and Medium Enterprise Development Act 2006, cannot be ascertained. However, the Company has not received any claims in respect of such interest and as such, no provision has been made on the books of accounts.
5. Other figures of the previous years have been regrouped / reclassified and / or rearranged wherever necessary.
6. The balance of Sundry Creditors, Sundry Debtors, Loans Advances, are subject to confirmation and reconciliation.

## Annexure - VI

**Statement of Other Income**

(₹ in Lacs)

Particulars	As at		
	30.09.14	31.03.14	31.03.13
Interest on IT Refund	0.22	0.02	0.00
<b>Total</b>	<b>0.22</b>	<b>0.02</b>	<b>0.00</b>

## Annexure - VII

**Statement of Accounting and Other Ratios**

(₹ in Lacs)

Particulars	30.09.14	31.03.14	31.03.13
Net Profit as restated (₹ in Lacs)	5.66	0.24	0.92
Net Worth (₹ in Lacs)	230.46	224.80	5.92
Return on Net worth (%)	2.46%	0.11%	15.54%
Equity Share at the end of year (in Nos.)	1,143,200	1,143,200	50,000
(Face Value ₹ 10)	10.00	10.00	10.00
Weighted No. of Equity Shares	1,143,200	121,882	50,000
Basic & Diluted Earnings per Equity Share	0.50	0.20	1.84
Net Asset Value/Book Value per Equity share (Based on no of share at the end of year)	20.16	19.66	11.84

Note:-

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year

Return on Net worth (%) = Restated Profit after taxation / Net worth × 100

Net asset value/Book value per share (₹) = Net worth / No. of equity shares

The Company does not have any revaluation reserves or extra-ordinary items.

## Annexure - VIII

**Statement of Capitalization:**

(₹ In Lacs)

Particulars	Pre Issue	Pre Issue	Post Issue*
	As at 30.09.2014	As at 31.03.2014	
<b>Debt :</b>			
Short term debt	272.91	128.95	128.95
Long term debt	0.00	0.00	0.00
<b>Total Debt</b>	<b>272.91</b>	<b>128.95</b>	<b>128.95</b>
<b>Shareholders Funds</b>			
Equity Share Capital	114.32	114.32	189.32
Reserves and Surplus	116.14	110.48	191.14
Less: Revaluation Reserves			
Less: Misc. Expenditure			
<b>Total Shareholders' Funds</b>	<b>230.46</b>	<b>224.80</b>	<b>380.46</b>
Long Term Debt/ Shareholders' Funds	0.00	0.00	0.00
Total Debt / Shareholders Fund	1.18	0.57	0.34

\* Based on assumption that issue will be fully subscribed.

## Annexure - IX

**STATEMENT OF TAX SHELTERS**

(₹ In Lacs)

Particulars	As At		
	30.09.14	31.03.14	31.03.13
<b>Profit Before Tax as per books of accounts</b>	4.21	2.60	3.13
-- Normal Tax rate	30.90%	30.90%	30.90%
-- Minimum Alternative Tax rate	19.06%	19.06%	19.06%
-- Short Term Capital Gain U/S 111(A)	0.00	0.00	0.00
<b>Notional Tax at normal rates</b>	1.30	0.80	0.97
<b>Tax at Special Rate</b>	0	0	0
<b>Total Tax (A)</b>	1.30	0.80	0.97
<b>Permanent differences</b>			
Other adjustments			
Disallowances			
<b>Total (B)</b>	0.00	0.00	0.00
<b>Timing Differences</b>			
Depreciation as per Books	3.58	1.02	0.18
Depreciation as per Income Tax	0.51	1.90	1.50
Difference between tax depreciation and book depreciation	3.07	(0.88)	(1.32)
Other adjustments	-	-	-
Foreign income included in the statement	-	-	-
<b>Total (C)</b>	3.07	(0.88)	(1.32)
<b>Net Adjustments (B+C)</b>	3.07	(0.88)	(1.32)
Tax expense/(savings) thereon (D)	0.95	(0.27)	(0.41)
<b>Total Taxation (E = A+D)</b>	2.25	0.53	0.56
Brought forward losses set off (Depreciation)	-	-	-
Tax effect on the above (F)	-	-	-
Net tax for the year/period (E+F)	2.25	0.53	0.56
MAT Credit Utilised			-
Tax Payable for the year	2.25	0.53	0.56
Tax payable as per MAT	0.80	0.50	0.60
Tax expense recognised	2.26	0.52	0.61

\*Tax payable as per computation made for provision for tax.

**Annexure - X****Statement of Long Term Borrowings, As Restated**

There are no long term borrowings for the periods covered under audit.

**Annexure - XI****Statement of Short Term Borrowings, As Restated**

(₹ In Lacs)

Particulars	30.09.14	31.03.14	31.03.13
<b>Secured</b>			
Overdraft against FD	17.96	0.00	0.00
<b>Unsecured</b>			
Related Parties	41.84	75.84	0.09
Others	213.11	53.11	0.00
<b>Total</b>	<b>272.91</b>	<b>128.95</b>	<b>0.09</b>

Above include following related parties

Particulars	30.09.14	31.03.14	31.03.13
Chandu K Jain	0.00	20.75	0.00
Keshrimal B Jain	41.84	55.09	0.09

**Annexure - XII****Statement of Principal Terms of Secured Loans and Assets Charged as Security**

The Company is having an outstanding amount of Rs. 17.96 Lacs as overdraft against FD.

**Annexure - XIII****Statement of Trade Receivables, As Restated**

(₹ in Lacs)

Particulars	As at		
	30.09.14	31.03.14	31.03.13
Debts due for the period exceeding 6 months	0.00	0.00	0.00
Other Debts	6.50	1.80	0.00
<b>Total</b>	<b>6.50</b>	<b>1.80</b>	<b>0.00</b>

Note: There are no related party under debtors.

## Annexure - XIV

**Statement of Loans & Advances (Assets), As Restated**

(₹ in Lacs)

Particulars	As at		
	30.09.14	31.03.14	31.03.13
<b>Long Term</b>			
Deposits	0.00	0.00	0.00
Advance Income Tax	4.07	6.63	4.79
<b>Total</b>	<b>4.07</b>	<b>6.63</b>	<b>4.79</b>
<b>Short Term</b>			
Loan Given	326.00	200.00	0.00
Interest Receivable	16.73	0.00	0.00
<b>Total</b>	<b>342.73</b>	<b>200.00</b>	<b>0.00</b>

## Annexure - XV

**Related party disclosure in accordance with AS - 18**

The company has entered into following related party transactions for the periods covered under audit. Such parties and transactions are identified as per accounting standard 18 issued by Institute of Chartered Accountants of India.

Name of the key managerial personnel	Relationship
Mr. Chandu K Jain	Promoter / Managing Director
Mr. Ankur Choksi	Executive Director
Mr. Keshrimal B Jain	Promoter
Mrs. Sangeeta Jain	Relative of Directors
Chandu K. Jain HUF	Promoter

**Transactions with Related Parties:**

(₹ In lacs)

Particulars	30.09.14	31.03.14	31.03.13
<b>Directors Remuneration</b>			
Mr. Chandu K Jain	4.50	0.50	-
Mr. Keshrimal B Jain	7.50	4.25	-
<b>Rent Paid</b>			
Mr. Chandu K Jain	0.00	0.00	1.98
Mr. Keshrimal B Jain	0.90	1.80	1.98
<b>Purchase of Vehicle from</b>			
Mr. Chandu K Jain	0.00	4.75	-
<b>Loans &amp; Advances taken</b>			
Mr. Chandu K Jain	15.75	20.75	40.60



Mr. Keshrimal B Jain	7.50	55.00	2.59
<b>Loans &amp; Advances Repaid</b>			
Mr. Chandu K Jain	36.50	0.00	40.60
Mr. Keshrimal B Jain	20.75	0.00	2.50
<b>Unsecured Loans Outstanding at the end of year</b>			
Mr. Chandu K Jain	-	20.75	-
Mr. Keshrimal B Jain	41.84	55.09	0.09

**Annexure - XVI****Statement of Dividend Paid**

No Dividend Paid Till Date

**Annexure - XVII****Statement of Investments**

No investments made by Company during the periods covered under audit.

**Annexure - XVIII****Audit Qualification**

There were no qualifications in the Auditors' Report for period covered under audit.

**Annexure - XIX****Changes in the Significant Accounting Policies**

The Company has adopted new depreciation method as per the new Companies Act, 2013

## 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 included in the Draft Prospectus. You should also read the section entitled "Risk Factors" beginning on page 11, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and, is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources.*

### **Business Overview**

We are a financial services Company, offering the corporate and financial advisory services. These services encompass Project Advisory, Loan Syndication, Mergers & Acquisitions and Private Equity. We provide integrated solutions to our clients which includes managing crucial aspects like corporate finance, working capital finance, project finance and financial restructuring to corporate. The Corporate Advisory services clients ranging from medium-sized corporates, SMEs and family-managed businesses.

We provide an entire spectrum of services for corporate relating to:

- Debt Syndication - Working Capital Finance and Project Finance
- Capital Structuring & Financial Structuring
- Capital Restructuring & Financial Restructuring
- Direct Listing Advisory
- Business Valuation
- Private Equity placements
- Equity Placement with Institutional Investors
- Valuations & deal structuring
- Mergers and Acquisition
- Real Estate Advisory

At a time, when India is throwing up investment avenues in new sectors and projects, there is a critical need to provide specialised advisory services to the Indian Corporate Sector in their efforts towards growth. We offer diversified financial advisory services, innovative ideas and unparalleled execution to our client base across all stages of the business cycle. We believe in identification and selection of suitable fund raising option which fits the Company's capital structuring strategy.

We are also engaged in making investment in the form of Debt & Equity in various companies. We also fund the requirements of our clients and business associates by providing short term loans and advances to them and earning interest income from the same. These advances are made typically in our known circle and through proper reference checks.

We also provide real estate advisory services. We provide efficient, low-cost, secure investment strategies to investors both individual and institutional across Mumbai to meet their financial objectives.

### **Significant developments subsequent to the last financial year:**

After the date of last financial year i.e. March 31, 2014, the Directors of our Company confirm that, there have not been any significant material developments.

### **Key factors affecting the results of operation:**

Our Company's future results of operations could be affected potentially by the following factors:

#### **General economic and business conditions:**

The demand for our services is dependent on general economic conditions in the country. Our operations would be affected by any adverse change in the Government Policies, Rules & Regulations.

#### **Competition**

Our Company faces significant competition from other companies operating in the markets in India in which we operates. Some of these firms have greater resources and/or a more widely recognised brand than we have, which may give them a competitive advantage. Our ability to grow revenues will depend on demand for our services in preference to those of its competitors.

#### **Growth in the Indian economy**

General economic conditions in India have a significant impact on our results of operations. The Indian economy has grown rapidly over the past decade and is expected to continue to grow in the future. We believes growth in the overall economy has driven, and will drive, the underlying demand for our products

#### **Regulatory developments**

Our Company is regulated by the Companies Act and some of its activities are subject to supervision and regulation by statutory and regulatory authorities. It is therefore subject to changes in Indian law, as well as to changes in regulation and government policies and accounting principles.

#### **Discussion on Results of Operation:**

The following discussion on results of operations should be read in conjunction with the audited financial results of our Company for the period from January 4, 2012 (date of incorporation) and ended on March 31, 2013, financial year ended March 31, 2014 and 6 months period ended September 30, 2014.

#### **OUR SIGNIFICANT ACCOUNTING POLICIES**

For Significant accounting policies please refer *Significant Accounting Policies, "Annexure IV" beginning under Chapter titled "Auditors' Report and Financial Information of our Company" beginning on page 102 of the Draft Prospectus.*

#### **RESULTS OF OUR OPERATION**

##### **For the 6 months period ended September 30, 2014**

(₹ Lacs)		
Particulars	Amount	% to Total Income
Operating Income	27.14	
Other Income	0.22	
<b>Total Income</b>	<b>27.36</b>	
Expenditure		
Employee Benefit Expenses	13.10	47.88%
Other Expenses	2.23	8.15%

<b>Total Expenditure</b>	<b>15.33</b>	<b>56.03%</b>
<b>Profit Before Interest, Depreciation and Tax</b>	<b>12.03</b>	<b>43.97%</b>
Depreciation	1.09	3.98%
<b>Profit Before Interest and Tax</b>	<b>10.94</b>	<b>39.99%</b>
Financial Charges	3.98	14.55%
<b>Profit before Taxation</b>	<b>6.96</b>	<b>25.44%</b>
Provision for Taxation	1.30	4.75%
<b>Profit After Tax but Before Extra ordinary Items</b>	<b>5.66</b>	<b>20.69%</b>

### Operating Income

We recorded operating income of ₹ 27.14 Lacs. Our operating income consists of fees for various advisory and financial services provided by our Company and interest income from FDs and ICDs. We had other income of ₹ 0.22 Lacs. Total income for the 6 months period ended September 30, 2014 stood at ₹ 27.36 Lacs.

### Operating Expenses

The total operating expenditure aggregated to ₹ 15.33 Lacs which was 56.03% of the total income.

Employee Benefit Expenses stood at ₹ 13.10 Lacs which was 85.45% of the total operating expenses and 47.88% of the total income.

We incurred other expenses of ₹ 2.23 Lacs which was 14.55% of the total operating expenses and 8.15% of the total income.

### Depreciation

We incurred Depreciation cost of ₹ 1.09 Lacs, which is 3.98% of our total income.

### Interest and Financial Charges

Our financial charges for the 6 months period ended September 30, 2014 stood at ₹ 3.98 Lacs, which is 14.55% of our total income.

### Profits

Our PBIDT stood at ₹ 12.43 Lacs for the 6 months period ended September 30, 2014 with the PBIDT margin of 43.97%. We recorded PBT of ₹ 6.96 Lacs and PBT margin stood at 25.44%. We recorded Net Profit of ₹ 5.66 Lacs. Our Net Profit Margin stood at 20.69%.

### FINANCIAL YEAR ENDED MARCH 31, 2014 AND PERIOD FROM JANUARY 04, 2012 (DATE OF INCORPORATION) TO 31.03.13

(₹ Lacs)

<b>Particulars</b>	<b>31-Mar-14</b>	<b>For the period from January 04, 2012 (Date of Incorporation) to 31.03.13</b>
<b>Income</b>		
Operating Income	22.12	47.91
Increase/Decrease (%)	-53.83%	
Other Income	0.02	-
<b>Total Income</b>	<b>22.14</b>	<b>47.91</b>
Increase/Decrease (%)	-53.79%	

<b>Expenditure</b>		
<b>Employee Benefit Expenses</b>	<b>8.04</b>	<b>4.43</b>
Increase/Decrease (%)	81.49%	
% to Total Income	36.31%	9.25%
<b>Other Expenses</b>	<b>5.41</b>	<b>39.13</b>
Increase/Decrease (%)	-86.17%	
% to Total Income	24.44%	81.67%
<b>Total Expenditure</b>	<b>13.45</b>	<b>43.56</b>
Increase/Decrease (%)	-69.12%	
% to Total Income	60.75%	90.92%
<b>PBIDT</b>	<b>8.69</b>	<b>4.35</b>
Increase/Decrease (%)	99.77%	
% to Total Income	39.25%	9.08%
<b>Depreciation</b>	<b>3.09</b>	<b>2.41</b>
Increase/Decrease (%)	28.22%	
% to Total Income	13.96%	5.03%
<b>Profit Before Interest and Tax</b>	<b>5.60</b>	<b>1.94</b>
Increase/Decrease (%)	188.66%	
% to Total Income	25.29%	4.05%
<b>Interest &amp; Financial Charges</b>	<b>4.56</b>	<b>0.00</b>
Increase/Decrease (%)		
% to Total Income	20.60%	0.00%
<b>Profit before Taxation</b>	<b>1.04</b>	<b>1.94</b>
Increase/Decrease (%)	-46.39%	
% to Total Income	4.70%	4.05%
<b>Tax Effect</b>	<b>0.80</b>	<b>1.02</b>
Increase/Decrease (%)	-21.57%	
% to Total Income	3.61%	2.13%
<b>Profit After Tax</b>	<b>0.24</b>	<b>0.92</b>
Increase/Decrease (%)	-73.91%	
% to Total Income	1.08%	1.92%

**COMPARISON OF FY 2014 WITH PERIOD FROM JANUARY 04, 2012 (DATE OF INCORPORATION) TO 31.03.13:**

**Operating Income**

The income from operations for the FY 2014 is ₹ 22.12 Lacs as compared to ₹ 47.91 Lacs during the period ended March 31, 2013 showing decrease of 53.83%. We recorded other income of ₹ 0.02 Lacs for the year ended March 31, 2014.

The Total Income for the FY 2014 was ₹ 22.14 Lacs as compared to ₹ 47.91 Lacs during the FY 2013 showing decrease of 53.79%.

**Expenditure:**

**Employee Benefit Expenses**

Employee Benefit Expenses increased from ₹ 4.43 Lacs for the period ended March 31, 2013 to ₹ 8.04 Lacs for FY 2014 showing an increase of 81.49%. This increase was due to remuneration paid to directors which was nil for the period ended March 31, 2013. Employee Benefit Expenses stood at 9.25% and 36.31% of Total income for period ended March 31, 2013 and FY 2014 respectively.

**Other Expenses**

Other Expenses decreased from ₹ 39.13 Lacs for the period ended March 31, 2013 to ₹ 5.41 Lacs for FY 2014 showing a decrease of 86.17%. This decrease was due to decrease in brokerage expenses which was nil during FY 2014. Other Expenses stood at 81.67% and 24.44% of Total income for period ended March 31, 2013 and FY 2014 respectively.

**Profit before Depreciation, Interest and Tax (PBDIT)**

PBDIT increased from ₹ 4.35 Lacs for the period ended March 31, 2013 to ₹ 8.69 Lacs for FY 2014, mainly on account of decrease in other expenses. During FY 2014, our Company recorded PBDIT of 39.25% of the Total income as against 9.08% during the period ended March 31, 2013.

**Depreciation**

Depreciation on fixed assets was 13.96% of Total income during FY 2014 as compared to 5.03% during the period ended March 31, 2013. The total depreciation during the period ended March 31, 2013 was ₹ 2.41 Lacs and during FY 2014 it was ₹ 3.09 Lacs. Gross block for the period ended March 31, 2013 was ₹ 3.48 Lacs which increased to ₹ 8.23 Lacs during FY 2014.

**Interest and Financial Charges**

Interest and Financial Charges increased from ₹ Nil for the period ended March 31, 2013 to ₹ 4.56 Lacs for the FY 2014. Interest cost mainly includes interest on loans.

**Profit after Tax and restatement adjustment (PAT)**

PAT decreased from ₹ 0.92 Lacs for the period ended March 31, 2013 to ₹ 0.24 Lacs in FY 2014. This decrease was mainly due to increase in interest and financial charges. During FY 2014, our Company recorded PAT margin of 1.08% as against 1.92% for the period ended March 31, 2013.

**Related Party Transactions:** *For further information please refer "Related Party Transactions" beginning on page 97 of the Draft Prospectus.*

**Financial Market Risks:**

We are exposed to financial market risks from changes in borrowing costs, interest rates and inflation.

**Interest Rate Risk:**

Our Company is not exposed to interest rate risks to the extent of our borrowings. Any future borrowings may increase our risk.

**Effect of Inflation:**

We are affected by inflation as it has an impact on the operating cost, staff costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

**FACTORS THAT MAY AFFECT THE RESULTS OF THE OPERATIONS:**

**1. Unusual or infrequent events or transactions**

To our knowledge there have been no unusual or infrequent events or transactions that have taken place during the last three years.

**2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in ‘*Factors Affecting our Results of Operations*’ and the uncertainties described in the section entitled ‘*Risk Factors*’ beginning on page 11 of the Draft Prospectus. To our knowledge, except as we have described in the Draft Prospectus, there are no known factors which we expect to bring about significant economic changes.

**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 titled “Risk Factors” beginning on page 11 in the Draft 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, in case of events such as future increase in labour or material costs or prices that will cause a material change are known.**

Our Company’s future costs and revenues will be determined by demand/supply situation, government policies and prices quoted by service providers.

**5. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in revenues are by and large linked to increases in volume of business.

**6. Total turnover of each major industry segment in which the issuer company operated.**

For details on the total turnover of the industry *please refer to Chapter titled “Industry Overview” beginning on page 66 of the Draft Prospectus.*

**7. Status of any publicly announced new products or business segment.**

Our Company has not announced any new product or business segment.

**8. The extent to which business is seasonal.**

Our Company’s business is not seasonal in nature.

**9. Any significant dependence on a single or few suppliers or customers.**

We are not dependent on any single or few suppliers or customers.

**10. Competitive conditions.**

Competitive conditions are as described under the *Chapters titled “Industry Overview” and “Business Overview” beginning on pages 66 and 73, respectively of the Draft Prospectus.*



## SECTION VI – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

#### I. Litigations involving our Company: NIL

#### II. Litigations involving our Directors / Promoter:

##### Notice under section 138 of the Negotiable Instrument Act, 1881

Our Executive Director, Mr. Ankur Choksi has received a notice under section 138 of the Negotiable Instrument Act, 1881 dated July 6, 2013 from Nirmal Bang Financial Services Limited for the dishonor of cheque of Rs. 1,54,56,970 issued by Sur Mangal Holdings Private Limited. Mr. Ankur Choksi was named in the notice as a Director of Sur Mangal Holdings Private Limited. Mr. Ankur Choksi has replied to the said notice vide the letter dated July 19, 2013 stating that he was not the director of Sur Mangal Holdings Private Limited at the time of issuance of the cheque nor on the date of its dishonor and his name from the notice must be withdrawn. The matter is pending.

#### III. Litigations involving our Group Entities: NIL

#### IV. Other litigations involving any other entities which may have a material adverse effect on our Company

There is no outstanding litigation, suits, criminal or civil prosecutions, statutory or legal proceedings including those for economic offences, tax liabilities, prosecution under any enactment in respect of Schedule XIII of the Companies Act, show cause notices or legal notices pending against any company whose outcome could affect the operation or finances of our Company or have a material adverse effect on the position of our Company.

#### V. Potential Litigations

There are no potential litigations against our Company, our Promoter, our Directors, our Subsidiary or our Group Entities that we are currently aware of or in connection with which, we have received notice.

#### VI. Details of the past penalties imposed on our Company / Directors : Nil

#### VII. Amounts owed to small scale undertakings or any other creditors

There are no outstanding dues above ₹ 1,00,000 to small scale undertaking(s) or any other creditors by our Company, for more than 30 days, except in the ordinary course of business.

#### VIII. Material developments occurring after last balance sheet date, that is, March 31, 2014

Except as disclosed in the section titled “*Management’s Discussion and Analysis of Financial Condition and Results of Operations of our Company*” beginning on page 121 of the Draft Prospectus, in the opinion of our Board, there have not arisen, since the date of the last financial statements disclosed in the Draft Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability or its ability to pay its material liabilities within the next 12 months.

## GOVERNMENT AND OTHER APPROVALS

*In view of the licenses / permissions / approvals / no-objections / certifications / registrations, (collectively “Authorisations”) listed below, our Company can undertake this Issue and our current business activities and to the best of our knowledge, no further approvals from any governmental or regulatory authority or any other entity are required to undertake this Issue or continue our business activities. Unless otherwise stated, these approvals are all valid as of the date of the Draft Prospectus.*

*It must be distinctly understood that, in granting these approvals, the GoI, the RBI or any other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled “Key Regulations and Policies” beginning on page 77 of the Draft Prospectus.*

### A. Corporate / General Authorisations

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Applicable Act/Regulation	Date of Issue	Valid upto
1.	Certificate of Incorporation in the name of ‘SSPN Finance Limited’	Registrar of Companies, Maharashtra	U65923MH2012P LC225735	Companies Act, 1956	January 4, 2012	Valid until cancelled
2.	Certificate of Commencement of Business	Registrar of Companies, Maharashtra	U65923MH2012P LC225735	Companies Act, 1956	January 31, 2012	Valid until cancelled

### B. Issue Related Authorisations

1. Our Board of Directors has, pursuant to a resolution passed at its meeting held on September 1, 2014, authorised the Issue subject to the approval by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 such other authorities as may be necessary.
2. The shareholders of our Company have authorised the Issue, pursuant to a special resolution under Section 62(1)(c) of the Companies Act, 2013, passed at their EGM held on September 26, 2014.
3. Our Company has obtained approval dated [●] from the BSE.

### C. Tax Related Authorisations

Sr. No.	Authorization granted	Issuing Authority	Registration No./Reference No./License No.	Validity
1.	Permanent Account Number	Income Tax Department, GoI	AAQCS8194L	Valid until cancellation
2.	Tax Deduction Account Number	Income Tax Department, GoI	MUMS75423F	Valid until cancellation
3.	Service Tax Code under Service Tax Rules, 1994	Office of the Assistant Commissioner Service Tax	AAQCS8194LSD002	Valid until cancellation

**D. Approvals applied for but not yet received/Renewals made in the usual course of business:**

Our Company has applied for registration under Professional Tax on December 18, 2014.

**E. Material licenses / approvals for which our Company is yet to apply / Statutory Approvals/Licenses required for the proposed expansion: NIL**

We are in the process of application for Registration Certificate for Establishment for Registered Office under Maharashtra Shops & Establishment Act, 1948.

## OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

The Issue has been authorised by a resolution of the Board of Directors passed at their meeting held on September 1, 2014, subject to the approval of shareholders of our Company through a special resolution to be passed pursuant to Section 62(1)(c) of the Companies Act, 2013.

The shareholders of our Company have authorised the Issue by a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the EGM of our Company held on September 26, 2014.

We have also obtained all necessary contractual approvals required for this Issue. For further details, refer to the chapter titled *“Government and Other Approvals”* beginning on page 129 of the Draft Prospectus.

We have received approval from BSE *vide* their letter dated [•] to use the name of BSE in the Draft Prospectus for listing of our Equity Shares on SME Platform of BSE. BSE is the Designated Stock Exchange.

### Prohibition by SEBI

Our Company, Directors, Promoter, members of the Promoter Group and Group Entities, have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

The companies, with which Promoter, Directors or persons in control of our Company were or are associated as Promoter, directors or persons in control of any other company have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. None of our Directors are associated with any entities which are engaged in securities market related business and are registered with SEBI for the same.

### Prohibition by RBI or Governmental authority

Our Company, our Promoters or his relatives (as defined under the Companies Act) and our Group Entities have confirmed that they have not been detained as willful defaulters by the RBI or any other government authority and there are no violations of securities laws committed by them in the past or are pending against them.

Our Directors have not been declared as wilful defaulter by RBI or any other government authority and there have been no violation of securities laws committed by them in the past or no such proceedings are pending against our Company or them.

### ELIGIBILITY FOR THIS ISSUE

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 106(M)(1) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an Issuer whose post-issue face value capital does not exceed ten Crore Rupees and we may hence issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE).

We confirm that:

- a) In accordance with Regulation 106(P) of the SEBI (ICDR) Regulations, this Issue has been hundred percent underwritten and that the Lead Manager to the Issue has underwritten 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to “General Information – Underwriting” on page 37 of the Draft Prospectus.
- b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law
- c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Draft Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- d) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we have entered into an agreement with the Lead Manager and Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issue. *For further details of the arrangement of market making please refer to the section titled “General Information – Details of the Market Making Arrangements for this Issue” on page 38 of the Draft Prospectus.*

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub-regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

#### **BSE ELIGIBILITY NORMS:**

1. *Net Tangible assets of at least ₹1 crore as per the latest audited financial results*

Our Company has Net Tangible Assets of ₹ 1 crore as per the latest financial results. Our Net Tangible Assets for the year ended March 31, 2014 and 6 months period ended September 30, 2014 are disclosed as under:

(₹ lacs)		
<b>Particulars</b>	<b>30-Sep-14</b>	<b>31-Mar-14</b>
Fixed Assets (Net)	3.46	4.28
Intangible Assets	0.00	0.00
Current Assets, Loans & Advances	507.83	345.63
Investments	0.00	0.00
Less: Current Liabilities & provisions	285.96	132.10
<b>Net Tangible Assets</b>	<b>225.33</b>	<b>217.81</b>

2. *Net worth (excluding revaluation reserves) of at least ₹ 1 crore as per the latest audited financial results*

Our Company satisfies the above criteria. Our Net Worth as per the restated financial statements is as under:

(₹ lacs)			
Particulars		30-Sept-14	31-Mar-14
Net Worth		230.46	224.80

3. *Track record of distributable profits in terms of sec. 205 of Companies Act, 1956 for at least two years out of immediately preceding three financial years and each financial year has to be a period of at least 12 months. Extraordinary income will not be considered for the purpose of calculating distributable profits. Otherwise, the Net Worth shall be at least ₹3 Crores.*

Our Company does has a track record of distributable profits in terms of sec. 205 of Companies Act, 1956 for at least two years out of immediately preceding three financial years.

(₹ lacs)			
Particulars	31-Mar-14	31-Mar-13	31-Mar-12
Profit After Tax	0.24	0.92	N.A.

#### 4. Other Requirements

*The post-issue paid up capital of the company shall be at least ₹1 crore.*

Our Company currently has a paid up capital in excess of ₹ 1 crore, and the Post Issue Capital shall be ₹ 1.89 crores.

*The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.*

Our Company is in the process of entering into tripartite agreements with CDSL and NSDL along with our Registrar for facilitating trading in dematerialized mode. Also the Equity Shares allotted through this Issue will be in dematerialized mode.

*Companies shall mandatorily have a website.*

Our Company has a live and operational website: [www.sspn.co.in](http://www.sspn.co.in)

#### 5. Certificate from the applicant company / promoting companies stating the following:

- a. *The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).*

Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

- b. *There is no winding up petition against the company that has been accepted by a court or a liquidator has not been appointed.*

There is no winding up petition against our company that has been accepted by a court or a liquidator has not been appointed.

- c. *There has been no change in the promoter/s of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.*

There has been no change in the promoters of our Company in the preceding one year from date of filing application to BSE for listing on SME segment.

#### **DISCLAIMER CLAUSE OF SEBI**

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, FIRST OVERSEAS CAPITAL LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS FOR THE TIME BEING IN FORCE. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT PROSPECTUS, THE LEAD MANAGER, FIRST OVERSEAS CAPITAL LIMITED, ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, FIRST OVERSEAS CAPITAL LIMITED, HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED [●], 2014 WHICH READS AS FOLLOWS:

WE, THE LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE OFFER DOCUMENT PERTAINING TO THE SAID ISSUE.
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY, WE CONFIRM THAT:
  - a) THE OFFER DOCUMENT FILED WITH SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;
  - b) ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED / ISSUED BY SEBI, THE CENTRAL GOVERNMENT, AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
  - c) THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, THE SECURITIES EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.

3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE OFFER DOCUMENT ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS.
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF THE PROMOTER' CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN, SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE OFFER DOCUMENT.
6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTER CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE OFFER DOCUMENT.
7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. - *NOT APPLICABLE*
8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE OFFER DOCUMENT. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE COMPANY SPECIFICALLY CONTAINS THIS CONDITION. - *NOTED FOR COMPLIANCE*
10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE OFFER DOCUMENT THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE - NOT APPLICABLE, THE ALLOTMENT WILL BE MADE ONLY IN DEMAT FORM.



11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE OFFER DOCUMENT:
  - (A) AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND
  - (B) AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.
14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER' EXPERIENCE, ETC.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE OFFER DOCUMENT WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY FIRST OVERSEAS CAPITAL LIMITED, AS PER FORMAT SPECIFIED BY THE BOARD THROUGH CIRCULAR BEARING REFERENCE CIR/MIRSD/1/2012 DATED JANUARY 10, 2012.
17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS.

**ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY LEAD MANAGER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE**

1. WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE OFFER DOCUMENT HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE

ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.

3. WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.
4. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.
5. WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISOR TO SUBREGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, THE CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS. - NOT APPLICABLE
6. WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 110[106P] AND 111[106V] OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, HAVE BEEN MADE.

THE FILING OF THE DRAFT PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 63 OR SECTION 68 OF THE COMPANIES ACT (SECTION 34 OR SECTION 36 OF THE COMPANIES ACT, 2013) OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THE DRAFT PROSPECTUS.

All legal requirements pertaining to this Issue will be complied with at the time of filing of the Prospectus with the Registrar of Companies, Maharashtra situated at Mumbai.

#### **Disclaimer Statement from our Company and the Lead Manager**

Our Company, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in the Draft Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website, [www.aanchalispot.com](http://www.aanchalispot.com), would be doing so at his or her own risk.

#### **Caution**

The Lead Manager accepts no responsibility, save to the limited extent as provided in the Agreement for Issue Management entered into among the Lead Manager and our Company dated December 16, 2014, the Underwriting Agreement dated December 16, 2014 entered into among the Underwriters and our Company and the Market Making Agreement dated December 16, 2014 entered into among the Lead Manager and our Company.

Our Company and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, etc.

The Lead Manager and its associates and affiliates may engage in transactions with and perform services for, our Company and associates of our Company in the ordinary course of business & have engaged, and may in future engage in the provision of financial services for which they have

received, and may in future receive, compensation.

**Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.**

#### **Price Information and the track record of the past Issues handled by the Lead Manager**

For details regarding the price information and the track record of the past Issues handled by the Lead Manager to the Issue as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to 'Annexure A' to the Draft Prospectus and the website of the Lead Manager at [www.focl.in](http://www.focl.in)

#### **Disclaimer in Respect of Jurisdiction**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, public financial institutions as specified in Section 2 (72) of the Companies Act, 2013, scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, Alternative Investment Fund, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of ₹ 2,500 Lacs, pension fund with minimum corpus of ₹ 2,500 Lacs, National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and Insurance funds set up and managed by the Department of Posts, India, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company the Draft Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Prospectus has been filed with BSE for its observations and BSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and the Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **Disclaimer Clause of the BSE Limited**

BSE Limited (“BSE”) has given *vide* its letter dated [●], permission to this Company to use its name in this offer document as one of the stock exchanges on which this Company’s securities are proposed to be listed on SME platform. BSE has scrutinized this offer for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. BSE does not in any manner:-

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this company’s securities will be listed or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its Promoter, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities in this Company may do so pursuant to independent inquiry, investigations and analysis and shall not have any claim against BSE whatsoever by reason of 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.

#### **Filing**

The Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in term of Regulation 106(M)(3) of SEBI (ICDR) Regulations. However, a copy of the Prospectus shall be filed with SEBI at the Corporate Finance Department at their Office situated at: SEBI Bhawan, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051. A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered for registration with the RoC situated at 100, Everest Building, Marine Drive, Mumbai - 400 002, Maharashtra.

#### **Listing**

The Equity Shares issued through the Draft Prospectus are proposed to be listed on the SME platform of BSE Limited. In-principle approval for listing of the Equity Shares of our Company from BSE has been received *vide* its letter dated [●]. BSE will be the Designated Stock Exchange with which the basis of allotment will be finalized.

If the permissions to deal in and for an official quotation of the Equity Shares is not granted by BSE, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

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 12 Working Days of the Issue Closing Date.

## Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

*“Any person who –*

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under section 447.”*

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten 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 up to three times of such amount.

## Consents

We have obtained consents in writing of our Directors, Company Secretary and Compliance Officer, the Lead Manager, the legal counsel to the Issue, the Bankers to our Company, the Registrar to the Issue. We will obtain consents in writing of the Market Maker(s), Refund Bank(s) and the Banker(s) to the Issue / Escrow Collection Bank(s) to act in their respective capacities. These consents will be filed along with a copy of the Prospectus with the RoC as required under Sections 60 and 60B of the Companies Act.

In accordance with the Companies Act and the SEBI Regulations V.R. Bhabhra & Co., Chartered Accountants our statutory auditors have agreed to provide their respective written consents for inclusion of their name, report on financial statements and report relating to the possible general and special tax benefits, as applicable, accruing to our Company and its shareholders, in the Draft Prospectus in the form and context in which they appear in the Draft Prospectus.

Further, such consent and report will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

## Expert Opinion

Except for (a) Statutory Auditors’ reports on the restated financial statements; and (b) Statement of Tax Benefits by the statutory auditors (a copy of the said report and statement of tax benefits has been included in the Draft Prospectus), we have not obtained any other expert opinions.

## Issue Related Expenses

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

(₹ in lacs)		
Sr. No.	Particulars	Amount (₹ in Lacs)
1.	Payment to Merchant Banker including fees and reimbursements of Market Making Fees, selling commissions, brokerages, payment to other	27.00

	intermediaries such as Legal Advisors, Advisors, Registrars, Bankers etc and other out of pocket expenses.	
2.	Printing & Stationery, Postage Expenses and Marketing & Advertisement Expenses	5.00
3.	Regulatory fees and other expenses	3.00
<b>Total</b>		<b>35.00</b>

### **Details of Fees Payable**

#### **Fees Payable to the Lead Manager**

The total fees payable to the Lead Manager will be as per the Memorandum of Understanding dated December 16, 2014 executed between our Company and the Lead Manager, the copy of which is available for inspection at our Registered Office.

#### **Fees Payable to the Registrar to the Issue**

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated September 9, 2014, a copy of which is available for inspection at our Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send refund orders or allotment advice by registered post/ speed post/ under certificate of posting.

#### **Fees Payable to Others**

The total fees payable to the Legal Advisor, Auditor and Advertiser, *etc.* will be as per the terms of their respective engagement letters.

### **Underwriting Commission, Brokerage and Selling Commission on Previous Issues**

We have not made any previous public issues. Therefore, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring for, or agreeing to procure subscription for any of the Equity Shares of the Company since its inception.

### **Previous Rights and Public Issues during the Last Five Years**

We have not made any previous rights and/or public issues during the last five years, and are an “Unlisted Issuer” in terms of the SEBI ICDR Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations.

### **Previous Issues of Shares otherwise than for Cash**

Our Company has not issued any Equity Shares for consideration otherwise than for cash.

### **Commission and Brokerage on Previous Issues**

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

**Particulars in regard to our Company and other listed companies under the same management within the meaning of Section 370 (1B) of the Companies Act which made any capital issue during the last three years:**

None of our Group Entities, have made any capital issue during the last three years.

### **Performance vis-à-vis objects**

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations. Therefore, data regarding promise versus performance is not applicable to us.

None of the Group Entities has made public issue of equity shares during the period of ten years immediately preceding the date of filing draft offer document with the BSE.

### **Outstanding debentures, bonds, redeemable preference shares and other instruments issued by our Company**

As on the date of the Draft Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

### **Option to Subscribe**

- a. Investors will get the allotment of specified securities in dematerialization form only.
- b. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.

### **Stock Market Data for our Equity Shares**

Our Company is an “Unlisted Issuer” in terms of the SEBI ICDR Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI ICDR Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

### **Mechanism for Redressal of Investor Grievances**

The Memorandum of Understanding between the Registrar and us will provide for retention of records with the Registrar for a period of at least one year from the last date of dispatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to this Issue for redressal of their grievances.

All grievances relating to this Issue may be addressed to the Registrar with a copy to the Company Secretary and Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Bid-cum-Application Form was submitted by the ASBA Bidders.

### **Disposal of Investor Grievances by our Company**

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Applicants shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to this Issue for the redressal of routine investor grievances will be 12 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board. For further details, please refer to the chapter titled “Our Management” beginning on page 82 of the Draft Prospectus.

Our Company has appointed Mr. Sandeep S. Gupta as the Company Secretary and Compliance Officer and he may be contacted at the following address. :

**SSPN Finance Limited**

Vrusti, 20 Swastic Soc.,  
V.M Road, Vile Parle(w),  
Near Mithibai College, Opp HDFC Bank,  
Mumbai-400056, Maharashtra  
**Tel:** +91 22 6733 8899  
**Fax:** +91 22 6733 8899  
**Email:** [sspnfinance@gmail.com](mailto:sspnfinance@gmail.com)  
**Website:** [www.sspn.co.in](http://www.sspn.co.in)

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or refund orders, *etc.*

**Note:** 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](http://www.scores.gov.in).

**Changes in Auditors during the last three financial years**

There has been no change in the auditors of our Company in last three financial years.

**Capitalisation of Reserves or Profits**

Save and except as stated in the chapter titled “*Capital Structure*” beginning on page 41 of the Draft Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

**Revaluation of assets**

Our Company has not revalued its assets since incorporation.



## SECTION VII - ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being offered are subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, 2009 our Memorandum and Articles of Association, the terms of the Draft Prospectus, Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

#### Ranking of Equity Shares

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act and the Memorandum and Articles of Association and shall rank *pari-passu* with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to the section titled “Main Provisions of Articles of Association” beginning on page 171 of the Draft Prospectus.

#### Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act and our Articles of Association.

#### Face Value and Issue Price per Share

The face value of the Equity Shares is ₹ 10 each and the Issue Price is ₹ 20 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 56 of the Draft Prospectus. At any given point of time there shall be only one denomination for the Equity Shares.

#### Compliance with SEBI ICDR Regulations

Our Company shall comply with all requirements of the SEBI ICDR Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

#### Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
  - Right to 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 offer for rights shares and be allotted bonus shares, if announced;
  - Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
  - Right of free transferability subject to applicable law, including any RBI rules and regulations;
- and

- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, the terms of the listing agreements with the Stock Exchange(s) and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page 171 of the Draft 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.

The trading of the Equity Shares will happen in the minimum contract size of 6,000 Equity Shares and the same may be modified by BSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of 6,000 Equity Share subject to a minimum allotment of 6,000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Allocation and allotment of Equity Shares through this Offer will be done in multiples of 6,000 Equity Share subject to a minimum allotment of 6,000 Equity Shares to the successful applicants.

#### **Minimum Number of Allottees**

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within 15 days of closure of issue.

#### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Mumbai.

#### **Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint – tenants with benefits of survivorship.

#### **Nomination Facility to Investor**

In accordance with Section 72 of the Companies Act, 2013 the sole or first Applicant, along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, 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 our Registered Office 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 the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such

evidence as may be required by the Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

### **Minimum Subscription**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

If our Company does not receive the 100% subscription of the offer through the Offer Document including devolvment of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within 15 days of closure of issue.

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.

### **Arrangements for Disposal of Odd Lots**

The trading of the equity shares will happen in the minimum contract size of 6,000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE.

### **Application by Eligible NRIs, FIIs registered with SEBI, VCFs registered with SEBI and QFIs**

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

### **As per the extant policy of the Government of India, OCBs cannot participate in this Issue.**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person

Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

### **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for lock-in of the pre-Issue Equity Shares and Promoter' minimum contribution in the Issue as detailed in the chapter "*Capital Structure*" beginning on page 41 of the Draft Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "*Main Provisions of the Articles of Association*" beginning on page 171 of the Draft Prospectus.

### **Option to receive Equity Shares in Dematerialized Form**

Investors will get the allotment of specified securities in dematerialization form only. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.

### **Migration to Main Board**

Our Company may migrate to the main board of BSE from the SME Platform on 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 favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

- b) If the Paid up Capital of the company is more than ₹ 10 crores but below ₹ 25 crores, 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 shares offered through this issue are proposed to be listed on the SME Platform of BSE, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Platform for a minimum period of three years from the date of listing of shares offered through the Draft Prospectus. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please see "*General Information – Details of the Market Making Arrangements for this Issue*" beginning on page 38 of the Draft Prospectus.

### **New Financial Instruments**

The Issuer Company is not issuing any new financial instruments through this Issue.

### **Issue Program:**

**Issue Period:**

<b>ISSUE OPENS ON</b>	[•]
<b>ISSUE CLOSING ON</b>	[•]

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

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.*

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(1) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer, whose post issue face value capital is less than ten crore rupees can issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an issue please refer chapter titled "Terms of the Issue" and "Issue Procedure" on page 144 and 151 of the Draft Prospectus.

Particulars	Net Issue to Public <sup>^</sup>	Market Maker reservation portion
<b>Number of Equity Shares*</b>	7,08,000 Equity Shares	42,000 Equity Shares
<b>Percentage of Issue Size available for allocation</b>	94.40% of the Issue Size  37.40% of the Post Issue Paid up Capital	5.60% of the Issue Size  2.22% of the Post Issue Paid up Capital
<b>Basis of Allotment/Allocation if respective category is oversubscribed</b>	Proportionate subject to minimum allotment of 6,000 Equity Shares and Further allotment in multiples of 6,000 Equity Shares each.  For further details please refer to the section titled "Issue Procedure–Basis of Allotment" on page 157 of the Draft Prospectus.	Firm Allotment
<b>Mode of Application</b>	For QIB and NII Applicants the application must be made compulsorily through ASBA mode.  Retail Individual Applicants may apply through the ASBA or the Physical Form.	Through ASBA mode
<b>Minimum Application Size</b>	<u>For QIB and NII:</u>  Such number of Equity Shares in multiples of 6,000 Equity Shares such that the Application Value exceeds ₹ 2,00,000  <u>For Retail Individuals:</u>  6,000 Equity Shares	42,000 Equity Shares
<b>Maximum Application</b>	<u>For QIB and NII:</u>  Such number of Equity Shares in multiples of 6,000 Equity Shares such that the Application Size does not exceed 7,08,000 Equity Shares  <u>For Retail Individuals:</u>  6,000 Equity Shares so that the Application Value does not exceed ₹ 2,00,000	42,000 Equity Shares
<b>Mode of Allotment</b>	Dematerialized Form	Dematerialized Form
<b>Trading Lot</b>	6,000 Equity Shares	6,000 Equity Shares, However the Market Makers may

Particulars	Net Issue to Public <sup>^</sup>	Market Maker reservation portion
		accept odd lots if any in the market as required under the SEBI (ICDR Regulations).
<b>Terms of payment</b>	Entire Application Amount shall be payable at the time of submission of Application Form.	
	In case of ASBA Applicants, the SCSBs shall be authorized to block such funds in the bank account of the Applicant that are specified in the ASBA Application Form.	

<sup>^</sup>50 % of the shares offered in the Net Issue to Public portion are reserved for applications whose value is below ₹2,00,000 and the balance 50 % of the shares are reserved for applications whose value is above ₹2,00,000.

### Withdrawal of the Issue

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchange shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non retail applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

### Issue Programme

<b>ISSUE OPENS ON</b>	[•]
<b>ISSUE CLOSES ON</b>	[•]

Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). 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 (“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 has been updated to include reference to certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.*

*Our Company, and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.*

### **Fixed Price Issue Procedure**

The Issue is being made under Regulation 106(M)(1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the Selected Branches / Offices of the Escrow Bankers to the Issue who shall duly submit to them the Registrar of the Issue. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Investors should note that the Equity Shares will be allotted to all successful Applicants only in dematerialized form. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchange.

### **Application Form**

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Draft Prospectus. Upon completing and submitting the Application Form to the Bankers, the Applicant is deemed to have authorized our Company to make the necessary changes in the Prospectus and the Application Form as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Applicant.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB’s authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants. Upon completing and submitting the Application Form for ASBA Applicants to the SCSB, the ASBA Applicant is deemed to have authorized our Company to make the necessary changes in the Prospectus and the ASBA as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the ASBA Applicant.

The prescribed color of the Application Form for various categories is as follows:



Category	Color
Indian Public / NRI's applying on a non-repatriation basis (ASBA and Non-ASBA)	White
Non-Residents including eligible NRI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA and Non-ASBA)	Blue

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues w.e.f. May 1, 2010 all the investors can apply through ASBA process and w.e.f May 02, 2011, the Non-Institutional applicants and the QIB Applicants have to compulsorily apply through the ASBA Process.

#### Who can apply?

1. single or joint names (not more than three);
2. Applications belonging to an account for the benefit of a minor (under guardianship);
3. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Applications by HUFs may be considered at par with Applications from individuals;
4. Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
5. QIBs;
6. NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
7. Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);
8. Qualified Foreign Investors subject to applicable law;
9. FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, applying under the QIBs category;
10. Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
11. Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
12. Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and
13. Any other person eligible to apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.

As per the existing regulations, OCBs are not allowed to participate in an Issue.

#### Applications not to be made by:

- a. Minors
- b. Partnership firms or their nominations

- c. Foreign Nationals (except NRIs)
- d. Overseas Corporate Bodies

**Participation by Associates of LM**

Except for the Underwriting Obligations, the Lead Manager shall not be allowed to subscribe to this Issue in any manner. However, associates and affiliates of the LM may subscribe to or purchase Equity Shares in the Issue, where the allocation is on a proportionate basis.

**Availability of Prospectus and Application Forms**

The Memorandum Form 2A containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue, Registrar to the Issue and the collection Centres of the Bankers to the Issue, as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE Limited i.e. [www.bseindia.com](http://www.bseindia.com).

**Option to Subscribe in the Issue**

- a. Investors will get the allotment of specified securities in dematerialization form only.
- b. The equity shares, on allotment, shall be traded on stock exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines.

**Application by Indian Public including eligible NRIs applying on Non Repatriation**

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and NOT in the names of Minors, Foreign Nationals, Non Residents (except for those applying on non repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, partnership firms or their nominees. In case of HUF's application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of securities exceeding the number of securities offered to the public.

**Application by Mutual Funds**

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

**No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.**

**In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.**

**Applications by Eligible NRIs/FII's on Repatriation Basis**

Application Forms have been made available for Eligible NRIs at our registered Office.

Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians.

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to the companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. The Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRI's on repatriation basis.

Allotment of Equity Shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

**As per the current regulations, the following restrictions are applicable for investments by FIIs:**

The issue of Equity Shares to a single FII should not exceed 10% of our post Issue issued capital. In respect of an FII investing in our equity shares on behalf of its sub accounts, the investment on behalf of each sub account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub account is a foreign corporate or an individual.

In accordance with the foreign investment limits, the aggregate FII holding in our Company cannot exceed 24% of our total issued capital. With the approval of the board and the shareholders by way of a special resolution, the aggregate FII holding can go up to 100%. However, as on this date, no such resolution has been recommended to the shareholders of the Company for adoption.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended, an FII may issue, deal or hold, off shore derivative instruments such as participatory notes, equity linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of "Know Your Client" requirements. An FII shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.

In case of FII's in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

**Applications by SEBI registered Venture Capital Funds and Foreign Venture Capital Investors**

As per the current regulations, the following restrictions are applicable for SEBI Registered Venture Capital Funds and Foreign Venture Capital Investors:

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI.

Accordingly, whilst the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund, a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital Investors can invest only up to 33.33% of the investible funds by way of subscription to an initial public offer.

*The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.*

## **MAXIMUM AND MINIMUM APPLICATION SIZE**

### **(a) For Retail Individual Applicants**

The Application must be for a 6,000 Equity Shares so as to ensure that the Application Price payable by the Applicant does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed ₹ 2,00,000.

### **(b) For Other Applicants (Non Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹ 200,000 and in multiples of 6,000 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, Non Institutional Applicants and QIB Applicants 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 ₹ 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 Draft Prospectus.*

## **Applications under Power of Attorney**

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the Memorandum of Association and Articles of Association and/ or bye laws must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made pursuant to a power of attorney by FIIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing

this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by provident funds with minimum corpus of ₹ 25 crore (subject to applicable law) and pension funds with minimum corpus of ₹ 25 crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

*The Company in its absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that the Company and the LM may deem fit.*

#### **Information for the Applicants:**

- a) Our Company will file the Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
- b) The LM will circulate copies of the Prospectus along with the Application Form to potential investors.
- c) Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our registered office or from the corporate office of the LM.
- d) Applicants who are interested in subscribing for the Equity Shares should approach the LM or their authorized agent(s) to register their Applications.
- e) Applications made in the Name of Minors and/or their nominees shall not be accepted.
- f) Applicants are requested to mention the application form number on the reverse of the instrument to avoid misuse of instrument submitted along with the application for shares. Applicants are advised in their own interest, to indicate the name of the bank and the savings or current a/c no in the application form. In case of refund, the refund order will indicate these details after the name of the payee. The refund order will be sent directly to the payee's address.

#### **Instructions for Completing the Application Form**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. ASBA Application Forms should bear the stamp of the SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

Applicants residing at places where the designated branches of the Banker to the Issue are not located may submit/mail their applications at their sole risk along with Demand Draft payable at Mumbai.

#### **Applicant's Depository Account and Bank Details**

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in

the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants sole risk and neither the LM or the Registrar or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form.

These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

## **BASIS OF ALLOTMENT**

Allotment will be made in consultation with SME Platform of BSE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than 6,000 equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted 6,000 equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 6,000 equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 6,000 equity shares subject to a minimum allotment of 6,000 equity shares.
5. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of 6,000 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 the Draft Prospectus.

6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below
  - a) A minimum of 50% of the net offer of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.
  - b) The balance net offer of shares to the public shall be made available for allotment to a) individual applicants other than retails individual investors and b) other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
  - c) The unsubscribed portion of the net offer to any one of the categories specified in (a) or (b) shall/may be made available for allocation to applicants in the other category, if so required.

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

'Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000/. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with SME Platform of BSE.

The Executive Director / Managing Director of the SME Platform of BSE, Designated Stock Exchange in addition to Lead Merchant Banker and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2009.

#### **REFUNDS:**

*In case of Applicants receiving refunds through electronic transfer of funds, delivery of refund orders/ allocation advice/ CANs may get delayed if the same once sent to the address obtained from the depositories are returned undelivered. In such an event, the address and other details given by the Applicant in the Application Form would be used only to ensure dispatch of refund orders. Please note that any such delay shall be at the Applicants sole risk and neither the Company, the Registrar, Escrow Collection Bank(s) nor the LM shall be liable to compensate the Applicant for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay.*

In case no corresponding record is available with the Depositories, which matches three parameters, namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's identity, then such Applications are liable to be rejected.

The Company in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar that for the purpose of printing particulars on the refund order and mailing of the refund order/ CANs/ allocation advice/ refunds through electronic transfer of funds, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the Applicant). In such cases, the Registrar shall use Demographic Details as given in the Application Form instead of those obtained from the depositories.

**Refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and/ or commission. In case of Applicants who remit money through Indian Rupee drafts purchased abroad, such payments in Indian Rupees will be converted into US Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and will be dispatched by registered post or if the**

Applicants so desire, will be credited to their NRE accounts, details of which should be furnished in the space provided for this purpose in the Application Form. The Company will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

As per the RBI regulations, OCBs are not permitted to participate in the Issue.

There is no reservation for Non Residents, NRIs, FIIs and foreign venture capital funds and all Non Residents, NRI, FII and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.

#### **TERMS OF PAYMENT / PAYMENT INSTRUCTIONS**

The entire issue price of ₹ 20 per share is payable on application. In case of allotment of lesser number of Equity shares than the number applied, The Company shall refund the excess amount paid on Application to the Applicants.

Payments should be made by cheque, or demand draft drawn on any Bank (including a Co operative Bank), which is situated at, and is a member of or sub member of the bankers' clearing house located at the centre where the Application Form is submitted. Outstation cheques/ bank drafts drawn on banks not participating in the clearing process will not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.

Cash/ Stockinvest/ Money Orders/ Postal orders will not be accepted.

A separate Cheque or Bank Draft should accompany each application form. Applicants should write the Share Application Number on the back of the Cheque /Draft. Outstation Cheques will not be accepted and applications accompanied by such cheques drawn on outstation banks are liable for rejection. Money Orders / Postal Notes will not be accepted.

Each Applicant shall draw a cheque or demand draft for the amount payable on the Application and/ or on allocation/ Allotment as per the following terms:

1. The payment instruments for payment into the Escrow Account should be drawn in favour of:
  - Indian Public including eligible NRIs applying on non repatriation basis: "SSPN Finance-Public Issue - R".
  - In case of Non Resident Retail Applicants applying on repatriation basis: "SSPN Finance-Public Issue – NR"
2. In case of Application by NRIs applying on repatriation basis, the payments must be made through Indian Rupee drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in Non Resident External (NRE) Accounts or Foreign Currency Non Resident (FCNR) Accounts, maintained with banks authorized to deal in foreign exchange in India, along with documentary evidence in support of the remittance. Payment will not be accepted out of Non Resident Ordinary (NRO) Account of Non Resident Applicant applying on a repatriation basis. Payment by drafts should be accompanied by bank certificate confirming that the draft has been issued by debiting to NRE Account or FCNR Account.
3. Where an Applicant has been allocated a lesser number of Equity Shares than the Applicant has applied for, the excess amount, if any, paid on Application, after adjustment towards the balance amount payable by the Pay In Date on the Equity Shares allocated will be refunded to the Applicant from the Refund Account.



4. On the Designated Date and no later than 15 days from the Issue Closing Date, the Escrow Collection Bank shall also refund all amounts payable to unsuccessful Applicants and also the excess amount paid on Application, if any, after adjusting for allocation / Allotment to the Applicants.

#### **Payment by Stock invest**

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003 04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

#### **GENERAL INSTRUCTIONS**

##### ***Do's:***

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.

##### ***Don'ts:***

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form
- Do not apply on another Application Form after you have submitted an Application to the Bankers of the Issue.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Selected Branches / Offices of the Banker to the Issue.
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.

#### **OTHER INSTRUCTIONS**

##### ***Joint Applications in the case of Individuals***

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

##### ***Multiple Applications***

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications

- i. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- ii. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

No separate applications for demat and physical is to be made. If such applications are made, the applications for physical shares will be treated as multiple applications and rejected accordingly.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

#### **Permanent Account Number or PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ("**PAN**") to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. **Applications without this information will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

#### **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

#### **Grounds for Rejections**

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of The Issue;
- Applications for number of Equity Shares which are not in multiples of 6,000;
- Category not ticked;
- Multiple Applications as defined in the Draft Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications where clear funds are not available in the Escrow Account as per the final certificate from the Escrow Collection Bank(s);
- Applications by OCBs;
- Applications not duly signed by the sole;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 5.00 pm on the Issue Closing Date;

### **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 –*

- (d) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or*
- (e) 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*
- (f) 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."*

The liability prescribed under Section 447 of the Companies Act, 2013, includes imprisonment for a term of not less than six months extending up to ten 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 up to three times of such amount.

#### **Signing of Underwriting Agreement**

*Vide* an Underwriting agreement dated December 16, 2014 this issue is 100% Underwritten.

#### **Filing of the Prospectus with the RoC**

The Company will file a copy of the Prospectus with the RoC in terms of Section 26 of the Companies Act, 2013.

#### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013, the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper, one widely circulated Hindi language national daily newspaper with wide circulation and one Marathi newspaper.

#### **Designated Date and Allotment of Equity Shares**

The Company will issue and dispatch letters of allotment/ securities certificates and/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 12 days of the Issue Closing Date.

In case the Company issues Letters of allotment, the corresponding Security Certificates will be kept ready within three months from the date of allotment thereof or such extended time as may be approved by the Company Law Board under Section 56 of the Companies Act, 2013 or other applicable provisions, if any. Allottees are requested to preserve such Letters of Allotment, which would be exchanged later for the Security Certificates.

After the funds are transferred from the Escrow Account to the Public Issue Account on the Designated Date, the Company would ensure the credit to the successful Applicants depository account. Allotment of the Equity Shares to the allottees shall be within two working days of the date of Allotment

Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allocated/ Allotted to them pursuant to this Issue.

Applicants to whom refunds are made through electronic transfer of funds will be sent a letter intimating them about the mode of credit of refund within 15 days of closure of Issue.

The Company will provide adequate funds required for dispatch of refund orders or allotment advice to the Registrar to the Issue.

Refunds will be made by cheques, pay orders or demand drafts drawn on a bank appointed by us, as Refund Banker and payable at par at places where applications are received. Bank charges, if any, for encashing such cheques, pay orders or demand drafts at other centres will be payable by the Applicants.

#### **PAYMENT OF REFUND**

Applicants must note that on the basis of name of the Applicants, Depository Participant's name, DP ID, Beneficiary Account number provided by them in the Application Form, the Registrar will obtain,

from the Depositories, the Applicants' bank account details, including the nine digit Magnetic Ink Character Recognition ("MICR") code as appearing on a cheque leaf. Hence Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch of refund order or refunds through electronic transfer of funds, as applicable, and any such delay shall be at the Applicants' sole risk and neither the Company, the Registrar, Escrow Collection Bank(s), Bankers to the Issue nor the LM shall be liable to compensate the Applicants for any losses caused to the Applicant due to any such delay or liable to pay any interest for such delay.

### **Mode of making refunds**

The payment of refund, if any, would be done through various modes as given hereunder:

- 1) **ECS (Electronic Clearing System)** – Payment of refund would be done through ECS for applicants having an account at any of the centres where such facility has been made available. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the Depositories. The payment of refunds is mandatory for applicants having a bank account at any of such centres, except where the applicant, being eligible, opts to receive refund through NEFT, direct credit or RTGS.
- 2) **Direct Credit** – Applicants having bank accounts with the Refund Banker(s), as mentioned in the Application Form, shall be eligible to receive refunds through direct credit. Charges, if any, levied by the Refund Bank(s) for the same would be borne by the Company.
- 3) **RTGS (Real Time Gross Settlement)** – Applicants having a bank account at any of the centres where such facility has been made available and whose refund amount exceeds ₹ 10.00 Lacs, have the option to receive refund through RTGS. Such eligible applicants who indicate their preference to receive refund through RTGS are required to provide the IFSC code in the application Form. In the event the same is not provided, refund shall be made through ECS. Charges, if any, levied by the Refund Bank(s) for the same would be borne by the Company. Charges, if any, levied by the applicant's bank receiving the credit would be borne by the applicant.
- 4) **NEFT (National Electronic Fund Transfer)** – Payment of refund shall be undertaken through NEFT wherever the applicants' bank has been assigned the Indian Financial System Code (IFSC), which can be linked to a Magnetic Ink Character Recognition (MICR), if any, available to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the applicants through this method. The process flow in respect of refunds by way of NEFT is at an evolving stage and hence use of NEFT is subject to operational feasibility, cost and process efficiency.
- 5) For all other applicants, including those who have not updated their bank particulars with the MICR code, the refund orders will be through Speed Post/ Registered Post. Such refunds will be made by cheques, pay orders or demand drafts drawn on the Escrow Collection Banks and payable at par at places where Applications are received. Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres will be payable by the Applicants.

### **DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY**

The Company shall ensure the dispatch of Allotment advice, refund orders (except for Applicants who receive refunds through electronic transfer of funds) and give benefit to the beneficiary

account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within two working days of date of Allotment of Equity Shares.

In case of applicants who receive refunds through ECS, direct credit or RTGS, the refund instructions will be given to the clearing system within 15 days from the Issue Closing Date. A suitable communication shall be sent to the Applicants receiving refunds through this mode within 15 days of Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within seven working days of Allotment.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- 1) Allotment of Equity Shares shall be made within 12 (twelve) days of the Issue Closing Date;
- 2) Dispatch of refund orders or in a case where the refund or portion thereof is made in electronic manner, the refund instructions are given to the clearing system within 15 (fifteen) days of the Issue Closing Date would be ensured; and
- 3) If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

#### **UNDERTAKINGS BY OUR COMPANY**

The Company undertakes the following:

- 1) That the complaints received in respect of this Issue shall be attended to by us expeditiously;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within seven working days of finalization of the basis of Allotment;
- 3) That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by the Issuer;
- 4) That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days of the Issue Closing Date, as the case may be, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 5) That the certificates of the securities/ refund orders to the non resident Indians shall be dispatched within specified time;
- 6) That no further issue of Equity Shares shall be made till the Equity Shares offered through the Draft Prospectus are listed or until the Application monies are refunded on account of non listing, under subscription etc.; and
- 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

## UTILIZATION OF ISSUE PROCEEDS

Our Board certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub-section (3) of section 40 of the Companies Act, 2013;
- 2) details of all monies utilised out of the issue referred to in subitem(1) shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilised under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilised; and
- 3) details of all unutilised monies out of the issue of specified securities referred to in sub-item (1) shall be disclosed under an appropriate separate head in the balance sheet of the issuer indicating the form in which such unutilised monies have been invested; and
- 4) Our Company shall comply with the requirements of Clause 52 of the SME Listing Agreement in relation to the disclosure and monitoring of the utilisation of the proceeds of the Issue.

Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

## WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the LM reserves the right not to proceed with the Issue at anytime, including after the Issue Closing Date but before the Board meeting for Allotment, without assigning any reason. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, other than retail applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

## EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- (a) Agreement dated [●], 2014 between NSDL, the Company and the Registrar to the Issue;
- (b) Agreement dated [●], 2014 between CDSL, the Company and the Registrar to the Issue;

The Company's shares bear an ISIN No. INE820R01017.

- An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.
- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.

- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis-à-vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchange having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed have electronic connectivity with CDSL and NSDL.
- The trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

## COMMUNICATIONS

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and cheque or draft number and issuing bank thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, refund orders etc.



## **ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS**

This section is for the information of investors proposing to subscribe to the Issue through the ASBA process. Our Company and the LM are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

### **ASBA Process**

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant (“**ASBA Account**”) is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA

Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account.

In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the LM.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

### **Who can apply?**

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues w.e.f. May 1, 2010 all the investors can apply through ASBA process and w.e.f May 02, 2011, the Non-Institutional applicants and the QIB Applicants have to compulsorily apply through the ASBA Process.

### **Mode of Payment**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and

authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stockinvest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

#### **Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

#### **Interest in Case of Delay in Despatch of Allotment Letters or Refund Orders/instruction to Self Certified Syndicate Banks by the Registrar in Case of Public Issues**

The issuer agrees that as far as possible allotment of securities offered to the public shall be made within fifteen days of the closure of public issue. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law. However applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated primarily by the FEMA and the policy prescribed by the Department of Industrial Policy and Promotion, Government of India through Consolidated FDI Policy Circular of 2014 with effect from April 17, 2014 (“**FDI Policy**”). While the FDI Policy prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the FDI Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The Government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

In terms of the Consolidated FDI policy (effective from April 17, 2014), issued by the Department of Industrial Policy and Promotion, 100% foreign direct investment in the Company is permitted.

### **Subscription by foreign investors (NRIs/FIIs)**

FIIs are permitted to subscribe to shares of an Indian company in a public offer without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents.

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 FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/ RBI.

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, 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 the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

## SECTION VIII – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

*Pursuant to Schedule II of the Companies Act and the SEBI ICDR Regulations, the main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that the each provision herein below is numbered as per the corresponding article number in the Articles of Association. Certain defined terms used in the Articles of Association are set forth below. All other defined terms used in this section have the meaning given to them in the Articles of Association.*

The Authorised capital of our Company is ₹ 4,00,00,000 divided into ₹ 40,00,000 Equity Shares of ₹ 10 each.

### Share capital and variation of rights

#### *Authorised Share Capital*

1. The Authorised Share Capital of the Company shall be as mentioned at Clause V (a) of the Memorandum of Association of the Company
2. 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.

#### *Kinds of Share Capital*

3. The share capital of Company shall be of two kinds, namely: –

- (a) equity share capital –
  - (i) with voting rights; or
  - (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and
- (b) preference share capital.

#### *Issue of share certificates*

4. (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) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.  
Certificate to bear seal
- (iii) 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.

#### *Option to receive share certificate or whole shares with depositary*

5. A person subscribing to shares offered by the company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depositary. Where a person of to hold any share with the depositary, the company shall intimate such depositary the details of the allotment of the share to enable the depositary to enter in its records the name of such person as the beneficial owner of that share.

*Issue of new certificate in place of one defaced, lost or destroyed*

6. (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 fees for each certificate as may be fixed by the Board.

*Provisions as to issue of certificates to apply mutatis mutandis to debentures, etc.*

(ii) The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

*Power to pay commission in connection with securities issued*

7. (i) The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, 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 the Act and the Rules.

*Rate of commission in accordance with Rules*

(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.

*Mode of payment of commission*

(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.

*Variation of members' rights*

8. (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 the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.

*Provisions as to general meetings to apply mutandis to each meeting*

(ii) To every such separate meeting, the provisions of these Articles relating general meetings shall mutatis mutandis apply.

*Issue of further shares not to affect rights of existing members*

9. 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.

*Power to issue redeemable preference shares*

10. Subject to the provisions of the Act, 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.

*Further issue of share capital*

The Board or the Company, as the case may be, may, in accordance to –

- (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
- (b) employees under any scheme of employees' stock option; or
- (c) any persons, whether or not those persons include the persons referred to in clause (a) or (b) above.

***Mode of further issue of shares***

A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

***Allotment otherwise than for cash***

11. Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the capital of the Company as payment or part payment for any property or assets of any kind whatsoever, sold or to be sold or transferred or to be transferred or goods or machinery supplied or to be supplied or for service rendered or to be rendered or for technical assistance or know-how made or to be made available to the Company for the conduct of its business and shares which may be so allotted, may be issued as fully or partly paid-up, otherwise than in cash and if so issued, shall be deemed to be fully or partly paid as the case may be.

***Debentures***

12. Notwithstanding anything contained in these articles but subject to the provisions of the Act and any other applicable provision of the Act or any other law for the time being in force and Rules, the Company may issue debentures.

***Lien***

***Company's lien on shares***

13. (i) The company shall have a first and paramount lien –

- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
- (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

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.

***Lien to extend to dividends, etc***

(ii) The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.

***Free from all lien***

(iii) The fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.

***Waiver of lien in case of registration***

Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.

***Enforcing lien by sale***

14. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made –

- (a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency or otherwise.

***Validity of sale***

15. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

**Purchaser to be registered holder**

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

***Validity of Company's receipt***

(iii) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share.

***Purchaser not affected***

(iv) 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.

***Application of proceeds of sale***

16. (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.

***Payment of residual money***

(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.

***Outsider's lien not to affect Company's lien***

17. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

***Provisions as to lien to apply mutatis mutandis to debentures, etc.***

18. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

***Calls on shares***

***Board may make calls***

19. (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.

(ii) A call may be revoked or postponed at the discretion of the Board

***Right to call***

(iii) The right to call of shares shall not be given to any person except with the sanction of the Issuer in general meetings.

***Notice of call***

(iv) 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

20. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

21. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

*When interest on call or instalment payable*

22. (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.

*Sums deemed to be calls*

23. (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 Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

*Effect of non-payment of sums*

(ii) In case of non-payment of such sum, all the relevant provisions of these Articles 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.

*Payment in anticipation of calls may carry interest*

24. 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 as may be agreed upon between the Board.

(c) Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.

*Instalments on shares to be duly paid*

25. If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.

*Calls on shares of same class to be on uniform basis*

26. All calls shall be made on a uniform basis on all shares falling under the same class. Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class

*Partial payment not to preclude forfeiture*

27. Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or



interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.

*Provisions as to calls to apply mutatis mutandis to debentures, etc.*

28. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.

*Transfer of shares*

29. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

(iii) The registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever.

(iv) A common form of transfer shall be used for transfer of any Shares.

30. The Board may, subject to the right of appeal conferred by section 58 decline to register –

(i) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(ii) any transfer of shares on which the company has a lien.

31. The Board may decline to recognise any instrument of transfer unless –

(i) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(ii) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(iii) the instrument of transfer is in respect of only one class of shares.

32. 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.

*Provisions as to transfer of shares to apply mutatis mutandis to debentures, etc.*

The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

*Transmission of shares*

33. (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.

34. (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.

35. (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 Articles 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.

36. 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.

#### **Provisions as to transmission to apply mutatis mutandis to debentures, etc.**

The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company.

#### ***Forfeiture of shares***

37. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

38. 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.

39. 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.

#### ***Entry of forfeiture in register of members***

40. When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

#### ***Effect of forfeiture***

41. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.

*Forfeited shares may be sold, etc.*

42. (i) A forfeited share shall be deemed to be the property of the Company and may be sold or otherwise disposed off or re-allotted either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.

*Cancellation of forfeiture*

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

43. (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.

*Member still liable to pay money owing at time of forfeiture and interest*

44. All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.

*Certificate of forfeiture*

45. (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.

*Validity of sales*

46. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.

*Cancellation of share certificate in respect of forfeited shares*

47. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto

*Surrender of share certificates*

48. The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.

*Sums deemed to be calls*

49. The provisions of these Articles 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.

*Provisions as to forfeiture of shares to apply mutatis mutandis to debentures, etc.*

50. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

*Alteration of capital*

51. 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.

52. Subject to the provisions of section 61, the company may, by ordinary resolution, –

- (a) increase its authorised share capital by such amount as it thinks expedient;
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;
- (e) 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, and diminish the amount of its share capital by the amount of the shares so cancelled.

53. 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.

54. 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

(c) any share premium account.

(d) any other reserve in the nature of share capital

### *Capitalisation of profits*

55. (i) The company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve –

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards –

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, 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 these Articles.

56. (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.

### *Buy-back of shares*

57. 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*

58. All general meetings other than annual general meeting shall be called extraordinary general meeting. Notice of a general meeting shall be as per the provisions of Section 101 of the Act. Company may hold general meeting at a shorter notice by taking consent to shorter notice from the shareholders as per the provisions of Section 101 of the Act.

59. (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*

60. (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.

61. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

62. 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.

63. 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.

64. On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote.

65. The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.

66. There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting –

- (a) is, or could reasonably be regarded, as defamatory of any person; or
- (b) is irrelevant or immaterial to the proceedings; or
- (c) is detrimental to the interests of the Company.

#### *Adjournment of meeting*

67. (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*

68. 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.

69. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

70. (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.

71. 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. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.

72. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

73. 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 or in regard to which the Company has exercised any right of lien.

74. A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.

75. (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.

76. Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

#### *Proxy*

77. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

78. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

79. 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*

80. The following shall be the first Directors of the Company:

MR CHANDU KESHRIMAL JAIN  
MR. KESHRIMAL BABULAL JAIN  
MR. MANI ANANTHANARAYAN

Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen).

81. The same individual may, at the same time, be appointed as the chairperson of the company as well as the Managing Director or Chief Executive Office of the Company.

82. The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting.

83. (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.

84. The Board may pay all expenses incurred in getting up and registering the company.

85. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that (section) make and vary such regulations as it may think fit respecting the keeping of any such register.

86. 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.

87. 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.

88. (i) Subject to the provisions of section 149 & 161, 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.

#### *Alternate Director*

89. The Board may appoint an alternate director to act for a director (hereinafter in this Article called “the Original Director”) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act. ) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.

90. If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.



*Appointment of director to fill a casual vacancy*

91. If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board. The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.

*Powers of Board*

92. The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

*Proceedings of the Board*

93. (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.

(iii) The quorum for a Board meeting shall be as provided in the Act.

(iv) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law

94. (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.

95. 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.

96. (i) The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, 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.

(iii) The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(iv) (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.

(v) (i) A committee may elect a Chairperson of its meetings.

(vi) (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.

(vii) (i) A committee may meet and adjourn as it thinks fit.

(viii) (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.

(ix) 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.

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.

#### *Certain powers to be exercised by the Board only at meeting*

97. (a) Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the powers prescribed under Section 179 read with rule 8 of Companies (Meeting of Board & its Powers) Rules, 2014 only by means of resolutions passed at meetings of the Board.

Provided that the Board may by resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in sub-clause (d) to (f) of sub-section (3) of Section 179 of the Act on such condition as the Board may prescribe.

(b) Every resolution delegating the power referred to in sub-clause (d) of sub-section (3) of section 179 shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the delegate.

(c) Every resolution delegating the power referred to in sub-clause (e) of sub-section (3) of section 179 shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments which may be made by the delegate.

(d) Every resolution delegating the power referred to in sub-clause (f) of sub-section (3) of section 179 shall specify the total amount up to which loans may be made by the delegates, the purpose for which the loans may be and the maximum amount up to which loans may be made for each such purpose in individual cases.

(e) Nothing in this Article shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any other powers referred above.

#### *Restriction on powers of the Board*

98. (a) The Board of Directors of the Company shall not except with the consent of the shareholders to be obtained by way of special resolution:

(i) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings;

(ii) invest, otherwise than in trust securities, the amount of compensation received by the Company as a result of any merger or amalgamation;

(iii) borrow money, where the money to be borrowed, together with the moneys already borrowed by the Company will exceed the aggregate of the paid-up capital of the Company and its free reserves apart from temporary loans obtained from the company's bankers in the ordinary course of business.

(iv) remit, or give time for the repayment of any debt, due by a Director;

(b) Nothing contained in sub-clause (a) above shall affect:

(i) the title of a buyer or other person who buys or takes a lease any property, investment or undertaking as is referred to in that clause in good faith, or

(ii) the sale or lease of any property of the Company where the ordinary business of the Company consists of, or comprises such selling or leasing

(c) Any resolution passed by the Company permitting any transaction such as is referred to in sub-clause (a) (i) above, may stipulate such conditions to the permission as may be specified in such resolution including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transaction. Provided that this clause shall not be deemed to authorise the Company to effect any reduction in its capital except in accordance with the provisions contained in the Act.

(d) No debt incurred by the Company in excess of the limit imposed by sub-clause (iii) of clause (a) above, shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded

*Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer*

99. 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 think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

100. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

General Authority

101. Wherever in the Companies Act, 2013, it has been provided that any Company shall have any right, privilege or authority or that Company cannot carry out any transaction unless it is so authorised by its Articles, then and in that case this Article hereby authorise and empower the Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Companies Act, 2013, without there being any other specific Article in that behalf herein provided

The Seal

102. (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 authorised by it in that behalf, and except in the presence of at least two director or the manager, if any, or of the secretary or such other person as the Board may appoint for the purpose; and such director or manager or 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**

103. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.

104. 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.

105. (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, think 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.

106. (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.

(iv) There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

107. 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.

108. (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.

109. 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.

110. 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.

111. No dividend shall bear interest against the company.

#### *Accounts*

112. (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.

#### *Audit*

113. The First Auditors of the Company shall be appointed by the Board of Directors within one month from the date of registration of the company and the Auditors so appointed shall hold office until the conclusion of the First Annual General Meeting.

114. Appointment of the Auditors shall be made as per the applicable provisions of the Act.

115. The Company at the annual general meeting each year shall appoint an Auditor or Auditors to hold office from the conclusion of that meeting until the conclusion of sixth annual general meeting but the appointment of statutory auditors shall be ratified at every annual general meeting of the shareholders.

116. The Company shall within fifteen days of the appointment, give intimation thereof to every auditor so appointed and to Registrar of Companies within whose jurisdiction the registered office of the Company is situated.

117. The Directors may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the serving or continuing Auditor or Auditors (if any) may act, but where such vacancy is caused by the resignation of an auditor, the vacancy shall only be filled by the Company in general meeting.

(i) The remuneration of the Auditors shall be fixed by the Company in general meeting in such manner as the Company may in general meeting determine except that the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.

#### *Winding up*

118. 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*

119. 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 IX – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of the Draft Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Draft Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Corporate Office of our Company located at Vrusti, 20 Swastic Soc., V.M Road, Vile Parle (W), Near Mithibai College, Opp HDFC Bank, Mumbai-400056, Maharashtra, from date of filing the Draft Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

#### Material Contracts

1. Memorandum of understanding dated December 16, 2014 between our Company and the Lead Manager.
2. Memorandum of Understanding dated July 8, 2014, between our Company and the Registrar to the Issue.
3. Underwriting Agreement dated December 16, 2014 between our Company, the Lead Manager, Market Maker and Underwriter.
4. Market Making Agreement dated December 16, 2014 between our Company, Lead Manager and Market Maker.
5. Tripartite agreement among the NSDL, our Company and Registrar to the Issue dated [●], 2014.
6. Tripartite agreement among the CDSL, our Company and Registrar to the Issue dated [●], 2014.
7. Escrow Agreement dated [●] between our Company, the Lead Manager, Escrow Collection Bank and the Registrar to the Issue.

#### Material Documents

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Resolution of the Board dated September 1, 2014 authorizing the Issue.
3. Special Resolution of the shareholders passed at the Extraordinary General Meeting dated September 26, 2014 authorizing the Issue.
4. Statement of Tax Benefits dated December 15, 2014, issued by our Statutory Auditors, V.R. Bhabhra & Co., Chartered Accountants.
5. Report of the Statutory Auditors, V.R. Bhabhra & Co., Chartered Accountants dated December 15, 2014, on the Restated Financial Statements for the financial period from January 4, 2012 (date of incorporation) and ended on March 31, 2013, financial year ended March 31, 2014 and 6 months period ended September 30, 2014, of our Company.

6. Copy of Certificate from the Statutory Auditor, V.R. Bhabhra & Co., Chartered Accountants dated December 15, 2014, regarding the source and deployment of funds as on December 15, 2014.
7. Copy of Audited Financials for the period from January 4, 2012 (date of incorporation) and ended on March 31, 2013, financial year ended March 31, 2014 and 6 months period ended September 30, 2014 of our Company.
8. Consents of Directors, Company Secretary and Compliance Officer, Statutory Auditors, Legal Advisor to the Issue, Bankers to our Company, the Lead Manager, Registrar to the Issue, Underwriter, Market Maker, Bankers to the Issue/Escrow Collection Banks, Refund Banker to the Issue, to act in their respective capacities.
9. Initial listing applications dated [●] filed with the BSE.
10. Copy of approval from BSE *vide* letter dated [●], to use the name of BSE in this offer document for listing of Equity Shares on SME Platform of BSE.
11. Due Diligence Certificate dated [●], 2014 from the Lead Manager to BSE.
12. Due Diligence Certificate dated [●], 2014 from the Lead Manager to SEBI.
13. Resolution of the shareholders at the EGM dated October 23, 2014 for fixing the term of appointment of our Managing Director, Mr. Chandu K. Jain.
14. Resolution of the shareholders at the EGM dated October 23, 2014 for fixing the term of appointment of our Executive Director, Mr. Ankur Choksi.

Any of the contracts or documents mentioned in the Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We, the undersigned, hereby declare that, all the relevant provisions of the Companies Act, and the guidelines issued by the Government of India or the guidelines and regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations or guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Prospectus are true and correct.

**Signed by all the Directors of SSPN Finance Limited**

Name and designation	Signature
<b>Mr. Chandu K. Jain</b> <i>Managing Director</i>	
<b>Mr. Ankur K. Choksi</b> <i>Director</i>	
<b>Mr. Mani Ananthanarayan</b> <i>Independent Director</i>	
<b>Mr. Sunil R. Jain</b> <i>Independent Director</i>	
<b>Mr. Jairaj V. Bafna</b> <i>Independent Director</i>	

**Signed by the –Chief Financial Officer**

\_\_\_\_\_  
**Mr. Ankur K. Choksi**

Place: **Mumbai**

Date: December 20, 2014



## ANNEXURE – A

**TABLE 1: FORMAT FOR DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY FIRST OVERSEAS CAPITAL LIMITED**

Sr No	Issue Name	Issue Size ₹ (Cr.)	Issue price (₹)	Listing date	Opening price on listing date	Closing price on listing date	% Change in Price on listing date (Closing) vs. Issue Price	Benchmark index on listing date (Closing)	Closing price as on 10 <sup>th</sup> calendar day from listing	Benchmark index as on 10 <sup>th</sup> calendar days from listing day (Closing)	Closing price as on 20 <sup>th</sup> calendar day from listing day	Benchmark index as on 20 <sup>th</sup> calendar days from listing day (Closing)	Closing price as on 30 <sup>th</sup> calendar day from listing day	Benchmark index as on 30 <sup>th</sup> calendar days from listing day (Closing)
1	Powerhouse Fitness And Realty Limited	7.20	30	October 21, 2014	30.00	31.50	5.00	26,575.65	30.00	27,865.83	30.20	27874.73	30.35	28032.85
2	Anubhav Infrastructure Limited	9.00	15	December 12, 2014	14.85	14.15	(5.67)	27350.68	--	--	--	--	--	--

Source: All share price data is from "[www.bseindia.com](http://www.bseindia.com)".

Note:

1. The BSE Sensex is considered as the Benchmark Index.
2. Price on BSE is considered for all of the above calculations
3. In case 10th/20th/30th day is not a trading day, closing price on BSE of the next trading day has been considered

**TABLE 2: SUMMARY STATEMENT OF DISCLOSURE**

Financial Year	Total no. of IPOs	Total Funds Raised (Rs. Cr.)	Nos. of IPOs trading at discount on listing date			Nos. of IPOs trading at premium on listing date			Nos. of IPOs trading at discount as on 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium as on 30 <sup>th</sup> 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%
2012-13	Nil		--	--	--	--	--	--	--	--	--	--	--	--
2013-14	Nil		--	--	--	--	--	--	--	--	--	--	--	--
2014-15	2		--	--	1	--	--	1	--	--	--	--	--	1