



P.B. FILMS LIMITED

CIN : U92100WB2007PLC119040

Our Company was originally incorporated as “P. B. Films Private Limited” on September 27, 2007, under the provisions of the Companies Act, 1956 with the Registrar of Companies, Kolkata, West Bengal. Subsequently, our Company was converted into a Public Limited Company vide shareholder’s resolution dated June 22, 2011, consequently the name of our Company was changed to “P. B. Films Limited” and a fresh Certificate of Incorporation dated June 29, 2011, was issued by the Registrar of Companies, Kolkata, West Bengal. For further details regarding the changes in our name and registered office, please see the chapter titled “History and Certain Corporate Matters” beginning on page 95 of this Draft Prospectus.

Registered Office: 1, Crooked Lane, F L- 233, Kolkata-700 069, West Bengal, India; **Tel:** 91-33-40054673

Corporate Office: Anupam Chamber, 18, Giri Babu Lane, 2nd Floor, Room No – 2 C, Kolkata – 700 012, West Bengal, India

Tel: 91-33-40066405/40048131; **Website:** www.pbfilms.co.in;

Company Secretary and Compliance Officer: Mr. Kushal Adhikary ; **Email:** info@pbfilms.co.in;

Our Promoters: Mr. Pankaj Agrawal, Premkunj Distributor Limited, Nirmalkunj Merchandise Limited

THE ISSUE

PUBLIC ISSUE OF 50,00,000 EQUITY SHARES OF ₹ 10 EACH (“EQUITY SHARES”) OF P.B.FILMS LIMITED (“PBFL” OR THE “COMPANY” OR THE “ISSUER”) FOR CASH AT PAR, AGGREGATING TO ₹ 500.00 LACS (“THE ISSUE”), OF WHICH, 2,60,000 EQUITY SHARES OF ₹ 10 EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (AS DEFINED IN THE CHAPTER “DEFINITIONS AND ABBREVIATIONS”) (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e. ISSUE OF 47,40,000 EQUITY SHARES OF RS. 10 EACH IS HERINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 34.68% AND 32.88%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.

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

For further details, please see the section titled “Issue Related Information” beginning on page 181 of this 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 “Issue Procedure” beginning on page 188 of this Draft Prospectus. In case of delay if any in refund, our Company shall pay interest on the application money at the rate of 15% per annum for the period of delay.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH AND THE ISSUE PRICE OF ₹ 10/- IS 1 TIME OF THE FACE VALUE.

RISKS IN RELATION TO THE FIRST ISSUE

This being the first issue of the company, there has been no formal market for the securities of the company. The face value of the shares is ₹ 10 per Equity Share and the issue price is 1 time of the face value. The Issue Price (as determined by Company in consultation with the Lead Manager) as stated under the chapter titled “Basis for Issue Price” beginning on page 57 of this Draft Prospectus, should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our company or regarding the price at which the equity shares will be traded after listing.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision investors must rely on their own examination of the issuer and the offer including the risks involved. The securities have not been recommended or approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this document. **Specific attention of the Investors is invited to the section titled “Risk Factors” beginning on page 10 of this Draft Prospectus.**

ISSUER’S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares issued through this Draft Prospectus are proposed to be listed on the SME Platform of BSE. 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 issued in this Issue. However, our company has received an approval letter dated [●] from BSE for using its name in this Draft Prospectus for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, the designated Stock Exchange will be the BSE Limited (“BSE”).

LEAD MANAGER

REGISTRAR TO THE ISSUE



GUINNESS CORPORATE ADVISORS PRIVATE LIMITED

18 Deshapriya Park Road,

Kolkata - 700 026,

West Bengal, India

Tel: +91 - 33 - 30015555

Fax: +91 - 33 - 3001 5531

Email: gcapl@guinnessgroup.net

Website: www.16anna.com

Contact Person: Ms. Alka Mishra / Mr. Gaurav Khandelwal

SEBI Registration No.: INM 000011930



CAMEO

CAMEO CORPORATE SERVICES LIMITED

“Subramanian Building”, No. 1,

Club House Road,

Chennai – 600 002.

Tel: 044-28460390 (5 lines)

Fax: 044 - 28460129

Email: cameo@cameoindia.com

Investor Grievance Email: investor@cameoindia.com

Website: www.cameoindia.com

Contact Person: Mr. R.D. Ramasamy

SEBI Registration No.: INR000003753

ISSUE PROGRAMME

ISSUE OPENS ON: [●]

ISSUE CLOSES ON: [●]

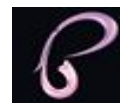


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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

DEFINITIONS

TERMS	DESCRIPTION
“P. B. Films Limited”, “PBFL”, “PB Films”, “We” or “us” or “our Company” “the Company” or “the Issuer”	Unless the context otherwise requires, refers to P. B. Films Limited, a Company incorporated under the Companies Act, 1956 vide a certificate of incorporation issued by the Registrar of West Bengal, Kolkata
“you”, “your” or “yours”	Prospective Investors in this Issue

CONVENTIONAL/GENERAL TERMS

TERMS	DESCRIPTION
AOA / Articles / Articles of Association	Articles of Association of P. B. Films Limited, as amended from time to time
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with clause 52 of the SME Listing Agreement
Banker to the Company	Axis Bank Limited
Board of Directors/the Board/our Board/Director(s)	The Board of Directors of P. B. Films Limited, including all duly constituted committees thereof
BSE	BSE Limited (the designated stock exchange)
CIN	Corporate Identification Number
Companies Act / Act	The Companies Act, 1956 and Companies Act, 2013, to the extent amended and applicable.
Corporate Office	Anupam Chamber, 18, Giri Babu Lane, 2 nd Floor, Room No – 2 C, Kolkata – 700012, West Bengal, India
Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)
DIN	Directors Identification Number
Equity Shares / Shares	Equity Shares of our Company of face value of ₹ 10 each unless otherwise specified in the context thereof
Executive Directors	Executive Directors are the Whole time Directors of our Company
Key Managerial Personnel / Key Managerial Employees	Key management personnel of our Company in terms of the SEBI Regulations and the Companies Act, 2013, as described in the section titled “ <i>Our Management</i> ” on page 98 of this Draft Prospectus.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of P. B. Films Limited, as amended
Non Resident	A person resident outside India, as defined under FEMA Regulations
Non-Resident Indian/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations, as amended
Overseas Corporate Body / OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue.
Peer Review Auditors	M/s. R. T. Jain & Co., Chartered Accountants, the Peer Review Auditor of our Company
Person or Persons	Any Individual, Sole Proprietorship, Unincorporated Association, Unincorporated Organization, Body Corporate, Corporation, Company, Partnership Firm, Limited Liability Partnership, Joint Venture, or Trust or Any Other Entity or Organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires



TERMS	DESCRIPTION
Promoters	Promoters of the Company being Mr. Pankaj Agrawal, Premkunj Distributor Limited and Nirmalkunj Merchandise Limited
Promoter Group Companies /Group Companies / Group Enterprises	Unless the context otherwise specifies, refers to those entities mentioned in the section titled “Our Promoter Group / Group Companies / Entities” on page 114 of this Draft Prospectus.
Registered office of our Company	1, Crooked Lane, F L-233, Kolkata-700069, West Bengal, India
RoC	Registrar of Companies, Kolkata, West Bengal
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI Regulation/ SEBI (ICDR) Regulations	The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME Platform of BSE/Stock Exchange	The SME platform of BSE for listing of equity shares offered under Chapter X-B of the SEBI (ICDR) Regulations
Statutory Auditor / Auditors	M/s. RSVA & CO., Chartered Accountants the statutory auditors of our Company
SWOT	Analysis of strengths, weaknesses, opportunities and threats

ISSUE RELATED TERMS

TERMS	DESCRIPTION
Allotment/Allot	Issue of Equity Shares pursuant to the Issue to the successful applicants as the context requires.
Allottee	The successful applicant to whom the Equity Shares are being / have been issued
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Draft Prospectus
Application Form	The form in terms of which the applicant shall apply for the Equity Shares of the Company
Application Supported by Blocked Amount (ASBA)	Means an application for subscribing to an issue containing an authorization to block the application money in a bank account
ASBA Account	Account maintained with SCSBs which will be blocked by such SCSBs to the extent of the appropriate application amount of the ASBA applicant, as specified in the ASBA Application Form
ASBA Applicant(s)	Prospective investors in this Issue who apply through the ASBA process. Pursuant to SEBI circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, non- retail Investors i.e. QIBs and Non-Institutional Investors participating in this Issue are required to mandatorily use the ASBA facility to submit their applications.
ASBA Location(s)/Specified Cities	Location(s) at which ASBA application can be uploaded by the Brokers, namely Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bangalore, Hyderabad, Pune, Baroda and Surat
ASBA Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013, where the funds shall be transferred by the SCSBs from the bank accounts of the ASBA Investors
Basis of Allotment	The basis on which Equity Shares will be allotted to the Investors under the Issue and which is described in “Issue Procedure–Basis of Allotment” on page 196 of this Draft Prospectus
Broker to the Issue	All recognized members of the stock exchange would be eligible to act as the Broker to the Issue
Business Day	Any day on which commercial banks are open for the business
Category III FPI	Investors including endowments, charitable societies, charitable trusts, foundations, corporate bodies, trust, individuals and family offices which are not eligible for registration under Category I and II under the SEBI (Foreign Portfolio Investors) Regulations, 2014.
CAN / Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.



TERMS	DESCRIPTION
Compliance Officer	The Company Secretary of our Company, Mr. Kushal Adhikary
Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate Applications by the ASBA Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
Depository Participant / DP	A Depository Participant as defined under the Depositories Act, 1996
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Application Form used by ASBA Applicant and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html
Designated Date	The date on which funds are transferred from the Escrow Account(s) to the Public Issue Account or the Refund Account, as appropriate, and the amounts blocked by the SCSBs are transferred from the bank accounts of the ASBA Applicant to the Public Issue Account, as the case may be, after the Prospectus is filed with the RoC, following which the Board of Directors shall Allot Equity Shares to the Allottees
Designated Market Maker	Guinness Securities Limited having Registered office at 216, 2 nd Floor, P.J. Towers, Dalal Street, Mumbai- 400 001, Mumbai, Maharashtra and Corporate office at Guinness House, 18, Deshapriya Park Road, Kolkata-700 026, West Bengal, India
Designated Stock Exchange	SME Platform of BSE Limited
Draft Prospectus	The Draft Prospectus dated July 02, 2015 filed with the BSE Limited
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares offered thereby and who have opened demat accounts with SEBI registered qualified depository participants
Escrow Account	Account opened/to be opened with the Escrow Collection Bank(s) and in whose favor the Applicant (excluding the ASBA Applicant) will issue cheque or drafts in respect of the Application Amount when submitting an Application
Escrow Agreement	Agreement entered/to be entered into amongst the 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)/Banker to the Issue	The Banks which are clearing members and registered with SEBI as Bankers to the Issue wherein the Escrow Account(s) of the Company will be opened. In this case being [●]
Issue/Issue size/ initial public issue/Initial Public Offer/Initial Public Offering	Public issue of 50,00,000 Equity Shares of ₹ 10/- each ("Equity Shares") of P.B. Films Limited ("PBFL" or the "Company" or the "Issuer") for cash at a price of ₹ 10/- per share (the "Issue Price"), aggregating to ₹ 500.00 lacs ("the Issue")
Issue Opening date	The date on which the Issue opens for subscription
Issue Closing date	The date on which the Issue closes for subscription
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective applicants may submit their application
Issue Price	The price at which the Equity Shares are being issued by our Company under this Draft Prospectus being ₹ 10/-
Lead Manager/LM	Lead Manager to the Issue being Guinness Corporate Advisors Private Limited
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the SME Platform of BSE.
Market Maker	Member Brokers of BSE who are specifically registered as Market Makers with the BSE SME Platform. In our case, Guinness Securities Limited is the sole Market Maker.
Market Maker Reservation Portion	The Reserved portion of 2,60,000 Equity shares of ₹ 10/- each at ₹ 10/- per Equity Share aggregating to ₹ 26.00 Lacs for Designated Market Maker in the Initial Public Issue of P. B. Films Limited
Mutual Funds	A mutual Fund registered with SEBI under SEBI (Mutual Funds) Regulations, 1996
Memorandum of Understanding	The arrangement entered into on March 20, 2015 between our Company, and Lead Manager



TERMS	DESCRIPTION
	pursuant to which certain arrangements are agreed in relation to the Issue
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 47,40,000 Equity Shares of ₹10/- each at ₹ 10/- per Equity Share aggregating to ₹ 474.00 lacs by P.B. Films Limited.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India
Non-Institutional Investors / Applicant	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors, who apply for the Equity Shares of a value of more than ₹ 200,000.
Prospectus	The Prospectus, filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
Issue Account / Public Issue Account	Account opened with Bankers to the Issue for the purpose of transfer of monies from the Escrow Account on or after the Issue Opening Date
Qualified Institutional Buyers or QIBs	Public financial institutions as defined in Section 2(72) of the Companies Act, 2013, Foreign Portfolio Investor other than Category III Foreign Portfolio Investor, AIFs, VCFs, FVCIs, Mutual Funds, multilateral and bilateral financial institutions, scheduled commercial banks, state industrial development corporations, insurance companies registered with the IRDA, provident funds and pension funds with a minimum corpus of ₹ 250 million, insurance funds set up and managed by the army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, Government of India, eligible for Bidding and does not include FVCIs and multilateral and bilateral institutions.
Registrar/Registrar to the Issue	Registrar to the Issue being Cameo Corporate Services Ltd. "Subramanian Building" #1, Club House Road, Chennai 600 002 - India
Retail Individual Investor(s)	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
Refund Account	The account opened / to be opened with Escrow Collection Bank(s), from which refunds, if any, of the whole or part of application Amount (excluding to the ASBA Applicants) shall be made.
Refund bank	[•]
Refunds through electronic transfer of funds	Refunds through ECS, Direct Credit, RTGS or the ASBA process, as applicable
Self-Certified Syndicate Banks or SCsBs	The banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services in relation to ASBA, including blocking of an ASBA Account in accordance with the SEBI Regulations and a list of which is available on www.sebi.gov.in/pmd/scsb.pdf or at such other website as may be prescribed by SEBI from time to time.
Underwriter	Guinness Corporate Advisors Private Limited
Underwriting Agreement	The Agreement among the Underwriter and our Company
Working Days	All days on which banks are open for business except Sunday and public holiday, provided however during the application period a working day means all days on which banks are open for business and shall not include a Saturday, Sunday or a public holiday

COMPANY/INDUSTRY RELATED TERMS/TECHNICAL TERMS

TERMS	DESCRIPTION
2D	Two Dimensional
3D	Three Dimensional
Aggregation Rights	Titles over which we have limited ownership rights
Box Office	The aggregate of collections recorded by a film in all territories
Circuit /Territory	The territory for which a distributor buys the distribution rights of a film for exhibition in theaters in that particular territory
Content	Content is the software, matter or the film that is exhibited on screen before the viewer
C&S	Cable and Satellite
CD	Compact Disc
Content Library	Titles where we have perpetual rights or aggregation rights



TERMS	DESCRIPTION
DTH	Direct to Home
DVD	Digital Versatile Disc
GEC	General Entertainment Channels
HD	High Definition
M&E	Media and Entertainment
Perpetual Rights	Titles over which we have complete ownership rights
PPV	Pay Per View
Project	Production of films, strengthening distribution operations
SD	Standard Definition
STB	Set Top Box
TV	Television
Tollywood	Tollywood refers to the Bengali film industry in the city of Kolkata, West Bengal, India
VFX	Visual Effects
VSAT	Very Small Aperture Terminal

ABBREVIATIONS

TERMS	DESCRIPTION
AGM	Annual General Meeting
AIF	Alternative Investment Fund
AMBI	Association of Merchant Bankers of India
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
A. Y.	Assessment Year
B. A	Bachelor of Arts
B.Com	Bachelor of Commerce
BG/LC	Bank Guarantee / Letter of Credit
CAGR	Compounded Annual Growth Rate
C. A	Chartered Accountant
CAIIB	Certified Associate of the Indian Institute of Bankers
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CFO	Chief Financial Officer
C. S	Company Secretary
DP	Depository Participant
ECS	Electronic Clearing System
EGM / EOGM	Extra Ordinary General Meeting of the shareholders
EPS	Earning Per Equity Share
ESOP	Employee Stock Option Plan
EMD	Earnest Money Deposit
FCNR Account	Foreign Currency Non Resident Account
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time and the regulations issued there under.
FII	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India.
FIs	Financial Institutions
FIPB	Foreign Investment Promotion Board, Department of Economic Affairs, Ministry of Finance, Government of India.
FPIs	Foreign Portfolio Investor means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board Of India (Foreign Portfolio Intermediary in terms of the provisions of the SEBI Act, 1992 regulation 4 and has been registered under Chapter II of Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an



TERMS	DESCRIPTION
	intermediary in terms of the provisions of the SEBI Act,1992
FY / Fiscal	Financial Year
FVCI	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
GOI/ Government	Government of India
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
INR / ₹/ Rupees	Indian Rupees, the legal currency of the Republic of India
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial Public Offering
ISIN	International Securities Identification Number
M. A	Master of Arts
M.B.A	Master of Business Administration
M. Com	Master of Commerce
NAV	Net Asset Value
No.	Number
NR	Non Resident
NSDL	National Securities Depository Limited
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
ROC/Registrar of Companies	The Registrar of Companies, Kolkata, West Bengal
RONW	Return on Net Worth
SME	Small And Medium Enterprises
USD/ \$/ US\$	The United States Dollar, the legal currency of the United States of America



RESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

FINANCIAL DATA

Unless stated otherwise, the financial data in this Draft Prospectus is extracted from the financial statements of our Company for the fiscal years 2015, 2014, 2013, 2012 and 2011 and the restated financial statements of our Company for the fiscal years 2015, 2014, 2013, 2012 and 2011 prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2009, as stated in the report of our Auditors and the SEBI Regulations and set out in the section titled "*Financial Information*" on page 132. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI Regulations. Our fiscal years commence on April 1 and end on March 31. In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All decimals have been rounded off to two decimal points.

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

CURRENCY OF PRESENTATION

All references to "Rupees" or "Rs.", "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India. All references to "\$", "US\$", "USD", "U.S.\$" or "U.S. Dollar(s)" are to United States Dollars, if any, the official currency of the United States of America. This Draft Prospectus contains translations of certain U.S. Dollar and other currency amounts into Indian Rupees (and certain Indian Rupee amounts into U.S. Dollars and other currency amounts). These have been presented solely to comply with the requirements of the SEBI Regulations. These translations should not be construed as a representation that such Indian Rupee or U.S. Dollar or other amounts could have been, or could be, converted into Indian Rupees, at any particular rate, or at all.

In this Draft Prospectus, throughout all figures have been expressed in Lacs, except as otherwise stated. The word "Lacs", "Lac", "Lakhs" or "Lakh" means "One hundred thousand".

Any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Conditions and Results of Operation*" and elsewhere in this Draft Prospectus, unless otherwise indicated, have been calculated based on our restated financial statement prepared in accordance with Indian GAAP.

INDUSTRY & MARKET DATA

Unless otherwise stated, Industry & Market data used throughout this Draft Prospectus has been obtained from internal Company reports and Industry publications and the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Draft Prospectus is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

The extent to which the market and industry data used in this Draft Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.

DEFINITIONS

For definitions, please see the chapter titled "*Definitions and Abbreviations*" beginning on page 1 of this Draft Prospectus. In the section titled "*Main Provisions of the Articles of Association of our Company*" beginning on page 233 of this Draft Prospectus, defined terms have the meaning given to such terms in the Articles of Association.



INDUSTRY & MARKET DATA

Unless otherwise stated, Industry & Market data used throughout this Draft Prospectus has been obtained from internal Company reports and Industry publications and the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Draft Prospectus is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

The extent to which the market and industry data used in this Draft Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.



FORWARD LOOKING STATEMENTS

Our Company has included statements in this Draft Prospectus, that contain words or phrases such as "will", "aim", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "shall", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will continue", "will pursue" and similar expressions or variations of such expressions that are "forward-looking statements". However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding our Company objectives, plans or goals, expected financial condition and results of operations, business, plans and prospects are also forward-looking statements.

These forward-looking statements include statements as to business strategy, revenue and profitability, planned projects and other matters discussed in this Draft Prospectus regarding matters that are not historical fact. These forward-looking statements contained in this Draft Prospectus (whether made by us or any third party) involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

All forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from expectations include, among others General economic conditions, political conditions, regulatory changes pertaining to the relevant industry scenario in India, technological changes, our exposure to market risks which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, etc.

Further, the other important factors that could cause actual results to differ materially from expectations are as follows:

- Our ability to successfully implement our strategy, our growth and expansion, technological changes.
- Our exposure to market risks that have an impact on our business activities or investments.
- The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and Globally.
- Changes in foreign exchange rates or other rates or prices;
- Our failure to keep pace with rapid changes in entertainment sector;
- Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
- Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry.
- Changes in the value of the Rupee and other currencies.
- The occurrence of natural disasters or calamities.
- Changes in political condition in India.
- The outcome of legal or regulatory proceedings that we are or might become involved in;
- Government approvals;
- Our ability to compete effectively, particularly in new markets and businesses;
- Our dependence on our Key Management Personnel and Promoter;
- Conflicts of interest with affiliated companies, the Group Entities and other related parties;
- Other factors beyond our control; and
- Our ability to manage risks that arise from these factors.

For further discussion of factors that could cause Company's actual results to differ, see the section titled "*Risk Factors*" on page 10 of this Draft Prospectus. By their nature, certain risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Our Company, the Lead Manager, and their respective affiliates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange.



SECTION II - RISK FACTORS

An Investment in equity involves higher degree of risks. Prospective investors should carefully consider the risks described below, in addition to the other information contained in this Draft Prospectus before making any investment decision relating to the Equity Shares. The occurrence of any of the following events could have a material adverse effect on the business, results of operation, financial condition and prospects and cause the market price of the Equity Shares to decline and you may lose all or part of your investment.

Prior to making an investment decision, prospective investors should carefully consider all of the information contained in this Draft Prospectus, including the sections titled "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the "Financial Information" included in this Draft Prospectus beginning on pages 77, 150 & 132 respectively. The occurrence of any of the following events could have a material adverse effect on our business, results of operation, financial condition and prospects and cause the market price of the Equity Shares to fall significantly.

Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein.

Materiality

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

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

The risk factors are as envisaged by the management. Wherever possible, the financial impact of the risk factors has been quantified.

INTERNAL RISK FACTORS

1. The Registered Office of our Company is not owned by us.

We operate from our registered office situated at 1, Crooked Lane, FL 233, Kolkata-700069, which is a rented premise. Any discontinuance of rent facility will lead us to locate any other premises. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company.

2. We are dependent on our management team for success whose loss could seriously impair the ability to continue to manage and expand business efficiently.

Our success largely depends on the continued services and performance of our management and other key personnel. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. Further, the loss of any of the senior management or other key personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to implement new projects and expand our business.

3. Some of our Group Companies have incurred losses in last three (3) financial years.

Some of our Promoter Group Companies as tabled below have incurred losses in the last three financial years. The details of profit/loss are as under:

	(₹ in Lacs)		
Name of Group Company	31.03.14	31.03.13	31.03.12
Straight Line Food Products Private Limited	(3.02)	(32.31)	-
Natraj Tradecom Private Limited	(0.01)	-	-



Name of Group Company	31.03.14	31.03.13	31.03.12
Ranbhumi Vincom Private Limited	(0.30)	-	-
Monarch Nirmans Private Limited	-	-	(2.43)

4. We have reported negative cash flows.

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

(₹ in Lacs)

Particulars	As at 31st March				
	2015	2014	2013	2012	2011
Net Cash from Operating Activities	(173.33)	(176.63)	(4.11)	(356.63)	-
Net Cash from Investing Activities	-	(212.92)	(2.66)	-	(6.31)
Net Cash used in Financing Activities	-	-	(0.87)	-	(182.17)

5. We have negative networth in the earlier financial year.

Our Company has negative networth of ₹ 20.68 during the financial year ended March 31, 2011.

6. Our funding requirements and deployment of the issue proceeds are based on management estimates and have not been independently appraised by any bank or financial institution and actual cost may vary compared with the estimated amount.

Our funding requirements and the deployment of the proceeds of the Issue are based on management estimates and our current business plan. The fund requirements and intended use of proceeds have not been appraised by bank or financial institution and are based on our estimates. In view of the competitive and dynamic nature of our business, we may have to revise our expenditure and fund requirements as a result of variations including in the cost structure, changes in estimates and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the planned expenditure and fund requirement and increasing or decreasing the expenditure for a particular purpose from its planned expenditure at the discretion of our board. In addition, schedule of implementation as described herein are based on management's current expectations and are subject to change due to various factors some of which may not be in our control. The deployment of the funds towards the objects of the issue is entirely at the discretion of the Board of Directors and is not subject to monitoring by external independent agency. However, the deployment of funds is subject to monitoring by our Audit Committee. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

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

We require several statutory and regulatory permits, licenses and approvals at various stages in implementation of our business. Some of which our Company has either received, applied for or is in the process of application. Many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our Company's operations, thereby having a material adverse effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all.

Further, if we fail to comply with any of the applicable regulations or if the regulations governing our business or their implementation change, we may incur increased costs, be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. For further details, please see chapters titled "Key Industry Regulations and Policies" and "Government and Other Approvals" at pages 88 and 161 respectively of this Prospectus.

8. We cannot predict or forecast if a film will be successful. In addition, changing consumer tastes further compromise our ability to predict which films will be popular with audiences in India.



The success of our film depends substantially on consumer tastes or preferences that often change in unpredictable ways. There is no formula that will predict whether a film will be successful. The success of our business depends on our ability to consistently meet the changing preferences of the broad consumer market within India. The popularity and economic success of our films depends on many factors including general public tastes, the actors and other key talent involved, the promotion and marketing of the film etc. If we are unable to attract or appeal to Indian film audiences, the commercial success of our films will be in doubt, which could have a material adverse effect on our business, prospects, financial condition and results of operations.

9. We may face risks of delays/non-receipt of the requisite regulatory approvals for our objects arising out of the Issue. Any delay in receipt or non-receipt of such approval could result in cost and time overrun.

We would be applying for various licenses, approvals, registrations at various stages of implementation for the Project. Any delay in receipt or non-receipt of licenses or approvals that may be required for the Project could result in cost and time overrun, and accordingly adversely affecting our operations and profitability. For details, please refer to section titled "*Government & other Approvals*" on page 161 of this Draft Prospectus.

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

The proposed expansion, as detailed in the section titled "*Objects of the Issue*" is to be largely funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute the expansion process within the given timeframe, or within the costs as originally estimated by us. Any time overrun or cost overrun may adversely affect our growth plans and profitability.

11. The Company has not appointed any independent agency for the appraisal of the proposed Project.

The Project, for which we intend to use our Issue proceeds as mentioned in the objects of the Issue, has not been appraised by any bank or financial institution. The total cost of Project is our own estimates based on current conditions and are subject to changes in external circumstances or costs. Our estimates for total cost of Project has been based on various quotations received by us from different suppliers and our internal estimates and which may exceed which may require us to reschedule our Project expenditure and may have an adverse impact on our business, financial condition and results of operations.

12. If we could not do any substantial business we may not assure that we would accomplish expected results in business.

We are engaged in the business of production of low budget films, and there is a possibility of no market and non-acceptance for such films, and can hinder our accomplishment of productive platform in business.

13. We depend on our relationships with creative talent and other industry participants to exploit our film content.

We generate revenues from exploitation of film content which we produce and distribute through various distribution channels. Acquisition and production of content is an integral part of our business. Our ability to successfully acquire and produce the content depends on our ability to maintain relationships with creative talent and other industry participants. The pool of creative talent in India is limited and as a result, there is significant competition to secure the services of actors, directors among others. This in turn can cause the cost of contracting such creative talent, and hence the cost of film content. We believe maintaining existing relationships is key to enabling us to continue to secure content and to exploit such content in the future. While we have benefited from long-standing relationships with certain industry participants in the past, there can be no assurance that we will be able to successfully maintain these relationships and continue to have access to content through such means, and it could have a material adverse effect on our business, prospects, financial condition and results of operations.

14. Piracy of our content may adversely impact our revenues and business.

We are highly dependent on maintenance of intellectual property rights in the entertainment products and services we create. Piracy of media products, including digital and internet piracy and the sale of counterfeit consumer products, may decrease revenue from the exploitation of our products.



15. A variety of approvals, licenses, registrations and permits are required for our business, and the failure to obtain or renew such licenses in a timely manner or at all, may adversely affect our operations.

We require certain licenses in respect to the operation of certain parts of our business, including permits in relation to film shooting. In case of our failure to obtain or retain any of these licenses in timely manner or at all, our business may be adversely affected. For more details please refer “*Government and Other Approvals*” on page 161 of this Draft Prospectus.

16. Some viewers or civil society organisations may find our film content objectionable.

It is possible that some viewers may object to film content produced or distributed by us based on religious, political, ideological or any other position held by such viewers. Viewers or civil society organisations, including political parties, religious or other organisations may assert legal claims, seek to ban the exhibition of our films, protest against us or our films or object in a variety of other ways. Any of the foregoing could harm our reputation and could have material adverse effect on our business, financial condition and results of our operations.

17. High competition may result in content cost escalation which may restrict our ability to access content at favorable terms or at all. Any escalation in the content acquisition cost as a result of such competition could result in us losing out opportunities to acquire content, or, could impact the profitability of the content so acquired, which would adversely affect our growth and profitability.

Our Company faces competition from both existing as well as emerging players in the films and television media segments. Intensified competition from these players in recent years has increased demand for the limited content pool, which has in turn contributed to an increase in costs for content acquisition. There can be no assurance that the costs of content acquisition will not continue to increase in the future, making it more difficult for us to access content cost-effectively. Further, the prices of commercially compelling content could rise disproportionately due to scarce supply of such content. This could reduce our ability to sustain profit margins, which could have a material adverse effect on our business prospects, financial condition and results of operations.

18. We may confront tough competition due rapid advancement in technology and may be unable to adapt to such changes.

Digitization continues to be a key growth driver for the Indian media & entertainment industry and this trend was even more pronounced since 2010. Film studios have witnessed greater adoption of digital prints over physical. We may not be successful in adapting such changes and advancement in digital distribution technology to expected extent and may have a material adverse effect on our business prospects, financial condition and results of operations.

19. Our operating results may be materially and adversely affected by the seasonality of our business.

Our revenue and operating results are seasonal in nature due to variation in factors such as advertising spend, acquisition activities of television broadcasters and overall entertainment consumption patterns of consumers. Entertainment consumption patterns and advertising spends have traditionally been higher during vacations, national holidays and the festivals. They are also affected by competing leisure and entertainment activities such as cricket among others. As a result, quarterly results can vary from one year to the next and the results of one quarter are not necessarily indicative of results for the next or any future quarter.

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

We have, over time, built a team of experienced professionals on whom we depend to oversee the operations and growth of our business. We believe that our success in the future is substantially dependent on the experience and expertise of, and the longstanding relationships with key talent and other industry participants built by our senior management and key personnel. Any loss of any of our senior management or key personnel or any conflict of interest that may arise for such management or key personnel or the inability to recruit further senior managers or other key personnel could impede our growth by impairing our day-to-day operations and hindering our development of our business and our ability to develop, maintain and expand client relationships, which would have a material adverse effect on our business, results of operations, financial condition and prospects.



21. We may not be successful in implementing our business strategies.

The success of our business depends substantially on our ability to implement our business strategies effectively or at all. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted audience/viewers. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

22. We have not protected all our assets through insurance coverage and this may have a material adverse impact on our business.

We have not maintained certain insurance policy to provide adequate coverage to our assets. Any damage or loss of our assets would have a material and adverse impact on our business operations and profitability.

23. There may be certain irregularities in filing of the documents with Registrar of Companies.

Some of our filing of forms/ documents with Registrar of Companies may have certain irregularities for which concerned statutory authority may initiate action against our Company and officers in default which may have a material and adverse impact on our business operations and profitability.

24. Our trademark is not registered under the Trade Marks Act and our ability to use the trademark may be impaired.

Our company's business may be affected due to our inability to protect our existing and future intellectual property rights. Currently, we do not have a registered trademark over our name and logo under the Trade Marks Act and consequently do not enjoy the statutory protections accorded to a trademark registered in India and cannot prohibit the use of such logo by anybody by means of statutory protection. Our Company has made application for registration of logo. We cannot guarantee that all the pending application will be decided in the favor of the Company. If our trademarks are not registered it can allow any person to use a deceptively similar mark and market its product which could be similar to the products offered by us. Such infringement will hamper our business as prospective clients may go to such user of mark and our revenues may decrease.

25. Our inability to adapt to rapidly changing post production technology in a timely manner or at all may adversely affect our profitability and results of operation.

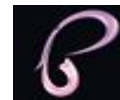
We rely on third party for the tools and techniques developed in the industry for our post production services. Such tools and techniques are prone to rapid changes in technology. We may not be able to adapt to such changes in a timely manner or at all. In order to remain competitive we could be required to upgrade our technology, and any failure to do so could have a material adverse effect on our business prospects, financial condition and results of operations.

26. Our Promoters and Directors may have interests in our Company other than reimbursement of expenses incurred or normal remuneration or benefits.

Our Promoters are interested in our Company to the extent of any transactions entered into or their shareholding and dividend entitlement in our Company. Our Directors are also interested in our Company to the extent of remuneration paid to them for services rendered as Directors of our Company and reimbursement of expenses payable to them. Our Directors may also be interested to the extent of any transaction entered into by our Company with any other company or firm in which they are shareholders, directors or partners.

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

We have entered into related party transactions with our Promoters, its promoter group members/ entities and Directors. While we believe that all such transactions have been conducted on the arms length basis, however it is difficult to ascertain whether more favorable terms would have been achieved had such transactions been entered with unrelated parties. Furthermore, it is likely that we may enter into related party transactions in the future. For details of these transactions, please refer to section titled "*Related Party Transactions*" at page 130 and page 146 of this Draft Prospectus.



EXTERNAL RISK FACTORS

28. Political, economic and social changes in India could adversely affect our business.

Our business, and the market price and liquidity of our Company's shares, may be affected by changes in Government policies, including taxation, social, political, economic or other developments in or affecting India could also adversely affect our business. Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms including significantly relaxing restrictions on the private sector. In addition, any political instability in India may adversely affect the Indian economy and the Indian securities markets in general, which could also affect the trading price of our Equity Shares.

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

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

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

Natural disasters may cause significant interruption to our operations, and damage to the environment that could have a material adverse impact on us. The extent and severity of these natural disasters determines their impact on the Indian economy. Prolonged spells of deficient or abnormal rainfall and other natural calamities could have an adverse impact on the Indian economy, which could adversely affect our business and results of operations.

31. Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.

Our Company may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for the adoption of, and convergence with, the IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 ("IFRS Convergence Note"). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 32 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined and will be notified by the Ministry of Corporate Affairs after various tax related issues are resolved. We have not yet determined with certainty what impact the adoption of IFRS will have on our financial reporting. Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP or our adoption of IFRS may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period.

32. Restrictions on foreign investment limit our ability to raise debt or capital outside India.

Indian laws constrain our ability to raise capital outside India through the issuance of equity or convertible debt securities and restrict the ability of non-Indian companies to invest in us. Foreign investment in, or an acquisition of, an Indian company requires approval from the relevant government authorities in India, including the Reserve Board of India and the Foreign Investment Promotion Board.

33. Any downgrading of India's debt rating by a domestic or international rating agency could negatively impact our business.

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



34. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.

Terrorist attacks and other acts of violence or war may adversely affect the Indian markets on which our Equity Shares will trade. These acts may result in a loss of business confidence, make travel and other services more difficult and have other consequences that could have an adverse effect on our business. In addition, any deterioration in international relations, especially between India and its neighboring countries, may result in investor concern regarding regional stability which could adversely affect the price of our Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse impact on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the market price of our Equity Shares.

35. Third party statistical and financial data in this Draft Prospectus may be incomplete or unreliable.

We have not independently verified any of the data from industry publications and other sources referenced in this Draft Prospectus and therefore cannot assure you that they are complete or reliable. Discussions of matters relating to India, its economies or the industries in which we operate in this Draft Prospectus are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete or unreliable.

36. Changes in legislation or the rules relating to tax regimes could adversely affect our business, prospects and results of operations.

The Government has proposed to alter the implementation of direct taxes by way of introduction of the Direct Taxes Code, 2013. The Direct Taxes Code, 2013 proposes to consolidate and amend laws relating to income tax and wealth tax. The Government has indicated in the union budget for the financial year 2016 that Direct Tax Code shall not be pursued further.

Additionally, the Government has proposed a comprehensive national goods and services tax (“GST”) regime that will combine taxes and levies by the Central and state Governments into a unified rate structure, which is proposed to be effective from April 1, 2016. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state Governments, which could create uncertainty. Any such future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

Further, the General Anti Avoidance Rules (“GAAR”) are proposed to be effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

We have not determined the impact of such proposed legislations on our business. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

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

A majority of the provisions and rules under the Companies Act, 2013 have been notified and have come into effect from the date of their respective notification, resulting in the corresponding provisions of the Companies Act, 1956 ceasing to have effect. The Companies Act, 2013 provides for, among other things, changes to the regulatory framework governing the issue of capital by companies, corporate governance, audit procedures, corporate social responsibility, specific compliance requirements such as obtaining prior approval from audit committee, board of directors and shareholders for certain related party transactions and the requirements for independent directors, director’s liability, class action suits, and the inclusion of women directors on the boards of companies. The Companies Act, 2013 is expected to be complemented by a set of rules that shall set out the procedure for compliance with the substantive provisions of the Companies Act, 2013. In the absence of such rules, it is difficult to predict with any degree of certainty the impact, adverse or otherwise, of the Companies Act, 2013 on the issue, and on the business, prospects and results of operations of the Company.



RISKS RELATING TO THE EQUITY SHARES

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

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

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

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

40. The price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Issue Price, or at all.

Prior to the offer, there has been no public market for our Equity Shares, and an active trading market on the SME Platform of BSE. The Issue Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Issue. The market price of the Equity Shares after the Issue may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the entertainment and Media industry, film production & exhibition industry, developments relating to India and volatility in the Exchange and securities markets elsewhere in the world. However, the LM will arrange for compulsory market making for a period of 3 years from the date of listing as per the regulations applicable to the SME Platforms under SEBI (ICDR) Regulations, 2009.

41. 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 terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, we are not required to obtain any in-principle approval for listing of shares issued. We have only applied to BSE Limited to use its name as the Stock Exchange in this offer document for listing our shares on the SME Platform of BSE. 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.

42. 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. Guinness Securities Limited is acting 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, 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



section titled “General Information – Details of the Market Making Arrangement for this Issue” on page 33 of this Draft Prospectus.

43. 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 exchanges. The percentage limit on our circuit breakers will be set by the stock exchanges 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.

PROMINENT NOTES:

1) SIZE OF THE ISSUE:

Public Issue of 50,00,000 Equity Shares of ₹ 10/- each (the “Equity Shares”) for cash at a price of ₹ 10/- per Equity Share aggregating to ₹ 500.00 Lacs (“the Issue”) by P. B. Films Limited (“PBFL” or the “Company” or the “Issuer”). Out of the Issue, 2,60,000 Equity Shares of ₹ 10 each at a price of ₹ 10 each per Equity Share aggregating to ₹ 26.00 Lacs, which will be reserved for subscription by Market Makers to the issue (the “market maker reservation portion”) and Net Issue to the Public of 47,40,000 Equity Shares of ₹ 10 each at a price of ₹ 10/- each per Equity Share aggregating to ₹ 474.00 Lacs (hereinafter referred to as the “Net Issue”). The Issue and the Net Issue will constitute 34.68% and 32.88%, respectively, of the post issue paid up Equity Share capital of the Company.

2) This Issue is being made for at least 25% of the post- issue paid-up Equity Share capital of our Company, pursuant to Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957 as amended. This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, since this is a fixed price issue ‘the allocation’ is the net issue to the public category shall be made as follows:

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

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

3) The average cost of acquisition of Equity Shares by the Promoter:

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in ₹)
Mr. Pankaj Agrawal	14,63,20	0.34
Premkunj Distributor Limited	21,09,250	0.07
Nirmalkunj Merchandise Limited	21,60,875	0.07

**The average cost of acquisition of our Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer, the Equity Shares, including the issue of bonus shares to them. The average cost of acquisition of our Equity Shares by our Promoters has been reduced due to the issuance of bonus shares to them, if any. For more information, please refer to the section titled “Capital Structure” on page 35.*

4) Our Net worth as on 31st March, 2015 is ₹ 967.67 lacs as per Restated Financial Statements.

5) The Book -Value per share as on 31st March, 2015 is ₹ 10.38 as per Restated Financial Statements.



- 6) There was no change in the name of the Company at any time during last three years except the fact that the constitution of our Company has been changed from Private Limited to Public Limited Company on 29th June, 2011 and consequently name was changed to "P. B. Films Limited".
- 7) Investors may please note that in the event of over subscription, allotment shall be made on proportionate basis in consultation with the BSE Limited, the Designated Stock Exchange. For more information, please refer to "*Basis of Allotment*" on page 196 of this Draft Prospectus. 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.
- 8) Investors are advised to refer to the paragraph on "*Basis for Issue Price*" on page 57 of this Draft Prospectus before making an investment in this Issue.
- 9) No part of the Issue proceeds will be paid as consideration to Promoters, Promoter Group, Directors, key management employee, associate companies, or Group Companies.
- 10) Investors may contact the Lead Manager or the Compliance Officer for any complaint/clarifications/information pertaining to the Issue. For contact details of the Lead Manager and the Compliance Officer, refer the front cover page.
- 11) Other than as stated in the section titled "*Capital Structure*" beginning on page 35 of this Draft Prospectus, our Company has not issued any Equity Shares for consideration other than cash.
- 12) Except as mentioned in the sections titled "*Capital Structure*" beginning on page 35 of this Draft Prospectus, we have not issued any Equity Shares in the last twelve months.
- 13) Except as disclosed in the sections titled "*Our Promoters*" or "*Our Management*" beginning on pages 109 and 98 respectively of this Draft Prospectus, none of our Promoters, our Directors and our Key Managerial Employees have any interest in our Company except to the extent of remuneration and reimbursement of expenses and to the extent of the Equity Shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as directors, member, partner and/or trustee and to the extent of the benefits arising out of such shareholding.
- 14) Any clarification or information relating to the Issue shall be made available by the LM and our Company to the investors at large and no selective or additional information would be available for a section of investors in any manner whatsoever. Investors may contact the LM for any complaints pertaining to the Issue. Investors are free to contact the LM for any clarification or information relating to the Issue who will be obliged to provide the same to the investor.
- 15) For transactions in Equity Shares of our Company by the Promoter Group and Directors of our Company in the last six (6) months, please refer to paragraph under the section titled "*Capital Structure*" on page 35 of this Draft Prospectus.
- 16) There are no contingent liabilities as on 31st March, 2015.
- 17) For details of any hypothecation, mortgage or other encumbrances on the movable and immovable properties of our Company please refer to the section titled "*Financial Information*" on page 132 of this Draft Prospectus.
- 18) Except as disclosed in the section titled "*Our Promoter Group / Group Companies / Entities*" on page 114, none of our Group Companies have business interest in our Company.
- 19) For interest of Promoters/Directors, please refer to the section titled "*Our Promoters*" beginning on page 109 of this Draft Prospectus.
- 20) The details of transactions with the Group Companies/ Group Enterprises and other related party transactions are disclosed as *Annexure XVII* of restated financial statement under the section titled "*Financial Information*" on page 132 of this Draft Prospectus.



SECTION III: INTRODUCTION

SUMMARY OF OUR INDUSTRY

This is only the summary and does not contain all information that you shall consider before investing in Equity Shares. You should read the entire Draft Prospectus, including the information on “Risk Factors” and related notes on page 10 of this Draft Prospectus before deciding to invest in Equity Shares.

INDUSTRY OVERVIEW

The World Economy:

Global economic growth slowed down in first quarter of 2015, due to easing economic activity in major economies such as United States, Germany, United Kingdom and China. Federal Reserve in its meeting held in April 2015, deferred any hike in federal fund rate until there is further improvement in the labor market and inflation conditions. China, on the other hand, reduced its benchmark interest rate by 25 basis points to 5.10 per cent in May 2015. With a view to support the economic growth, China’s central bank has cut down the key interest rates for three time in past six months.

IMF in its World Economic Outlook (WEO) Update published in April 2015, has released the projections for World GDP growth. As per the report, the global GDP growth is projected at 3.5 and 3.8 percent in year 2015 and 2016, respectively (upward revisions of 0.1 percent for 2016, relative to the IMF WEO-January 2015). The April 2015 WEO Update by IMF projects the growth in advanced economies at 2.4 per cent in 2015, as well as in 2016. Growth rate projections for emerging markets and developing economies for 2015 and 2016 stood at 4.3 per cent and 4.7 per cent, respectively. The projection for real GDP growth in India stood at 7.5 per cent for both 2015 and 2016 in below mentioned table.

Review of Indian Economy

The Ministry of Statistics and Programme Implementation, Government of India has revised the base year for estimating national income and has released new series of national accounts. As per international practices Gross Value Added (GVA) at basic prices in place of GDP at factor cost and GDP at Market prices will be referred to as GDP. As per the advance estimates of National Income, 2014-15, the Growth in GDP at constant prices (2011-12) during 2014-15 is estimated at 7.4 per cent as compared to the growth rate of 6.9 per cent in 2013-14. Agriculture sector’s growth has been estimated at 1.1 per cent in 2014-15 as against 3.7 per cent in 2013-14. Manufacturing and Services sector are estimated to grow at 6.8 per cent and 10 per cent, respectively in 2014-15.

In the Union Budget 2014-15, the government kept a fiscal deficit target of 4.1 per cent of GDP. The central government has managed to contain the deficit at 4 per cent of the GDP or ₹ 5, 01,880 crore in 2014-15 (98 per cent of the projected figure in revised estimate). Gross tax collections grew 9 per cent in 2014-15 and stood at Rs 12, 45,037crore, partially lower than the revised estimate of Rs 12, 51,391crore. The Union budget 2015-16 has set India's fiscal deficit target for the 2015-16 at 3.9 percent of GDP which would gradually come down to 3 per cent by 2017-18, one year later than previously expected. A number of organizations have revised their estimates and outlook for India’s growth.

GDP growth estimates by various agencies (in per cent)

Agency	2015	2016
IMF	7.5	7.5
United Nations	7.6	7.7
Moody’s	7.5	NA
World Bank	7.5 (2015-16)	8 (2017-18)
India Ratings	7.7 (2015-16)	NA
Reserve Bank of India	7.8 (2015-16)	NA
Finance Ministry	8-8.5 (2015-16)	NA

Source: Various Agencies



MEDIA & ENTERTAINMENT INDUSTRY IN INDIA – OVERVIEW

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E sector is on the cusp of a strong phase of growth, backed by rising consumer payments and advertising revenues across all sectors.

The industry has been largely driven by increasing digitisation and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.

Market Dynamics:

India's entertainment and media sector is expected to grow steadily over the next five years. The industry is expected to exceed Rs 2,27,000 crore (US\$ 36.49 billion) by 2018, growing at compound annual growth rate (CAGR) of 15 per cent between 2013 and 2018.

In 2013, the overall entertainment and media industry was estimated at Rs 112,044 crore (US\$ 18.01 billion) and grew by 19 per cent over the previous year. The largest segment, India's television industry, continued its strong growth momentum led by subscription revenues, representing a year-on-year growth of about 15 per cent. Internet access and internet advertising have been the fastest growing segments with annual growth rates of 47 per cent and 26 per cent, respectively.

Significantly, with the increased penetration of smartphones and expansion of 3G networks in India, the country is likely to see more mobile application (apps) downloads during 2015. This uptick in app-downloads is also expected to increase the revenue from paid apps. Additionally, video games industry and Indian animation industry is forecasted to grow per annum.

The foreign direct investment (FDI) inflows in the information and broadcasting (I&B) sector (including print media) in the period April 2000 – January 2015 stood at US\$ 3,890.94 million.

Market size:

The Indian Media & Entertainment (M&E) industry is expected to grow at a CAGR of 14.2 per cent from 2013-2018 to reach USD 29.0 billion in 2018 with a contribution of film industry of around USD 4 billion.



MARKET OVERVIEW AND TRENDS:

The Entertainment Sector is split into nine segments:

- Television
- Films
- Radio
- Print
- Digital Advertising:
- Music
- Gaming
- Animation and VFX
- Out of Home(OOH)

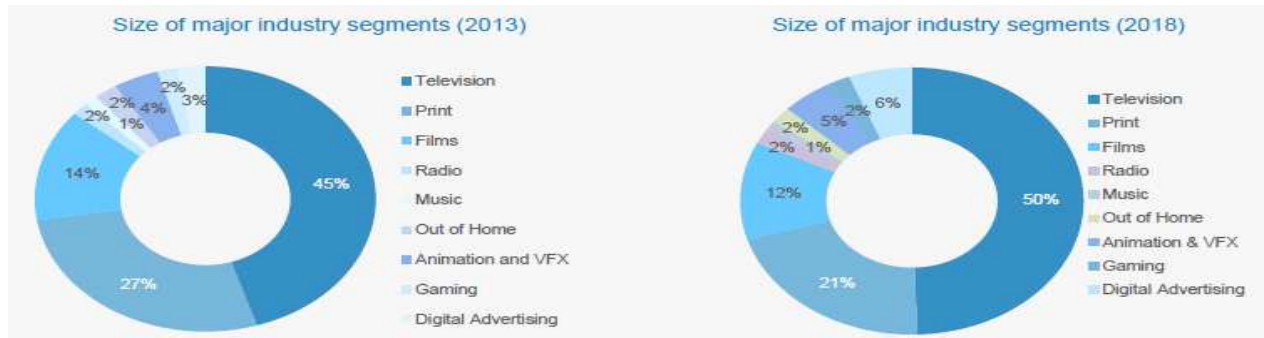


SEGMENTS OF INDIAN ENTERTAINMENT INDUSTRY:

The entertainment industry continues to be dominated by the television segment, accounting for 45 per cent of market share in terms of revenues, which is expected to grow further to 50 per cent by 2018.

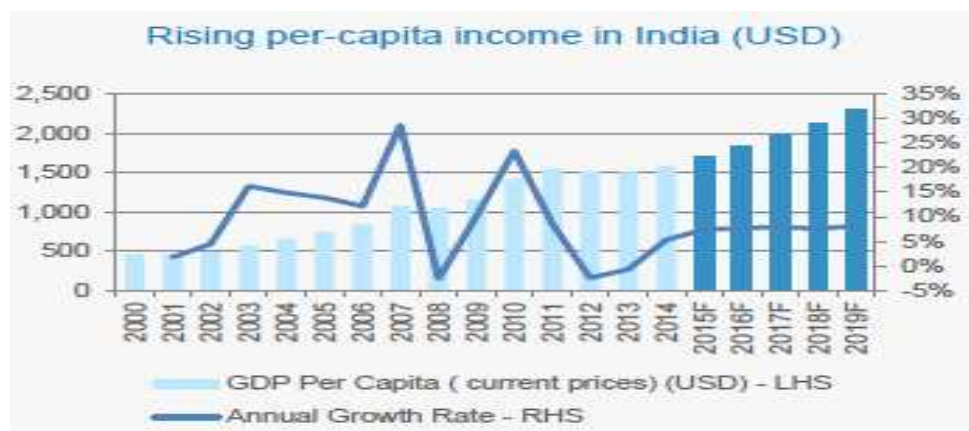
Television, print and films together account for 86 per cent of market share in 2013. Television is going to capture more market share in coming years and expected to contribute half of the total market by 2018.

Print media would be the second largest sector and Out of Home (OOH), Music and Gaming is expected to contribute 2.0 per cent each to the entire industry by 2018.



FACTORS DRIVING GROWTH IN ENTERTAINMENT INDUSTRY:

- Incomes have risen at a brisk pace in India and will continue rising given the country's strong economic growth prospects.
- Nominal per capita income is estimated (IMF) to have recorded a CAGR of 11.9* per cent over 2000-13.
- Rising incomes, with its positive impact on the consumer base, will be the key growth driver for the entertainment industry (across the country).
- As the proportion of working age population in total population increases, GDP is expected to grow higher
- Per capita income is expected to expand at a CAGR of 11.4* per cent for the period 2013-19
- Apart from the impact of rising incomes, widening of the consumer base will also be aided by expansion of the middle class, increasing urbanization, and changing lifestyles.
- The entertainment industry will also benefit from continued rise in the propensity to spend among individuals, empirical evidence points to the fact that decreasing dependency ratio leads to higher discretionary spending on entertainment.





ADVANTAGES OF MEDIA & ENTERTAINMENT INDUSTRY

- **Robust Demand**
- **Attractive opportunities**
- **Increasing investments**
- **Policy support**
- **Investment:**

Government Initiatives:

The Government of India has supported this sector's growth by taking various initiatives such as digitising the cable distribution sector to attract greater institutional funding, increasing FDI limit from 74 per cent to 100 per cent in cable and DTH satellite platforms, and granting industry status to the film industry for easy access to institutional finance.

Recently, the Indian and Canadian governments have signed an audio-visual co-production deal that would help producers from both countries to explore their technical, creative, artistic, financial and marketing resources for co-productions and, subsequently, lead to exchange of culture and art amongst them.

Presently, there are 350 broadcasters which cater to 780 channels. “We want more competition and we wanted to open it up for the public. So far, we have approved the licences of 45 new channels. It’s a mix of both news and non-news channels,” said Mr Bimal Julka, Secretary, Ministry of I&B, Government of India.

Road Ahead:

The Indian M&E industry is on an impressive growth path. Internet access has surpassed the print segment as the second-largest segment contributing to the overall pie of M&E sector revenues. Television and print are expected to remain the largest contributors to the advertising pie in 2018 as well. Internet advertising will emerge as the third-largest segment, with a share of about 16 per cent in the total M&E advertising pie. The film segment estimated at Rs 12,600 crore (US\$ 2.02 billion) in 2013 is projected to grow steadily at a CAGR of 12 per cent on the back of higher domestic and overseas box-office collections as well as cable and satellite rights.

Digital advertising is expected to lead the CAGR with 27.7 per cent, followed by radio with 18.1 per cent. Gaming and television are expected to register a CAGR of 16.2 per cent each, followed by growth rates of animation and VFX (15.9 per cent), music (13.2 per cent), films (11.9 per cent) and OOH with 9.2 per cent expected CAGR. Within TV, subscription revenues are expected to be three times more than advertising revenues, by 2018. Growth in the regional reach of print and radio shall provide opportunities to further improve the advertisement revenue.

(sources:www.ibef.org)



SUMMARY OF OUR BUSINESS

Our Company was originally incorporated on September 27, 2007, as “P. B. Films Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Kolkata, West Bengal,. Our Company was converted into a Public Limited Company pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on June 22, 2011 and the name of our Company was changed to “P. B. Films Limited” vide a fresh Certificate of Incorporation dated June 29, 2011, issued by the Registrar of Companies, Kolkata, West Bengal,.

We are a film production house based in Kolkata, with a vision to make commercial and art films. Our company produced the first film “Mr. Fantoosh” which was released in the year 2008. This venture helped our company to get exposure to all aspects of film making and helped lay foundation for our company in film production. Ever since its first release our company has been on a steady growth curve in the field of motion picture production and has produced around fourteen films and few are under process of production in the coming year.

Our Company has always provided quality content to the Industry and promotes fresh faces, talented singers, directors, and others who have the potential to serve the Indian Entertainment Industry. Mr. Pankaj Agrawal, Promoter of our company, with his strong belief of “New people will bring in new colour and diversified talent” has achieve recognition and is providing quality content to the Industry.

We have produced the following films in Bengali:-

1. **Mr. Fantoosh** : Film was released on 2nd October, 2008
2. **Krodh** : Film was released 25th December, 2009
3. **Mon Amar Sudhu Tomar**: Film was released on 12th March, 2010
4. **Kokhono Biday Bolo Na** : Film was released on 10th September, 2010
5. **Piya Tumi** : Film was released on 18th March, 2011
6. **Someday Somewhere** : Film was released on 16th September, 2011
7. **Mone Pore Aajo Shei Din** : Film was released on 9th December, 2011
8. **Life in Park Street** : Film was released on 20th July, 2012
9. **Bawali Unlimited** : Film was released on 21st December, 2012
10. **Mrs. Sen** : Film was released on 7th June, 2013
11. **Masoom** : Film was released on 7th February, 2014
12. **Chhaya Manush** : Film was released on 7th February, 2014
13. **Sada Canvas** : Film was released on 18th July, 2014
14. **Kokhon Tomar Ashbe Telephone** : Film was released on 21st November, 2014

OUR STRENGTHS:

We derive our strengths from following factors:

Leveraging the experience of our Promoter

Our Promoter Mr. Pankaj Agrawal with 10 years of experience in media and entertainment industry will have a major role in the growth and development of our business.

Experienced Directors and Management Team

Our Company is managed by a team of experienced and professional personals having experience and knowledge and the same would enable us to develop strong business models and execute plans effectively. Our Directors and core-management team possesses an in-depth understanding of the Indian film industry, content and content exploitation, and is therefore well - positioned to focus on the continued expansion and strengthening of our business.

Long-standing relationships in the Industry

Our Company has been able to develop good relationship in the Industry. This is manifested in the form of release of our films in the past. The Company expects to maintain its long lasting relationship within the Industry and shall attempt to develop further relationship as a part of its business development and endeavour.



BUSINESS STRATEGY:

Our corporate vision is “to be one of the leading film production house by establishing sustainable connection with the audience.

Our Business strategies are as follows:

- We intend to expand our production activity to produce films which will cater to every need of viewers in India and enhance our position as a production house with continuous innovation in process and better understanding of the viewership trend. In view of the rapid changing preferences in entertainment space domestically and internationally, we intend to build up capability of conceptualizing and producing films catering to every entertainment need for film viewers in terms of family drama, adventurous, romantic story etc.
- We intend to have diversified content library and expand further into Hindi and other Regional language film market such as Marathi, Punjabi, Telugu etc. and increase the scale of our presence in this market.
- We strategize to track the viewer’s preference of films to cater to their demand.
- We plan to leverage our industry relationship in the growth and development of our film making business.

SWOT

Strengths

- Entertainment is one of the most booming sectors in India due to its vast customer reach & large customer base.
- Experienced Management Team
- The growing middle class with higher disposable income
- Change in the lifestyle and spending patterns of the Indian masses on entertainment.
- Multiplexes with prime locations with average ticket price & strong brand equity.

Weakness

- Revenue and profitability is directly linked to the exploitation and growth of our content.
- The Entertainment sector in India is highly fragmented.
- Rapid Technological changes
- Low margins and seasonal factors in the movie exhibition

Opportunities

- Growing awareness among viewers/customers about new technologies.
- New phase of low budget movies.
- Increase in no. of channels and Multiplexes.
- Rise in the viewership and the advertising expenditure

Threats

- Increased competition from other entertainment sources
- Piracy, violation of intellectual property rights.
- Lack of quality content
- Any change or shift of focus of Government policies.



SUMMARY OF FINANCIALS

STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(₹ in Lacs)

Sr. No.	Particulars	AS AT MARCH 31,				
		2015	2014	2013	2012	2011
	EQUITY AND LIABILITIES					
1)	<u>Shareholders Funds</u>					
	a. Share Capital	941.76	818.76	14.98	14.98	5.98
	b. Reserves & Surplus	25.91	15.93	434.38	429.43	(26.66)
2)	Share Application Money Pending Allotment	-	60.90	-	-	204.00
3)	<u>Non Current Liabilities</u>					
	a. Long Term Borrowings	34.19	16.86	2.78	6.22	9.37
4)	<u>Current Liabilities</u>					
	a. Trade Payables	40.07	68.21	22.64	30.05	88.79
	b. Other Current Liabilities	17.26	9.24	17.11	86.92	13.52
	c. Short Term Provisions	8.26	6.61	4.63	3.62	0.27
	T O T A L (1+2+3+4)	1,067.45	996.51	496.52	571.22	295.27
	ASSETS					
5)	<u>Non Current Assets</u>					
	a. Fixed Assets					
	i. Tangible Assets	120.91	82.11	53.19	50.54	30.80
	ii. Intangible Assets	-	-	-	-	-
	Less: Accumulated Depreciation	(57.02)	(32.38)	(25.13)	(17.40)	(8.56)
	Net Block	63.89	49.73	28.06	33.14	22.24
	b. Deferred Tax Assets (Net)	4.50	1.15	1.22	0.74	0.36
	c. Long Term Loans & Advances	8.68	6.96	4.57	5.22	117.64
6)	<u>Current Assets</u>					
	a. Current Investments	116.00	184.00	-	-	25.00
	b. Inventories	60.78	235.76	156.59	155.58	44.49
	c. Trade Receivables	558.42	76.49	279.17	342.50	35.78
	d. Cash and Cash Equivalents	19.45	89.10	23.32	30.96	31.61
	e. Short Term Loans & Advances	235.08	347.64	3.34	2.81	18.09
	f. Other Current Assets	0.65	5.68	0.25	0.27	0.06
	T O T A L (5+6)	1,067.45	996.51	496.52	571.22	295.27



STATEMENT OF PROFIT AND LOSS, AS RESTATED

(₹ in Lacs)

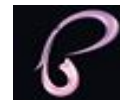
Sr. No.	Particulars	For the year ended March 31,				
		2015	2014	2013	2012	2011
A	INCOME					
	Revenue from Operations	508.26	309.91	7.19	33.51	448.00
	Other Income	5.73	5.32	164.94	331.20	0.97
	Total Income (A)	513.99	315.23	172.13	364.71	448.97
B	EXPENDITURE					
	Production Expenses	340.27	130.99	132.14	283.07	383.27
	Employee benefit expenses	21.72	9.16	7.31	5.96	4.23
	Finance costs	5.57	1.53	0.87	1.02	1.42
	Depreciation and amortisation expense	24.64	7.25	7.74	8.84	5.97
	Other Expenses	113.14	155.91	18.21	47.78	49.95
	Total Expenses (B)	505.34	304.84	166.27	346.67	444.84
C	Profit before tax	8.65	10.39	5.86	18.04	4.13
	Prior period items (Net)	-	-	-	-	-
	Profit before exceptional, extraordinary items and tax (A-B)	8.65	10.39	5.86	18.04	4.13
	Exceptional items	-	-	-	-	-
	Profit before extraordinary items and tax	8.65	10.39	5.86	18.04	4.13
	Extraordinary items	-	-	(0.38)	-	-
D	Profit before tax	8.65	10.39	5.48	18.04	4.13
	Tax expense :					
	(i) Current tax	1.64	1.98	1.01	3.34	0.28
	(ii) Deferred tax	(3.35)	0.07	(0.48)	(0.39)	(0.55)
E	Total Tax Expense	(1.71)	2.05	0.53	2.95	(0.27)
F	Profit for the year (D-E)	10.36	8.34	4.95	15.09	4.40



STATEMENT OF CASH FLOW, AS RESTATED

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011
<u>Cash flow from operating activities:</u>					
Net Profit before tax as per Profit And Loss A/c	8.65	10.39	5.48	18.04	4.13
Adjusted for:					
Depreciation & Amortization	24.64	7.25	7.74	8.84	5.97
Interest & Finance Cost	4.75	0.85	0.70	0.96	1.20
Interest Income	-	-	-	(0.58)	(0.21)
Operating Profit Before Working Capital Changes	38.04	18.49	13.92	27.26	11.09
Adjusted for (Increase)/ Decrease:					
Trade Receivables	(481.93)	202.67	63.32	(306.82)	4.06
Other Current Assets	179.98	(85.19)	(4.16)	(111.25)	178.19
Loans and advances and other assets	112.72	(345.06)	0.58	20.00	(60.87)
Trade Payables	(28.14)	45.57	(7.41)	(59.27)	53.30
Other Current Liabilities	7.84	(12.08)	(70.06)	73.79	(0.76)
Cash Generated From Operations Before Extra-Ordinary Items	(171.49)	(175.60)	(3.81)	(356.29)	185.01
Add:- Extra-Ordinary Items	-	-	-	-	-
Cash Generated From Operations	(171.49)	(175.60)	(3.81)	(356.29)	185.01
Direct Tax Paid	(1.84)	(1.03)	(0.30)	(0.34)	-
Net Cash Flow from/(used in) Operating Activities: (A)	(173.33)	(176.63)	(4.11)	(356.63)	185.01
<u>Cash Flow From Investing Activities:</u>					
Purchase of Fixed Assets	(39.17)	(28.92)	(2.66)	(19.73)	(6.31)
Purchase / Sale of Investments	68.00	(184.00)	-	25.00	-
Net Cash Flow from/(used in) Investing Activities: (B)	28.83	(212.92)	(2.66)	5.27	(6.31)
<u>Cash Flow from Financing Activities:</u>					
Proceeds From Share Capital	123.00	377.00	-	450.00	-
Proceeds From Share Application Money	(60.90)	60.90	-	(204.00)	(178.60)
Proceeds from borrowings (Net)	17.33	18.30	(0.15)	105.11	(2.65)
Interest & Financial Charges	(4.57)	(0.87)	(0.72)	(0.40)	(0.92)
Net Cash Flow from/(used in) Financing Activities (C)	74.86	455.33	(0.87)	350.71	(182.17)
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(69.64)	65.78	(7.64)	(0.65)	(3.46)
Cash & Cash Equivalents As At Beginning of the Year	89.10	23.32	30.96	31.61	35.07
Cash & Cash Equivalents As At End of the Year	19.45	89.10	23.32	30.96	31.61



ISSUE DETAILS IN BRIEF

PRESENT ISSUE IN TERMS OF THIS DRAFT PROSPECTUS

Equity Shares Offered: Fresh Issue of Equity Shares by our Company	Issue of 50,00,000 Equity Shares of ₹ 10 each at a price of ₹ 10 per Equity Share aggregating ₹ 500.00 lacs
Of which:	
Issue Reserved for the Market Makers	2,60,000 Equity Shares of ₹ 10/- each at a price of ₹ 10 per Equity Share aggregating ₹ 26.00 lacs
Net Issue to the Public	47,40,000 Equity Shares of ₹ 10 each at a price of ₹ 10 per Equity Share aggregating ₹ 474.00 lacs
Equity Shares outstanding prior to the Issue	94,17,625 Equity Shares of face value of ₹ 10 each
Equity Shares outstanding after the Issue	1,44,17,625 Equity Shares of face value of ₹ 10 each
Objects of the Issue	Please refer section titled “ <i>Objects of the Issue</i> ” on page 52 of this Draft Prospectus

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to “*Issue Structure*” on page 185 of this Draft Prospectus.

*As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue ‘the allocation’ is the net offer to the public category shall be made as follows:

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

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



GENERAL INFORMATION

Our Company was originally incorporated on September 27, 2007, as “P. B. Films Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Kolkata, West Bengal. Our Company was converted into a Public Limited Company pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting held on June 22, 2011 and the name of our Company was changed to “P. B. Films Limited” vide a fresh Certificate of Incorporation dated June 29, 2011, issued by the Registrar of Companies, Kolkata, West Bengal.

REGISTERED OFFICE & CORPORATE OFFICE:

REGISTERED OFFICE	CORPORATE OFFICE
1, Crooked Lane, F L- 233, Kolkata-700069, West Bengal, India Tel: 91-33-40054673 Website: www.pbfilms.co.in E-Mail: info@pbfilms.co.in	Anupam Chamber, 18, Giri Babu Lane, 2 nd Floor, Room No – 2 C, Kolkata - 700012 West Bengal, India Tel: 91-33-40066405/40048131 Website: www.pbfilms.co.in E-Mail: info@pbfilms.co.in

COMPANY REGISTRATION NUMBER: 119040

CORPORATE IDENTIFICATION NUMBER: U92100WB2007PLC119040

ADDRESS OF REGISTRAR OF COMPANIES

Nizam Palace, 2nd MSO Building,
2nd floor, 234/4, A.J.C.B. Road,
Kolkata-700020, West Bengal, India
Tel: 033-22877390,
Fax: 033-22903795,
Email: roc.kolkata@mca.gov.in

DESIGNATED STOCK EXCHANGE: BSE Limited

LISTING OF SHARES OFFERED IN THIS ISSUE: SME platform of BSE

For details in relation to the changes to the name of our Company, please refer to the section titled “*History and Certain Corporate Matters*” beginning on page 95 of this Draft Prospectus.

CONTACT PERSON:

Company Secretary & Compliance Officer

Mr. Kushal Adhikary
Anupam Chamber, 18, Giri Babu Lane, 2nd Floor,
Room No – 2 C, Kolkata - 700012
West Bengal, India
Tel: 91-33-40066405/40048131
Website: www.pbfilms.co.in
E-Mail: info@pbfilms.co.in

BOARD OF DIRECTORS:

Our Board of Directors comprise of the following members:

NAME	DESIGNATION	DIN	ADDRESS
Mr. Pankaj Agrawal	Managing director	00595868	188B, Manicktala Main Road, Flat No. 7C, Kolkata – 700054, West Bengal, India
Mr. Dinesh Kumar Agarwal	Non Executive - Independent Director	01255468	18, Ho Chi Minh Sarani, Diamond City West, Tower 2, Flat No. 11D, Kolkata-700061, West Bengal, India
Mr. Debasish Basak	Non-Executive –	06940004	6A, Argha Niketan Aptt, Naktala Road, Kolkata-



NAME	DESIGNATION	DIN	ADDRESS
	Independent Director		700047, West Bengal, India
Ms. Tanima Mondal	Non-Executive Director	07108719	30/12, Netaji Pally, Purba Para Road, Barisha, Kolkata – 700063, West Bengal, India

For further details of Management of our Company, please refer to section titled "Our Management" on page 98 of this Draft Prospectus.

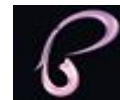
COMPANY SECRETARY & COMPLIANCE OFFICER	CHIEF FINANCIAL OFFICER
Mr. Kushal Adhikary, Anupam Chamber, 18,Giri Babu Lane, 2 nd Floor, Room No – 2 C, Kolkata - 700012 West Bengal, India Tel: 91-33-40066405/40048131 Website: www.pbfilms.co.in E-Mail: info@pbfilms.co.in	Mr. Tarsem Singh Jassal, Anupam Chamber, 18,Giri Babu Lane, 2 nd Floor, Room No – 2 C, Kolkata - 700012 West Bengal, India Tel: 91-33-40066405/40048131 Website: www.pbfilms.co.in E-Mail: info@pbfilms.co.in

Note: Investors can contact the Compliance Officer or the Lead Manager or the Registrar to the Issue in case of any Pre Issue or Post Issue related problems such as non-receipt of letter of allotment, credit of allotted securities in depository's beneficiary account or dispatch of refund orders etc.

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

DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE AND OUR COMPANY:

Lead Manager of the Issue GUINNESS CORPORATE ADVISORS PRIVATE LIMITED 18 Deshapriya Park Road, Kolkata - 700 026, West Bengal, India Tel: +91 - 33 – 30015555; Fax: +91 - 33 – 3001 5531 Email: gcapl@guinnessgroup.net Website: www.16anna.com Contact Person: Ms. Alka Mishra / Mr. Gaurav Khandelwal SEBI Registration No.: INM 000011930	Registrar to the Issue CAMEO CORPORATE SERVICES LTD. Subramanian Building, 1 Club House Road, Chennai - 600 002, Tamil Nadu, India Tel No.: +91 44-2846 0390 (5 lines) Fax No.: +91 44-2846 0129 E-mail : cameo@cameoindia.com Investor Grievance Email: investor@cameoindia.com Website: www.cameoindia.com Contact Person: Mr. R. D. Ramasamy SEBI Registration No: INR000003753
Bankers to the Company AXIS BANK LIMITED 69 G C Avenue, Kolkata- 700013 West Bengal, India Tel No: +91-33-22152014/15 Fax No: +91-33-22151930 Email: soumya.saha@axisbank.com Website: www.axisbank.com Contact Person: Ms. Soumya Saha	Legal Advisor to the Issue M/S KANGA & COMPANY (Advocates & Solicitors) Readymoney Mansion, 43, Veer Nariman Road, Mumbai-400001, Maharashtra, India Tel No.: +91 – 22 – 6623 0000 / 6633 2288 Fax No.: +91 – 22 – 6633 9656 / 57 Website: www.kangaCompany.com Email: chetan.thakkar@kangaCompany.com Contact Person: Mr. Chetan Thakkar
Bankers to the Issue - Escrow Collection [•]	Refund Banker [•]
Statutory Auditors of the Company M/S RSV & CO. Chartered Accountants 209, A.J.C Bose Road, 4 th Floor, Room no. 148, Kolkata-700017, West Bengal, India Tel No: +91- 33 2290-4266/4267/4268 Email: adminkol@rsva.co.in Contact Person: CA. Brijesh K. Bhagat Firm Registration No.: 110504W	Peer Review Auditors R. T. JAIN & CO. Chartered Accountants 2nd Floor, Lotus Bldg, 59, Mohammedali Road, Mumbai 400003, India Tel : +91-22- 2346 52 18 E-mail: brjain@rtjainandco.com Contact Person: Mr. R. T. Jain Firm Registration No.-103961W



SELF CERTIFIED SYNDICATE BANKS

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (“ASBA”) Process are provided on <http://www.sebi.gov.in/pmd/scsb.pdf>. For details on designated branches of SCSBs collecting the ASBA Application Form, please refer to the above-mentioned SEBI link.

CREDIT RATING

As the Issue is of Equity shares, credit rating is not mandatory.

TRUSTEES

As the Issue is of Equity Shares, the appointment of Trustees is not mandatory.

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.

APPRAISAL AND MONITORING AGENCY

As per Regulation 16(1) of the SEBI (ICDR) Regulations, 2009 the requirement of Monitoring Agency is not mandatory if the Issue size is below ₹ 500.00 Crores. Since the Issue size is only of ₹ 500.00 lacs, our Company has not appointed any monitoring agency for this Issue. However, as per the Clause 52 of the SME Listing Agreement to be entered into with BSE upon listing of the equity shares and the corporate governance requirements, the audit committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

DEBENTURE TRUSTEES

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

DETAILS OF THE APPRAISING AUTHORITY

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

INTER-SE ALLOCATION OF RESPONSIBILITIES

Since Guinness Corporate Advisors Private Limited is the sole Lead Manager to this Issue, a statement of inter se allocation responsibilities among Lead Manager’s is not required.

EXPERT OPINION

Except the report of the Peer Reviewed Auditor on the Restated Standalone Financial Statements and report of the Statutory Auditor on the Statement of Tax Benefits included in this Draft Prospectus, our Company has not obtained any other expert opinion.

UNDERWRITING AGREEMENT

Underwriting

The Company and the Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. This Issue is 100% Underwritten. The Underwriting agreement is dated 20th March, 2015. 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:



Name and Address of the Underwriters	Number of Equity shares Underwritten	Amount Underwritten (Rupees In Lacs)
GUINNESS CORPORATE ADVISORS PRIVATE LIMITED 18 Deshapriya Park Road, Kolkata - 700 026, West Bengal, India Tel: +91 - 33 - 30015555 Fax: +91 - 33 -30015531 Email: gcapl@guinnessgroup.net Website: www.16anna.com Contact Person: Ms. Alka Mishra /Mr. Gaurav Khandelwal SEBI Regn. No: INM 000011930	50,00,000	500.00
Total	50,00,000	500.00

In the opinion of the Board of Directors of the company, considering the resources of the above mentioned underwriter and the potential investment lined up by it for the issue, underwriter is in a position to discharge its underwriting obligation.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company has entered into an agreement dated 20th March, 2015 with the Lead Manager and Market Maker to fulfill the obligations of Market Making.

DETAILS OF THE MARKET MAKER

GUINNESS SECURITIES LTD.

Guinness House,
 18, Deshapriya Park Road,
 Kolkata-700 026, West Bengal, India
 Tel : +91-33-3001 5555; Fax: +91-33-24646969
 Email: kmohanty@guinnessgroup.net
 Website: www.16anna.com
 Contact Person: Mr. Kuldeep Mohanty
 SEBI Regn. No: INB011146033

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. After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25 %. (Including the 5 % of Equity Shares of the Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 5% of Issue Size would not be taken in to consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
4. There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.



6. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
7. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
8. The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
9. 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 or any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
10. The Market Maker(s) shall have the right to terminate said arrangement by giving a six 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 the 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.
11. **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.
12. **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.
13. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
 - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.
 - iii. 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



CAPITAL STRUCTURE

The share capital of the Company as at the date of this Draft Prospectus, before and after the Issue, is set forth below.

(₹ in Lacs, except share data)

Sr. No	Particulars	Aggregate value at face value	Aggregate value at Issue Price
A.	Authorized Share Capital		
	1,45,00,000 Equity Shares of face value of ₹10 each	1450.00	
B.	Issued, subscribed and paid-up Equity Share Capital before the Issue		
	94,17,625 Equity Shares of face value of ₹ 10 each	941.76	-
C.	Present Issue in terms of this Draft Prospectus		
	Issue of 50,00,000 Equity Shares of ₹ 10 each at a price of ₹ 10 per Equity Share.	500.00	500.00
	Which comprises		
	2,60,000 Equity Shares of ₹ 10/- each at a price of ₹ 10 per Equity Share reserved as Market Maker Portion	26.00	26.00
	Net Issue to Public of 47,40,000 Equity Shares of ₹ 10/- each at a price of ₹ 10 per Equity Share to the Public	474.00	474.00
	Of which		
	23,70,000 Equity Shares of ₹10/- each at a price of ₹10 per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lacs	237.00	237.00
	23,70,000 Equity Shares of ₹ 10/- each at a price of ₹ 10 per Equity Share will be available for allocation for Investors of above ₹ 2.00 lacs	237.00	237.00
D.	Equity capital after the Issue		
	1,44,17,625 Equity Shares of ₹ 10 each	1441.76	-
E.	Securities Premium Account		
	Before the Issue		108.74
	After the Issue		108.74

**This Present Issue has been authorized by the Board of Directors pursuant to a board resolution 1st September, 2014 and by the shareholders of our Company pursuant to a special resolution dated 29th September, 2014 passed at the AGM of shareholders under section 62 (1) (C) of the Companies Act, 2013.*

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

Classes of Shares

Our Company has only one class of share capital i.e. Equity Shares of ₹ 10.00 each only.

CHANGES IN THE AUTHORIZED SHARE CAPITAL OF OUR COMPANY:

Sr. No.	Particulars of Change		Date of Shareholders Meeting	Meeting AGM/EGM
	From	To		
1	Incorporation	1,00,000 Equity Shares of ₹ 10/- each	-	Incorporation
2	1,00,000 Equity Shares of ₹ 10/-each	1,50,000 Equity Shares of ₹ 10/- each	31/03/2012	EGM
3	1,50,000 Equity Shares of ₹ 10/- each	95,00,000 Equity Shares of ₹ 10/-each	05/02/2014	EGM
4	95,00,000 Equity Shares of ₹ 10/- each	1,45,00,000 Equity Shares of ₹ 10/- each	19/04/2014	EGM



NOTES FORMING PART OF CAPITAL STRUCTURE

1. Equity Share capital history of our Company

Date of issue/ allotment of Shares	No. of Equity Shares Issued	Face value (₹)	Issue price (₹)	Consideration (cash, bonus, consideration other than cash)	Nature of allotment (Bonus, swap etc.)	Cumulative no. of Equity Shares	Cumulative paid-up share capital (₹)	Cumulative share premium (₹)
Incorporation	10,000	10	10	Cash	Subscription to MOA ^(I)	10,000	1,00,000	Nil
31/03/2009	49,750	10	200	Cash	Further Allotment ^(II)	59,750	5,97,500	94,52,500
31/03/2012	90,000	10	500	Cash	Further Allotment ^(III)	1,49,750	14,97,500	5,35,52,500
07/02/2014	42,67,875	10	Nil	Consideration other than cash	Bonus issue (in the ratio of 57:2) ^(IV)	44,17,625	4,41,76,250	1,08,73,750
13/02/2014	12,25,000	10	10	Cash	Further Allotment ^(V)	56,42,625	5,64,26,250	1,08,73,750
24/02/2014	4,40,000	10	10	Cash	Further Allotment ^(VI)	60,82,625	6,08,26,250	1,08,73,750
08/03/2014	4,00,000	10	10	Cash	Further Allotment ^(VII)	64,82,625	6,48,26,250	1,08,73,750
14/03/2014	11,60,000	10	10	Cash	Further Allotment ^(VIII)	76,42,625	7,64,26,250	1,08,73,750
21/03/2014	5,45,000	10	10	Cash	Further Allotment ^(IX)	81,87,625	8,18,76,250	1,08,73,750
21/04/2014	7,08,000	10	10	Cash	Further Allotment ^(X)	88,95,625	8,89,56,250	1,08,73,750
13/05/2014	5,22,000	10	10	Cash	Further Allotment ^(XI)	94,17,625	9,41,76,250	1,08,73,750

Notes:

I. The Subscribers to the Memorandum of Association of our Company were.

No.	Name of Allottees	No. of Equity Shares
1	Pankaj Agrawal	5,000
2	Baidyanath Kumar	5,000
	TOTAL	10,000

II. Further allotment of 49,750 Equity Shares to

No.	Name of Allottees	No. of Equity Shares
1	Hill View Hire Purchase Pvt. Ltd.	2,000
2	Gemini Barter Pvt. Ltd.	3,000
3	Sinjan Vinimay Pvt. Ltd.	9,500
4	Kritika Vyapaar Pvt. Ltd.	3,250



No.	Name of Allottees	No. of Equity Shares
5	Anushree Tie- Up Pvt. Ltd.	2,000
6	Durbhasha Distributors Pvt. Ltd.	12,500
7	Mandyati Dealcom Pvt. Ltd.	5,000
8	Modern Publicity Pvt. Ltd.	7,500
9	Vijay Lakhmi Vanijya Pvt. Ltd.	5,000
	TOTAL	49,750

III. Further allotment of 90,000 Equity Shares to

No.	Name of Allottees	No. of Equity Shares
1	Active Tie-up Pvt. Ltd.	20,000
2	Omkara Investment Advisory Pvt. Ltd.	20,000
3	Ratnamani Financial Advisory Pvt. Ltd.	30,000
4	Standard Barter Pvt. Ltd.	20,000
	TOTAL	90,000

IV. Further allotment of 42,67,875 Equity Shares to

No.	Name of Allottees	No. of Equity Shares
1	Pankaj Agrawal	1,41,360
2	Sujata Agrawal	285
3	Shyam Lal Agarwal	285
4	Dinesh Kumar Agarwal	285
5	Biplab Goswami	285
6	Premkunj Distributor Limited	20,37,750
7	Nirmalkunj Merchandise Limited	20,87,625
	TOTAL	42,67,875

V. Further allotment of 12,25,000 Equity Shares to

No.	Name of Allottees	No. of Equity Shares
1	Kailash Chandra Agarwala	1,40,000
2	Vijaya Agarwala	1,40,000
3	Anil Sunderdas Bharwani	3,30,000
4	Angeli Nathurmali Parwani	1,65,000
5	Rahul Mittal	1,50,000
6	Rohit Mittal	1,50,000
7	Raghunath Mittal	1,50,000
	TOTAL	12,25,000

VI. Further allotment of 4,40,000 Equity Shares to

No.	Name of Allottees	No. of Equity Shares
1	Nisha Agrawal	10,000



No.	Name of Allottees	No. of Equity Shares
2	Ankit Prahladka	30,000
3	Chanda Prahladka	30,000
4	Vivek Prahladka (H.U.F)	30,000
5	Sharmila Damani	15,000
6	Vishnu Kumar Damani	15,000
7	Vivek Prahladka	30,000
8	L.K. Prahladka (H.U.F)	30,000
9	Lalit Kumar Prahladka	30,000
10	Ankit Prahladka HUF	30,000
11	Vinita Agrawal	10,000
12	Shreya Agarwal	10,000
13	Utkarsh Agarwal Family Trust	10,000
14	Vinod Kumar Agrawal	10,000
15	V. K. Agrawal (HUF)	10,000
16	Suman Parakh	15,000
17	Rajendra Kumar Parakh	10,000
18	Umesh Agarwal HUF	65,000
19	Renu Khaitan	5,000
20	Anuj Khaitan	5,000
21	Asha Singh	10,000
22	Prabhu Narayan Singh (HUF)	10,000
23	Manju Agarwal	10,000
24	Sarita Agarwal	10,000
	TOTAL	440,000

VII. Further allotment of 4,00,000 Equity Shares to

No.	Name of Allottees	No. of Equity Shares
1	Vansh Gupta	30,000
2	Savita Anand	50,000
3	Neha Anand	50,000
4	Isha Anand	50,000
5	Mayank Agarwal	30,000
6	Gurpal Singh (HUF)	30,000
7	Seema Rani Agarwal	30,000
8	Shrawan Kumar Agarwal	10,000
9	Shrawan Kumar Agarwal(HUF)	10,000
10	Pritpal Kaur	30,000
11	Jagdish Kumar Anand	50,000
12	Pujit Virendra Kumar Agarwal	30,000
	TOTAL	4,00,000



VIII. Further allotment of 11,60,000 Equity Shares to

No.	Name of Allottees	No. of Equity Shares
1	Lalita Devi Dokania	15,000
2	Pushkar Mal Dokania HUF	15,000
3	Meena Devi Dokania	20,000
4	Saroj Devi Dokania	15,000
5	Krity Dokania	15,000
6	Shyam Sundar Dokania HUF	20,000
7	Rahul Dokania HUF	15,000
8	Ram Babu Dhanania	30,000
9	Lakshmi Narayana Agarwal HUF	15,000
10	Harsh Gupta	30,000
11	Padmini Agarwal	15,000
12	Paritosh Kumar Agarwal HUF	15,000
13	Satyabhama Bai Agarwal	15,000
14	Paritosh Kumar Agarwal	15,000
15	Umang Gupta	30,000
16	Lakshmi Narayana Agarwal	15,000
17	Kusum Devi Agarwal	10,000
18	Sarita Banka	10,000
19	Shivangi Jain	10,000
20	Shalini Agarwal	10,000
21	Sushil Kumar Banka	10,000
22	Sushil Kumar Banka and Others HUF	10,000
23	Ashok Kumar Jain	10,000
24	Himanshu Banka	10,000
25	Pooja Agarwal	10,000
26	Usha Jain	10,000
27	Aparna Agarwal	15,000
28	Manoj Kumar Agarwal	10,000
29	Manoj Kumar Agarwal HUF	10,000
30	Kanak Kumar Madhu	20,000
31	Bijay Kumar Agarwal HUF	10,000
32	Parameshwar Lal Daruka	10,000
33	Manish Kumar	30,000
34	Renuka Agarwal	10,000
35	Jai Prakash Agarwal	10,000
36	Jai Prakash Agarwal & Sons HUF	10,000
37	Santosh Agarwal	10,000
38	Ashok Kumar Agarwal	10,000



No.	Name of Allottees	No. of Equity Shares
39	Ashok Kumar Agarwal & Sons HUF	10,000
40	Mayank Dugar	10,000
41	Navaratan Mal Dugar	10,000
42	Sunita Dugar	10,000
43	Sushil Kumar Dugar HUF	10,000
44	Niskam Anand	2,50,000
45	Sidharth Agarwal	10,000
46	Jagdish Kumar Anand	3,00,000
	TOTAL	11,60,000

IX. Further allotment of 5,45,000 Equity Shares to

No.	Name of Allottees	No. of Equity Shares
1	Keshar Dhanania	10,000
2	Naina Dhanania	10,000
3	Nirmala Dhanania	10,000
4	Rajesh Kumar Dhanania (HUF)	10,000
5	Ram Pratap Dhanania (HUF)	10,000
6	Nidhi Dhanania	10,000
7	Janardan Khamaru	10,000
8	Dipak Kumar Amin	10,000
9	Rajesh Kumar Agarwalla	5,000
10	Ram Chandra Agarwalla	5,000
11	Manoj Kumar Agarwalla	5,000
12	Mita Khamaru Hazra	10,000
13	Vijay Poddar HUF	10,000
14	Kavita Poddar	10,000
15	Shyam Lal Poddar	10,000
16	Shyam Lal Poddar HUF	10,000
17	Radha Devi Poddar	10,000
18	Satyabhama Jain	10,000
19	Seema Jain	5,000
20	Sudeep Kumar Rekh Chand Jain HUF	5,000
21	Sudeep Kumar Jain	5,000
22	Arbind Kumar Dalmia HUF	5,000
23	Ashok Kumar Jain And Others HUF	10,000
24	Rajiv Banka	10,000
25	Sulekha Banka	10,000
26	Sweety Agarwal	10,000
27	Sailja Gaddhyan	10,000
28	Kusum Saraya	10,000



No.	Name of Allottees	No. of Equity Shares
29	Raj Kumar Agarwal HUF	10,000
30	Naveen Daruka	10,000
31	Praveen Kumar Daruka	10,000
32	Rama Devi Jain	10,000
33	Sweety Agarwal	10,000
34	R. K. Jain & Sons HUF	10,000
35	Alok Kumar Jain	10,000
36	A K Jain And Sons HUF	10,000
37	Swatipushp Minerals LLP	75,000
38	Bellweather Commercial LLP	75,000
39	Puja Bansal	20,000
40	Swati Singh	10,000
41	Shashank Singh	10,000
42	Meena Singh	10,000
43	Durga Prasad Singh HUF	10,000
44	Durga Prasad Singh	10,000
	TOTAL	5,45,000

X. Further allotment of 7,08,000 Equity Shares to

No.	Name of Allottees	No. of Equity Shares
1	Shefali Amin	5,000
2	Debraj Amin	5,000
3	Sourav Jain	10,000
4	Ravi Shekhar Khaitan HUF	10,000
5	Bishakha Lodha	5,000
6	Kiran Devi Lodha	5,000
7	Ajit Kumar Gutgutia HUF	5,000
8	Sanjay Kumar Agarwal HUF	10,000
9	Anil Kumar Gutgutia HUF	5,000
10	Raj Kapoor Agrawal	5,000
11	Rakesh Kumar Agarwal	20,000
12	Radha Jindal	15,000
13	Rajiv Jindal	15,000
14	Rakesh Kumar Patawari	11,000
15	Meena Jain	13,000
16	Lokesh Patawari	10,000
17	R K Patawari & Sons (HUF)	14,000
18	Siddhartha Chawla	20,000
19	Anita Singh	10,000
20	Rajesh Polaki	35,000
21	Polaki Anita	80,000



22	Gopalkrishna Polaki	80,000
23	Polaki Tirumula	35,000
24	Sutapa Mazumder	10,000
25	Naveen Anchalia	30,000
26	Sidh Karan Jain	20,000
27	Chandrakala Anchalia	10,000
28	Devvrath Bhartia	10,000
29	Piyush Bhartia	10,000
30	Piyush Bhansali	12,000
31	Saurabh Bhansali	13,000
32	Ankur Agarwal HUF	10,000
33	Heena Agarwal	10,000
34	S B Fomra (HUF)	10,000
35	M K Fomra HUF	10,000
36	Vijay Kumar Fomra	10,000
37	Raj Kumari Fomra	10,000
38	Rashmi Fomra	10,000
39	Shree Ballabh Fomra	10,000
40	Radhika Fomra	10,000
41	Manish Kumar Fomra	10,000
42	Sashikala Fomra	10,000
43	Priti Forma	10,000
44	Kamal Kumar Changia	10,000
45	Siddharth Fomra	10,000
46	Madan Mohan Fomra	10,000
47	V K Fomra (HUF)	10,000
48	M M Fomra (HUF)	10,000
	Total	7,08,000

XI. Further allotment of 5,22,000 Equity Shares to

No.	Name of Allottees	No. of Equity Shares
1	Nextgen Retail Pvt. Ltd.	5,22,000
	TOTAL	5,22,000

2. We have not issued any Equity Shares for consideration other than cash except bonus issue in the ratio of 57:2 on 7th February, 2014.
3. We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391-394 of the Companies Act, 1956 or Sections 230- 233 of the Companies Act, 2013.
4. We have not issued any Equity Shares in the last one year:
5. **Shareholding of our Promoters:**

Set forth below are the details of the build-up of shareholding of our Promoter:



1. MR. PANKAJ AGRAWAL								
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (₹)	Issue / Acquisition / Transfer price (₹)	Nature of Transactions	Sources of Funds (Owned/ Borrowed)	Pre-issue shareholding %	Post-issue shareholding %
Incorporation	Cash	5,000	10	10	Subscribed	Owned	0.05	0.03
14/12/2013	Cash	(40)	10	300	Transfer to Sujata Agrawal, Shyam Lal Agarwal, Dinesh Agarwal, Biplab Goswami (10 equity shares each)	-	(Negligible)	(Negligible)
07/02/2014	Consideration other than cash	1,41,360	10	Nil	Bonus issue (in the ratio of 57:2)	-	1.50	0.98
Total		1,46,320					1.55	1.01

2. PREMKUNJ DISTRIBUTOR LIMITED								
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (₹)	Issue / Acquisition / Transfer price (₹)	Nature of Transactions	Sources of Funds (Owned/ Borrowed)	Pre-issue shareholding %	Post-issue shareholding %
29/01/2014	Cash	5,000	10	2	Acquisition from Devesh Upadhyaya	Owned	0.05	0.03
	Cash	2,000	10	2	Acquisition from Hill View Hire Purchase Pvt. Ltd.	Owned	0.02	0.01
	Cash	5,000	10	2	Acquisition from Mandiyati Dealcom Pvt. Ltd.	Owned	0.05	0.03
	Cash	20,000	10	2	Acquisition from Standard Barter Pvt. Ltd.	Owned	0.21	0.14
	Cash	39,500	10	2	Acquisition from Swastik Securities & Finance Limited	Owned	0.42	0.27
07/02/2014	Consideration other than cash	20,37,750	10	Nil	Bonus issue (in the ratio of 57:2)	-	21.65	14.14
Total		21,09,250					22.40	14.62

3. NIRMALKUNJ MERCHANDISE LIMITED								
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (₹)	Issue / Acquisition / Transfer price (₹)	Nature of Transactions	Sources of Funds (Owned/ Borrowed)	Pre-issue shareholding %	Post-issue shareholding %
29/01/2014	Cash	3,250	10	2	Acquisition from Kritika Vyapaar Pvt. Ltd.	Owned	0.03	0.02



3. NIRMALKUNJ MERCHANDISE LIMITED								
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (₹)	Issue / Acquisition / Transfer price (₹)	Nature of Transactions	Sources of Funds (Owned/ Borrowed)	Pre-issue shareholding %	Post-issue shareholding %
	Cash	20,000	10	2	Acquisition from Active Tie-up Pvt. Ltd.	Owned	0.21	0.14
	Cash	20,000	10	2	Acquisition from Omkara Investment Advisory Pvt. Ltd.	Owned	0.21	0.14
	Cash	30,000	10	2	Acquisition from Ratanmani Financial Advisory Pvt. Ltd.	Owned	0.32	0.21
07/02/2014	Consideration other than cash	20,87,625	10	Nil	Bonus issue (in the ratio of 57:2)	-	22.18	14.48
Total		21,60,875					22.95	14.99

6. None of the Directors of our promoters Premkunj Distributor Limited and Nirmalkunj Merchandise Limited except Mr. Pankaj Agrawal who is holding 146320 Equity Shares in our Company.

7. Details of Promoters' contribution locked in for three years:

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

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute 20% of the post-Issue Equity Share capital of our Company as Promoters Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution from the date of filing of this Draft Prospectus until the commencement of the lock-in period specified above.

Date of Allotment of Fully Paid-up Shares	Consideration	Nature of Issue	No of Equity Shares	Sources of funds	Issue Price/Acquisition Price/ Transfer Prices	% Pre - Issue paid up capital	% Post - Issue paid up capital
				(Owned/ Borrowed)			
M/s Premkunj Distributor Ltd.							
07.02.2014	Other than Cash	Bonus Allotment	20,37,750	-	0	21.64	14.13
TOTAL (A)			20,37,750			21.64	14.13
M/s Nirmalkunj Merchandise Ltd							
07.02.2014	Other than Cash	Bonus Allotment	10,00,000	-	0	10.62	6.94
TOTAL (A)			10,00,000			10.62	6.94
TOTAL (A+B+C+D)			30,37,750			32.26	21.07

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



- Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources.
- Equity Shares acquired by the Promoters during the preceding one year, at a price lower than the price at which Equity Shares are being offered to public in the Issue.
- Private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.
- The Equity Shares held by the Promoters and offered for minimum 20% Promoters' Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.
- Equity shares issued to our Promoters on conversion of partnership firms into limited companies.

Specific written consent has been obtained from the Promoters for inclusion of the Equity Shares for ensuring lock-in of three years to the extent of minimum 20% of post -Issue paid-up Equity Share Capital from the date of allotment in the proposed public Issue. Promoters' Contribution does not consist of any private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.

The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI (ICDR) Regulations, 2009. The Promoters' Contribution constituting 20% of the post-Issue capital shall be locked-in for a period of three years from the date of Allotment of the Equity Shares in the Issue.

All Equity Shares, which are to be locked-in, are eligible for computation of Promoters' Contribution, in accordance with the SEBI (ICDR) Regulations, 2009. Accordingly we confirm that the Equity Shares proposed to be included as part of the Promoters' Contribution:

- a) have not been subject to pledge or any other form of encumbrance; or
- b) have not been acquired, during preceding three years, for consideration other than cash and revaluation of assets or capitalization of intangible assets is not involved in such transaction;
- c) is not resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the Issuer or from bonus issue against Equity Shares which are ineligible for minimum Promoters' Contribution;
- d) have not been acquired by the Promoters during the period of one year immediately preceding the date of filing of this Draft Prospectus at a price lower than the Issue Price.

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

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

8. Details of share capital locked in for one year:

In addition to 20% of the post-Issue shareholding of our Company held by the Promoters (locked in for three years as specified above), in accordance with regulation 36 of SEBI (ICDR) Regulations, 2009, the entire pre-Issue share capital of our Company (including the Equity Shares held by our Promoters) shall be locked in for a period of one year from the date of Allotment in this Issue.

The Equity Shares held by persons other than our Promoters and locked-in for a period of one year from the date of Allotment, in accordance with regulation 37 of SEBI (ICDR) Regulations, 2009, in the Issue may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Takeover Code.



9. Shareholding pattern of our Company:

A: The following table presents the shareholding pattern of Our Company

Category of Shareholder	No. of Shareholders	Pre-Issue		Post-Issue		Shares Pledged or otherwise encumbered	
		No. of Equity Shares	As a % of Issued Equity	No. of Equity Shares	As a % of Issued Equity	Number of shares	As a %
Shareholding of Promoters and Promoter group							
INDIAN							
Individuals/HUF	3	1,46,910	1.56	1,46,910	1.02	---	---
Central Govt. /State Govts.	-	---	---	---	---	---	---
Bodies Corporate	2	42,70,125	45.34	42,70,125	29.62	---	---
Financial Institutions/Banks	-	---	---	---	---	---	---
Sub Total A (1)	5	44,17,035	46.90	44,17,035	30.64	---	---
FOREIGN							
Bodies Corporate	-	---	---	---	---	---	---
Individual	-	---	---	---	---	---	---
Institutions	-	---	---	---	---	---	---
Any others (specify)	-	---	---	---	---	---	---
Sub Total A (2)	-	---	---	---	---	---	---
Total Shareholding of Promoter group A (1) + A (2)	5	44,17,035	46.90	44,17,035	30.64	---	---
PUBLIC SHAREHOLDING							
Institutions							
Central Govt./ State Govts.	-	---	---	[●]	[●]	---	---
Financial Institutions/Banks	-	---	---	[●]	[●]	---	---
Mutual Funds/UTI	-	---	---	[●]	[●]	---	---
Venture Capital Funds	-	---	---	[●]	[●]	---	---
Insurance Companies	-	---	---	[●]	[●]	---	---
Foreign Institutions Investors	-	---	---	[●]	[●]	---	---
Foreign Venture Capital Investors	-	---	---	[●]	[●]	---	---
Any Others (Specify)	-	---	---	[●]	[●]	---	---
Sub Total B (1)	-	---	---	[●]	[●]	---	---
Non Institutions	-						
Bodies Corporate	3	6,15,000	6.53	[●]	[●]	---	---
Individuals-shareholders holding normal share capital up to ₹ 1 lac	117	10,35,095	10.99	[●]	[●]	---	---
Individuals-shareholders holding normal Share capital in excess of ₹1 lac	59	27,31,200	29.00	[●]	[●]	---	---
Trust	1	10,000	0.11	[●]	[●]	---	---
Any Other / HUF	47	6,09,000	6.46	[●]	[●]	---	---
Directors/Relatives	1	295	Negligible	[●]	[●]	---	---
Employees	-	---	---	[●]	[●]	---	---
Foreign Nationals	-	---	---	[●]	[●]	---	---
NRIs	-	---	---	[●]	[●]	---	---
OCB'S	-	---	---	[●]	[●]	---	---
Person Acting in Concert	-	---	---	[●]	[●]	---	---
Sub Total B(2)	-	---	---	[●]	[●]	---	---
Total Public Shareholding B(1)	228	50,00,590	53.10	97,40,590	67.56	---	---



Category of Shareholder	No. of Shareholders	Pre-Issue		Post-Issue		Shares Pledged or otherwise encumbered	
		No. of Equity Shares	As a % of Issued Equity	No. of Equity Shares	As a % of Issued Equity	Number of shares	As a %
+ B(2)							
Total A+B	233	94,17,625	100.00	1,41,57,625	98.20	---	---
Shares held by Custodians and against which Depository receipts have been issued I	---	---	---	---	---	---	---
Shares held by Market Makers (D)	-	-	-	2,60,000	1.80		
Grand Total A+B+C+D	233	94,17,625	100	1,44,17,625	100	---	---

[B] Shareholding of our Promoters and Promoter Group

The table below presents the current shareholding pattern of our Promoters and Promoter Group (individuals and companies) as per clause 37 of the SME Listing Agreement.

Sr. No.	Name of the shareholder	Pre-Issue		Post-Issue		Shares pledged or otherwise encumbered		
		No. of Equity Shares	As a % of Issued Share Capital	No. of Equity Shares	As a % of Issued Share Capital	Number	As a percentage	As a % of grand Total (a)+(b)+(c) of Sub-clause (i)(a)
A	Promoters							
1	Mr. Pankaj Agrawal	1,46,320	1.55	1,46,320	1.01	-	-	-
2	Premkunj Distributor Ltd.	21,09,250	22.40	21,09,250	14.63			
3	Nirmalkunj Merchandise Ltd.	21,60,875	22.95	21,60,875	14.99			
B	Promoter Group, Relatives and other Associates							
4	Ms. Sujata Agrawal	295	0.003	295	0.002	-	-	-
5	Mr. Shyam Lal Agarwal	295	0.003	295	0.002		-	-
	TOTAL (A+B)	44,17,035	46.91	44,17,035	30.63	-	-	-

[C] Shareholding of persons belonging to the category 'Public' and holding more than 1% of our Equity Shares

Sr. No.	Name of shareholder	Pre-Issue	
		No. of Shares	Shares as % of total no. of shares
1	Nextgen Retail Private Limited	4,65,000	4.94
2	Jagdish Kumar Anand	3,50,000	3.72
3	Niskam Anand	2,50,000	2.65
4*	Raghunath Mittal	1,50,000	1.59
4*	Rahul Mittal	1,50,000	1.59
4*	Rohit Mittal	1,50,000	1.59
5**	Kailash Chandra Agarwala	1,40,000	1.49
5**	Vijaya Agarwala	1,40,000	1.49



Sr. No.	Name of shareholder	Pre-Issue	
		No. of Shares	Shares as % of total no. of shares
	Total	17,95,000	19.06

*On Sr. 4, there are 3 shareholders holding 1,50,000 Shares each;

**On Sr.5, there are 2 shareholders holding 1,40,000 Shares each;

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

Name of the Promoter	No. of Shares held	Average cost of Acquisition (in ₹)
Pankaj Agrawal	1,46,320	0.34
Premkunj Distributor Ltd.	21,09,250	0.07
Nirmalkunj Merchandise Ltd.	21,60,875	0.07

11. None of our Directors or Key Managerial Personnel hold Equity Shares in our Company, other than as follows:

Name of the Director	No. of Equity Shares	Pre-Issue percentage Shareholding
Pankaj Agrawal	1,46,320	1.55
Dinesh Kumar Agarwal	295	0.003

12. 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	% of Holding	No. of Shares	% of Holding
a).	Promoters	4,416,445	46.90	4,416,445	30.63
b).	Promoter Group	590	0.01	590	0.00
c).	Public	5,000,590	53.10	10,000,590	69.36
	Total	9,417,625	100.00	14,417,625	100.00

13. Equity Shares held by top ten shareholders:

(a) Our top ten shareholders and the number of Equity Shares held by them as on date of this Draft Prospectus are as under:

Sr. No.	Name of shareholder	No. of Shares	% age of pre-Issue capital
1	Nirmalkunj Merchandise Limited	21,60,875	22.95
2	Premkunj Distributor Limited	21,09,250	22.40
3	Nextgen Retail Private Limited	4,65,000	4.94
4	Jagdish Kumar Anand	3,50,000	3.72
5	Niskam Anand	2,50,000	2.65
6*	Raghunath Mittal	1,50,000	1.59
6*	Rahul Mittal	1,50,000	1.59
6*	Rohit Mittal	1,50,000	1.59
7	Pankaj Agrawal	1,46,320	1.55
8**	Kailash Chandra Agarwala	1,40,000	1.49
8**	Vijaya Agarwala	1,40,000	1.49
9***	P. Anita	80,000	0.85
9***	P. Gopal Krishna	80,000	0.85
10****	Swatipushp Minerals LLP	75,000	0.80
10****	Bellweather Commercial LLP	75,000	0.80
	Total	65,21,445	69.26

*On Sr. 6, there are 3 shareholders holding 1,50,000 Shares each.



***On Sr. 8, there are 2 shareholders holding 1,40,000 Shares each.*
****On Sr.9, there are 2 shareholders holding 80,000 Shares each.*
***** On Sr.10, there are 2 shareholders holding 75,000 Shares each.*

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

Sr. No.	Name of shareholder	No. of Shares	% age of pre-Issue capital
1	Nirmalkunj Merchandise Limited	21,60,875	22.95
2	Premkunj Distributor Limited	21,09,250	22.40
3	Nextgen Retail Private Limited	4,65,000	4.94
4	Jagdish Kumar Anand	3,50,000	3.72
5	Niskam Anand	2,50,000	2.65
6*	Raghunath Mittal	1,50,000	1.59
6*	Rahul Mittal	1,50,000	1.59
6*	Rohit Mittal	1,50,000	1.59
7	Pankaj Agrawal	1,46,320	1.55
8**	Kailash Chandra Agarwala	1,40,000	1.49
8**	Vijaya Agarwala	1,40,000	1.49
9***	P. Anita	80,000	0.85
9***	P. Gopal Krishna	80,000	0.85
10****	Swatipushp Minerals LLP	75,000	0.80
10****	Bellweather Commercial LLP	75,000	0.80
	Total	65,21,445	69.26

**On Sr. 6, there are 3 shareholders holding 1,50,000 Shares each.*
***On Sr. 8, there are 2 shareholders holding 1,40,000 Shares each.*
****On Sr.9, there are 2 shareholders holding 80,000 Shares each.*
***** On Sr.10, there are 2 shareholders holding 75,000 Shares each.*

(c) Our top ten shareholders and the number of Equity Shares held by them two years prior to date of this Draft Prospectus are as under:

Sr. No.	Name of shareholder	No. of Shares*	% age of pre-Issue capital
1	Swastik Securities & Finance Limited	39,500	26.38
2	Ratanmani Financial Advisory Pvt. Ltd.	30,000	20.03
3*	Active Tie-up Pvt. Ltd.	20,000	13.36
3*	Omkara Investment Advisory Pvt. Ltd.	20,000	13.36
3*	Standard Barter Pvt. Ltd.	20,000	13.36
4**	Pankaj Agrawal	5,000	3.34
4**	Devesh Upadhyaya	5,000	3.34
4**	Mandyati Dealcom Pvt. Ltd.	5,000	3.34
5	Kritaka Vyapaar Pvt. Ltd.	3,250	2.17
6	Hill View Hire Purchase Pvt. Ltd.	2,000	1.33
	Total	1,49,750	100.00

**On Sr. 3, there are 3 shareholders holding 20000 Shares each.*
***On Sr. 4, there are 3 shareholders holding 5000 Shares each.*

14. Except as provided below, there has been no subscription to or sale or purchase of the securities of our Company within three years preceding the date of filing of this Draft Prospectus by our Promoters or Directors or Promoter Group which in aggregate equals to or is greater than 1% of the pre-Issue share capital of our Company.

S. No.	Name of Shareholder	Promoter/Promoter Group/Director	Number Equity Shares	Subscribed/ Acquired/ Transferred
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1	Mr. Pankaj Agrawal	Promoter	1,41,360	Subscribed(Bonus)
2	Premkunj Distributor Limited	Promoter	20,37,750	Subscribed(Bonus)
3	Nirmalkunj Merchandise Limited	Promoter	20,87,625	Subscribed(Bonus)

15. There are no Equity Shares purchased/acquired or sold by our Promoters, Promoter Group / Directors of the company which is our Promoter and/or by our Directors and their immediate relatives within six months immediately preceding the date of filing of this Draft Prospectus are.

16. There is no "Buyback", "Standby", or similar arrangement for the purchase of Equity Shares by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares offered through this Draft Prospectus.

17. Our Company has not raised any bridge loans against the proceeds of this Issue.

18. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed in paragraph on "*Basis of Allotment*" on page 196 of this Draft Prospectus.

19. The Equity Shares Issued pursuant to this Issue shall be made fully paid-up or may be forfeited for non-payment of calls within twelve months from the date of allotment of shares.

20. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off while finalizing the basis of allotment to the nearest integer during finalizing the allotment, subject to minimum allotment lot.

Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased to ensure that 20% of the post issue paid-up capital is locked-in.

21. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.

22. As on date of filing of this Draft Prospectus with SEBI, the entire issued share capital of our Company is fully paid-up. The Equity Shares offered through this Public Issue will be fully paid up.

23. On the date of filing this Draft Prospectus with SEBI, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Issue.

24. Our Company has not issued any Equity Shares out of revaluation reserves and not issued any bonus shares out of capitalization of revaluation reserves.

25. Lead Manager to the Issue viz. Guinness Corporate Advisors Private Limited does not hold any Equity Shares of our Company.

26. Our Company has not revalued its assets since incorporation.

27. Our Company has not made any public issue since incorporation.

28. There will be only one denomination of the Equity Shares of our Company unless otherwise permitted by law, our Company shall comply with such disclosure, and accounting norms as may be specified by SEBI from time to time.

29. There will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from submission of the Prospectus with SEBI until the Equity Shares to be issued pursuant to the Issue have been listed.



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30. Except as disclosed in this Draft Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) months from the date of opening of the Issue, by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise. However, during such period or a later date, it may issue Equity Shares or securities linked to Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
31. At any given point of time, there shall be only one denomination for a class of Equity Shares of our Company.
32. Our Company does not have any ESOS/ESPS scheme for our employees and we do not intend to allot any shares to our employees under ESOS/ESPS scheme from the proposed Issue. As and when, options are granted to our employees under the ESOP scheme, our Company shall comply with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Plan) Guidelines 1999.
33. An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
34. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
35. Our Company has Two Hundred and Thirty Three (233) members as on the date of filing of this Draft Prospectus.



OBJECTS OF THE ISSUE

The objects of the Issue are to finance our business expansion plans and achieve the benefits of listing on the SME platform of BSE Ltd. We believe that listing will enhance our corporate image and brand name of our Company.

The objects of the Issue are as stated below:

1. To finance the estimated expenditure of production of two films
2. Publicity and Distribution of two films
3. General Corporate Purpose
4. To meet the expenses of the Issue

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

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

The details of the proceeds of the Issue are summarized in the table below: -

		(₹ in Lacs)
No.	Particulars	Amount
I	To finance the estimated expenditure of production of two films	333.38
II	Publicity and Distribution of two films	106.50
III	General Corporate Purpose	25.12
IV	Issue Expenses	35.00
	TOTAL	500.00

MEANS OF FINANCE

		(₹ in Lacs)
Particulars	Amount	
Initial Public Offering	500.00	
Internal Accruals	-	
Total	500.00	

We propose to meet the entire requirement of funds for the Objects from the Net Proceeds of the Issue. Accordingly, the requirement under Regulation 4(2)(g) of the SEBI ICDR Regulations of firm arrangements of finance through verifiable means for the 75% of the stated means of finance is not applicable.

In the event of a shortfall in raising the requisite capital from the proceeds of the Issue, towards meeting the Objects of the Issue, the extent of the shortfall will be met by internal accruals and/or from fresh debt.

DETAILS OF THE OBJECTS OF THE ISSUE

I. TO FINANCE THE ESTIMATED EXPENDITURE OF PRODUCTION OF TWO FILMS

We intend to produce two Bengali films namely *Ashiqui* and *Daag*. We plan to utilize up to ₹ 333.38 lacs of the net proceeds of the issue to fund our films which are proposed to be released in fiscal year 2016. These releases will aid our growth plans and will help us strengthen our presence in the Tollywood film industry.

The total cost for producing two films for which funds are proposed to be raised through Public Issue is estimated as follows:



Name of Films	Estimated Cost (₹ Lacs)	Type of sourcing	Language
Ashiqui*	232.28	Production	Bengali
Daag*	101.10	Production	Bengali

* The above information for unreleased films is tentative and subject to change. Due to the uncertainties involved in the development and production of films, the date of their completion can be significantly delayed, planned talent can change and, in certain circumstances, films can be cancelled or not approved by appropriate authority. Further, the terms of the commitments or agreements entered into for these projects may be subject to change in light of various external factors.

Estimated expenditure details for production of films (under production) are as given below:

(₹ in

Lacs)

Particulars	Cost of Film Ashiqui	Cost of Film Daag	Total
Pre-Production (Including Story, Script, Dialogues, Location Scouting, Script reading Workshop, Look Test)	6.60	3.35	9.95
Artist Cost (Including Principal cast, Models, Jr. Artist, Crowd)	40.00	20.00	60.00
Songs and Back Ground Music (Including Music director, singer, studio, food & Conveyance, composers, lyrics)	6.00	3.50	9.50
Production (Including Remuneration of Sr & Jr Crew, Hire of Equipments, Location, Fooding, Vehicles, Art Setting, Fuel, Generator, Make up Van, Costume, Hard disk, accessories, other daily shooting requirements.)	147.43	56.20	203.63
Post Production (Including Editing, Studio, Dubbing, Digital Intermediate, VFX, Title making, Poster Designing, Mixing, Re-Recording, Colour Correction)	17.50	11.60	29.10
Misc Expenses (Including daily shoot support, telephone expenses, xerox, hotels outdoor, outdoor coordinators etc)	9.75	3.70	13.45
Eastern India Motion Picture Association (EIMPA) and Censor Expenses (Including Registration in EIMPA, Censor script, Censor fee, Censor DVD for Projection)	0.50	0.50	1.00
Public relation officer & Press (Including Public relation officer fee, promotion of films during making)	4.25	2.00	6.25
Administrative Overheads (Including stationary and various post production work etc.)	0.25	0.25	0.50
Total	232.28	101.10	333.38

II. PUBLICITY AND DISTRIBUTION

Our Company intends to grow and expand our presence in the film industry by strengthening our distribution operation by acquisition of quality film copy rights / contents at reasonable prices for theatrical distribution. We intend to publicise and distribute our films Ashiqui and Daag and to accomplish this object, we have apportioned ₹ 106.50 lacs.



(₹ in Lacs)

Particulars	Film Ashiqui	Film Daag	Total
Publicity-print/electronic	20.00	12.00	32.00
Digital promotion	2.00	1.00	3.00
Projection System with one time transfer cost	17.40	8.60	26.00
Hall rental	35.00	10.50	45.50
Total	74.40	32.10	106.50

III. GENERAL CORPORATE PURPOSE

We intend to deploy the balance net issue proceeds aggregating ₹ 25.12 lacs towards the General Corporate Purposes for normal capital expenditure, strategic initiatives, expanding into new geographies, pre-operative expenses, funding routine working capital and strengthening our marketing capabilities to drive our business growth. However, our management, in accordance with the policies of our Company, may have flexibility in utilizing the proceeds earmarked for General Corporate Purposes.

IV. TO MEET THE EXPENSES OF THE ISSUE

The total estimated expenses are ₹ 35.00 lacs which is 7.00 % of Issue Size. The details of Issue expenses are tabulated below:

(₹ in Lacs)

No.	Particulars	Amount (₹ in Lacs)
1.	Issue management fees including fees and reimbursements of Market Making fees, selling commissions, brokerages, and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	26.00
2.	Printing & Stationery, Distribution, Postage, etc	2.50
3.	Advertisement & Marketing Expenses	2.50
4.	Regulatory & other expenses	4.00
Total		35.00

Proposed year-wise deployment of funds:

The overall cost of the proposed Project and the proposed year wise break up of deployment of funds are as under:

(₹ in Lacs)

Particulars	Already Incurred	FY 2015 – 16	Total
To finance the estimated expenditure of production of two films	-	333.38	333.38
Publicity and Distribution of two films	-	106.50	106.50
General Corporate Purpose	-	25.12	25.12
Issue Expenses	6.82	28.18	35.00
Total	6.82	493.18	500.00

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

The funds deployed up to June 04th, 2015 pursuant to the object of this Issue on the Project as certified by the Auditors of our Company, viz. M/S RSVA & CO., Chartered Accountants pursuant to their certificate dated June 04th, 2015 is given below:

(₹ in Lacs)

Deployment of Funds	Amount
Project related	Nil
Issue Related Expenses	6.82
Total	6.82

(₹ in Lacs)



Sources of Funds	Amount
Internal Accruals	6.82
Bank Finance	-
Total	6.82

APPRAISAL BY APPRAISING AGENCY

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

BRIDGE FINANCING FACILITIES

We have currently not raised any bridge loans against the Proceeds of the Issue. However, depending on our requirement, we might consider raising bridge financing facilities, pending receipt of the Proceeds of the Issue.

SHORTFALL OF FUNDS

Any shortfall in meeting the Project cost will be met by way of internal accruals.

INTERIM USE OF FUNDS

The Company in accordance with compliance of section 27 of the Companies Act, 2013 and with the policies established by the Board will have flexibility in deploying Issue proceeds received by us from the Issue during the interim period pending utilization for the Objects of the Issue as described above. The particular composition, timing and schedule of deployment of the Issue proceeds will be determined by us based upon the deployment of the projects. Pending utilization for the purposes described above, we intend to temporarily invest the funds from the Issue in interest bearing liquid instruments including deposits with banks and investments in mutual funds and other financial products, such as principal protected funds, derivative linked debt instruments, other fixed and variable return instruments, listed debt instruments and rated debentures.

MONITORING OF UTILIZATION OF FUNDS

As the Net Proceeds of the Issue will be less than ₹ 50,000 lacs, under the SEBI Regulations it is not mandatory for us to appoint a monitoring agency.

The management of the Company will monitor the utilization of funds raised through this public issue. Pursuant to Clause 52 of the SME Listing Agreement, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

No part of the Net Proceeds will be paid by the Company as consideration to the Promoters, members of the Promoter Group, Directors or key management personnel of the Company.

VARIATION IN OBJECTS

In accordance with Section 27 of the Companies Act 2013, our Company shall not vary object of the issue without our Company being authorized to do so by our shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules thereunder. As per the current provisions of the Companies Act, our Promoters or controlling shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner as may be prescribed by SEBI in this regard.

OTHER CONFIRMATIONS

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



BASIC TERMS OF ISSUE

The Equity Shares, now being offered, are subject to the terms and conditions of this Draft Prospectus, Prospectus, Application form, Confirmation of Allocation Note (“CAN”), the Memorandum and Articles of Association of our Company, the guidelines for listing of securities issued by the Government of India and SEBI (ICDR) Regulations, 2009, the Depositories Act, Stock Exchanges, RBI, ROC and/or other authorities as in force on the date of the Issue and to the extent applicable.

In addition, the Equity Shares shall also be subject to such other conditions as may be incorporated in the Share Certificates, as per the SEBI (ICDR) Regulations, 2009 notifications and other regulations for the issue of capital and listing of securities laid down from time to time by the Government of India and/or other authorities and other documents that may be executed in respect of the Equity Shares.

The present issue has been authorized pursuant to a resolution of our Board dated 1st September, 2014 and by Special Resolution passed under Section 62 (1) (c) of the Companies Act, 2013 at the Annual General Meeting of our shareholders held on 29th September, 2014.

Face Value	Each Equity Share shall have the face value of ₹ 10.00 each.
Issue Price	Each Equity Share is being offered at a price of ₹ 10.00 each.
Market Lot and Trading Lot	The Market lot and Trading lot for the Equity Share is 10,000 (Ten Thousand) and the multiple of 10,000; subject to a minimum allotment of 10,000 Equity Shares to the successful applicants.
Terms of Payment	100% of the issue price of ₹ 10.00 shall be payable on Application. For more details please refer to page 197 of this Draft Prospectus.
Ranking of the Equity Shares	The Equity Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividends with the existing Equity Shares of the Company.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten and the details of have been disclosed on page 186 of this Draft Prospectus.

If the issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the issue, the issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond fifteen days after the issuer becomes liable to pay the amount, the issuer shall pay interest prescribed under Section 39 of the Companies Act, 2013.



BASIS FOR ISSUE PRICE

Investors should read the following basis with the “Risk Factors” beginning on page 10 and the details about the “Our Business” and its “Financial Information” included in this Draft Prospectus on page 77 & 132 respectively to get a more informed view before making any investment decisions.

QUALITATIVE FACTORS

Some of the qualitative factors which form the basis for computing the Issue Price are:

- Leveraging the experience of our Promoter
- Experienced Directors and Management Team
- Portfolio approach to films and strong regional presence
- Long-standing relationships in the Industry

QUANTITATIVE FACTORS

Information presented in this section is derived from our restated financial statements certified by the Statutory Auditors of the Company.

1. Basic Earnings Per Equity Share (EPS) (on Face value of ₹ 10 per share)

Year	Earnings per Share (Basic and Diluted) (₹)	Weight
FY 2012-13	0.11	1
FY 2013-14	0.18	2
FY 2014-15	0.11	3
Weighted Average	0.13	

- EPS Calculations have been done in accordance with Accounting Standard 20-“Earning per Share” issued by the Institute of Chartered Accountants of India.
- Basic earnings per share are calculated by dividing the net profit after tax by the weighted average number of Equity Shares outstanding during the period. Weighted Average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/period adjusted by the number of Equity Shares issued during year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.
- The weighted average number of Equity Shares outstanding during the period is adjusted for events of bonus issue.
- For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares except where the results are anti-dilutive.

2. Price / Earnings Ratio (P/E) in relation to the Issue Price ₹ 10.00

- a) Based on financial year ended March 31st, 2015; at EPS of ₹ 0.11 as per Restated Financial Statements, the P/E ratio is 90.91.
- b) Based on weighted average EPS of ₹ 0.13 as per Restated Financial Statements, the P/E ratio is 76.92.
- c) Industry PE:

Industry Entertainment	P/E
Highest - Encash Entertainment Limited	844.00
Lowest - Balaji Telefilms Limited	36.32
Average	422.50



3. Return on Net Worth

Year	RONW (%)	Weight
FY 2012-13	1.10	1
FY 2013-14	1.00	2
FY 2014-15	1.07	3
Weighted Average	1.05	

4. Minimum return on post Issue Net Worth to maintain the Pre-issue EPS (based on restated financial statements) at Issue Price ₹ 10 is mentioned below:

- Based on PreIssue EPS at 31st March, 2015 (Basic and Diluted) of 0.11, Minimum Return on Post Issue Network is 1.07 %.
- Based on PreIssue EPS (Wighted Average) of 0.13, Minimum Return on Post Issue Network is 1.27 %.

5. Net Asset Value per Equity Share

Sr. No.	Particulars	(₹)
a)	As on 31 st March, 2015	10.38
b)	After Issue	10.25
c)	Issue Price	10.00

6. Peer Group Comparison of Accounting Ratios

We are currently engaged in the business of media and entertainment operations and the peer group comparison of accounting ratio is as below:

Name of Company	Face Value (₹)	EPS (₹)	CMP as on June 29, 2015 (₹)	P/E Multiple	NAV (₹)	RONW (%)
P.B. Films Limited	10	0.13	10#	76.92	10.38	1.07
Peer Group						
Sri Adhikari Brothers Television Network Limited##	10	1.40	250.80	179.14	68.00	1.99
Balaji Telefilms Limited	2	1.90	69.00	36.32	66.30	0.50
Encash Entertainment Limited	10	0.05	42.20	844.00	24.38	0.20

Source: bseindia.com

CMP for Issuer Company is considered as Issue Price

Considered on Standalone basis

Note: The peergroup identified is broadly based on the business segment that we are into, but their scale of operations may not be comparable to us.

- The face value of our shares is ₹10/- per share and the Issue Price is of ₹ 10 per share is 1.00 (One) times of the face value.
- The Company in consultation with the Lead Manager believes that the Issue Price of ₹ 10.00 per share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the risk factors and financials of the company including important profitability and return ratios, as set out in the Auditors' Report in the offer Document to have more informed view about the investment proposition.



STATEMENT OF TAX BENEFITS

To,
The Board of Directors
P.B. Films Limited
1, Crooked Lane, L-233,
Kolkata-700069,
West Bengal, India

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 P.B. Films 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 to P.B. Films 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.

For **RSVA & Co.**
Chartered Accountants
Firm Registration No.:110504W

Sd/-

CA Brijesh Kumar Bhagat
Partner
Membership No. 058831

Place: Kolkata
Date: 02/06/2015



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

Deduction in respect of expenditure on production of feature films

Rule 9A of the Income Tax Rules lays down the method of computation of deduction allowable to the producer of a feature film towards —cost of production of a feature film certified for release during the year.

Subject to the conditions specified in Rule 9A of the Income Tax Rules, the quantum of deduction under that Rule is summarized in the table below:

Situation	Quantum of deduction	
	Film released for exhibition on or before ninety days before the close of the FY ending on 31 March i.e. on or before 31 December generally	Film released for exhibition within ninety days before the close of the FY ending on 31 March i.e. after 31 December generally
Film producer sells all rights of exhibition of the film in the FY	Entire cost of production	Entire cost of Production
Film producer himself exhibits the film on a commercial basis in all or some of the areas or sells the rights of exhibition of the film in respect of some of the areas or himself exhibits the film in certain areas and sells the rights of exhibition of the film in respect of all or some of the remaining areas	Entire cost of production	Cost of production or amount realized by exhibiting the film or sale of rights of exhibition as applicable), whichever is less
Film producer does not exhibit the film, nor sell the rights of exhibition	Nil	Nil

Deduction in respect of expenditure on acquisition of distribution rights of feature films

Rule 9B of the Rules lays down the method of computation of deduction allowable to a film distributor towards cost of acquisition of a feature film, certified for release during the year.

Subject to the conditions specified in Rule 9B of the Rules, the quantum of deduction under that Rule is summarized in the table below:

Situation	Quantum of deduction	
	Film released for exhibition on or before ninety days before the close of the FY ending on 31 March i.e. on or before 31 st December generally	Film released for exhibition within ninety days before the close of the FY ending on 31 March i.e. after 31 st December generally
Film distributor sells all rights of exhibition of the film in the same FY in which it is acquired by him	Entire cost of Acquisition	Entire cost of acquisition
Film distributor himself exhibits the film on a commercial basis in all or some of the areas, or sells the	Entire cost of Acquisition	Cost of acquisition of the film or amount realized by exhibiting the film or sale of rights of exhibition



	Quantum of deduction	
rights of exhibition in respect of some of the areas, or himself exhibits the film on a commercial basis in certain areas and sells the rights of exhibition of the film in all or some of the remaining areas		(as applicable), whichever is less
Film distributor does not exhibit the film nor sells the rights of exhibition during the FY	NIL	NIL

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.

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” means 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.

4. 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) 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.-2013-14	A.Y.-2014-15
If book profit is less than or equal to ₹ 1 Crore	19.055%	19.055%
If book profit is more than ₹ 1 Crore but less than ₹ 10 Crores	20.01%	20.01%
If book profit is more than ₹ 10 Crores	20.96%	20.96%

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 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 lacs 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 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 lacs 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, 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 concessionaly taxed 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 & Rate of tax (%)

Nature of Income	Rate of Tax (%)
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 lacs 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 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

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

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.



SECTION IV - ABOUT OUR COMPANY

INDUSTRY OVERVIEW

(The information in this chapter has been extracted from publicly available documents prepared by various sources etc. This data has not been prepared or independently verified by us or the Lead Manager or any of their or our respective affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled “Risk Factors” on page 10 of this Draft Prospectus. Accordingly, investment decisions should not be based on such information)

The World Economy:

Global economic growth slowed down in first quarter of 2015, due to easing economic activity in major economies such as United States, Germany, United Kingdom and China. Federal Reserve in its meeting held in April 2015, deferred any hike in federal fund rate until there is further improvement in the labor market and inflation conditions. China, on the other hand, reduced its benchmark interest rate by 25 basis points to 5.10 per cent in May 2015. With a view to support the economic growth, China’s central bank has cut down the key interest rates for three time in past six months.

IMF in its World Economic Outlook (WEO) Update published in April 2015, has released the projections for World GDP growth. As per the report, the global GDP growth is projected at 3.5 and 3.8 percent in year 2015 and 2016, respectively (upward revisions of 0.1 percent for 2016, relative to the IMF WEO-January 2015). The April 2015 WEO Update by IMF projects the growth in advanced economies at 2.4 per cent in 2015, as well as in 2016. Growth rate projections for emerging markets and developing economies for 2015 and 2016 stood at 4.3 per cent and 4.7 per cent, respectively. The projection for real GDP growth in India stood at 7.5 per cent for both 2015 and 2016 in below mentioned table.

Overview of the World Economic Outlook Projections: April 2015

	Year over Year						Q4 over Q4		
	2013	2014	Projections		Difference from		Estimates	Projections	
					January 2015				
			2015	2016	WEO Update ¹			2014	2015
				2014 Projections	2016				
World Output²	3.4	3.4	3.5	3.8	0.0	0.1	3.2	3.5	3.7
Advanced Economies	1.4	1.8	2.4	2.4	0.0	0.0	1.7	2.5	2.3
United States	2.2	2.4	3.1	3.1	-0.5	-0.2	2.4	3.1	2.8
Euro Area ³	-0.5	0.9	1.5	1.6	0.3	0.2	0.9	1.7	1.6
Germany	0.2	1.6	1.6	1.7	0.3	0.2	1.5	1.7	1.7
France	0.3	0.4	1.2	1.5	0.3	0.2	0.2	1.6	1.3
Italy	-1.7	-0.4	0.5	1.1	0.1	0.3	-0.5	1.0	1.1
Spain	-1.2	1.4	2.5	2.0	0.5	0.2	2.0	2.4	1.8
Japan	1.6	-0.1	1.0	1.2	0.4	0.4	-0.7	2.4	0.5
United Kingdom	1.7	2.6	2.7	2.3	0.0	-0.1	2.7	2.7	2.2
Canada	2.0	2.5	2.2	2.0	-0.1	-0.1	2.6	1.8	2.0
Other Advanced Economies ⁴	2.2	2.8	2.8	3.1	-0.2	-0.1	2.6	3.0	3.1
Emerging Market and Developing Economies⁵	5.0	4.6	4.3	4.7	0.0	0.0	4.6	4.4	5.0
Emerging and Developing Asia	7.0	6.8	6.6	6.4	0.2	0.2	6.7	6.8	6.4
ASEAN-5 ⁶	5.2	4.6	5.2	5.3	0.0	0.0	5.0	5.0	5.5
Emerging and	2.9	2.8	2.9	3.2	0.0	0.1	2.7	4.1	2.1



Developing Europe ⁷									
BRICS Nations									
Brazil	2.7	0.1	-1.0	1.0	-1.3	-0.5	-0.2	-1.4	2.3
Russia	1.3	0.6	-3.8	-1.1	-0.8	-0.1	0.1	-6.4	2.0
India⁸	6.9	7.2	7.5	7.5	1.2	1.0	6.8	7.9	7.5
China	7.8	7.4	6.8	6.3	0.0	0.0	7.2	6.8	6.3
South Africa	2.2	1.5	2.0	2.1	-0.1	-0.4	1.3	1.6	2.4

Note: Real effective exchange rates are assumed to remain constant at the levels prevailing during February 6–March 6, 2015. Economies are listed on the basis of economic size. The aggregated quarterly data are seasonally adjusted. Lithuania is included in the advanced economies. In the January 2015 WEO Update, Lithuania was included in the emerging market and developing economies.

- 1 Difference based on rounded figures for both the current and January 2015 WEO Update forecasts.
- 2 The quarterly estimates and projections account for 90 percent of the world purchasing-power-parity weights.
- 3 Excludes Lithuania, which joined the euro area in January 2015. Data for Lithuania are not included in the euro area aggregates because Eurostat has not fully released the consolidated data for the group.
- 4 Excludes the G7 (Canada, France, Germany, Italy, Japan, United Kingdom, United States) and euro area countries but includes Lithuania.
- 5 The quarterly estimates and projections account for approximately 80 percent of the emerging market and developing economies.
- 6 Indonesia, Malaysia, Philippines, Thailand, Vietnam.
- 7 The projections for Lithuania are included in the January 2015 WEO Update but are excluded in the columns comparing the current forecasts with those in the January 2015 WEO Update.
- 8 Data and forecasts are presented on a fiscal year basis, and GDP from 2011 onward is based on GDP at market prices with FY2011/12 as a base year. Growth rates in the January 2015 WEO Update were based on the GDP at market prices with FY2004/05 as a base year.

Source: IMF

Major Macroeconomic Indicators

	Country / Region	Quarterly Growth Rate of Real GDP				Annual CPI Inflation Rate		Unemployment Rate		Benchmark Interest Rate
		Q-o-Q		Y-o-Y						
Developed Economies	OECD	0.50	(Q4)	1.77	(Q4)	0.57	(Mar)	6.90	(Mar)	NA
	USA	0.06	(Q1)	2.99	(Q1)	-0.20	(Apr)	5.40	(Apr)	0.25
	UK	0.30	(Q1)	2.38	(Q1)	-0.10	(Apr)	5.50	(Jan-Mar)	0.50
	Japan	0.60	(Q1)	-1.40	(Q1)	2.30	(Mar)	3.40	(Mar)	0.00
	Euro Area (EA18)	0.40	(Q1)	0.98	(Q1)	0.00	(Apr)	11.30	(Mar)	0.05
	European Union (EU28)	0.42	(Q1)	1.36	(Q1)	0.00	(Apr)	9.80	(Mar)	NA
BRIC	Brazil	0.33	(Q4)	-0.20	(Q4)	8.17	(Apr)	6.20	(Mar)	13.25
	Russia	NA		0.40	(Q4)	16.40	(Apr)	5.90	(Mar)	12.50
	India*	NA		7.53	(Q4)	-2.65	(Apr)	NA		7.50
	China	1.30	(Q1)	7.00	(Q1)	1.50	(Apr)	NA		5.10
EMEA	Korea	0.77	(Q1)	2.36	(Q1)	0.39	(Apr)	3.70	(Mar)	1.75



Indonesia	1.12	(Q1)	4.77	(Q1)	6.79	(Apr)	NA		7.50
Turkey	0.69	(Q4)	2.37	(Q4)	7.60	(Mar)	10.40	(Dec)	7.50

Note: Months mentioned in bracket are for the Year-2015, except Dec, which stands for December 2014. (Q4), (Q1) represent fourth and first quarter of 2014 and 2015, respectively.

* Wholesale Price Index (WPI) inflation data is considered for measuring inflation in India. NA – Not Available

Source: Official Database & Central Banks of respective countries, OECD

Review of Indian Economy

The Ministry of Statistics and Programme Implementation, Government of India has revised the base year for estimating national income and has released new series of national accounts. As per international practices Gross Value Added (GVA) at basic prices in place of GDP at factor cost and GDP at Market prices will be referred to as GDP. As per the advance estimates of National Income, 2014-15, the Growth in GDP at constant prices (2011-12) during 2014-15 is estimated at 7.4 per cent as compared to the growth rate of 6.9 per cent in 2013-14. Agriculture sector's growth has been estimated at 1.1 per cent in 2014-15 as against 3.7 per cent in 2013-14. Manufacturing and Services sector are estimated to grow at 6.8 per cent and 10 per cent, respectively in 2014-15.

As per quarterly estimates of GDP for Q3 of 2014-15 as per the new series, GDP growth was registered at 7.5 per cent. According to data released as per the earlier estimates, GDP growth stood at 5.7 per cent and 5.3 per cent during Q1 and Q2, respectively.

Quarterly GDP growth in India (Y-o-Y) (at 2011-12 prices)

Items	2013-14 (NS)	2014-15 (AE)	2013-14			2014-15		
			Q1	Q2	Q3	Q1	Q2	Q3
1. Agriculture & allied activities	3.7	1.1	2.7	3.6	3.8	3.5	2.0	-0.4
2. Industry								
Mining & Quarrying	5.4	2.3	0.8	4.5	4.2	5.1	2.4	2.9
Manufacturing	5.3	6.8	7.2	3.8	5.9	6.3	5.6	4.2
Electricity, Gas & Water Supply	4.8	9.6	2.8	6.5	3.9	10.1	8.7	10.1
3. Services								
Construction	2.5	4.5	1.5	3.5	3.8	5.1	7.2	1.7
Trade, Hotel, Transport and Communications	11.1	8.4	10.3	11.9	12.4	9.4	8.7	7.2
Finance, Insurance, Real Estate & Business Services	7.9	13.7	7.7	11.9	5.7	11.9	13.8	15.9
Community, Social & Personal Services	7.9	9.0	14.4	6.9	9.1	1.9	6.0	20.0
Gross Value Added at Basic Price	6.6	7.5	7.2	7.5	6.6	7.0	7.8	7.5
GDP	6.9	7.4						

Source: CSO

The HSBC Purchasing Managers' Index (PMI) slowed down to 51.3 in April 2015 from 52.1 in March 2015. It indicated weaker improvement in the health of manufacturing sector during the month. Similarly, HSBC India Composite Output Index fell to 52.5 in April 2015 from 53.2 in March 2015.

In the Union Budget 2014-15, the government kept a fiscal deficit target of 4.1 per cent of GDP. The central government has managed to contain the deficit at 4 per cent of the GDP or ₹ 5, 01,880 crore in 2014-15 (98 per cent of the projected figure in revised estimate). Gross tax collections grew 9 per cent in 2014-15 and stood at Rs 12, 45,037 crore, partially lower than the revised estimate of Rs 12, 51,391 crore. The Union budget 2015-16 has set India's fiscal deficit target for the 2015-16 at 3.9 percent of GDP which would gradually come down to 3 per cent by 2017-18, one year later than previously expected. A number of organizations have revised their estimates and outlook for India's growth.



GDP growth estimates by various agencies (in per cent)

Agency	2015	2016
IMF	7.5	7.5
United Nations	7.6	7.7
Moody's	7.5	NA
World Bank	7.5 (2015-16)	8 (2017-18)
India Ratings	7.7 (2015-16)	NA
Reserve Bank of India	7.8 (2015-16)	NA
Finance Ministry	8-8.5 (2015-16)	NA

Source: Various Agencies

MEDIA & ENTERTAINMENT INDUSTRY IN INDIA – OVERVIEW

The Indian Media and Entertainment (M&E) industry is a sunrise sector for the economy and is making high growth strides. Proving its resilience to the world, the Indian M&E sector is on the cusp of a strong phase of growth, backed by rising consumer payments and advertising revenues across all sectors.

The industry has been largely driven by increasing digitisation and higher internet usage over the last decade. Internet has almost become a mainstream media for entertainment for most of the people.

Market Dynamics:

India's entertainment and media sector is expected to grow steadily over the next five years. The industry is expected to exceed Rs 2,27,000 crore (US\$ 36.49 billion) by 2018, growing at compound annual growth rate (CAGR) of 15 per cent between 2013 and 2018.

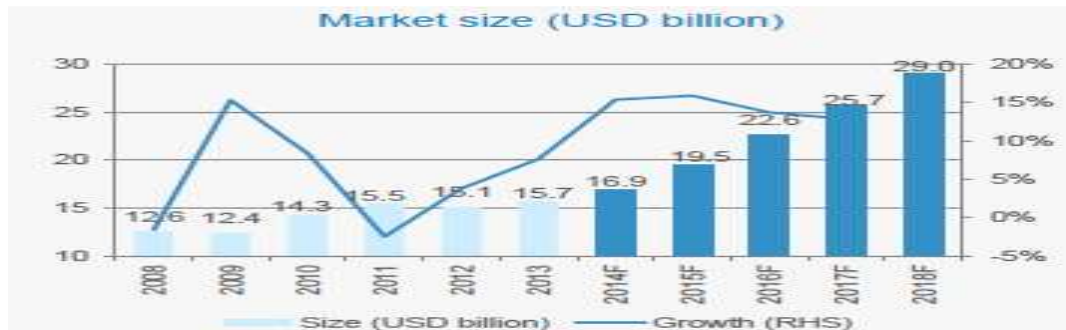
In 2013, the overall entertainment and media industry was estimated at Rs 112,044 crore (US\$ 18.01 billion) and grew by 19 per cent over the previous year. The largest segment, India's television industry, continued its strong growth momentum led by subscription revenues, representing a year-on-year growth of about 15 per cent. Internet access and internet advertising have been the fastest growing segments with annual growth rates of 47 per cent and 26 per cent, respectively.

Significantly, with the increased penetration of smartphones and expansion of 3G networks in India, the country is likely to see more mobile application (apps) downloads during 2015. This uptick in app-downloads is also expected to increase the revenue from paid apps. Additionally, video games industry and Indian animation industry is forecasted to grow per annum.

The foreign direct investment (FDI) inflows in the information and broadcasting (I&B) sector (including print media) in the period April 2000 – January 2015 stood at US\$ 3,890.94 million.

Market size:

The Indian Media & Entertainment (M&E) industry is expected to grow at a CAGR of 14.2 per cent from 2013-2018 to reach USD 29.0 billion in 2018 with a contribution of film industry of around USD 4 billion.



MARKET OVERVIEW AND TRENDS:

The Entertainment Sector is split into nine segments:

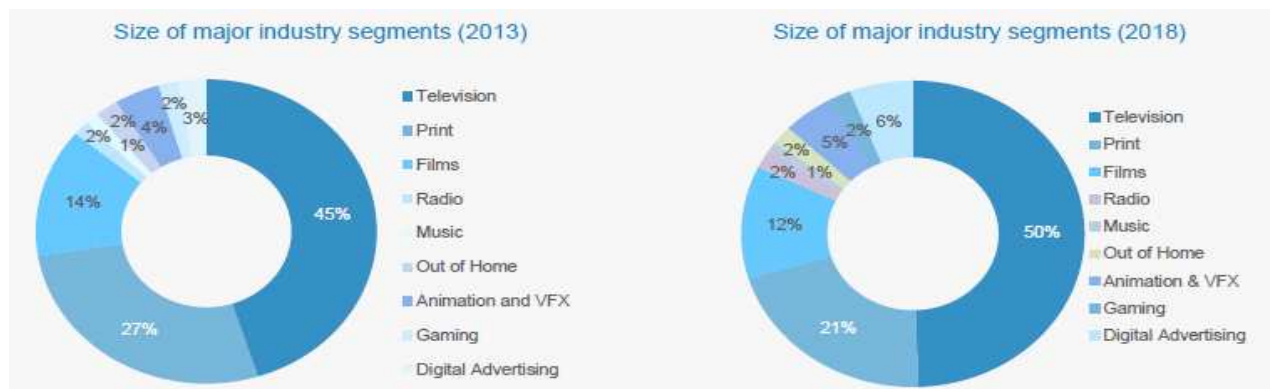
- Television
- Films
- Radio
- Print
- Digital Advertising:
- Music
- Gaming
- Animation and VFX
- Out of Home(OOH)

SEGMENTS OF INDIAN ENTERTAINMENT INDUSTRY:

The entertainment industry continues to be dominated by the television segment, accounting for 45 per cent of market share in terms of revenues, which is expected to grow further to 50 per cent by 2018.

Television, print and films together account for 86 per cent of market share in 2013 .Television is going to capture more market share in coming years and expected to contribute half of the total market by 2018.

Print media would be the second largest sector and Out of Home (OOH), Music and Gaming is expected to contribute 2.0 per cent each to the entire industry by 2018.



FACTORS DRIVING GROWTH IN ENTERTAINMENT INDUSTRY:

- Incomes have risen at a brisk pace in India and will continue rising given the country’s strong economic growth prospects.



- Nominal per capita income is estimated (IMF) to have recorded a CAGR of 11.9* per cent over 2000-13.
- Rising incomes, with its positive impact on the consumer base, will be the key growth driver for the entertainment industry (across the country).
- As the proportion of working age population in total population increases, GDP is expected to grow higher
- Per capita income is expected to expand at a CAGR of 11.4* per cent for the period 2013-19
- Apart from the impact of rising incomes, widening of the consumer base will also be aided by expansion of the middle class, increasing urbanization, and changing lifestyles.
- The entertainment industry will also benefit from continued rise in the propensity to spend among individuals, empirical evidence points to the fact that decreasing dependency ratio leads to higher discretionary spending on entertainment.



NOTABLE TRENDS IN ENTERTAINMENT INDUSTRY

TELEVISION:

- Television penetration in India was at about 60 per cent in 2013.
- The government announced the digitisation of cable television in India in four phases, to be completed by the end of 2014.
- The Direct-To-Home (DTH) subscription is growing rapidly driven by content innovation and product offerings .

FILM:

- The Indian film industry is largest producer of films globally with 400 production & corporate houses involved in film production .
- The revenues earned by the Indian film industry for 2013 were USD2.1 billion and is expected to grow at a CAGR 11.9 per cent for 2013-2018.
- Increasing share of Hollywood content in the Indian box office and 3D cinema is driving the growth of digital screens in the country.
- In 2013, the film industry added 150-200 (approx.) screens led by the expansion of multiplexes in the tier II and tier III cities

PRINT:

- The print industry grew by 8.5 per cent to USD4.2 billion in 2013 and is expected to grow at a CAGR of 9.0 per cent between 2013-2018 to reach USD6.1 billion.
- Increasing income levels and evolving lifestyles have led to robust growth in niche magazines segment.
- Considering the huge potential in regional print markets, national advertisers are entering these markets to increase their advertising share.



ANIMATION, GAMING AND VFX (AGV):

- Growing focus on the 'kids genre' and rise in dedicated TV channels for them.
- As the advertising industry grows, the share of animation driven advertisements are expected to also grow.
- Surge in 3D/HD animated movies in theatres and use of animation and VFX in TV advertising and gaming.
- Growing outsourcing of VFX and gaming to India is due to cost effectiveness of Indian players.
- Content localisation such as T20fever.com and ICC World Cup 2011 games.

RADIO:

- Increasing FM enabled phones and car music systems.
- In 2014, 242 channels (Phase – I & Phase – II) were operating across India
- In 2013, the share of audiences tuning into radio from out-of-home mediums as compared to in-home listing increased to 23.1 per cent.
- Government introduced favorable guidelines for expansion of the 3rd phase of FM radio broadcasting services, which will bring 294 towns and 839 stations under FM coverage .
- Liberalisation of policy on community radio took place in 2008 which led to 29 community radio stations getting operational in the country.

OUT OF HOME AND DIGITAL

- With increasing penetration of internet and digital mediums, digital segment is expected to outperform other sectors of entertainment .
- Although Out-of-Home segment has a low contribution to the total of entertainment industry, in coming years it is going to witness a significant growth.

MUSIC:

- The music industry is on fast paced growth with increasing international associations.
- The Indian music industry is a consortium of 142 music companies.
- Players are looking at new ways and mediums to monetise music, such as utilising social media to promote music.
- Mobile phones, iPods and mp3 players – devices that enable music on-the-go – are becoming the primary means to access music.
- Digital music on mobile continues to drive music industry revenue.
- Digital revenues contribute 53 per cent of the music industry, and is expected to contribute close to 62 per cent by 2018.

ADVANTAGES OF MEDIA & ENTERTAINMENT INDUSTRY

Robust Demand

- Rising incomes and evolving lifestyles have led to higher demand for aspirational products and services.
- Higher penetration and a rapidly growing young population coupled with increased usage of 3G and portable devices would augment demand.

Attractive opportunities

- Industry is set to expand at a CAGR of 15.2 per cent over 2012-17, one of the highest rates globally.
- Television and AGV segments expected to lead industry growth, opportunities in digital technologies as well.

Increasing investments

- Higher FDI inflows.
- Increasing M&A activity.
- More big-ticket deals such as Walt Disney- UTV, Sony-ETV and Zee- Star.



- Entry of big players across all segment of industry.

Policy support

- Policy sops, increasing FDI limits.
- Measures such as digitisation of cable distribution to improve profitability and ease of institutional finance.
- Increasing liberalisation and tariff relaxation.
- The Cable Television Networks (Regulation) Amendment Act, 2011 to amend the Cable Television Networks (Regulation) Act, 1995.

INVESTMENT:

Some of recent development/investments in the media and entertainment industry are:

- Cinepolis India Pvt. Ltd, the Indian movie exhibition arm of Mexican chain Cinepolis, is planning to add 60 screens to take its total count to over 250 screens by the end of 2015.
- Turner International India has announced the expansion of its television bouquet for children with the launch of Toonami, a channel dedicated to animated action. This is the American company's third children's channel in India after Cartoon Network and POGO. Toonami joins an assortment of over 15 channels in the kids' genre, which attracts close to Rs 500 crore (US\$ 80.38 million) in advertising.
- Twitter Inc. plans to set up a research and design (R&D) centre in Bengaluru to grow faster in emerging markets. This will be the San Francisco-based company's first such facility outside the US. Twitter plans to use Bengaluru-based mobile marketing and analytics company ZipDial Mobile Solutions Pvt. Ltd's team to build this new R&D facility.
- STAR India, a unit of 21st Century Fox, has acquired the entire broadcast business of MAA Television Network Ltd for an undisclosed amount.
- Carnival Films Pvt. Ltd, supported by commodity trader Shrikant Bhasi, has agreed to buy multiplex company Stargaze Entertainment Pvt. Ltd from a unit of Mukesh Ambani-controlled Network18 Media and Investments Ltd
- SRS Cinemas, the multiplex chain of the Rs 5,000 crore (US\$ 803.87 million) SRS Group, is currently in an expansion mode and has earmarked a huge corpus to add more screens to its current portfolio of 48 screens to take the total number to close to 100 by the end of 2015.
- Television and film production company, Balaji Telefilms Ltd has announced that it is entering the American television market by signing an American television series production deal with Indus Media, the firm said in filing to BSE. The deal will see Balaji secure rights to the TV series 'Brown Nation', a satirical comedy based on the lives of Indian Americans.
- Television and film production company Balaji Telefilms Ltd has entered into a strategic alliance with Kolkata-based Chhayabani Pvt Ltd to create distinctive and contemporary television content.
- Jagran Prakashan Limited (JPL), which publishes 12 newspapers including its flagship brand Dainik Jagran, is set to enter the radio space with the acquisition of Media Broadcast Private Limited (MBPL)'s Radio City 91.1 FM.

Government Initiatives:

The Government of India has supported this sector's growth by taking various initiatives such as digitising the cable distribution sector to attract greater institutional funding, increasing FDI limit from 74 per cent to 100 per cent in cable and DTH satellite platforms, and granting industry status to the film industry for easy access to institutional finance.

Recently, the Indian and Canadian governments have signed an audio-visual co-production deal that would help producers from both countries to explore their technical, creative, artistic, financial and marketing resources for co-productions and, subsequently, lead to exchange of culture and art amongst them.

Furthermore, the Centre has given the go-ahead for licences to 45 new news and entertainment channels in India. Among those who have secured the licenses include established names such as Star, Sony, Viacom and Zee.



Presently, there are 350 broadcasters which cater to 780 channels. “We want more competition and we wanted to open it up for the public. So far, we have approved the licences of 45 new channels. It’s a mix of both news and non-news channels,” said Mr Bimal Julka, Secretary, Ministry of I&B, Government of India.

Road Ahead:

The Indian M&E industry is on an impressive growth path. Internet access has surpassed the print segment as the second-largest segment contributing to the overall pie of M&E sector revenues. Television and print are expected to remain the largest contributors to the advertising pie in 2018 as well. Internet advertising will emerge as the third-largest segment, with a share of about 16 per cent in the total M&E advertising pie. The film segment estimated at Rs 12,600 crore (US\$ 2.02 billion) in 2013 is projected to grow steadily at a CAGR of 12 per cent on the back of higher domestic and overseas box-office collections as well as cable and satellite rights.

Digital advertising is expected to lead the CAGR with 27.7 per cent, followed by radio with 18.1 per cent. Gaming and television are expected to register a CAGR of 16.2 per cent each, followed by growth rates of animation and VFX (15.9 per cent), music (13.2 per cent), films (11.9 per cent) and OOH with 9.2 per cent expected CAGR. Within TV, subscription revenues are expected to be three times more than advertising revenues, by 2018. Growth in the regional reach of print and radio shall provide opportunities to further improve the advertisement revenue.

(sources:www.ibef.org)



OUR BUSINESS

In this section, unless the context otherwise requires, a reference to "we", "us" and "our" refers to P.B. Films Limited. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our restated financial information. This section should be read together with "Risk Factors" on page 10 and "Industry Overview" on page 68 of this Draft Prospectus.

Our Company was originally incorporated in Kolkata as "P. B. Films Private Limited" on 27th September, 2007 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Kolkata, West Bengal. Our Company was converted in to a public limited company and consequently name was changed to "P. B. Films Limited" vide fresh certificate of incorporation dated 29th June, 2011 issued by the Registrar of Companies, Kolkata, West Bengal.

We are a film production house based in Kolkata, with a vision to make commercial and art films. Our company produced the first film "Mr. Fantoosh" which was released in the year 2008. This venture helped our company to get exposure to all aspects of film making and helped lay foundation for our company in film production. Ever since its first release our company has been on a steady growth curve in the field of motion picture production and has produced around fourteen films and few are under process of production in the coming year.

Our company has always provided quality content to the Industry and promotes fresh faces, talented singers, directors, and others who have the potential to serve the Indian Entertainment Industry. Mr. Pankaj Agrawal, Promoter of our company, with his strong belief of "New people will bring in new colour and diversified talent" has achieve recognition and is providing quality content to the Industry.

We have produced the following films in Bengali:-

1. **Mr. Fantoosh:** Film was released on 2nd October, 2008
2. **Krodh :**Film was released 25th December, 2009
3. **Mon Amar Sudhu Tomar:**Film was released on 12th March, 2010
4. **Kokhono Biday Bolo Na:**Film was released on 10th September, 2010
5. **Piya Tumi :**Film was released on 18th March, 2011
6. **Someday Somewhere :**Film was released on 16th September, 2011
7. **Mone Pore Aajo Shei Din :**Film was released on 9th December, 2011
8. **Life in Park Street :**Film was released on 20th July, 2012
9. **Bawali Unlimited :**Film was released on 28th December, 2012
10. **Mrs. Sen :**Film was released on 7th June, 2013
11. **Masoom :**Film was released on 7th February, 2014
12. **Chhaya Manush :**Film was released on 7th February, 2014
13. **Sada Canvas:**Film was released on 18th July, 2014
14. **Kokhon Tomar Ashbe Telephone:**Film was released on 21st November, 2014

OUR STRENGTHS:

We derive our strengths from following factors:

Leveraging the experience of our Promoter

Our Promoter Mr. Pankaj Agrawal with 10 years of experience in media and entertainment industry will have a major role in the growth and development of our business.

Experienced Directors and Management Team

Our Company is managed by a team of experienced and professional personals having experience and knowledge and the same would enable us to develop strong business models and execute plans effectively. Our Directors and core-



management team possesses an in-depth understanding of the Indian film industry, content and content exploitation, and is therefore well -positioned to focus on the continued expansion and strengthening of our business.

Long-standing relationships in the Industry

Our Company has been able to develop good relationship in the Industry. This is manifested in the form of release of our films in the past. The Company expects to maintain its long lasting relationship within the Industry and shall attempt to deleop further relationship as a part of its business development and endeavour.

BUSINESS STRATEGY:

Our corporate vision is “to be one of the leading film production house by establishing sustainable connection with the audience.

Our Business strategies are as follows:

- We intend to expand our production activity to produce films which will cater to every need of viewers in India and enhance our position as a production house with continuous innovation in process and better understanding of the viewership trend. In view of the rapid changing preferences in entertainment space domestically and internationally, we intend to build up capability of conceptualizing and producing films catering to every entertainment need for film viewers in terms of family drama, adventurous, romantic story etc.
- We intend to have diversified content library and expand further into Hindi and other Regional language film market such as Marathi, Punjabi, Telugu etc. and increase the scale of our presence in this market.
- We strategize to track the viewer’s preference of films to cater to their demand.
- We plan to leverage our industry relationship in the growth and development of our film making business.

BUSINESS ACTIVITIES

We are a film production house engaged in the production of commercial and art films. Our company has produced several films in regional language.Ever since the first release of our film, we has been on a steady growth curve in the field of motion picture production and has produced around fourteen films and few are under process of production in the coming year.

Some of the movies, which we have been produced in India, are as below:



- Film Name:- **Mr. Fantoosh**
- It’s a deadly action movie.
- Released on 2nd October, 2008
- Directed by:-Raj Mukherjee
- Produced by : Pankaj Agrawal
- Staring: Prosenjit Chatterjee, Rachana Banerjee, Hara Pattanaik & Others



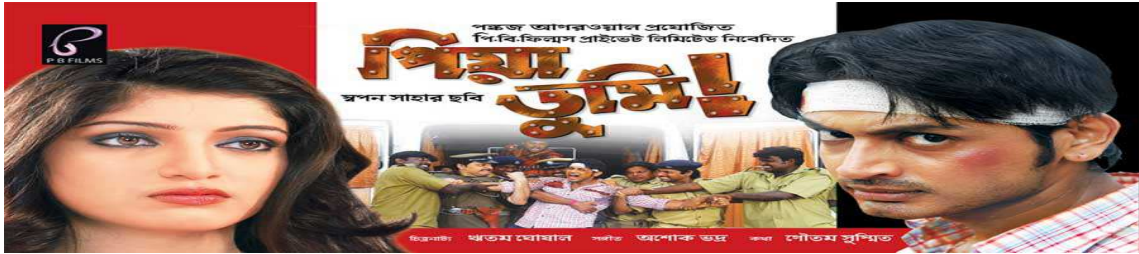
- Film Name: **Krodh**
- It's a story about a deserted son who is looking to take revenge against his tyrant father.
- Released on 25th December, 2009
- Directed by:-Sankar Roy
- Produced by : Pankaj Agrawal
- Starring: Jisshu U Sengupta, Swrana Kamal Dutta, Priyadershani & Others



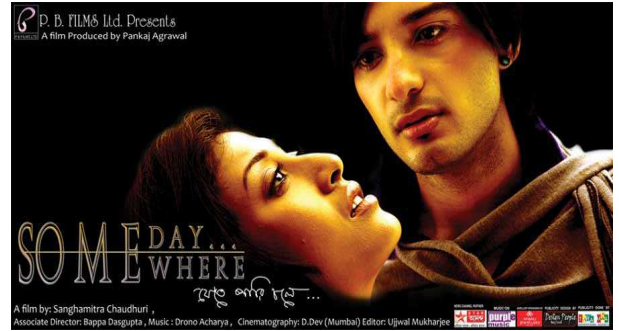
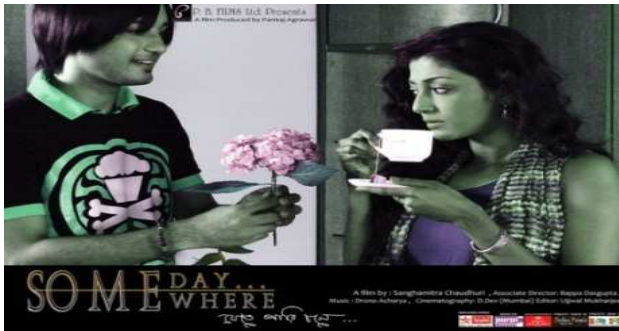
- Film Name: **Mon Amar Sudhu Tomar**
- It's a love story.
- Released on 12th March, 2010
- Directed by:-Raj Mukherjee
- Produced by : Pankaj Agrawal
- Starring: Priyadershani, Kamalika Banerjee, & Others



- Film Name: **Kokhono Biday Bolo Na**
- It's a story of a boy and how he falls victim of badluck.
- Released on 10th September, 2010
- Directed by:-K. Murlidharan
- Produced by : Pankaj Agrawal
- Starring: Jisshu U Sengupta, Malobika, & Others



- Film Name: **Piya Tumi**
- It's a story of a boy and how he falls victim of badluck.
- Released on March 18, 2011
- Directed by:- Swapan Saha
- Produced by : Pankaj Agrawal
- Starring: Hrishi, Priyadarshini, Rajatava Dutta, Bodhisattwa Majumdar & Others



- Film Name: **Someday Somewhere**
- This film revolves around the mental state of girl suffering from HIV positive.
- Released on 16th September, 2011
- Directed by:- Sanghamitra Chowdhuri
- Produced by : Pankaj Agrawal
- Starring: Pouli, Shaheb Bhattacharjee, Prasenjit Chakraborty & Others



- Film Name: **Mone Pore Aajo Shei Din**
- This film is about father and son bonhomie, a sweet love story with a not-so-happy ending, and some amazing dance sequences. After two and a half hours, when the credits start rolling, that's what stands out about this film.
- Released on 9th December, 2011
- Directed by:- Ajay & Sudipta
- Produced by : Pankaj Agrawal
- Starring: Joy, Sayantika, Aviraj Biswajit Chakraborty & Others



- Film Name: **Life in Park Street**
- The film focuses on every aspect of life in the stretch of the city, expressing the bright and dark co-exists on Park Street.
- Released on 20th July, 2012
- Directed by:- Raj Mukherjee
- Produced by : Pankaj Agrawal
- Starring: Soumitra Chatterjee, Debasree Roy,& Others



- Film Name: **Bawali Unlimited**
- This film is a complete comedy.
- Released on 28th December, 2012
- Directed by:- Sujit Mondal
- Produced by : Pankaj Agrawal
- Starring: Dev, Joy, Payal Sarkar, Sabyasachi Chakraborty & Others



- Film Name: **Mrs. Sen**
- The story of the film is based on infidelity.
- Released on 7th June, 2013
- Directed by:- Agnideb Chatterjee
- Produced by : Pankaj Agrawal
- Starring: Rituparna Sengupta, Rohit Roy, Rishita Bhatt, & Others



- Film Name: **Masoom**
- This film is about teenage and how our society, with all its moral hang-ups, fails to get to the root of the problem.
- Released on 7th February, 2014
- Directed by:- Parth Sarthi Joarder
- Produced by : Pankaj Agrawal
- Starring: Akash, Ritika, Sabyasachi Chakraborty, & Others



- Film Name: **Chaya Manush**
- This film is a is a para-psychological thriller
- Released on 7th February, 2014
- Directed by:- Arindam Dey
- Produced by : Pankaj Agrawal
- Starring: M Raima Sen, Parambrata Chattopadhyay, Soumitra Chatterjee, Pauli Dam, & Others



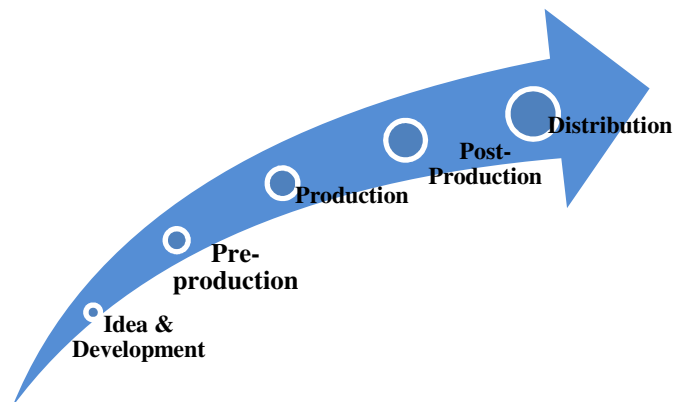
- Film Name: **Sada Canvas**
- This film is a is a para-psychological thriller
- Released on 18th July, 2014
- Directed by:- Subrata Sen
- Produced by : Pankaj Agrawal
- Starring: Rohit Roy, Paoli Dam, Malobika, Lockett Chatterjee, Mumtaz Sorcar (Guest appearance) & Others



- Film Name: **Kokhon Tomar Ashbe Telephone**
- This film is a Suspense thriller.
- Released on 21st December, 2014
- Directed by:- Arindam Dey
- Produced by : Pankaj Agrawal
- Starring: Arjun Chakraborty, Sneha Roy, Biswajit Chakraborty, Sujoy Ghosh, Locket Chatterjee, Partha Sarathi Chakraborty, Shamik Sinha, Deboprasad halder, Debajyoti Chakraorty & many others

PROCESS FLOW OF PRODUCTION AND DISTRIBUTION

The filmmaking process is commonly divided into five phases: Idea and Development; Pre-production; Production; Post-production; and Distribution.



The Process of Production and Distrubution:

Phase 1: Idea and Development

Finding the initial idea for the film is the core of the whole filmmaking process. Inspiration is often elusive, not only to filmmakers but to other artists as well. Every idea for a film is not a good idea, but once the idea is finalized it forms the foundation of the film. This phase of the process helps to convey others, on-set and off-set, about the film.

Phase 2: Pre-Production

This is the stage in which all the planning for the project takes place. During pre-production, the production is broken down into individual scenes and all the locations, props, cast members, costumes, special effects and visual effects are identified. The script, if not already complete, is written at this stage. A detailed schedule is produced and arrangements are made for the necessary elements or people to be available to the film-makers at the appropriate times.



Phase 3: Production

This is the stage at which all the filming is carried out. All scenes planned out in pre-production are filmed at the relevant locations. Each scene is filmed as many times as the director deems fit, to ensure the best quality scenes will be used to construct the film. This is where the strength of the pre-production work is put to the test. Great care is taken to make sure that all the filming is done correctly and all necessary shots are taken, as it is sometimes difficult or impossible to go back and repeat certain events if the filming is incomplete when it comes to the post-production stage.

Phase 4: Post-Production

This is the stage in which the film is assembled by the editor. The first job of the film editor is to build a rough cut taken from sequences (or scenes) based on individual "takes" (shots). The purpose of the rough cut is to select and order the best shots. The next step is to create a fine cut by getting all the shots to flow smoothly in a seamless story. Trimming - the process of shortening scenes by a few minutes, seconds, or even frames - is done during this phase. As well as the editing of footage, all music, graphics, menus etc are added in this stage.

Phase 5: Distribution

Distribution is the process in which the film reaches the audience, and is therefore the final peak of the whole filmmaking process. It is done through film distributors, either by a theatrical distribution or for home viewing, such as DVD releases. Nowadays, a film can also be shared on the internet. Advertising is, of course, a part of this phase; use your marketing material in order to stand out in the busy world of media.

COLLABORATIONS

The Company has so far not entered into any technical or financial collaboration agreement.

UTILITIES

Water

Water is required only for drinking and sanitary purposes and adequate water sources are available. The requirements are fully met at the existing premises.

Power

The company does not require much power except the normal requirement of the offices / business of the company and for lighting, systems etc. Adequate power is available.

Human Resources

The details of manpower employed as on May 25, 2015 are as under:

Sr. No.	Category	No. of Employees
1	Managing Director - Producer	1
2	Chief Financial Officer	1
3	Company Secretary & Compliance Officer	1
4	Accounts, Administration & Finance	3
5	Public Relation Officer	1
6	Support Staff	2
	TOTAL	9



Competition

The Indian media & entertainment Industry is competitive. We face competition from both the existing players and new entrants in the film industry. We also face competition from other segment of entertainment media including but not limited to television channels, radio and print among others. Additionally, an increase in number of corporate houses diversifying into film production and distribution and liberalization of FDI norms in film industry the competition may significantly increase.

Marketing Set-up and Marketing Strategy

Promotion and marketing of a film is an integral and essential part for the success of the film. The function of marketing and promotion is to bridge the gap between the audience and the film. It is to drive the filmgoers to buy the ticket of films and view them. It also provides information and creates excitement and demand in the trade for our films. We strategize to create awareness about our the film produced within the viewers/ public and build hype about the film. This is achieved through various promotion tools as follows:

1. **Pre-Release** – Pre release promotions happens before the release of the film. This includes several activities such as music release of the film, presence at various television channels and radio stations and presence at public places etc.
2. **Release activity** – All marketing and promotional activity peaks during the week of release involving building lot of excitement around the concept of the film both through paid and unpaid publicity options. TV spots, entertainment page ads in newspapers, artist's interviews, special shows for the media, etc are some of the activities undertaken;
3. **Post release activity** –The level of publicity to be maintained for the film in the post release weeks, depends on the performance of the film in the opening weekend.

Products/ Services provided by us

The product of the Company is in the form of films produced by us.

EXPORT POSSIBILITY AND OBLIGATION

Our Company doesn't have any export obligation as we are not exporting any material.

SWOT

Strengths

- Entertainment is one of the most booming sectors in India due to its vast customer reach & large customer base.
- Experienced Management Team
- The growing middle class with higher disposable income
- Change in the lifestyle and spending patterns of the Indian masses on entertainment.
- Multiplexes with prime locations with average ticket price & strong brand equity.

Weakness

- Revenue and profitability is directly linked to the exploitation and growth of our content.
- The Entertainment sector in India is highly fragmented.
- Rapid Technological changes
- Low margins and seasonal factors in the movie exhibition

Opportunities

- Growing awareness among viewers/customers about new technologies.



- New phase of low budget movies.
- Increase in no. of channels and Multiplexes.
- Rise in the viewership and the advertising expenditure

Threats

- Increased competition from other entertainment sources
- Piracy, violation of intellectual property rights.
- Lack of quality content
- Any change or shift of focus of Government policies .

Intellectual Property

We have applied for registration of our corporate logo to the Registrar of Trademarks.

Our Properties

Our Registered Office is located at 1 Crooked lane, FL 233, Kolkata-700069, West Bengal, India. The details are as under:

Sr. No.	Location	Title(Leased /Owned/ Rental)	Agreement Valid from	Agreement Valid till	Rent / Acquisition Cost
1.	1, Crooked Lane, F L-233, Kolkata-700069, West Bengal, India	Rental	01/04/2013	31/03/2016	₹ 14,500 per month

Our Corporate Office is located at Anupam Chamber, 18,Giri Babu Lane, 2nd Floor, Room No – 2 C, Kolkata – 700012, West Bengal, India. The details are as under:

Sr. No.	Location	Title(Leased /Owned/ Rental)	Agreement Valid from	Agreement Valid till	Rent / Acquisition Cost
1.	Anupam Chamber, 18,Giri Babu Lane, 2 nd Floor, Room No – 2 C, Kolkata - 700012 West Bengal, India	Rental	01/04/2013	31/03/2016	₹ 14,500 per month

Insurance Policies

We have not obtained any insurance policy other than the following:-

Sr. No.	Name of the policy	Policy No.	Insurance Company	Policy Tenure	Assets covered in policy	Insured Amount (Rupees)	Premium (in ₹)
1.	Private Car Package Policy	OG-16-2401 - 1 801 - 00009492	Bajaj Allianz General Insurance Company Limited	From 12:01 a.m. on June 3, 2015 to midnight on June 2, 2016	Audi Q3 2.0 TDIQ Premium Plus	31,00,000/- (Rupees Thirty Lakhs Only)	Final Premium: 57,097/- (Rupees Fifty Thousand and Ninety Seven Only) Liability Premium: 4,981/- (Rupees Four Thousand Nine Hundred and Eighty One Only)



2.	Package (Goods carrying (other than 3-wh)- Private Carriers)	55270031146360190042	National Insurance Company Limited	From January 21, 2015 to midnight on January 20, 2016	Tata 1109 13.0 LPT EX2 BS III bearing Registration No. WB-19-G-0843	10,20,000/- (Rupees Ten Lakh Twenty Thousand Only)	18,654/- (Rupees Eighteen Thousand Six Hundred Fifty Four Only)
3.	Package (Goods carrying (other than 3-wh)- Private Carriers)	55270031146360190033	National Insurance Company Limited	From January 21, 2015 to midnight on January 20, 2016	Tata 1109 13.0 LPT EX2 BS III bearing Registration No. WB-19-G-0844	10,20,000/- (Rupees Ten Lakh Twenty Thousand Only)	18,654/- (Rupees Eighteen Thousand Six Hundred Fifty Four Only)
4.	Private Car Package Policy	OG-15-2401-1801-00049618	Bajaj Allianz General Insurance Company Limited	From 00:00 hrs on January 6, 2015 to midnight on January 5, 2016	Skoda Superb 1.8 TSI Elegance Manual Transmission	9,06,993/- (Rupees Nine Lakh Six Thousand Nine Hundred Ninety Three Only)	4,159/- (Rupees Four Thousand One Hundred Fifty Nine Only)



KEY INDUSTRY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to the Company being a part of the film/entertainment industry. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see “Government and other Statutory Approvals”.

Notification of Industry Status

The Indian film industry was conferred industry status by a press release issued by the Ministry of Information and Broadcasting, Government of India (“GoI”), on May 10, 1998.

INDUSTRY-SPECIFIC REGULATIONS

The PrasarBharati (Broadcasting Corporation of India) Act, 1990

Pursuant to the enactment of the PrasarBharati (Broadcasting Corporation of India) Act, 1990, the PrasarBharati was set up as a statutory autonomous body on November 23, 1997. The Corporation is the public service broadcaster in India and the primary duty of PrasarBharati is to organise and conduct public broadcasting to inform, educate and entertain the public and to ensure a balanced development of broadcasting on radio and television. PrasarBharati is also empowered to manage on behalf of the Central Government the broadcasting of external services and monitoring of broadcasts made by organisations outside India. PrasarBharati has other objectives, some of which include upholding the unity and integrity of the country and the values enshrined in the Constitution of India, safeguarding the citizen’s right to be informed freely, truthfully and objectively on all matters of public interest, national or international, and presenting a fair and balanced flow of information including contrasting views without advocating any opinion or ideology of its own, and providing comprehensive broadcast coverage through the choice of appropriate technology and the best utilisation of the broadcast frequencies available and ensuring high quality reception and expanding broadcasting facilities by establishing additional channels of transmission.

The Cinematograph Act, 2010

The Cinematograph Act, 2010, which repealed the Cinematograph Act, 1925, was enacted to make provisions for the sanctioning of cinematograph films for exhibition and for regulating exhibitions by means of cinematograph. For the purpose of sanctioning films for exhibition, the Central Government has constituted a Board called the Central Board of Film Certification.

The Central Board of Film Certification after examining or having the film examined in the prescribed manner, determines whether to -

- (i) sanction the film for unrestricted exhibition; or
- (ii) having regard to any material in the film, if the Board is of the opinion that the film is suitable for viewing by persons who have completed twelve years of age, the Board may sanction the film for such exhibition; or
- (iii) having regard to any material in the film, if the Board is of the opinion that the film is suitable for viewing by persons who have completed fifteen years of age, the Board may sanction the film for such exhibition; or
- (iv) sanction the film for exhibition restricted to adults; or
- (v) sanction the film for exhibition restricted to members of any profession or any class of persons, having regard to the nature, content and theme of the film; or
- (vi) direct the applicant to carry out such excisions or modifications in the film as it thinks necessary before sanctioning the film for exhibition under any of the foregoing clauses; or
- (vii) refuse to sanction the film for exhibition.



The Micro, Small and Medium Enterprises Development Act, 2006 and Industries (Development And Regulation) Act, 1951 (“MSMED Act”)

The MSMED Act inter-alia seeks to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. The MSMED Act inter-alia empowers the Central Government to classify by notification, any class of enterprises including inter-alia, a company, a partnership, firm or undertaking by whatever name called, engaged in the manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 as: (i) a micro enterprise, where the investment in plant and machinery does not exceed ₹ 25,00,000/- (Rupees Twenty Five Lakhs Only); (ii) a small enterprise, where the investment in plant and machinery is more than ₹ 25,00,000/- (Rupees Twenty Five Lakh Only) but does not exceed ₹ 5,00,00,000/- (Rupees Five Crores Only); or (iii) a medium enterprise, where the investment in plant and machinery is more than ₹ 5,00,00,000/- (Rupees Five Crores Only) but does not exceed ₹ 10,00,00,000/- (Rupees Ten Crores Only). In case of enterprises engaged in providing or rendering of services, the enterprise may be classified as: (i) a micro enterprise, where the investment in equipment does not exceed ₹ 10,00,000/- (Rupees Ten Lakhs Only); (ii) a small enterprise, where the investment in equipment is more than ₹ 10,00,000/- (Rupees Ten Lakhs Only) but does not exceed ₹ 2,00,00,000/- (Rupees Two Crores Only); or (iii) a medium enterprise, where the investment in equipment is more than ₹ 2,00,00,000/- (Rupees Two Crores Only) but does not exceed ₹ 5,00,00,000/- (Rupees Five Crores Only). The MSMED Act also inter-alia stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

LABOUR LAWS

The Minimum Wages Act, 1948 (“MWA”)

The MWA was enacted to establish minimum wages for certain categories of employees. Under this Act, the Central and the State Governments stipulate the scheduled industries and establishments and fix minimum wages.

The West Bengal Minimum Wages Rules, 1951 (“MWA Rules”)

The West Bengal Minimum Wages Rules, 1951 was enacted to establish minimum wages for certain categories of employees. The MWA Rules require that wages should be fixed of the employee not exceeding 1 (one) month. The employer is required to make payment of wages to a worker on termination of his employment. The employer is required to give notices containing the minimum rates of wages and the name and address of the Inspector. The employer is required to pay extra wages for the overtime and maintain a register of wages.

Equal Remuneration Act, 1979

Equal Remuneration Act, 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith.

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 provides for the protection of women at work place and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer



himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to ₹ 50,000/-.

Industrial Disputes Act, 1947 (“IDA”)and Industrial Dispute (Central) Rules, 1957

Industrial Dispute Act, 1947 and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The Industrial Disputes Act, 1947 was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the IDA have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond a prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The IDA also sets out certain requirements in relation to the termination of the services of the workman. The IDA includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay-offs and retrenchment.

The Employees’ Compensation Act, 1923(“ECA”)

The Employees’ Compensation Act, 1923 has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries caused by accident(s) arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The ECA makes every employer liable to pay compensation in accordance with the ECA if a personal injury/disablement/ loss of life is caused to a workman by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the ECA within 1 (one) month from the date it falls due, the commissioner appointed under the ECA may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

TAX RELATED LEGISLATIONS

The Central Sales Tax Act, 1956(“CST Act”)

The Central Sales tax is levied on the sale of moveable goods within India in the course of inter-state trade or commerce and is governed by the provisions of the Central Sales Tax Act, 1956. If the goods move between states pursuant to a sale arrangement, then the taxability of such sale is determined by the CST. On the other hand, the taxability of a sale of movable goods within the jurisdiction of the State is determined as per the local sales tax/Value Added Tax legislation in place within such State.

Income-tax Act, 1961 (“IT Act”)

The Income-tax Act, 1961 is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its “Residential Status” and “Type of Income” involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every Company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

Service Tax

Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of ‘taxable services’, defined therein. The service provider of taxable services is required to collect service tax from the recipient of such services and pay such tax to the Government. Every person who is liable to pay this service tax must register himself with the appropriate authorities. According to Rule 6 of the Service Tax Rules, every assessee is required to pay service tax in TR 6 challan by the 6th of the month immediately following the month to which it relates. Further, under Rule 7 (1) of Service Tax Rules, the Company is required to file a quarterly return in Form ST 3 by the 25th of the month immediately following the half year to which the return relates. Every assessee is required to file the quarterly return electronically.



Professional Tax

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

West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979 (“Professional Tax Act”)

This Professional Tax Act aims to provide for the levy and collection of a tax on professions, trades, callings and employments for the benefit of the State. The tax payable under the Professional Tax Act by any person earning a salary or wage, shall be deducted by his employer from the salary or wage payable to such person, before such salary or wage is paid to him, and such employer shall, irrespective of whether such deduction has been made or not, when the salary or wage is paid to such person, be liable to pay tax on behalf of all such persons. The Professional Tax Act inter-alia requires every employer liable to pay tax under the Professional Tax Act to obtain a certificate of registration from the prescribed authority. The Professional Tax Act also inter-alia requires every person liable to pay tax under the Professional Tax Act (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), to obtain a certificate of enrolment from the prescribed authority.

Excise-Related Regulations

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

For details of the Company’s material registrations under the applicable the tax legislations, kindly refer to the Chapter titled “*Government and Other Approvals*” beginning on page 161 of this Draft Prospectus.

OTHER LAWS

West Bengal Shops and Establishments Act, 1963

The Company has its registered office at 1, Crooked Lane, F L-233, Kolkata-700069, West Bengal, India. Accordingly the provisions of the West Bengal Shops and Establishments Act, 1963 are applicable to the Company. These provisions regulate the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of inter alia registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures, and wages for overtime work.

Transfer of Property Act, 1882 (“T.P. Act.”)

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



subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter.

The T.P. Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

- Sale: The transfer of ownership in property for a price, paid or promised to be paid.
- Mortgage: The transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The T.P. Act recognises several forms of mortgages over a property.
- Charges: Transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the court attaching to specified immovable property, or by an act of the parties.
- Leases: The transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.
- Leave and License: The transfer of a right to do something upon immovable property without creating interest in the property.

Further, it may be noted that with regards to the transfer of any interest in a property, the transferor transfers such interest, including any incidents, in the property which he is capable of passing and under the law, he cannot transfer a better title than he himself possesses.

The Registration Act, 1908(“Registration Act”)

The Registration Act, 1908 was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

The Indian Stamp Act, 1899(“Stamp Act”)

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act, 1899 which is enacted by the Central Government. All other instruments are required to be stamped, as per the rates prescribed by the respective State Governments. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one state to another. Certain states in India have enacted their own legislation in relation to stamp duty while the other states have adopted and amended the Stamp Act, as per the rates applicable in the state. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act.

Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from state to state.

The Indian Contract Act, 1872(“Contract Act”)

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



The Specific Relief Act, 1963 (“Specific Relief Act”)

The Specific Relief Act, 1963 is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Specific Relief Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. ‘Specific performance’ means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

Competition Act, 2002 (“Competition Act”)

The Competition Act, 2002 aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India (“**Competition Commission**”) which became operational from May 20, 2009 has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations. The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

The Companies Act, 1956

The Companies Act, 1956 deals with laws relating to companies and certain other associations. It was enacted by the parliament in 1956. The Act primarily regulates the formation, financing, functioning and winding up of companies. The Companies Act, 1956 prescribes regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. It deals with issue, allotment and transfer of securities and various aspects relating to company management. It provides for standard of disclosure in public issues of capital, particularly in the fields of company management and projects, information about other listed companies under the same management, and management perception of risk factors. In the functioning of the corporate sector, although freedom of companies is important, protection of the investors and shareholders, on whose funds they flourish, is equally important. The Companies Act, 1956 plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

The Companies Act, 2013

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs has vide its notification dated September 12, 2013 has notified 98 Sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. A further 183 Sections have been notified on March 26, 2014 and have become applicable from April 1, 2014. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

The Trademarks Act, 1999 (“Trademarks Act”)

Under the Trademarks Act, 1999, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A ‘mark’ may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The trademark, once applied for and which is accepted by the Registrar of Trademarks (“**the Registrar**”), is to be advertised in the trademarks journal by the Registrar. Oppositions, if any, are invited and, after satisfactory adjudications of the same, a certificate of registration is issued by the Registrar. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.



The Copyright Act, 1957 ("Copyright Act")

The Copyright Act, 1957 grants protection to the authors of literary, artistic, dramatic, musical, photographic, cinematographic or sound recording works from unauthorized uses. Various rights including ownership and economic rights are conferred on the author. These include the right to reproduce the work in any form, issue copies to the public, perform it, and offer for sale and hire. The penalty for general infringement of copyright is imprisonment of maximum 3 (three) years and a fine of up to ₹ 2,00,000/-.

REGULATIONS REGARDING FOREIGN INVESTMENT

Foreign Exchange Management Act, 1999 ("the FEMA")

Foreign investment in companies in the film/entertainment industry is governed by the provisions of the Foreign Exchange Management Act, 1999 ("FEMA") read with the applicable regulations. The Department of Industrial Policy and Promotion ("DIPP"), Ministry of Commerce and Industry has issued the Consolidated FDI Policy (the "FDI Circular") which consolidates the policy framework on Foreign Direct Investment ("FDI"), with effect from May 12, 2015. The FDI Circular consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till May 11, 2015. All the press notes, press releases, clarifications on FDI issued by DIPP till May 11, 2015 stand rescinded as on May 12, 2015.

Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. Under the approval route, prior approval of the Government of India through FIPB is required. FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where FDI is allowed on an automatic basis without the approval of the FIPB, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where FIPB approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company. The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India.

The Consolidated FDI Circular dated May 12, 2015 issued by the DIPP does not prescribe any cap on the foreign investments in the sector in which the Company operates. Therefore, foreign investment up to 100% is permitted in the Company under the automatic route. No approvals of the FIPB or the RBI are required for such allotment of equity Shares under this Issue. The Company will be required to make certain filings with the RBI after the completion of the Issue.

RBI has also issued Master Circular on Foreign Investment in India dated July 01, 2014 which is valid till June 30, 2015. In terms of the Master Circular, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. As mentioned above, the Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.



HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated on September 27, 2007, as “P. B. Films Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, West Bengal, Kolkata. Our Company was converted into a Public Limited Company pursuant to shareholders resolution passed at the Extra Ordinary General Meeting held on June 22, 2011 and the name of our Company was changed to “P. B. Films Limited” vide a fresh Certificate of Incorporation dated June 29, 2011, issued by the Registrar of Companies, West Bengal, Kolkata. The corporate identification number (CIN) of our company is U92100WB2007PLC119040.

Mr. Pankaj Agrawal, Nirmalkunj Merchandise Ltd. and Premkunj Distributor Ltd. are the promoters of our Company.

The company is predominantly engaged in production of films, feature films, art films, and has plans of spreading its arm into film distribution and with serials on television in near future.

The Registered Office of our Company is situated at 1, Crooked Lane, F L-233, Kolkata-700069, West Bengal, India and our Corporate office of our company is situated at Anupam Chamber, 18, Giri Babu Lane, 2nd Floor, Room No – 2 C, Kolkata - 700012, West Bengal, India

CHANGES IN THE REGISTERED OFFICE OF OUR COMPANY SINCE INCEPTION

FROM	TO	DATE OF CHANGE	REASON FOR CHANGE
33, C. R. Avenue, 9 th floor, Room no.-906, Kolkata-700012, West Bengal, India	27A, Waterloo Street, 1 st floor, Room no.-119, Kolkata-700069, West Bengal, India	12/04/2008	Administrative Purpose
27A, Waterloo Street, 1 st floor, Room no.-119, Kolkata-700069, West Bengal, India	P-38, Princep Street, 1 st floor, Room no.-1, Kolkata-700072, West Bengal, India	11/11/2008	Administrative Purpose
P-38, Princep Street, 1 st floor, Room no.-1, Kolkata-700072, West Bengal, India	1, Crooked Lane, 2 nd floor, Room no.-238, Kolkata-700069, West Bengal, India	02/07/2012	Administrative Purpose
1, Crooked Lane, 2 nd floor, Room no.-238, Kolkata-700069, West Bengal, India	1, Crooked Lane, FL-233, Kolkata-700069, West Bengal, India	19/02/2013	Administrative Purpose

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 objects for which our Company is established are:

To carry on the business of producers and distributors of cinematograph Films, T.V. Films and talkies (of every description) in all their business and to manufacture, make, purchase, take on hire or otherwise acquire and deal in cinematographic, films, T.V. Films and all kind of video software, Televisions, video cassates recorders, video cassates, magnetic tapes, cameras, lighting sets, sound recording and sound reproducing machines, instruments, tools, apparatus, dresses, costumes, furniture, furnishing and decorating materials, chemicals and other machinery, instruments, materials and things required for or in connection with any of the business hereby authorised and to improve video software, foreign films, machinery, apparatus, cameras and other cinematograph equipments, and export Indian films to foreign countries and to erect, construct, purchase, take on lease or hire or otherwise acquired or maintain to carry on the business of films of productions studio, laboratories, cinemas, picture places, halls, theatres, concert halls, lands, theatrical companies, touring talkies and all other kinds of buildings, necessary or required for any of the business of the company and to purchase, take on hire or otherwise acquire films, talkies with the exhibiting, distributing and renting rights of the same and to sell, give on hire or otherwise the films, talkies and the rights so acquired and the company’s production with their exhibiting, distributing and renting rights.



CHANGES IN THE MEMORANDUM OF ASSOCIATION

The following changes have been made in the Memorandum of Association of our Company since inception:

DATE	AMENDMENT
June 22, 2011	Alteration of Name Clause - Name of the Company was changed from 'P. B. Films Private Limited' to 'P. B. Films limited'.
March 31, 2012	Increase in authorized capital of the Company from ₹ 10.00 lacs divided into 1,00,000 Equity Shares of ₹ 10 each to ₹ 15.00 lacs divided into 1,50,000 Equity shares of ₹ 10 each.
February 05, 2014	Increase in authorized capital of the Company from ₹ 15.00 lacs divided into 1,50,000 Equity Shares of ₹ 10 each to ₹ 950.00 lacs divided into 95,00,000 Equity shares of ₹ 10 each.
April 19, 2014	Increase in authorized capital of the Company from ₹ 950.00 lacs divided into 95,00,000 Equity Shares of ₹ 10 each to ₹ 1450.00 lacs divided into 1,45,00,000 Equity shares of ₹ 10 each.
September 29, 2014	Adoption of new Memorandum of Association to bring in line with the Companies Act, 2013

MAJOR EVENTS AND MILESTONES

YEAR	PARTICULARS
2007	Incorporation of the Company in the name and style of "P. B. Films Private Limited"
2008	First Films released "Mr. Fantoosh" under the banner of our Company on 2 nd October, 2008
2009	Second film released "Krodh" under the banner of our Company on 25 th December, 2009
2010	Third film realse "Mon Aamar Sudu Tomar" under the banner of our Company on 12 th March, 2010
	Fourth film released "Kokhono Bidai Bolo Na" under the banner of our Company on 10 th September, 2010
2011	Conversion of Company from Private Limited Company to Public Limited Company
	Fifth film released "Piya Tumhi" under the banner of our Company on 18 th March, 2011
	Sixth film released "Someday Somewhere" under the banner of our Company on 16 th September, 2011
	Seventh film released "Mone Pore Aajo Sei Din" under the banner of our Company on 9 th December, 2011
2012	Eighth film released "Life in Park Street" under the banner of our Company on 20 th July, 2012
	Ninth film released "Bawali Unlimited" under the banner of our Company on 28 th December, 2012
2013	Tenth film released "Mrs. Sen" under the banner of our Company 7 th June, 2013
2014	Eleventh film released "Masoom" under the banner of our Company on 7 th February, 2014
	Twelfth film released "Chhaya Manush" under the banner of our Company on 7 th February, 2014
	Thirteenth film released "Sada Canvas" under the banner of our Company on 18 th July, 2014
	Fourteenth film released "Kokhon Tomar Ashbe Telephone" under the banner of our Company on 21 st December, 2014

TIME AND COST OVERRUNS IN SETTING UP PROJECTS:

In respect of projects undertaken by our Company since its incorporation, there have been no time and cost overruns.

REVALUATION OF ASSETS:

Our Company has not revalued its assets since its incorporation.

HOLDING COMPANY OF OUR COMPANY

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

SUBSIDIARY OF OUR COMPANY

There is no subsidiary of our Company as on the date of filing of this Draft Prospectus.



INJUNCTIONS OR RESTRAINING ORDERS

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

DETAILS REGARDING ACQUISITION OF BUSINESS/UNDERTAKINGS, MERGERS, AMALGAMATION ETC.

There are no mergers, amalgamation, etc. with respect to our Company and we have not acquired any business/undertakings till date.

CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE YEARS

There has been no change in the business activities of our Company during the last five years from the date of this Draft Prospectus.

CHANGES IN THE MANAGEMENT

There has been no change in the management in last 3 years except addition of promoters namely Nirmalkunj Merchandise Ltd. and Premkunj Distributor Ltd.

SHAREHOLDERS AGREEMENTS

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

STRIKES AND LOCK-OUTS:

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

OTHER AGREEMENTS

Our Company has not entered into any specific or special agreements except that have been entered into in ordinary course of business as on the date of filing of this Draft Prospectus.

COLLABORATION

Our Company has not entered into any collaboration with any third party as per regulation (VIII) B (1) (c) of part A Schedule VIII of SEBI (ICDR) Regulations, 2009.

STRATEGIC PARTNER

Our Company does not have any strategic partner as on the date of filing of this Draft Prospectus.

FINANCIAL PARTNER

Our Company does not have any financial partner as on the date of filing of this Draft Prospectus.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS OR BANKS

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

NUMBER OF SHAREHOLDERS

Our Company has Two Hundred and Thirty Three (233) on date of this Draft Prospectus.

GUARANTEE, IF ANY, GIVEN TO THIRD PARTIES BY THE PROMOTERS OFFERING THEIR SHARES IN THE PROPOSED OFFER FOR SALE:

Not Applicable



OUR MANAGEMENT

BOARD OF DIRECTORS

Under our Articles of Association, our Company is required to have not less than three (3) Directors and not more than twelve (12) Directors. Our Company currently has four (4) Directors on Board. The following table sets forth current details regarding our Board of Directors:

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Age	Status of Directorship in our Company	Other Directorships
Mr. Pankaj Agrawal S/o. Mr. Shyam Lal Agarwal Address: 188B, Manicktala Main Road, Flat No. 7C, Kolkata – 700054, West Bengal, India Experience: more than 10 years Occupation: Business Nationality :Indian Tenure: Five Years w.e.f. 29 th January, 2014 Qualification: B.Com DIN No. 00595868	39 Yrs	Managing Director Appointed as Managing Director of the company for a period of five years with effect from 29 th January, 2014.	1. Neptune Goods Pvt. Ltd. 2. Straight Line Food Products Pvt. Ltd. 3. Premkunj Distributor Ltd. 4. Nirmalkunj Merchandise Ltd. 5. Ambey Food Products Pvt. Ltd.
Mr. Dinesh Kumar Agarwal S/o. Mr. Omprakash Agarwal Address: 18, Ho Chi Minh Sarani, Diamond City West, Tower 2, Flat No. 11D, Kolkata-700061, West Bengal, India Experience: more than 8 Years Occupation: Business Nationality: Indian Tenure: Five Years w.e.f. 29-09-2014 Qualification: B.Com DIN No. 01255468	44 Yrs	Non-Executive Independent Director	1. Vaasturveda Services Pvt Ltd.



Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Age	Status of Directorship in our Company	Other Directorships
Mr. Debasish Basak S/o Mr. Chittaranjan Basak Address: 6A, Argha Niketan Aptt, Naktala Road, Kolkata-700047, West Bengal, India Experience: more than 14 years Occupation: Business Nationality: Indian Tenure: Five Years w.e.f. 29-09-2014 Qualification: Higher Secondary DIN: 06940004	34 Yrs	Non-Executive Independent Director	Nil
Ms. Tanima Mondal D/o Mr. Swapan Banerjee Address: 30/12, Netaji Pally, Purba Para Road, Barisha, Kolkata - 700063, West Bengal, India Experience: more than 12 years Occupation: Business Nationality: Indian Tenure: Retire by Rotation Qualification: B. A. DIN: 07108719	40 Yrs	Non – Executive Director	Nil

Note:

As on the date of this Draft Prospectus:

1. None of the above mentioned Directors are on the RBI List of willful defaulters as on date.
2. Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) for more than 3 months during the five years prior to the date of filing this Draft Prospectus or (b) delisted from the stock exchanges.
3. None of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

DETAILS OF DIRECTORS

Mr. Pankaj Agrawal, aged 39 years, is the Promoter & Managing Director of our Company. He is a commerce graduate. He has over 10 years of experience in media and film industry. He is the first Director of our Company



appointed as per the provisions of the MOA of our Company and has been instrumental in developing the company. He has valuable relationships with the talent within the Indian film industry and has been instrumental in our Company's expansion into India distribution as well as home entertainment and music. On a day-to-day basis, he administers and looks after the day-to-day affairs of the company, along with providing strategic vision to the company. He has been on the Board of our Company since 27th September, 2007.

Mr. Dinesh Kumar Agarwal, aged 44 years, is the Non-Executive Independent Director of our Company. He is commerce graduate. He has more than 8 years of experience in trading business. As an Independent Director of our Company with corporate acumen he brings value addition to our Company. He has been on the Board of our Company since 31st October, 2013.

Mr. Debasish Basak aged 34 years, is the Non-Executive Independent Director of our Company. He has more than 14 years of experience in field of Computer hardware industry. As an Independent Director of our Company with corporate acumen he brings value addition to our Company. He has been on the Board of our Company since 26th July, 2014.

Ms. Tanima Mondal aged 40 years, is the Non- Executive Director of our Company. She is Arts graduate. She has over 12 years of experience in the Public relation management. She brings value addition to our Company. She has been on the Board of our Company since 2nd March, 2015.

CONFIRMATIONS

There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Management Personnel were selected as a Director or member of the senior management.

The Directors of Our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment

None of the Directors is or was a director of any listed company during the last five years preceding the date of filing of this Draft Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in any such company.

None of the Directors is or was a director of any listed company which has been or was delisted from any recognized stock exchange in India during the term of their directorship in such company.

NATURE OF FAMILY RELATIONSHIP AMONG DIRECTORS

There is no family relationship among Directors.

BORROWING POWERS OF THE DIRECTORS

Pursuant to a special resolution passed at Annual General Meeting of our Company held on 29th September, 2014 consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180 (1)(c) and (2) of the Companies Act, 2013 (previously Section 293 (1)(d) of the Companies Act, 1956) for borrowing from time to time any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) may exceed in the aggregate, the paid-up capital of our Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of our Company and its free reserves shall not at any time exceed ₹ 20 Crores.

TERMS OF APPOINTMENT AND COMPENSATION OF OUR DIRECTORS

Name	Mr. Pankaj Agrawal
Designation	Managing Director
Period	For Five years w.e.f. 29.01.2014



Remuneration	₹ 40,000 per month
Perquisites	He will be entitled to reimbursement of medical expenses and leave travel concession for self and family, club fees & premium for medical/accidental insurance subject to maximum amount not exceeding ₹ 3,00,000/-
Others	Use of car for Company's business telephone and other communication facilities at residence/other places, reimbursement of travelling, entertainment and all other expenses for the purpose of business incurred by him shall not be treated as perquisites.
Remuneration paid during the FY ended 31st March, 2015	4,80,000.00

There is no definitive and /or service agreement that has been entered into between our Company and the directors in relation to their appointment.

NON – EXECUTIVE DIRECTORS

Currently, non-executive Directors are not being paid sitting fees. We also confirm that no remuneration being paid to independent directors.

CORPORATE GOVERNANCE

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including the Listing Agreement to be executed with the Stock Exchange and the SEBI Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We have a Board constituted in compliance with the Companies Act and the Listing Agreement in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently our Board has Four (4) Directors. We have one Managing director, one Non-Executive Director and two Independent directors. The constitution of our Board is in compliance with the requirements of Clause 52 of the Listing Agreement.

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

- A) Audit Committee
- B) Stakeholder Relationship Committee
- C) Nomination & Remuneration Committee

AUDIT COMMITTEE

Our Company has constituted an audit committee ("**Audit Committee**"), as per the provisions of Section 177 of the Companies Act, 2013 and Clause 52 of the Listing Agreement to be entered with Stock Exchange, vide resolution passed in the meeting of the Board of Directors held on March 02, 2015.

The terms of reference of Audit Committee complies with the requirements of Clause 52 of the Listing Agreement, proposed to be entered into with the Stock Exchange in due course. The committee presently comprises following three (3) directors. Mr. Dinesh Kumar Agarwal is the Chairman of the Audit Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Dinesh Kumar Agarwal	Chairman	Non-Executive Independent Director
2.	Mr. Debasish Basak	Member	Non-Executive Independent Director
3.	Mr. Pankaj Agrawal	Member	Executive Non Independent Director



Role of Audit Committee

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

1. The recommendation for appointment, remuneration and terms of appointment of auditors of the company.
2. Review and monitor the auditor's independence and performance and effectiveness of audit process.
3. Examination of the financial statement and the auditor's report thereon.
4. Approval or any subsequent modification of transactions of the company with related parties.
5. Scrutiny of inter-corporate loans and investments.
6. Valuation of undertakings or assets of the company, wherever it is necessary.
7. Evaluation of internal financial controls and risk management system.
8. Monitoring the end use of funds raised through public offers and related matters.
9. To investigate any activity within its terms of reference.
10. To seek information from any employee.
11. To obtain outside legal or other professional advice.
12. To secure attendance of outsiders with relevant expertise, if it considers necessary.
13. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible.
14. Recommending the appointment, and removal of external auditors, fixation of audit fee and also approval for payment of any other services.
15. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - (a) The Board's report under sub-section (3) of section 134 shall disclose the composition of an Audit Committee and where the Board had not accepted any recommendation of the Audit Committee, the same shall be disclosed in such report along with the reasons therefor.
 - (b) Changes, if any, in accounting policies and practises and reasons for the same.
 - (c) Major accounting entries involving estimates based on the exercise of judgement by management.
 - (d) Significant adjustments made in the financial statements arising out of audit findings.
 - (e) Compliance with listing and other legal requirements relating to financial statements.
 - (f) Disclosure of any related party transactions.
 - (g) Qualifications in the draft audit report.
 - (h) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956 or Section 134 of the Companies Act, 2013.
16. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
17. 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.
18. Discussion with internal auditors any significant findings up there on.
19. 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.
20. 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.
21. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders, (in case of non payment of declare dividends) and creditors.
22. To review the functioning of the Whistle Blower mechanism, in case if the same is existing.
23. 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.
24. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.
25. Mandatorily reviews the following information:
 - Management discussion and analysis of financial condition and results of operations;
 - Statement of significant related party transactions (as defined by the audit committee), submitted by management;



- Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - Internal audit reports relating to internal control weaknesses; and
 - The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee
26. Review the Financial Statements of its Subsidiary company, if any.
27. Review the composition of the Board of Directors of its Subsidiary Company, if any.
28. Review the use/application of funds raised through an issue (public issues, right issues, preferential issues etc) on a quarterly basis as a part of the quarterly declaration of financial results. Further, review on annual basis statements prepared by the Company for fund utilized for purposes other than those stated in the offer document.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

STAKEHOLDER RELATIONSHIP COMMITTEE

Our Company has constituted a Stakeholder Relationship Committee ("*Stakeholder Relationship Committee*") to redress the complaints of the shareholders. The Stakeholder Relationship Committee was constituted vide resolution passed at the meeting of the Board of Directors held on March 02, 2015. The committee currently comprises of three (3) Directors. Mr. Dinesh Kumar Agarwal is the Chairman of the Stakeholder Relationship Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Dinesh Kumar Agarwal	Chairman	Non-Executive Independent Director
2.	Mr. Debasish Basak	Member	Non-Executive Independent Director
3.	Mrs. Tanima Mondal	Member	Non-Executive Non Independent Director

Role of Stakeholder Relationship Committee

The Stakeholder Relationship Committee of our Board look into:

- Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
- Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc. and
- Review the process and mechanism of redressal of shareholders/Investors grievance and suggest measures of improving the system of redressal of shareholders/Investors grievances.
- Non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with company or any officer of the company arising out in discharge of his duties.
- Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
- Oversee the implementation and compliance of the code of conduct adopted by the company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India(Prohibition of Insider Trading) Regulations, 1992 as amended from time to time.
- Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted meeting
- Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

NOMINATION & REMUNERATION COMMITTEE

Our Company has constituted a Nomination & Remuneration committee ("*Nomination & Remuneration Committee*"). The Committee was constituted vide resolution passed at the meeting of the Board of Directors held on March 02, 2015. The committee currently comprises of three (3) Directors Mr. Dinesh Kumar Agarwal is the Chairman of the remuneration committee.



No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Dinesh Kumar Agarwal	Chairman	Non-Executive Independent Director
2.	Mr. Debasish Basak	Member	Non-Executive Independent Director
3.	Mrs. Tanima Mondal	Member	Non-Executive Non Independent Director

The terms of reference of the Nomination & remuneration committee while formulating the policy ensure as follows:

- 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.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

Our Company undertakes to comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 after listing of our Company's shares on the Stock Exchange. Our Company Secretary and Compliance Officer, Mr. Kushal Adhikary is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

SHAREHOLDING DETAILS OF THE DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. The following table details the shareholding of our Directors as on the date of this Draft Prospectus:

Name of the Director	No. of Equity Shares	Pre-Issue percentage Shareholding
Pankaj Agrawal	1,46,320	1.55
Dinesh Kumar Agarwal	295	0.003
Debasish Basak	Nil	Nil
Tanima Mondal	Nil	Nil

INTEREST OF DIRECTORS

All the Directors of our Company may be deemed to be interested to the extent of sitting fees and/or other remuneration if any, payable to them for attending meetings of the Board or a committee thereof as well as to the extent of reimbursement of expenses if any payable to them under the Articles of Association. All the Directors may also be deemed to be interested in the Equity Shares of our Company, if any, held by them, their relatives or by the companies or firms or trusts in which they are interested as directors / members / partners or that may be subscribed for and allotted to them, out of the present Issue and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any other company in which they have direct /indirect interest or any partnership firm in which they are partners.

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



Our Managing Director Mr. Pankaj Agrawal is interested to the extent of being Promoter of our Company. For further details please refer section titled “*Our Promoter Group / Group Companies / Entities*” on page 114 of this Draft Prospectus.

PROPERTY INTEREST

Except as stated otherwise in this Draft Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them. Please refer to “*Annexure XVII - Statement of Related Party Transaction*” page no.146 of this Draft Prospectus.

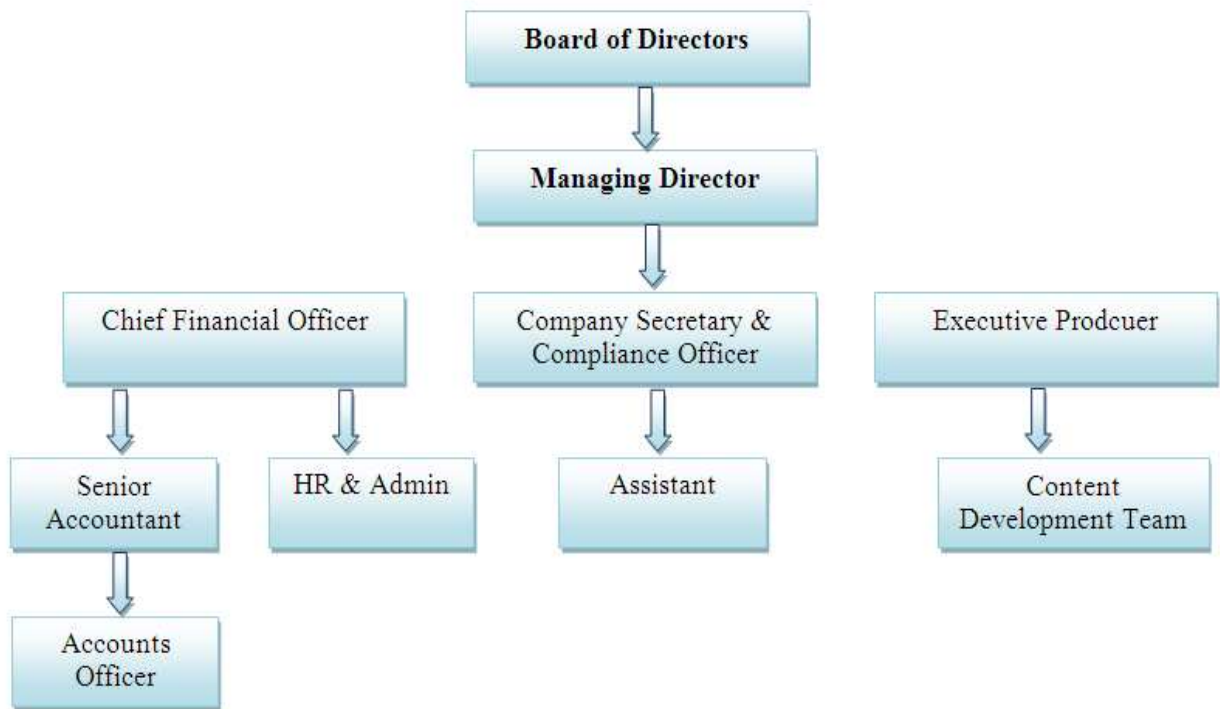
CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE (3) YEARS

The changes in the Directors during last three (3) years are as follows:

Name	Date of appointment	Date of cessation	Reason
Mr. Sanjay Kumar Agarwal	26-10-2012	-	Appointment as Director
Mr. Sanjay Kumar Agarwal	-	16-12-2013	Resignation due to preoccupation
Mr. Biplab Goswami	14-12-2013	-	Appointment as Director
Mr. Devesh Upadhyaya	-	06-11-2013	Resignation due to preoccupation
Mr. Dinesh Kumar Agarwal	31-10-2013	-	Appointment as Director
Mr. Rajan Nagelia	-	23-10-2013	Resignation due to preoccupation
Mr. Pankaj Agrawal	29-01-2014	-	Change in Designation-Appointment as Managing Director
Mr. Debasish Basak	26-07-2014	-	Appointment as Director
Mr. Debasish Basak	29-09-2014	-	Change in Designation
Mr. Dinesh Kumar Agarwal	29-09-2014	-	Change in Designation
Mr. Biplab Goswami	29-09-2014	-	Change in Designation
Mr. Biplab Goswami	-	26-02-2015	Resignation due to preoccupation
Ms. Tanima Mondal	02-03-2015	-	Appointment as Additional Director



ORGANISATION STRUCTURE





OUR KEY MANAGERIAL PERSONNEL

Our Company is managed by its Board of Directors, assisted by qualified professionals who are permanent employees of our Company, in the respective field of administration / finance / distribution / marketing and corporate laws.

The following key personnel assist the management of our Company:

Name	Date of Joining	Designation	Functional Responsibilities	Qualification	Salary (in ₹)
Mr. Pankaj Agrawal	September 27, 2007	Managing Director	Areas of business management, strategic thinking and finance	B.Com	40,000/-per month
Mr. Tarsem Singh Jassal	March 02, 2015	Chief Financial Officer and Executive Producer	Head Finance Department and also Heads Production Department	M.Com, ICWAI (inter)	55,000/-per month
Mr. Ajay Kumar Tandon	April 01, 2014	Senior Accountant	Accounting, Finance controls and management of cash flows	B.Com	25,000/-per month
Mr. Kushal Adhikary	January 08, 2014	Company Secretary & Compliance Officer	Drafting of agreements, drafting of resolutions, preparation of minutes & compliance of the provisions of the Companies Act.	M. Com, ACS	15,000/-per month

BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

Mr. Pankaj Agrawal, aged 39 years, is the Promoter & Managing Director of our Company. He is a commerce graduate. He has over 10 years of experience in media and film industry. He is the first Director of our Company appointed as per the provisions of the MOA of our Company and has been instrumental in developing the company. He has valuable relationships with the talent within the Indian film industry and has been instrumental in our Company's expansion into India distribution as well as home entertainment and music. On a day-to-day basis, he administers and looks after the day-to-day affairs of the company, along with providing strategic vision to the company. He has been on the Board of our Company since September, 2007.

Mr. Tarsem Singh Jassal, aged 46 years, is the Chief Financial Officer of our Company. He did his Masters in Commerce. He is associated with our Company from March 2, 2015 as CFO. He has over 20 years of experience in accounts, audit, sales and film industry. He has been looking after the accounting system, preparation of Balance Sheet, Income Tax matter, VAT (Sales Tax) matter and other liaisoning work with various Government Authorities. He also heads the Production Department. He plans, schedules and executes programme of shooting. He works closely with the production team. He brings in his experience as an administrator and a finance person to his present job.

Mr. Ajay Tandon, aged 40 years, is the Senior Accountant of our Company. He is a Commerce graduate and he is associated with our Company from April 2014 as Senior Accountant. He has over 12 years of experience in accounts & finance. He has been looking after the day to day accounting system, preparation of Balance Sheet, Income Tax matter, VAT (Sales Tax) matter and other liaisoning work with various Government Authorities.

Mr. Kushal Adhikary, aged 27 years, is Company Secretary & Compliance Officer of our Company. He is a Commerce graduate and Post Graduate in Commerce and he is also an associate member of Institute of Companies Secretaries of India. He is associated with our Company from January, 2014. He has over 1 year of experience in compliance matters. His scope of work and responsibilities includes vetting of agreements, preparation of minutes, drafting of resolutions, preparation and updating of various statutory registers, and compliance with the provisions of Companies Act.



FAMILY RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

As on date, none of the key managerial persons is having family relation with each other.

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

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

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

As on date, none of the key managerial persons are holding Equity Shares of our Company except Mr. Pankaj Agrawal is holding 1,46,320 Equity Shares , comprising 1.55 % of Pre Issue Capital respectively.

BONUS OR PROFIT SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL

There is no profit sharing plan for the Key Managerial Personnel. Our Company makes bonus payments to the employees based on their performances, which is as per their terms of appointment.

LOANS TO KEY MANAGERIAL PERSONNEL

There are no loans outstanding against Key Managerial Personnel as on date.

INTEREST OF KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of our Company except Mr. Pankaj Agrawal do not have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of Equity Shares held by them in our Company, if any.

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

CHANGES IN KEY MANAGERIAL PERSONNEL OF OUR COMPANY DURING THE LAST THREE (3) YEARS

Except mentioned below, No changes in the Key Managerial Personnel of the Issuer during the last three (3) years.

Name	Date of appointment	Date of cessation	Reason
Mr. Kushal Adhikary	08-01-2014	-	Appointment
Mr. Pankaj Agrawal	29-01-2014	-	Change in designation
Mr. Ajay Kumar Tandon	01-04-2014	-	Appointment
Mr. Ajay Kumar Tandon	16-06-2014	-	Change in designation
Mr. Ajay Kumar Tandon	-	02-03-2015	Change in designation
Mr. Tarsem Singh Jassal	02-03-2015	-	Appointment

EMPLOYEES STOCK OPTION SCHEME

Our Company does not have any Employee Stock Option Scheme/ Employee Stock Purchase Scheme as on the date of filing of this Draft Prospectus.

PAYMENT OR BENEFIT TO OUR OFFICERS

Except for the payment of normal remuneration for the services rendered in their capacity as employees of our Company, no other amount or benefit has been paid or given within the two (2) preceding years or intended to be paid or given to any of them.



OUR PROMOTERS

The Promoters of our Company are:

INDIVIDUAL PROMOTER

Mr. Pankaj Agrawal,


CORPORATE PROMOTERS

1. Nirmalkunj Merchandise Ltd. and
2. Premkunj Distributor Ltd.

DETAILS OF OUR PROMOTERS ARE AS UNDER

INDIVIDUAL PROMOTER

Mr. Pankaj Agrawal

	<p>Mr. Pankaj Agrawal, aged 39 years, is the Promoter & Managing Director of our Company. He is a commerce graduate. He has over 10 years of experience in media and film industry. He is the first Director of our Company appointed as per the provisions of the MOA of our Company and has been instrumental in developing the company. He has valuable relationships with the talent within the Indian film industry and has been instrumental in our Company's expansion into India distribution as well as home entertainment and music. On a day-to-day basis, he administers and looks after the day-to-day affairs of the company, along with providing strategic vision to the company. He has been on the Board of our Company since September, 2007. For further details relating to Mr. Pankaj Agrawal, including address and other directorships, see the section titled "<i>Our Management</i>" on page 98 of this Draft Prospectus.</p>
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Name	Mr. Pankaj Agrawal
Permanent Account Number	AFJPA2231D
Passport No.	F9850174
Aadhaar Card	9280 7707 9495
Voter ID	Not Available
Driving License	WB-26/079562
Bank Account Details	Axis Bank Ltd. 911010059742139

CORPORATE PROMOTERS

1. Nirmalkunj Merchandise Limited

Nirmalkunj Merchandise Limited was incorporated on 21st January, 2014 under the Companies Act, 1956 and registered with the Registrar of Companies, Kolkata. The Corporate Identification Number of the Company is U51909WB2014PLC199666. The registered office is situated at 1, Crooked Lane, 2nd Floor, Room no.-233 Kolkata-700069, West Bengal, India.

Name	Nirmalkunj Merchandise Limited
Permanent Account Number	AAECN5743Q
Bank Account Details	Canara Bank - 0397201002021

The main Objects of Nirmalkunj Merchandise Limited is as follows:

To carry on the business as distributors, agents, traders, merchants, contractors, brokers and otherwise deal in merchandise and articles of all kinds including clearing agents, freight contracts, forwarding agents, licensing agents,



general brokers and to carry any kind of commercial business. To carry on all of any of the business as export, import, retailer, buyers, sellers, suppliers, growers, processors, traders, merchants, indentures brokers, agents, assemblers, stockiest of goods and commodities of any kind to work as commission agents, brokers, contractors, processors order suppliers and dealing agents.

Board of Directors of Nirmalkunj Merchandise Limited as on date are:-

- Mr. Pankaj Agrawal
- Mr. Pulak Saha
- Mr. Swapan Das
- Mr. Kamal Dutta

Shareholding Pattern:

As on date of filing, the shareholding pattern of Nirmalkunj Merchandise Limited as follows:

S.No.	Name of Shareholder	No. of shares
1.	Pankaj Agrawal	95,000
2.	Pulak Saha	1,250
3.	Kamal Dutta	1,250
4.	Swapan Das	1,000
5.	Manoj Kumar Agarwal	500
6.	Ajay Kumar Tandon	500
7.	Praveen Kumar	500
	Total	1,00,000

Nature and extent of interest of our Promoters:

S. No.	Name	Number of Shares held
1.	Mr. Pankaj Agrawal	95,000
	Total	95,000

Audited Financial Information of Nirmalkunj Merchandise Limited

(₹ in Lacs)

Particulars	FY 2014	FY 2013*	FY 2012*
Equity Share Capital	5.00	NA	NA
Reserves & Surplus	0.02	NA	NA
Net Worth	5.02	NA	NA
Revenue	0.18	NA	NA
Profit / (Loss) after Tax	0.02	NA	NA

*NA, As Company was incorporated in January 21, 2014.

2. Premkunj Distributor Limited

Premkunj Distributor Limited was incorporated on 21st January, 2014 under the Companies Act, 1956 and registered with the Registrar of Companies, Kolkata. The Corporate Identification Number of the Company is U51909WB2014PLC199667. The registered office is situated at 1, Crooked Lane, 2nd Floor, Room no.-233 Kolkata-700069, West Bengal, India.

Name	Premkunj Distributor Limited
Permanent Account Number	AAHCP5425C
Bank Account Details	Canara Bank -0397201002026



The main Objects of Premkunj Distributor Limited is as follows:

To carry on the business as distributors, agents, traders, merchants, contractors, brokers and otherwise deal in merchandise and articles of all kinds including clearing agents, freight contractors, forwarding agents, licensing agents, general brokers and to carry any kind of commercial business. To carry on all of any of the business as export, import, buyers, sellers, suppliers, growers, processors, traders, merchants, indentures brokers, agents, assemblers, stockiest of goods and commodities of any kind to work as commission agents, brokers, contractors, processors order suppliers and dealing agents.

Board of Directors of Premkunj Distributor Limited as on date are:-

- Mr. Pankaj Agrawal
- Mr. Dilip Majumdar
- Mr. Amal Das
- Mr. Ashim Ghosh

Shareholding Pattern:

As on date of filing, the shareholding pattern of Premkunj Distributor Limited as follows:

S. No.	Name of Shareholder	No. of shares
1.	Pankaj Agrawal	95,000
2.	Amal Das	1,250
3.	Ashim Ghosh	1,250
4.	Dilip Majumdar	1,000
5.	Manoj Kumar Agarwal	500
6.	Ajay Kumar Tandon	500
7.	Praveen Kumar	500
	Total	1,00,000

Nature and extent of interest of our Promoters:

S. No.	Name	Number of Shares held
1.	Mr. Pankaj Agrawal	95,000
	Total	95,000

Audit Financial Information of Premkunj Distributor Limited

(₹ in Lacs)

Particulars	FY 2014	FY 2013*	FY 2012*
Equity Share Capital	5.00	NA	NA
Reserves & Surplus	0.02	NA	NA
Net Worth	5.02	NA	NA
Revenue	0.19	NA	NA
Profit / (Loss) after Tax	0.02	NA	NA

*NA, As Company was incorporated in January 21, 2014.

Other Information

The Equity Shares of Nirmalkunj Merchandise Limited & Premkunj Distributor Limited are not listed on any stock exchanges. No action has been taken against the company by any Stock Exchange or SEBI. Both the companies are not sick company within the meaning of Sick Industrial Companies (Special Provisions) Act, 1985 and is not under the Board for Industrial and Financial Reconstruction.



OTHER UNDERTAKINGS AND CONFIRMATIONS

Our Company undertakes that the details of Permanent Account Number, bank account number and passport number of the Promoters will be submitted to the SME platform of BSE Exchange, where the securities of our Company are proposed to be listed at the time of submission of Draft Prospectus.

COMMON PURSUITS OF OUR PROMOTERS

Our Promoter does not have any common pursuits and not engaged in the business similar to those carried out by our Company.

INTEREST OF THE PROMOTER

Interest in the promotion of our Company

Our Promoter may be deemed to be interested in the promotion of the Issuer to the extent of the Equity Shares held by themselves as well as their relative and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. Further, our Promoters may also be interested to the extent of Equity Shares held by or that may be subscribed by and allotted to companies and firms in whom either of them is interested as a director, member or partner. In addition, our Promoters, being Managing Director, may be deemed to be interested to the extent of fees, if any, payable for attending meetings of the Board or a committee thereof as well as to the extent of remuneration and reimbursement of expenses, if any, payable under our Articles of Association and to the extent of remuneration, if any, paid for services rendered as an officer or employee of our Company as stated in section titled “*Our Management*” on page 98 of this Draft Prospectus.

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 since incorporation.

Interest as Member of our Company

As on the date of this Draft Prospectus, our Promoters together hold 44,16,445 Equity Shares of our Company and is therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoters in our Company and benefits as provided in the section titled ‘*Terms of appointment and compensation of our Directors*’ on page 100, our Promoters does not hold any other interest in our Company.

Also see “Our Management-Interest of Directors” on page 104 of Draft Prospectus.

PAYMENT AMOUNTS OR BENEFIT TO OUR PROMOTERS DURING THE LAST TWO YEARS

No payment has been made or benefit given to our Promoters in the two years preceding the date of this Draft Prospectus except as mentioned / referred to in this chapter and in the section titled ‘Our Management’, ‘Financial Information’ and ‘Capital Structure’ on page nos. 80, 106 and 33 respectively of this Draft Prospectus. Further as on the date of this Draft Prospectus, there is no bonus or profit sharing plan for our Promoters.

CONFIRMATIONS

For details on litigations and disputes pending against the Promoters and defaults made by them, please refer to the section titled “*Outstanding Litigation and Material Developments*” on page 125 of the Promoters. Our Promoters have not been declared a willful defaulter by the RBI or any other governmental authority and there are no violations of securities laws committed by our Promoters in the past or are pending against them.



Disassociation with Companies/Firms by the Promoters of our Company during the preceding three (3) Years

Our Promoters have not disassociated themselves from any of the companies, firms or other entities during the last three years preceding the date of this Draft Prospectus.

Other ventures of our Promoters

Save and except as disclosed in the section titled “*Our Promoters*” and “*Our Promoter Group and Group Companies / Entities*” beginning on page 109 & 114 respectively of this Draft Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests.

Litigation details pertaining to our Promoters

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “*Outstanding Litigations and Material Developments*” beginning on page 157 of this Draft Prospectus.

Shareholding of the Promoters and Promoter Group in our Company

Except as disclosed in “*Capital Structure*”, none of the members of our Promoter Group hold any Equity Shares as on the date of filing of this Draft Prospectus.

Related Party Transactions

For the transactions with our Promoter Group entities, please refer to section titled “*Related Party Transactions*” on page 130 and 146 of this Draft Prospectus.

Except as stated in “*Related Party Transactions*” on page 130 and 146 of this Draft Prospectus, and as stated therein, our Promoters or any of the Promoter Group Entities do not have any other interest in our business.



OUR PROMOTER GROUP AND GROUP COMPANIES / ENTITIES

A. In addition to the Promoters named above, the following natural persons are part of our Promoter Group in terms of Regulation 2(1)(zb) of SEBI ICDR Regulations:

Relationship	Pannkaj Agrawal
Father	Mr. Shyam Lal Agarwal
Mother	Late Mrs. Puspa Devi Agarwal
Spouse	Mrs. Sujata Agrawal
Brother(s)	Mr. Ashish Kumar Agarwal and Mr. Manish Kumar Agarwal
Sister(s)	-
Son(s)	Mr. Yash Agarwal
Daughter(s)	Ms. Priti Agarwal
Spouse's Father	Mr. Jogesh Chandra Ghosh
Spouse's Mother	Ms. Kalpana Ghosh
Spouse's Brother(s)	Mr. Subrata Ghosh
Spouse's Sister(s)	-

B. Our Promoter Group as defined under Regulation 2 (zb) of the SEBI (ICDR) Regulations, 2009 includes following entities:

Nature of Relationship	Entity
Anybody corporate in which ten percent or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or HUF in which the promoter or any one or more of his immediate relative is a member.	1. Ashirvad Corn Products Private Limited 2. Maharaja Commercial Private Limited
Any Body corporate in which a body corporate as provided above holds ten percent or more of the equity share capital	-
Any HUF or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than ten percent of the total	Hindu Undivided Family (HUF) 1. Pankaj Agarwal (HUF) Trusts 1. Prity Nidhi 2. Yash Agrawal Family Trust

C. OUR GROUP COMPANIES

1. Neptune Goods Private Limited
2. Straight Line Food Products Private Limited
3. Ashirvad Corn Products Private Limited
4. Maharaja Commercial Private Limited
5. Rosewood Vinimay Private Limited
6. Natraj Tradecom Private Limited
7. Reet Advisors Private Limited
8. Well View Dealcom Private Limited
9. Ranbhumi Vincom Private Limited
10. Monarch Nirmans Private Limited
11. Ultimate Vacations Private Limited



Details of Group Companies:

1. Neptune Goods Private Limited

Main objects :	To carry on the business as buyers, sellers, traders, merchants, indentors, brokers, agents, commission agents, stockists, grower, broker and sub-brokers, distributors, advisors of all kinds of industrial tools, showroom, equipments and machineries, rubberized and leather and leather goods, leather garments, iron, switching wires, textile, yarn, wire, rod, other M.S., G.I., iron materials and every other type of iron & steel material, aluminium, minerals, ferrous and non-ferrous metals, tea, coffee and other agricultural products, development and purchase of tea estate and tea leaf cultivation, jute products, packing materials, chemicals, paints, industrial gases, edible and non-edible oils, sea food, wires, netting wires, mustard oil, sugar, marine products, hospital equipments, engineering goods and equipments, office computers accessories, oil and lubricants, industrial chain, soaps and detergents, cosmetic, jewellery, processed and packed goods and automobile parts, all types of electric and electronics components and all types of readymade garments.		
Date of Incorporation	19 th March, 2008		
CIN	U51109WB2008PTC124268		
PAN Card no.	AACCN8575A		
Registered Office Address	14/1, Raja Brojendra Narayan Street, Kolkata-700 007, West Bengal, India		
Board of Directors	Mr. Pankaj Agrawal Mrs. Sujata Agrawal		
	<i>(₹ in Lacs, except per share data)</i>		
Audited Financial Information	For The Year Ended		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity Capital	7.50	1.00	1.00
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	(0.01)	(0.02)	(0.04)
Networth	7.49	0.98	0.96
Income including other income	0.54	0.54	0.43
Profit/ (Loss) after tax	0.01	0.02	0.02
Earnings per share (face value of ₹ 10.00 each)	0.01	0.19	0.19
Net asset value per share (₹)	9.98	9.81	9.62

1. *Shareholding Pattern as on the date of this Draft Prospectus is as follows:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	% age of Shareholding
1.	Mr. Pankaj Agrawal	5,000	6.67
2.	Mrs. Sujata Agrawal	5,000	6.67
3.	Albino Investment Consultans Private Limited	30,000	40.00
4.	Atlantic Investment Advisory Private Limited	35,000	46.67
	Total	75,000	100.00

2. *Nature and extent of interest of our Promoters:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	% age of Shareholding
1.	Mr. Pankaj Agrawal	5,000	6.67



2.	Mrs. Sujata Agrawal	5,000	6.67
	Total	10,000	13.34

- The Promoters of our Company are interested to the extent of the shareholding in Neptune Goods Private Limited.
- Neptune Goods Private Limited is an unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. It has not become a sick Company under the meaning of SICA.

2. Straight Line Food Products Private Limited

Main objects :	To carry on in India or elsewhere the business to manufacture, product, process, prepare, disinfect, ferment, compound, mix, concentrate, pack, repack, heat, grade, preserve, freeze, buy, sell, resell, import, export, barter, distribute, market, supply and to act as agent, broker, representative, collaborator, franchiser, adatiya, stockiest, liaisoner, middleman, job worker or otherwise to deal in all types, descriptions, tests, uses and packs of bakery items, their bye-products such as bread, fruit bread, biscuits, cakes, farinaceous materials and other farinaceous compounds and items of every description and all other items, whether natural, artificial or synthetic, of a character similar or analogous to the foregoing or connected therewith.		
Date of Incorporation	28 th March, 2009		
CIN	U15400WB2009PTC134372		
PAN Card no.	AANCS2910F		
Registered Office Address	18, Giri Babu Lane, Anupam Chamber, 2 nd Floor, Kolkata-700 012, West Bengal, India		
Board of Directors	Mr. Pankaj Agrawal Mrs. Sujata Agrawal		
	<i>(₹ in Lacs, except per share data)</i>		
Audited Financial Information	For The Year Ended		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity Capital	26.35	24.65	23.50
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	442.93	417.04	427.50
Networth	469.28	441.69	451.00
Income including other income	301.61	99.17	0.00
Profit/ (Loss) after tax	(3.02)	(32.31)	0.00
Earnings per share (face value of ₹ 10.00 each)	(1.14)	(13.11)	0.00
Net asset value per share (₹)	178.09	179.19	191.91

1. *Shareholding Pattern as on the date of this Draft Prospectus is as follows:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	%age of Shareholding
1.	Welkin Investment Consultants Private Limited	4,000	1.52
2.	Mr. Pankaj Agrawal	5,000	1.90
3.	Mrs. Sujata Agrawal	5,000	1.90
4.	Himalayan Investment Consultants Private Limited	7,500	2.85
5.	Harekrishna Vyapaar Private Limited	8,500	3.23
6.	Jupiter Projects Private Limited	8,500	3.23
7.	Nityadhara Business Limited	110,000	41.75
8.	Madhudhan Vyapaar Limited	115,000	43.64



	Total	263,500	100.00
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2. *Nature and extent of interest of our Promoters:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	%age of Shareholding
1.	Mr. Pankaj Agrawal	5,000	1.90
2.	Mrs. Sujata Agrawal	5,000	1.90
	Total	10,000	3.80

3. The Promoters of our Company are interested to the extent of the shareholding in Straight Line Food Products Private Limited.
4. Straight Line Food Products Private Limited is an unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. It has not become a sick Company under the meaning of SICA.

3. *Ashirvad Corn Products Private Limited*

Main objects :	To carry on the business of manufacturing, trading, distributing, import & export of corn, corn flakes, maize flakes, wheat flakes, gram flakes, banana flakes, potato flakes, corn flour, corn oil, sweet corn, baby corn, cattle feed and to manufacture, produce, process, prepare, disinfect, fermented compound, mix, clean, wash, concentrate, crush, grind, segregate, pack, repack, add, remove, heat, grade, preserve, freeze, distillate, boil, sterilize, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, market, supply and to act as agent broker, representative, consultant, collaborator, adatia, stockiests, liasioner, middleman, export house, jobworker or otherwise to deal in all types, descriptions, tastes, uses and packs, of consumer food items, their by produtcts, ingredients, derivatives, residues including foods and vegetables, packed foods, powders, pastes, liquids, drinks, breverages, juices, jams, jelly, squashes, pickles, sausages, concentrates, extracts, essences, flavours, syrups, sarvats, flavoured drinks, health and diet drinks, extruded foods, canned foods, preserved foods, health foods, fast foods, cream, cheese, butter, biscuits, breads, cakes, pastries, confectionery, sweets, chocolates, toffees, breakfast foods, protein foods, dietic products, strained baby foods, instant foods, cereal products, table delicacies and all other items whether natural, artificial or synthetic of a character similar or incidental acts.		
Date of Incorporation	21 st March, 2007		
CIN	U15316WB2007PTC114349		
PAN Card no.	AAGCA2578Q		
Registered Office Address	14/1, Raja Brojendra Narayan Street, Kolkata-700007, West Bengal, India		
Board of Directors	Mrs. Sujata Agrawal Mr. Ravi Shankar Shaw		
Audited Financial Information	<i>(₹ in Lacs, except per share data)</i>		
	For The Year Ended		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity Capital	1.00	1.00	1.00
Reserves and Surplus (excluding Revaluation	(0.24)	(0.25)	(0.26)



Reserve and Less Miscellaneous Expenses, if any)			
Networth	0.76	0.75	0.74
Income including other income	0.11	0.19	0.14
Profit/ (Loss) after tax	0.01	0.01	0.01
Earnings per share (face value of ₹ 10.00 each)	0.08	0.12	0.15
Net asset value per share (₹)	7.62	7.54	7.42

1. *Shareholding Pattern as on the date of this Draft Prospectus is as follows:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	% age of Shareholding
1.	Mrs. Sujata Agrawal	5,000	50.00
2.	Mr. Ravi Shankar Shaw	5,000	50.00
	Total	10,000	100.00

2. *Nature and extent of interest of our Promoter group member:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	% age of Shareholding
1.	Mrs. Sujata Agrawal	5,000	50.00
	Total	5,000	50.00

3. The Promoters of our Company are interested to the extent of the shareholding in Ashirvad Corn Products Private Limited.

4. Ashirvad Corn Products Private Limited is an unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. It has not become a sick Company under the meaning of SICA.

4. *Maharaja Commercial Private Limited*

Main objects :	To carry on all or any of the business as buyers, sellers, suppliers, growers, traders, merchants, indentures brokers, agents, assemblers, stockiest of goods and commodities of any kind to work as commission agents, brokers, contractors, processors order suppliers and dealing agents.		
Date of Incorporation	29 th August, 2007		
CIN	U51109WB2007PTC118167		
PAN Card no.	AAF3M3439D		
Registered Office Address	23/2, N S Road, 2 nd Floor, Liluah, Howrah, West Bengal – 711204, India		
Board of Directors	Mrs. Sujata Agrawal Mr. Gaurav Maheshwari		
	<i>(₹ in Lacs, except per share data)</i>		
Audited Financial Information	For The Year Ended		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity Capital	1.63	1.63	1.63
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	11.00	11.00	10.98
Networth	12.63	12.63	12.61
Income including other income	0.15	0.24	0.25
Profit/ (Loss) after tax	0.00	0.02	0.02
Earnings per share (face value of ₹ 10.00 each)	0.02	0.12	0.10
Net asset value per share (₹)	77.71	77.69	77.57



1. *Shareholding Pattern as on the date of this Draft Prospectus is as follows:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	% age of Shareholding
1.	Reneissance Projects Private Limited	1,250	7.69
2.	Mr. Gaurav Maheshwari	5,000	30.77
3.	Mrs. Sujata Agrawal	5,000	30.77
4.	Link Commodities Private Limited	5,000	30.77
	Total	16,250	100.00

2. *Nature and extent of interest of our Promoter group member:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	% age of Shareholding
1.	Mrs. Sujata Agrawal	5,000	30.77
	Total	5,000	30.77

- The Promoters of our Company are interested to the extent of the shareholding in Maharaja Commercial Private Limited.
- Maharaja Commercial Private Limited is an unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. It has not become a sick Company under the meaning of SICA.

5. *Rosewood Vinimay Private Limited*

Main objects :	To carry on the business as buyers, sellers, traders, merchants, indentors, brokers, agents, commission agents, stockists, grower, broker and sub-brokers, distributors, advisors of all kinds of industrial tools, showroom, equipments and machineries, rubberized and leather and leather goods, leather garments, iron, switching wires, textile, yarn, wire, rod, other M.S., G.I., iron materials and every other type of iron & steel material, aluminium, minerals, ferrous and non-ferrous metals, tea, coffee and other agricultural products, development and purchase of tea estate and tea leaf cultivation, jute products, packing materials, chemicals, paints, industrial gases, edible and non-edible oils, sea food, wires, netting wires, mustard oil, sugar, marine products, hospital equipments, engineering goods and equipments, office computers accessories, oil and lubricants, industrial chain, soaps and detergents, cosmetic, jewellery, processed and packed goods and automobile parts, all types of electric and electronics components and all types of readymade garments.		
Date of Incorporation	07 th January, 2009		
CIN	U51909WB2009PTC131765		
PAN Card no.	AAECR2614Q		
Registered Office Address	18, Giri Babu Lane, Room No. 2B, Kolkata-700012, West Bengal, India		
Board of Directors	Mr. Subrata Ghosh Mrs. Sujata Agrawal		
	<i>(₹ in Lacs, except per share data)</i>		
Audited Financial Information	For The Year Ended		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity Capital	30.15	30.15	30.15
Reserves and Surplus (excluding Revaluation	(0.03)	(0.05)	(0.06)



Reserve and Less Miscellaneous Expenses, if any)			
Networth	30.12	30.10	30.09
Income including other income	4.89	4.48	4.19
Profit/ (Loss) after tax	0.02	0.02	0.02
Earnings per share (face value of ₹ 10.00 each)	0.01	0.01	0.01
Net asset value per share (₹)	9.99	9.98	9.98

1. *Shareholding Pattern as on the date of this Draft Prospectus is as follows:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	%age of Shareholding
1.	Himalayan Investment Consultants Private Limited	2,000	0.66
2.	Welkin Investment Consultants Private Limited	3,500	1.16
3.	Mr. Subrata Ghosh	5,000	1.66
4.	Mrs. Sujata Agrawal	5,000	1.66
5.	Albino Investment Consultants Private Limited	75,000	24.88
6.	Atlantic Investment Advisory Private Limited	2,11,000	69.98
	Total	3,01,500	100.00

2. *Nature and extent of interest of our Promoter group member:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	%age of Shareholding
1.	Mrs. Sujata Agrawal	5,000	1.66
	Total	5,000	1.66

- The Promoters of our Company are interested to the extent of the shareholding in Rosewood Vinimay Private Limited.
- Rosewood Vinimay Private Limited is an unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. It has not become a sick Company under the meaning of SICA.

6. **Natraj Tradecom Private Limited**

Main objects :	To carry on the business as buyers, sellers, traders, merchants, indentors, brokers, agents, commission agents, stockists, grower, broker and sub-brokers, distributors, advisors of all kinds of industrial tools, showroom, equipments and machineries, rubberized and leather and leather goods, leather garments, iron, switching wires, textile, yarn, wire, rod, other M.S., G.I., iron materials and every other type of iron & steel material, aluminium, minerals, ferrous and non-ferrous metals, tea, coffee and other agricultural products, development and purchase of tea estate and tea leaf cultivation, jute products, packing materials, chemicals, paints, industrial gases, edible and non-edible oils, sea food, wires, netting wires, mustard oil, sugar, marine products, hospital equipments, engineering goods and equipments, office computers accessories, oil and lubricants, industrial chain, soaps and detergents, cosmetic, jewellery, processed and packed goods and automobile parts, all types of electric and electronics components and all types of readymade garments.
Date of Incorporation	06 th January, 2009
CIN	U51909WB2009PTC131760



PAN Card no.	AACCN9513E		
Registered Office Address	18, Giri Babu Lane, Room No. 2C, Kolkata-700012, West Bengal, India		
Board of Directors	Mr. Subrata Ghosh Mrs. Sujata Agrawal		
	<i>(₹ in Lacs, except per share data)</i>		
Audited Financial Information	For The Year Ended		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity Capital	35.60	35.60	35.60
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	(0.07)	(0.05)	(0.06)
Networth	35.53	35.55	35.54
Income including other income	5.18	4.06	6.29
Profit/ (Loss) after tax	(0.01)	0.01	0.03
Earnings per share (face value of ₹ 10.00 each)	0.00	0.00	0.01
Net asset value per share (₹)	9.98	9.99	9.98

1. *Shareholding Pattern as on the date of this Draft Prospectus is as follows:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	% age of Shareholding
1.	Mr. Subrata Ghosh	5,000	1.40
2.	Mrs. Sujata Agrawal	5,000	1.40
3.	Atlantic Investment Advisory Private Limited	95,000	26.69
4.	Welkin Investment Consultants Private Limited	1,22,500	34.41
5.	Himalayan Investment Consultants Private Limited	1,28,500	36.10
	Total	3,56,000	100.00

2. *Nature and extent of interest of our Promoter group member:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	% age of Shareholding
1.	Mrs. Sujata Agrawal	5,000	1.40
	Total	5,000	1.40

- The Promoters of our Company are interested to the extent of the shareholding in Natraj Tradecom Private Limited.
- Natraj Tradecom Private Limited is an unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. It has not become a sick Company under the meaning of SICA.

7. *Reet Advisors Private Limited*

Main objects :	To act as financial consultants, management consultants, services, consultancy in various field, general administrative, secretarial, commercial, financial, legal, economic, labour, industrial, public relation, scientific, technical direct or indirect taxation and other levies, data processing, statistical, accountancy, quality control and data processing to carry on the business of intermediaries, commission agent, trading of textile good, investors, mobilizing agent, marketing agent, to manage the fund of investors by investment in various avenues like growth fund, income fund, risk fund, tax exempted funds, pension/ superannuation funds and for investment pools, mutual funds and real estates.
Date of Incorporation	20 th August, 2011



CIN	U93000WB2011PTC166598		
PAN Card no.	AAFRCR4391B		
Registered Office Address	1, Crooked Lane, 2 nd Floor, Room No.210, Kolkata-700069, West Bengal, India		
Board of Directors	Mrs. Sujata Agrawal Mr. Shyam lal Agarwal		
	<i>(₹ in Lacs, except per share data)</i>		
Audited Financial Information	For The Year Ended		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity Capital	11.00	11.00	11.00
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	0.02	0.01	0.01
Networth	11.02	11.01	11.01
Income including other income	0.55	0.19	0.42
Profit/ (Loss) after tax	0.00	0.01	0.01
Earnings per share (face value of ₹ 10.00 each)	0.00	0.01	0.01
Net asset value per share (₹)	10.02	10.01	10.01

1. *Shareholding Pattern as on the date of this Draft Prospectus is as follows:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	% age of Shareholding
1.	Mr. Manoj Kumar Agarwal	5,000	4.56
2.	Mrs. Sujata Agrawal	5,000	4.56
3.	Albino Investment Consultans Private Limited	50,000	45.45
4.	Himalayan Investment Consultans Private Limited	50,000	45.45
	Total	1,10,000	100.00

2. *Nature and extent of interest of our Promoter group member:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	% age of Shareholding
1.	Mrs. Sujata Agrawal	5,000	4.56
	Total	5,000	4.56

3. The Promoters of our Company are interested to the extent of the shareholding in Reet Advisors Private Limited.

4. Reet Advisors Private Limited is an unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. It has not become a sick Company under the meaning of SICA.

8. *Well View Dealcom Private Limited*

Main objects :	To carry on the business as buyers, sellers, traders, merchants, indentors, marketing, brokers, agents, commission agents, packers, stockists, grower, broker and sub-brokers, distributors, advisors of all kinds of industrial tools, equipments and machineries, rubberized and leather and leather goods, leather garments, iron, stitching wires, rod, other M.S., G.I., iron materials and every other type of iron & steel material, aluminium, minerals, ferrous and non-ferrous metals, tea, coffee developers and construction jute products, packing materials, chemicals, paints, industrial gases, edible and non-edible oils, sea food, wires, netting wires, mustard oil, sugar, marine products, hospital
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	equipments, engineering goods and equipments, office computers accessories, oil and lubricants, industrial chain, soaps and detergents, cosmetic, jewellery, processed and packed goods and automobile parts, all types of electric and electronics components and all types of readymade garments, network marketing, multi level marketing.		
Date of Incorporation	22 nd August, 2011		
CIN	U51909WB2011PTC166660		
PAN Card no.	AABCW1340F		
Registered Office Address	1, Crooked Lane, 2 nd Floor, Room No.233, Kolkata-700069, West Bengal, India		
Board of Directors	Mrs. Sujata Agrawal Mr. Shyam Lal Agarwal		
	(₹ in Lacs, except per share data)		
Audited Financial Information	For The Year Ended		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity Capital	34.00	34.00	17.50
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	0.03	0.02	0.01
Networth	34.03	34.02	17.51
Income including other income	1.94	0.70	0.19
Profit/ (Loss) after tax	0.02	0.00	0.01
Earnings per share (face value of ₹ 10.00 each)	0.01	0.00	0.01
Net asset value per share (₹)	10.01	10.00	10.01

1. *Shareholding Pattern as on the date of this Darft Prospectus is as follows:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	% age of Shareholding
1.	Mr. Manoj Kumar Agarwal	5,000	1.47
2.	Mrs. Sujata Agrawal	5,000	1.47
3.	Himalayan Investment Consultants Private Limited	70,000	20.59
4.	Welkin Investment Consultants Private Limited	1,00,000	29.41
5.	Atlantic Investment Advisory Private Limited	1,60,000	47.06
	Total	3,40,000	100.00

2. *Nature and extent of interest of our Promoter group member:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	% age of Shareholding
1.	Mrs. Sujata Agrawal	5,000	1.47
	Total	5,000	1.47

- The Promoters of our Company are interested to the extent of the shareholding in Well View Dealcom Private Limited.
- Well View Dealcom Private Limited is an unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. It has not become a sick Company under the meaning of SICA.

9. *Ranbhum Vincom Private Limited*

Main objects :	To carry on the business as distributors, agents, traders, merchants, contractors, brokers, and otherwise deal in merchandise and articles of all kinds including clearing
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	agents, freight contractors, forwarding agents, licensing agents, general brokers, and to carry any kind of commercial business. To carry on all of any of the business as buyers, sellers, suppliers, growers, processors, traders, merchants, indentures brokers, agents, assemblers, stockiest of goods and commodities of all kind to work as commission agents, brokers, contractors, processors, order suppliers and dealing agents.		
Date of Incorporation	29 th December, 2011		
CIN	U51909WB2011PTC171489		
PAN Card no.	AAFRC6141K		
Registered Office Address	123, P B Road, Netaji Sadak, Kolkata-700041, West Bengal, India		
Board of Directors	Mrs. Sujata Agrawal Mr. Vishnu Pratap Singh		
	<i>(₹ in Lacs, except per share data)</i>		
Audited Financial Information	For The Year Ended		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity Capital	42.00	42.00	1.00
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	(0.28)	0.02	0.01
Networth	41.72	42.02	1.01
Income including other income	0.20	0.19	0.10
Profit/ (Loss) after tax	(0.30)	0.01	0.01
Earnings per share (face value of ₹ 10.00 each)	(0.07)	0.00	0.10
Net asset value per share (₹)	9.93	10.01	10.10

1. *Shareholding Pattern as on the date of this Draft Prospectus is as follows:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	% age of Shareholding
1.	Mr. Vishnu Pratap Singh	5,000	1.19
2.	Mrs. Sujata Agrawal	5,000	1.19
3.	Atlantic Investment Advisory Private Limited	55,000	13.10
4.	Albino Investment Consultans Private Limited	1,45,000	34.52
5.	Welkin Investment Consultans Private Limited	2,10,000	50.00
	Total	4,20,000	100.00

2. *Nature and extent of interest of our Promoter group member:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	% age of Shareholding
1.	Mrs. Sujata Agrawal	5,000	1.19
	Total	5,000	1.19

- The Promoters of our Company are interested to the extent of the shareholding in Ranbhumi Vincom Private Limited.
- Ranbhumi Vincom Private Limited is an unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. It has not become a sick Company under the meaning of SICA.



10. Monarch Nirmans Private Limited

Main objects :	To construct, build, take on lease, purchase or acquire in any manner whatsoever any apartment, house, flats, shops, offices, clubs, township, markets or other buildings and of these purpose to purchase, take on lease or in exchange, hire or otherwise acquire and hold any land prepare layout thereon; to construct, reconstruct, repair, pull down, alter, improve, decorate, furnish and maintain flats, dwelling, houses, buildings, shops, offices, clubs etc.; to equip the same or any part thereof with all or any amenities or conveniences, drainage facilities, electric, telegraphic, telephone, television installation; to install sanitary conveniences of all kinds, garages and recreation facilities; to let out or dispose of the same on installment basis, rent basis or by outright sale or in any other mode of disposition; to collect rents and income, drainage water, electric and other charges from tenants, occupiers and others; and to deal with the same in any manner whatsoever. To manufacture and acquire to deal in any and every kind of article and products and materials used for building or allied objects, whether for company's own use or for sale and disposal.		
Date of Incorporation	29 th December, 2006		
CIN	U45200WB2006PTC112337		
PAN Card no.	AAECM9385R		
Registered Office Address	23A, N. S. Road, 3 rd Floor, Room No.-12, Kolkata-700001, West Bengal, India		
Board of Directors	Mrs. Sujata Agrawal Mr. Shyam Lal Agrawal		
	<i>(₹ in Lacs, except per share data)</i>		
Audited Financial Information	For The Year Ended		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity Capital	28.00	28.00	28.00
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	110.73	109.47	103.84
Networth	138.73	137.47	131.84
Income including other income	41.67	233.10	224.78
Profit/ (Loss) after tax	1.26	6.32	(2.43)
Earnings per share (face value of ₹ 10.00 each)	0.45	2.26	(0.87)
Net asset value per share (₹)	49.55	49.10	47.09

1. Shareholding Pattern as on the date of this Draft Prospectus is as follows:

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	%age of Shareholding
1.	Manish Kumar Agarwal	5,000	1.79
2.	Sandeep Kumar Agarwal	5,000	1.79
3.	Alingan Trade-Link Private Limited	6,000	2.14
4.	Prime Goods Private Limited	8,000	2.86
5.	Hem Textile & Trading Company Private Limited	10,000	3.57
6.	Synox Marketing Private Limited	10,000	3.57
7.	Plus Jet Finvest Private Limited	10,000	3.57
8.	Lopax Marketing Private Limited	20,000	7.14
9.	D S Consultancy & Holding Private Limited	26,000	9.29



10.	Atindra Infrastructure Private Limited (Formerly known as Rukmani Tie Up Private Limited)	40,000	14.29
11.	Anushree Tie Up Private Limited	60,000	21.43
12.	Sanatan Vinimay Private Limited	80,000	28.57
	Total	2,80,000	100.00

2. *Nature and extent of interest of our Promoter group member:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	% age of Shareholding
1.	Manish Kumar Agarwal	5,000	1.79
	Total	5,000	1.79

3. The Promoters of our Company are interested to the extent of the shareholding in Monarch Nirmans Private Limited.
4. Monarch Nirmans Private Limited is an unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. It has not become a sick Company under the meaning of SICA.

11. Ultimate Vacations Private Limited

Main objects :	To carry on the business to acquire, undertake, run, manage, own, convert, build, maintain, improve, exchange of hotels, resorts, restaurants, cafes, taverns, rest houses, tea and coffee houses, beer houses, bars, lodges, apartments, discotheque, banquet halls and to prepare, produce, process, buy, sell, import, export, service, wholesale, retail, pack, repack or otherwise to deal in all kinds of vegetarian foods, non-vegetarian foods, beverages, wines, waters, purveyors, cigarettes, tobaccos, soft drinks, ice creams, juices and other allied goods, materials, substances, consumables & preparations connected thereto. To carry on the business of promote, represent, organize, undertake, establish, consultancy, conduct, handle, arrange, manage, own, operate, participate, facilitate, sponsor, encourage & provide the business as package tour operators, travelling agent for booking, courier service agents, correspondents, parcel & postage booking agents, to arrange travelers cheques, arrange buses, coaches, bogies, charter, flights, boats, taxies and other vehicles for tourists & passengers and to provide such facilities.
Date of Incorporation	12 th November, 2013
CIN	U74900WB2013PTC198309
PAN Card no.	AABCU6513C
Registered Office Address	18, Giri Babu Lane, Room No - 2C, Kolkata-700012, West Bengal India
Board of Directors	Mrs. Sujata Agrawal Mr. Anand Kumar

Note: As the company incorporated on 12th November, 2013 the audited financials for the financial year 2013-14 are unavailable.

1. *Shareholding Pattern as on the date of this Draft Prospectus is as follows:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	% age of Shareholding
1.	Mrs. Sujata Agrawal	5,000	4.55
2.	Mr. Anand Kumar	5,000	4.55



3.	Himalayan Investment Consultants Private Limited	20,000	18.18
4.	Albino Investment Consultants Private Limited	30,000	27.27
5.	Welkin Investment Consultants Private Limited	50,000	45.45
	Total	1,10,000	100.00

2. *Nature and extent of interest of our Promoter group member:*

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	% age of Shareholding
1.	Mrs. Sujata Agrawal	5,000	4.55
	Total	5,000	4.55

3. The Promoters of our Company are interested to the extent of the shareholding in Ultimate Vacations Private Limited.

4. Ultimate Vacations Private Limited is an unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. It has not become a sick Company under the meaning of SICA.

OTHER ENTITIES

1. Pankaj Agarwal (HUF)

The Karta of Pankaj Agarwal (HUF) is Mr. Pankaj Agrawal. The office of HUF is situated at 23/2, N. S. Road, 2nd Floor, Liluah, Howrah, West Bengal – 711204, India.

The following are members of the HUF:

1. Mr. Pankaj Agrawal
2. Mrs. Sujata Agrawal
3. Mr. Yash Agarwal (Minor)
4. Ms. Priti Agrawal (Minor)

Financial Performance:

(₹ in Lacs)

Particulars	Fiscal 2013	Fiscal 2012	Fiscal 2011
Capital	11.50	11.32	11.48
Total Income	24.67	2.33	2.04
Net Profit / Loss	24.67	2.33	2.04

TRUSTS

1. **Prity Nidhi, Kolkata**, was registered as a Family Trust under The Indian Trusts Act, 1882 on May 29, 2011. The registered office of the trust is situated at 188B, Manicktalla Main Road, Kolkata-700054, West Bengal, India.

The Following individuals are trustees of the Prity Nidhi, Kolkata:

- a) Mr. Shyam Lal Agarwal - Settlor
- b) Mr. Pankaj Agrawal - Trustee
- c) Mrs. Sujata Agrawal - Trustee

Financial Performance:

Sr. No.	Particulars	For the year ended (₹ in Lacs)		
		As on 31.03.2014	As on 31.03.2013	As on 31.03.2012
1	Corpus & Reserve Funds	3.72	3.60	1.85
2	Total Income	1.76	1.75	1.75
3	Excess of Income over Expenditure	1.76	1.75	1.75



2. **Yash Agrawal Family Trust, Kolkata** was registered as a Family Trust under The Indian Trusts Act, 1882 on May 29, 2011. The registered office of the trust is situated at 188B, Manicktalla Main Road, Kolkata-700054, West Bengal, India.

The Following individuals are trustees of the Yash Agrawal Family Trust, Kolkata:

- a) Mr. Shyam Lal Agarwal - Settlor
- b) Mr. Pankaj Agrawal - Trustee
- c) Mrs. Sujata Agrawal - Trustee

Financial Performance:

Sr. No.	Particulars	For the year ended (₹ in Lacs)		
		As on 31.03.2014	As on 31.03.2013	As on 31.03.2012
1	Corpus & Reserve Funds	3.72	3.61	1.87
2	Total Income	1.75	1.75	1.77
3	Excess of Income over Expenditure	1.75	1.75	1.77

UNDERTAKING / CONFIRMATIONS

Our Promoters and Group Company /entities confirm that they have not been declared as a willful defaulter by the RBI or any other governmental authority and there have been no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings pertaining to such penalties are pending against them.

None of the Promoters or Promoter Group or Group Companies or persons in control of the Promoters have 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.

None of the Promoters is or has ever been a promoter, director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI.

None of the Promoter or Group Companies has a negative net worth as of the date of the respective last audited financial statements.

COMMON PURSUITS

None of our Promoter Group Companies are engaged in the similar line of business in which our Company (P. B. Films Limited) is doing business.

LITIGATION/ DEFAULTS

For details relating to legal proceedings involving the Promoters and Members of the Promoter Group, see the section titled “*Outstanding Litigation and Material Developments*” beginning on page 157 of this Draft Prospectus.

RELATED BUSINESS TRANSACTION WITHIN THE GROUP AND SIGNIFICANCE ON FINANCIAL PERFORMANCE

There is no business transactions between our Company and the Promoter Group Companies except as stated on page 130 and page 146 under section titled as “*Related Party Transactions*”.

SALE OR PURCHASE BETWEEN OUR COMPANY AND OUR PROMOTER GROUP COMPANIES

There are no sales or purchases between our Company and any company in the Promoter Group companies / entities except as stated on page 130 and page 146 under the section titled “*Related Party Transactions*” exceeding 10% of the sales or purchases of our Company.



SICK COMPANIES

There are no Companies in our group listed above which have been declared as a sick company under the SICA. There are no winding up proceedings against any of Promoter Group Companies. The Promoter Group Companies do not have negative net worth. Further, no application has been made by any of them to RoC to strike off their names, except the Ambey Food Products Private Limited.

DEFUNCT GROUP COMPANIES AND ENTITIES

None of our Group Companies and Entities has remained defunct and no application has been made to the Registrar of Companies for striking off their name from the register of companies, during the five years preceding the date of filing of this Draft Prospectus.



RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to Annexure XVII of restated financial statement under the section titled “*Financial Information*” on page 132 of this 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 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.

There are no dividends declared by our Company since incorporation.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.



SECTION V - FINANCIAL INFORMATION

Auditor's Report on Restated Financial Statements

The Board of Directors,
P B Films Limited
1, Crooked Lane,
2nd Floor, Room No. 233,
Kolkata – 700069.

Dear Sir(s),

1. We have examined the attached Restated Summary Statement of Assets and Liabilities of **P B Films Limited**, (hereinafter referred to as “**the Company**”) as at March 31, 2015, 2014, 2013, 2012 and 2011, Restated Summary Statement of Profit and Loss and Restated Summary Statement of Cash Flow for the financial year ended on March 31, 2015, 2014, 2013, 2012 and 2011 (collectively referred to as the “**Restated Summary Statements**” or “**Restated Financial Statements**”) annexed to this report and initialed by us for identification purposes. These Restated Financial Statements have been prepared by the Company and approved by the Board of Directors of the company in connection with the Initial Public Offering (IPO) in SME Platform of BSE Limited (“**BSE**”).
2. These Restated Summary Statements have been prepared in accordance with the requirements of:
 - (i) Part I of Chapter III to the Companies Act, 2013 (“**the Act**”) read with Companies (Prospectus and Allotment of Securities) Rules 2014;
 - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 (“**ICDR Regulations**”) issued by the Securities and Exchange Board of India (“**SEBI**”) in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
3. We have examined such Restated Financial Statements taking into consideration:
 - (i) The terms of reference to our engagements with the Company letter dated 20th May, 2015 requesting us to carry out the assignment, in connection with this Draft Prospectus/ Prospectus being issued by the Company for its proposed Initial Public Offering of equity shares in SME Platform of BSE Limited (“**IPO**” or “**SME IPO**”); and
 - (ii) The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (“**Guidance Note**”).
4. The Restated Financial Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the year ended on March 31, 2015, 2014, 2013, 2012 and 2011 which have been approved by the Board of Directors.
5. In accordance with the requirements of the Act, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
 - (i) The “**Restated Statement of Asset and Liabilities**” as set out in **Annexure I** to this report, of the Company as at March 31, 2015, 2014, 2013, 2012 and 2011 are prepared by the Company and approved by the Board of Directors. These Statement of Asset and Liabilities, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.
 - (ii) The “**Restated Statement of Profit and Loss**” as set out in **Annexure II** to this report, of the Company for the financial year ended on March 31, 2015, 2014, 2013, 2012 and 2011 are prepared by the Company and approved by the Board of Directors. These Statement of Profit and Loss, as restated have



been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to the Restated Summary Statements as set out in **Annexure IV** to this Report.

- (iii) The "**Restated Statement of Cash Flow**" as set out in **Annexure III** to this report, of the Company for the financial year ended on March 31, 2015, 2014, 2013, 2012 and 2011 are prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Restated Summary Statements as set out in **Annexure IV** to this Report.
6. Based on our examination and audited financial statements, we report that the Restated Financial Statements have been made after incorporating:
 - a) Adjustments for the changes in accounting policies retrospectively in respective financial years/period to reflect the same accounting treatment as per the changed accounting policy for all reporting periods.
 - b) Adjustments for prior period and other material amounts in the respective financial years/period to which they relate and there are no qualifications which require adjustments.
 - c) There are no extra-ordinary items that need to be disclosed separately in the accounts and qualifications requiring adjustments.
 - d) There were no qualification in the Audit Reports issued by the Statutory Auditors for the financial year ended on March 31, 2015, 2014, 2013, 2012 and 2011 which would require adjustments in this Restated Financial Statements of the Company.
 - e) These Profits and Losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Restated Summary Statements as set out in **Annexure IV** to this report.
 7. Audit for the financial year ended March 31, 2011 and 2015 was conducted by RSVA & Co, Chartered Accountants, for March 31, 2012, 2013 and 2014 was conducted by Agarwal A & Co, Chartered Accountants, and accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years is based solely on the report submitted by them. Further financial statements for the financial year ended March 31, 2015 have been reaudited by us as per the relevant guidelines.
 8. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company for the financial year ended on March 31, 2015, 2014, 2013, 2012 and 2011 proposed to be included in the Draft Prospectus / Prospectus ("**Offer Document**").

Annexures of Restated Financial Statements of the Company:-

- i. Significant Accounting Policies in ANNEXURE IV;
- ii. Details of Share Capital as Restated enclosed as ANNEXURE V to this report;
- iii. Details of Reserves and Surplus as Restated as appearing in ANNEXURE VI to this report;
- iv. Details of Long Term Borrowings as Restated as appearing in ANNEXURE VII to this report
- v. Details of Other Current Liabilities as Restated as appearing in ANNEXURE VIII to this report;
- vi. Details of Short Term Provisions as Restated as appearing in ANNEXURE IX to this report;
- vii. Details of Long Term Loans & Advances as Restated as appearing in ANNEXURE X to this report;
- viii. Details of Current Investment as Restated as appearing in ANNEXURE XI to this report;



- ix. Details of Inventories as Restated as appearing in ANNEXURE XII to this report;
 - x. Details of Trade Receivables as Restated as appearing in ANNEXURE XIII to this report;
 - xi. Details of Short Term Loans & Advances as Restated as appearing in ANNEXURE XIV to this report;
 - xii. Details of Other Current Assets as Restated as appearing in ANNEXURE XV to this report;
 - xiii. Details of Other Income as Restated as appearing in ANNEXURE XVI to this report;
 - xiv. Details of Related Parties Transactions as Restated as appearing in ANNEXURE XVII to this report;
 - xv. Details of Significant Accounting Ratios as Restated as appearing in ANNEXURE XVIII to this report;
 - xvi. Capitalization Statement as at March 31, 2015 as appearing in ANNEXURE XIX to this report;
 - xvii. Statement of Tax Shelters as appearing in ANNEXURE XX to this report.
9. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
 10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
 11. In our opinion, the above financial information contained in Annexure I to XX of this report read with the respective Significant Accounting Policies and Notes to Restated Summary Statements as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.
 12. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the SME IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

For R T Jain & Co.
Chartered Accountants
Firm Registration no.103961W

(CA Bankim Jain)
Partner
Membership No.139447

Mumbai, June 24, 2015



STATEMENT OF ASSETS AND LIABILITIES AS RESTATED

ANNEXURE - I

(₹ in Lacs)

Sr. No	Particulars	AS AT MARCH 31,				
		2015	2014	2013	2012	2011
	EQUITY AND LIABILITIES					
1)	<u>Shareholders Funds</u>					
	a. Share Capital	941.76	818.76	14.98	14.98	5.98
	b. Reserves & Surplus	25.91	15.93	434.38	429.43	(26.66)
2)	Share Application Money Pending Allotment	-	60.90	-	-	204.00
3)	<u>Non Current Liabilities</u>					
	a. Long Term Borrowings	34.19	16.86	2.78	6.22	9.37
4)	<u>Current Liabilities</u>					
	a. Trade Payables	40.07	68.21	22.64	30.05	88.79
	b. Other Current Liabilities	17.26	9.24	17.11	86.92	13.52
	c. Short Term Provisions	8.26	6.61	4.63	3.62	0.27
	TOTAL (1+2+3+4)	1,067.45	996.51	496.52	571.22	295.27
	ASSETS					
5)	<u>Non Current Assets</u>					
	a. Fixed Assets					
	i. Tangible Assets	120.91	82.11	53.19	50.54	30.80
	ii. Intangible Assets	-	-	-	-	-
	Less: Accumulated Depreciation	(57.02)	(32.38)	(25.13)	(17.40)	(8.56)
	Net Block	63.89	49.73	28.06	33.14	22.24
	b. Deferred Tax Assets (Net)	4.50	1.15	1.22	0.74	0.36
	c. Long Term Loans & Advances	8.68	6.96	4.57	5.22	117.64
6)	<u>Current Assets</u>					
	a. Current Investments	116.00	184.00	-	-	25.00
	b. Inventories	60.78	235.76	156.59	155.58	44.49
	c. Trade Receivables	558.42	76.49	279.17	342.50	35.78
	d. Cash and Cash Equivalents	19.45	89.10	23.32	30.96	31.61
	e. Short Term Loans & Advances	235.08	347.64	3.34	2.81	18.09
	f. Other Current Assets	0.65	5.68	0.25	0.27	0.06
	TOTAL (5+6)	1,067.45	996.51	496.52	571.22	295.27



STATEMENT OF PROFIT AND LOSS AS RESTATED

ANNEXURE - II

(₹in Lacs)

Sr. No.	Particulars	For the year ended March 31,				
		2015	2014	2013	2012	2011
A	INCOME					
	Revenue from Operations	508.26	309.91	7.19	33.51	448.00
	Other Income	5.73	5.32	164.94	331.20	0.97
	Total Income (A)	513.99	315.23	172.13	364.71	448.97
B	EXPENDITURE					
	Production Expenses	340.27	130.99	132.14	283.07	383.27
	Employee benefit expenses	21.72	9.16	7.31	5.96	4.23
	Finance costs	5.57	1.53	0.87	1.02	1.42
	Depreciation and amortisation expense	24.64	7.25	7.74	8.84	5.97
	Other Expenses	113.14	155.91	18.21	47.78	49.95
	Total Expenses (B)	505.34	304.84	166.27	346.67	444.84
C	Profit before tax	8.65	10.39	5.86	18.04	4.13
	Prior period items (Net)	-	-	-	-	-
	Profit before exceptional, extraordinary items and tax (A-B)	8.65	10.39	5.86	18.04	4.13
	Exceptional items	-	-	-	-	-
	Profit before extraordinary items and tax	8.65	10.39	5.86	18.04	4.13
	Extraordinary items	-	-	(0.38)	-	-
D	Profit before tax	8.65	10.39	5.48	18.04	4.13
	Tax expense :					
	(i) Current tax	1.64	1.98	1.01	3.34	0.28
	(ii) Deferred tax	(3.35)	0.07	(0.48)	(0.39)	(0.55)
E	Total Tax Expense	(1.71)	2.05	0.53	2.95	(0.27)
F	Profit for the year (D-E)	10.36	8.34	4.95	15.09	4.40



STATEMENT OF CASH FLOW AS RESTATED

ANNEXURE - III

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011
<u>Cash flow from operating activities:</u>					
Net Profit before tax as per Profit And Loss A/c	8.65	10.39	5.48	18.04	4.13
Adjusted for:					
Depreciation & Amortization	24.64	7.25	7.74	8.84	5.97
Interest & Finance Cost	4.75	0.85	0.70	0.96	1.20
Interest Income	-	-	-	(0.58)	(0.21)
Operating Profit Before Working Capital Changes	38.04	18.49	13.92	27.26	11.09
Adjusted for (Increase)/ Decrease:					
Trade Receivables	(481.93)	202.67	63.32	(306.82)	4.06
Other Current Assets	179.98	(85.19)	(4.16)	(111.25)	178.19
Loans and advances and other assets	112.72	(345.06)	0.58	20.00	(60.87)
Trade Payables	(28.14)	45.57	(7.41)	(59.27)	53.30
Other Current Liabilities	7.84	(12.08)	(70.06)	73.79	(0.76)
Cash Generated From Operations Before Extra-Ordinary Items	(171.49)	(175.60)	(3.81)	(356.29)	185.01
Add:- Extra-Ordinary Items	-	-	-	-	-
Cash Generated From Operations	(171.49)	(175.60)	(3.81)	(356.29)	185.01
Direct Tax Paid	(1.84)	(1.03)	(0.30)	(0.34)	-
Net Cash Flow from/(used in) Operating Activities: (A)	(173.33)	(176.63)	(4.11)	(356.63)	185.01
<u>Cash Flow From Investing Activities:</u>					
Purchase of Fixed Assets	(39.17)	(28.92)	(2.66)	(19.73)	(6.31)
Purchase / Sale of Investments	68.00	(184.00)	-	25.00	-
Net Cash Flow from/(used in) Investing Activities: (B)	28.83	(212.92)	(2.66)	5.27	(6.31)
<u>Cash Flow from Financing Activities:</u>					
Proceeds From Share Capital	123.00	377.00	-	450.00	-
Proceeds From Share Application Money	(60.90)	60.90	-	(204.00)	(178.60)
Proceeds from borrowings (Net)	17.33	18.30	(0.15)	105.11	(2.65)
Interest & Financial Charges	(4.57)	(0.87)	(0.72)	(0.40)	(0.92)
Net Cash Flow from/(used in) Financing Activities (C)	74.86	455.33	(0.87)	350.71	(182.17)
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(69.64)	65.78	(7.64)	(0.65)	(3.46)
Cash & Cash Equivalents As At Beginning of the Year	89.10	23.32	30.96	31.61	35.07
Cash & Cash Equivalents As At End of the Year	19.45	89.10	23.32	30.96	31.61



ANNEXURE – IV

RESTATED SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS:

A. CORPORATE INFORMATION

The Company was incorporated as P B Films Private Limited in Kolkata. The Company is carrying the business as producers and distributors of cinematograph Films, T.V. Films and talkies.

B. SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of preparation of Financial Statements:

The restated summary statement of assets and liabilities of the Company as at March 31, 2015, 2014, 2013, 2012 and 2011 and the related restated summary statement of profits and loss and cash flows for the years ended March 31, 2015, 2014, 2013, 2012 and 2011 (herein collectively referred to as 'Restated Summary Statements') have been compiled by the management from the audited financial statements of the Company for the years ended March 31, 2015, 2014, 2013, 2012 and 2011, approved by the Board of Directors of the Company. Restated Summary Statements have been prepared to comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the SEBI Guidelines”) issued by SEBI and Guidance note on Reports in Companies Prospectus (Revised). Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the SME Platform of BSE in connection with its proposed Initial public offering of equity shares. The Company’s management has recast the financial statements in the form required by Schedule III of the Companies Act, 2013 for the purpose of Restated Summary Statements.

2. Use of Estimates:

The preparation of restated financial statements in conformity with the Generally Accepted Accounting Principles (GAAP) requires management to make 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 revenues and expenses during the reporting period. Actual results could differ from these estimates. The difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

3. Current and non-current classification:

All the Assets and Liabilities have been classified as current and non-current based on the normal operating cycle of the Company and other criteria laid down in Schedule III of the Companies Act, 2013. Based on the nature of products / services, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

4. Revenue Recognition :

Theatrical sales: Revenue from theatrical distribution is recognized on exhibition of films. In case of distribution through theatres, revenue is recognized on the basis of box office reports received from various exhibitors.

Sale of film rights: Sale of rights is recognized on effective delivery of materials to customers as per terms of the sale agreements.

Sale of satellite rights and physical home entertainment products: Revenue is accounted on delivery to customers, as per contracted terms. Digital and other new media revenues are recognized at the earlier of when the content is accessed or if licensed, the date the revenue is contracted or declared.



5. Fixed Assets and Depreciation

Fixed assets are carried at cost of acquisition or construction, less accumulated depreciation and impairment loss, if any. All Cost including any cost attributable in brining the assets to their working condition for their intended use is capitalized. Expenditure on additions, improvement and renewable is capitalized.

Depreciation on fixed assets is calculated on written down value basis using the rates arrived at based on the useful life of the assets prescribed under Schedule II of the Companies Act, 2013 for the year ended March 31, 2015. For the year ended on March 31, 2014, 2013, 2012 and 2011 depreciation has been charged on written down value basis using the rates prescribed under Schedule XIV of the Companies Act, 1956.

6. Impairment of Assets:

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

7. Inventories

Inventories are stated at the lower of cost and net realizable value.

Inventories related to films under production are stated at acquisition and production cost plus relevant overhead cost and capitalized interest net of any amount received from third party investors.

8. Valuation of Investments:

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments.

Current Investments are carried at the lower of cost or quoted / fair value computed scrip wise, Long Term Investments are stated at cost. Provision for diminution in the value of long term investments is made only if such decline is other than temporary.

9. Employee Benefits:

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

Post employment and other long term employee benefits are recognized as an expense in the Statement of Profit and Loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the Statement of Profit and Loss.

10. Provision for Current Tax and Deferred Tax:

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961.

Deferred tax resulting from the timing differences between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a virtual certainty that the assets will be realized in the future.

11. Contingent Liabilities / Provisions:

Contingent liabilities are not provided in the accounts and are disclosed separately in notes on accounts.



Provision is made in the accounts in respect of contingent liabilities which is likely to materialize into liabilities after the year end, till the finalization of accounts and which have material effect on the position stated in the Balance Sheet.

12. Earning Per Share:

Basic earning per share is computed by dividing the net profit for the year after prior period adjustments attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

RECONCILIATION OF RESTATED PROFIT

(₹in Lacs)

Adjustments for	2014-15	2013-14	2012-13	2011-12	2010-11
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	17.88	8.36	4.80	15.02	4.41
Adjustments for:					
Interest Accrued but not due	(0.18)	0.02	0.02	0.01	(0.07)
Deferred Tax Liability / Asset Adjustment	0.14	(0.03)	0.11	-	-
Taxes adjusted in Current period	1.82	(0.01)	0.02	0.06	0.06
Preliminary expense w/off	(9.30)	-	-	-	-
Net Profit/ (Loss) After Tax as Restated	10.36	8.34	4.95	15.09	4.40

Explanatory notes to the above restatements made in the audited financial statements of the Company for the respective years.

Adjustments having impact on Profit

1. The deferred tax liability / asset have been adjusted on account of changes in WDV of assets for the years.
2. Interest Accrued but not due were not accounted for, has been accounted now.
3. Preliminary expense was w/off against Reserves and Surplus earlier, was rectified and adjusted in Profit & Loss.

Adjustments having no impact on Profit

Material Regrouping

W.e.f, April 1 2014, Schedule III notified under the Companies Act, 2013 has become applicable to the Company for preparation and presentation of its financial statements. Revised Schedule VI notified under the Companies Act, 1956 became applicable to the Company from April 1, 2011, for preparation and presentation of its financial statements. The adoption of Schedule III / Revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements.

There is no significant impact on the presentation and disclosures made in the financial statements on adoption of Schedule III as compared to Revised Schedule VI. The Company has reclassified the figures for the previous financial year ended March 31, 2011 in accordance with the requirements of Schedule III. Appropriate adjustments have been made in the Restated Summary Statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the



Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended).

DETAILS OF SHARE CAPITAL AS RESTATED

ANNEXURE - V

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011
Equity Share Capital					
Authorised Share capital					
Equity Shares of ₹ 10/- each	1450.00	950.00	15.00	15.00	10.00
	1450.00	950.00	15.00	15.00	10.00
Issued, Subscribed & Fully Paid Up Share Capital					
Equity Shares of ₹ 10/- each	941.76	818.76	14.98	14.98	5.98
T O T A L	941.76	818.76	14.98	14.98	5.98

Reconciliation of number of Shares outstanding at the end of the year

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011
Equity shares at the beginning of the year	81.88	1.50	1.50	0.60	0.60
Add: Shares Allotted during the year	12.30	80.38	-	0.90	-
Equity Shares at the end of the year	94.18	81.88	1.50	1.50	0.60

DETAILS OF RESERVES & SURPLUS AS RESTATED

ANNEXURE - VI

(₹ in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011
Surplus (Profit & Loss Account)					
Opening Balance	(92.81)	(101.16)	(106.11)	(121.20)	(125.59)
Add: Profit for the year	10.36	8.34	4.95	15.09	4.40
Less: Adjustment related to Fixed Assets	(0.38)	-	-	-	-
Closing Balance	(82.83)	(92.81)	(101.16)	(106.11)	(121.20)
Securities Premium Account					
Opening Balance	108.74	535.53	535.53	94.53	94.53
Add: Premium on issue of Shares	-	-	-	441.00	-
Less: Bonus Shares issued	-	(426.79)	-	-	-
Closing Balance	108.74	108.74	535.53	535.53	94.53
T O T A L	25.91	15.92	434.37	429.42	(26.66)



DETAILS OF LONG TERM BORROWINGS AS RESTATED

ANNEXURE - VII

(₹in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011
<u>Secured</u>					
From Banks	34.19	16.86	2.78	6.22	9.37
TOTAL	34.19	16.86	2.78	6.22	9.37

NATURE OF SECURITY AND TERMS OF REPAYMENT FOR LONG TERM BORROWINGS

Nature of Security	Terms of Repayment
HDFC Bank Ltd Audi Car Loan amounting to ₹ 32.39 Lakhs	Loan to be repaid in 60 equal monthly installment starting from July, 2014 and last installment due on June, 2019.
HDFC Bank Ltd Skoda Car Loan amounting to ₹ 15.65 Lakhs	Loan to be repaid in 60 equal monthly installment starting from February, 2010 and last installment due on December, 2014.
ICICI Bank Truck Loan amounting to ₹ 11.25 lakhs	Loan to be repaid in 47 equal monthly installment starting from February, 2014 and last installment due on December, 2017.
ICICI Bank Truck Loan amounting to ₹ 11.25 lakhs	Loan to be repaid in 47 equal monthly installment starting from February, 2014 and last installment due on December, 2017.

DETAILS OF OTHER CURRENT LIABILITIES AS RESTATED

ANNEXURE - VIII

(₹in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011
Current maturities of long term debt	11.16	7.67	3.43	3.15	2.89
Interest accrued and due on borrowings	0.20	0.02	0.04	0.05	0.07
<u>Other payables</u>					
Creditors for expenses	5.58	0.22	2.67	0.80	1.19
Advance from customers	-	0.01	5.82	82.39	8.48
Statutory dues	0.31	1.32	1.12	0.53	0.89
Other Creditors	0.01	-	4.03	-	-
TOTAL	17.26	9.24	17.11	86.92	13.52

DETAILS OF SHORT TERM PROVISIONS AS RESTATED

ANNEXURE - IX

(₹in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011
Others					
Provision for tax	8.26	6.61	4.63	3.62	0.27
TOTAL	8.26	6.61	4.63	3.62	0.27



DETAILS OF LONG TERM LOANS & ADVANCES AS RESTATED

ANNEXURE - X

(₹in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011
<u>Unsecured considered good</u>					
Security Deposit	1.86	1.99	0.84	1.92	1.37
Balance with Revenue Authorities	-	-	-	-	5.27
Advances to Others	-	-	-	3.00	111.00
MAT Credit entitlement	6.82	4.97	3.73	0.30	-
T O T A L	8.68	6.96	4.57	5.22	117.64

DETAILS OF CURRENT INVESTMENT AS RESTATED

ANNEXURE - XI

(₹in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011
Investment					
1,25,000 Equity Shares of Mica Mold Finserv Pvt Ltd	-	-	-	-	25.00
2,000 Equity Shares of Kalahanu Trading Ltd	-	20.00	-	-	-
10,000 Equity Shares of Tirupati Ashray Pvt Ltd	-	50.00	-	-	-
15,000 Equity Shares of Capital Audio Video Pvt Ltd	-	15.00	-	-	-
3,000 Equity Shares of Erudit Shares and Securities Pvt Ltd	-	15.00	-	-	-
14,000 Equity Shares of Marble Finvest Pvt Ltd	-	21.00	-	-	-
Equity Shares of Kalahanu Retail Pvt Ltd	-	15.00	-	-	-
15,000 Equity Shares of Tarouna Cold Storage Pvt Ltd	-	15.00	-	-	-
18,000 Equity Shares of Shree Hari Om Ores and Minerals Pvt Ltd	-	18.00	-	-	-
7,500 Equity Shares of Lokhnath Commotrade Pvt Ltd	-	15.00	-	-	-
61,370 Equity Shares of Svaraj Trading and Agencies Ltd	116.00	-	-	-	-
T O T A L	116.00	184.00	-	-	25.00

**DETAILS OF INVENTORIES AS RESTATED****ANNEXURE - XII**

(₹in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011
Films under Production	60.78	235.76	156.59	155.58	44.49
TOTAL	60.78	235.76	156.59	155.58	44.49

ANNEXURE - XIII**DETAILS OF TRADE RECEIVABLES AS RESTATED**

(₹in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011
<u>Unsecured, considered good</u>					
Less than six months	491.91	73.65	270.77	125.66	7.96
More than six months	66.51	2.84	8.40	216.84	27.82
TOTAL	558.42	76.49	279.17	342.50	35.78

DETAILS OF SHORT TERM LOANS & ADVANCES AS RESTATED**ANNEXURE - XIV**

(₹in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011
Advance for expenses	87.63	9.93	-	-	-
Advance to Creditors	-	0.13	3.31	2.81	10.39
Balances with Government Authorities	0.45	0.42	0.03	-	7.70
Advance to Others	147.00	337.16	-	-	-
TOTAL	235.08	347.64	3.34	2.81	18.09

DETAILS OF OTHER CURRENT ASSETS AS RESTATED**ANNEXURE - XV**

(₹in Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011
Preliminary Expenses	0.11	5.55	0.10	0.10	0.06
Prepaid Expenses	0.54	0.13	0.15	0.17	-
TOTAL	0.65	5.68	0.25	0.27	0.06

**DETAILS OF OTHER INCOME AS RESTATED****ANNEXURE - XVI**

(₹in Lacs)

Particulars	For the Year Ended March 31, 2015	For the Year Ended March 31, 2014	For the Year Ended March 31, 2013	For the Year Ended March 31, 2012	For the Year Ended March 31, 2011
Interest Income (Nature: Recurring and not related to business activity)	1.75	-	-	0.58	0.21
Discount Received (Nature: Recurring and related to business activity.)	3.98	1.32	-	0.44	0.75
Derivative Trading (Nature: Non recurring and not related to business activity)	-	-	164.86	330.14	-
Miscellaneous Receipts (Nature : Non recurring and related to business activity)	-	4.00	0.08	0.04	-
Total Other Income	5.72	5.32	164.94	331.20	0.96
Net Profit Before Tax as Restated	8.64	10.41	5.47	18.05	4.13
Percentage of Net Profit Before Tax	66.24	51.10	3,013.11	1,835.31	23.39

**DETAILS OF RELATED PARTY TRANSACTION****ANNEXURE - XVII**

(₹in Lacs)

Name	Nature of Relationship	Nature of Transaction	Amount of Transaction in 2014-15	Amount Outstanding as on 31.03.15	Amount of Transaction in 2013-14	Amount Outstanding as on 31.03.14	Amount of Transaction in 2012-13	Amount Outstanding as on 31.03.13	Amount of Transaction in 2011-12	Amount Outstanding as on 31.03.12	Amount of Transaction in 2010-11	Amount Outstanding as on 31.03.11
Natraj Tradecom Private Limited	Associate Company	Rent Paid	1.74	-	1.89	-	-	-	-	-	-	-
Ultimate Vacations Private Limited	Associate Company	Production Expense	13.39	-	1.08	-	-	-	-	-	-	-
Well View Delacom Private Limited	Associate Company	Rent Paid	1.74	-	1.74	-	-	-	-	-	-	-
Sujata Agrawal	Relative of Director	Unsecured Loan	-	-	8.00	-	-	-	-	-	-	-
Pankaj Agrawal	Director	Director Remuneration	4.80	-	4.80	-	4.80	-	4.19	-	2.34	(0.20)

**ANNEXURE - XVIII****SUMMARY OF ACCOUNTING RATIOS AS RESTATED**

(₹in Lacs)

Particulars	Year ended March, 31st 2015	Year ended March, 31st 2014	Year ended March, 31st 2013	Year ended March, 31st 2012	Year ended March, 31st 2011
Basic and Diluted Earnings Per Share (EPS) (₹)	0.11	0.18	0.11	0.35	0.10
Return on Net Worth (%)	1.07%	1.00%	1.10%	3.40%	-21.26%
Net Asset Value per equity share (₹)	10.38	17.69	10.17	10.27	(0.48)
Weighted Average Number of Equity Shares at the end of the year	93.19	47.19	44.18	43.28	43.28
Restated Profit after Tax as per Statement of Profit and Loss	10.36	8.34	4.95	15.09	4.40
Restated Net Worth	967.67	834.69	449.36	444.41	(20.69)
Nominal Value per Equity share (₹)	10.00	10.00	10.00	10.00	10.00

Ratios have been calculated as mentioned below:

Basic and Diluted Earnings Per Share (EPS) (₹) $\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Weighted Average Number of Equity Shares at the end of the year}}$

Return on Net Worth (%) $\frac{\text{Restated Profit after Tax available to equity Shareholders}}{\text{Restated Net Worth of Equity Shareholders}}$

Net Asset Value per equity share (₹) $\frac{\text{Restated Net Worth of Equity Shareholders}}{\text{Weighted Average Number of Equity Shares at the end of the year}}$

CAPITALISATION STATEMENT AS AT 31ST MARCH 2015**ANNEXURE - XIX**

(₹in Lacs)

Particulars	Pre Issue	Post Issue
Borrowings		
Short term debt (A)	-	
Long Term Debt (B)	45.36	
Total debts (C)	45.36	
Shareholders' funds		
Equity share capital	941.76	-
Reserve and surplus - as restated	25.90	-
Total shareholders' funds	967.66	-
Long term debt / shareholders funds	0.05	-
Total debt / shareholders funds	0.05	-



ANNEXURE - XX

STATEMENT OF TAX SHELTERS AS RESTATED

(₹ in Lacs)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2013	Year ended March 31, 2012	Year ended March 31, 2011
Restated Profit before tax as per books (A)	8.65	10.39	5.48	18.04	4.13
Tax Rate (%)	30.90%	30.90%	30.90%	30.90%	30.90%
Tax at notional rate on profits	2.67	3.21	1.69	5.57	1.28
Adjustments :					
Permanent Differences(B)					
Expenses disallowed/exempt under Income Tax Act, 1961	-	0.57	0.38	-	-
Total Permanent Differences(B)	-	0.57	0.38	-	-
Income considered separately (C)	-	-	-	0.17	-
Total Income considered separately (C)	-	-	-	0.17	-
Timing Differences (D)					
Difference between tax depreciation and book depreciation	10.14	(0.23)	1.55	1.25	1.78
Total Timing Differences (D)	10.14	(0.23)	1.55	1.25	1.78
Net Adjustments E = (B+C+D)	10.14	0.33	1.93	1.42	1.78
Tax expense / (saving) thereon	3.13	0.10	0.60	0.44	0.55
Income from Other Sources					
	-	-	-	-	-
Income from Other Sources (F)	-	-	-	-	-
Taxable Income/(Loss) (A+E+F)	18.79	10.72	7.42	19.46	5.91
Taxable Income/(Loss) as per MAT	8.64	10.41	5.47	18.05	1.54
Income Tax as returned/computed	1.65	1.98	1.01	3.34	0.28
Tax paid as per normal or MAT	MAT	MAT	MAT	MAT	MAT



STATEMENT OF FINANCIAL INDEBTEDNESS

Brief details on the financial indebtedness of *P. B. Films Limited* “the Company” as on March 31, 2015 is as under:

Secured Loan

(Amount in ₹)

Name of Lender	Purpose	Sanctioned Amount	Rate of interest	Security offered/ Collateral Securities offered	Re-payment	Outstanding amount as on 31.03.2015 as per Books
ICICI Bank	Truck Loan	11,25,000	11.99	Secured against the truck purchased	47 monthly instalment of ₹ 30,116.	8,42,968
ICICI Bank	Truck Loan	11,25,000	11.99	Secured against the truck purchased	47 monthly instalment of ₹ 30,116.	8,42,968
HDFC Bank	Car Loan	32,39,000	10.01	Secured against the Audi Car Purchased	60 monthly instalment of ₹ 68,835.	28,49,848
Total						45,35,784



MANAGEMENT DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of our financial condition and results of operations together with our audited restated financial statements prepared in accordance with paragraph B of Part II of Schedule II to the Companies Act and SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto and the reports thereon of each of the financial years ended March 31, 2011, 2012, 2013, 2014 and 2015 in the chapter titled "Financial Information" on page 132 of this Draft Prospectus. The following discussion relates to our Company and, unless otherwise stated, is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Accounting Standards and other applicable provisions of the Companies Act and the SEBI (ICDR) Regulations. Our fiscal year ends on March 31 of each year so accordingly all references to a particular financial year are to the twelve months ended March 31 of that year.

INDUSTRY OVERVIEW

INDIAN MEDIA & ENTERTAINMENT INDUSTRY:

Industry size and projections

The Indian M&E industry grew from INR 728 billion in 2011 to INR 820 billion in 2012, registering an overall growth of 12.6 percent. The year 2012 was challenging backed by strong consumption in Tier 2 and Tier 3 cities, however the growth continued for regional media and fast increasing new media businesses. Going forward, the sector is projected to grow at a healthy CAGR of 14.9 percent to reach INR 1,457 billion by 2016.

Television continues to be the dominant segment, however the report records growth posted by new media sectors, animation /VFX, and a comeback in the Films and Music sectors on the back of strong content and the benefits of digitization. Radio is anticipated to see a spurt in growth at a CAGR of 16.6 percent over the period 2012-2017, post the rollout of Phase 3 licensing.

BUSINESS OVERVIEW

Our Company was originally incorporated in Kolkata as "P B Films Private Limited" on 27th September, 2007 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, Kolkata, West Bengal. Our Company was converted in to a public limited company and consequently name was changed to "P B Films Limited" vide fresh certificate of incorporation dated 29th June, 2011 issued by the Registrar of Companies, Kolkata, West Bengal.

We are a film production house based in Kolkata, with a vision to make commercial and art films. Our company produced the first film "Mr. Fantoosh" which was released in the year 2008. This venture helped our company to get exposure to all aspects of film making and helped lay foundation for our company in film production. Ever since its first release our company has been on a steady growth curve in the field of motion picture production and has produced around fourteen films and few are under process of production in the coming year.

Our company has always provided quality content to the Industry and promotes fresh faces, talented singers, directors, and others who have the potential to serve the Indian Entertainment Industry. Mr. Pankaj Agrawal, Promoter of our company, with his strong belief of "New people will bring in new colour and diversified talent" has achieve recognition and is providing quality content to the Industry.

FACTORS AFFECTING OUR FUTURE RESULTS OF OPERATIONS

Our results of operations could potentially be affected by the following factors amongst others:

- Changes in government policies
- Material changes in the duty or tax structure
- Competition from existing and new entrants



- Audiences taste and behavior
- Advertising budgets of sponsors

SIGNIFICANT DEVELOPMENTS AFTER MARCH 31, 2015 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

The Directors confirm that there have been no events or circumstances since the date of the last financial statements as disclosed in this Draft Prospectus which materially or adversely affect or is likely to affect the profitability of our Company, or the value of our assets, or our ability to pay liabilities within next twelve months.

DISCUSSION ON THE RESULTS OF OPERATIONS

The following discussion on the financial operations and performance is based on our restated financial statements for the FY 2012-2013, 2013-2014 and 2014-15.

Summary of the Results of Operation

The following table sets forth select financial data from restated profit and loss accounts for the period ended March 31, 2015, 2014, 2013 and 2012 and the components of which are also expressed as a percentage of total income for such periods.

Sr. No	Particulars	For the year ended March 31,							
		2015	% of Total Income	2014	% of Total Income	2013	% of Total Income	2012	% of Total Income
A	INCOME								
	Revenue from Operations	508.26	98.89	309.91	98.31	7.19	4.18	33.51	9.19
	Other Income	5.73	1.11	5.32	1.69	164.94	95.82	331.20	90.81
	Total Income (A)	513.99	100.00	315.23	100.00	172.13	100.00	364.71	100.00
B	EXPENDITURE								
	Cost of materials consumed	-	-	-	-	-	-	-	-
	Purchase of stock-in-trade	-	-	-	-	-	-	-	-
	Production Expenses	340.27	66.20	130.99	41.55	132.14	76.77	283.07	77.62
	Employee benefit expenses	21.72	4.23	9.16	2.90	7.31	4.24	5.96	1.63
	Finance costs	5.57	1.08	1.53	0.48	0.87	0.51	1.02	0.28
	Depreciation and amortisation expense	24.64	4.79	7.25	2.30	7.74	4.50	8.84	2.42
	Other Expenses	113.14	22.01	155.91	49.46	18.21	10.58	47.78	13.10



	Total Expenses (B)	505.34	98.32	304.84	96.70	166.27	96.60	346.67	95.05
C	Profit before tax	8.65	1.68	10.39	3.30	5.86	3.40	18.04	4.95
	Prior period items (Net)	-	-	-	-	-	-	-	-
	Profit before exceptional, extraordinary items and tax (A-B)	8.65	1.68	10.39	3.30	5.86	3.40	18.04	4.95
	Exceptional items	-	-	-	-	-	-	-	-
	Profit before extraordinary items and tax	8.65	1.68	10.39	3.30	5.86	3.40	18.04	4.95
	Extraordinary items	-	-	-	(0.38)	-	-	-	-
D	Profit before tax	8.65	1.68	10.39	3.30	5.48	3.19	18.04	4.95
	Tax expense :								
	(i) Current tax	-	-	-	-	-	-	-	-
	(i) Deferred tax	3.35	0.65	(0.07)	(0.02)	0.48	0.28	0.39	0.11
	(ii) Provision for MAT	(1.64)	(0.32)	(1.98)	(0.63)	(1.01)	(0.59)	(3.34)	(0.92)
	(iv) Short/Excess Provision for Earlier years	-	-	-	-	-	-	-	-
E	Total Tax Expense	1.71	0.33	(2.05)	(0.65)	(0.53)	(0.31)	(2.95)	(0.81)
F	Profit for the year (D-E)	10.36	2.02	8.34	2.65	4.95	2.88	15.09	4.14

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2015 WITH FISCAL 2014

Total Income:

During the F.Y. 2014-15 the Total Income of our company increased to ₹ 513.99 lacs as against ₹ 315.23 lacs for the F.Y 2013-14, representing an increase of 63.05%. Such an increase was attributed to sale of rights of films.

Total Expenses:

The Total Expenditure for the F.Y. 2014-15 increased to ₹ 505.34 lacs from ₹ 304.84 lacs during the F.Y. 2013-14. The increase of 45.59% is in line with the increase in income during the FY 2014-15. This increase is due to increase in the production activity and other expenses to sustain the increase turnover.

Production Expenses:

Our Company has incurred Production Expenses of ₹ 340.27 lacs during the F.Y. 2014-15 as against ₹ 130.99 lacs during the FY 2013-14. The increase of 159.77% is mainly due to increase in production.

Employee Benefits Expenses:

The employee benefit expense comprises of salaries, allowances, contribution to, staff welfare expenses and other benefits to the employees. Our Company has incurred ₹ 21.72 lacs as employee benefir expenses during the FY 2014-



15 as compared to ₹ 9.16 lacs during the FY 2013-14. The increase of 12.57% as compared to previous year is due to increase in number of employees and increase in salaries.

Finance Costs:

Finance cost for the FY 2014-15 increased to ₹ 5.57 lacs as against ₹ 1.53 lacs of the FY 2013-14. The increase of 265.19 % is mainly due to increase in borrowings attributed to purchase of Fixed Assets.

Depreciation and Amortization Expense:

Depreciation for the FY 2014-15 stood at Rs 24.64 lacs calculated at WDV method as per companies Act. For the FY 2013-14 the same was ₹ 7.25 lacs. The increase by 239.92% is mainly due to increase in Fixed Assets.

Other Expenses:

Other expenses include administrative, selling & distribution expenses etc. Our Company has incurred ₹ 113.14 lacs during the FY 2014-15 as compared to ₹ 155.91 lacs during FY 2013-14. The decrease of 27.43% is majorly due to better management control on expenditure.

Profit Before Tax

The Profit before tax for the FY 2014-15 decreased to ₹ 8.65 lacs from ₹ 10.39 lacs in FY 2013-14. The decrease is due to above mentioned reasons.

Profit After Tax

The Profit After Tax for the FY 2014-15 stood at ₹ 10.36 lacs as against ₹ 8.34 lacs for the FY 2013-14.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2014 WITH FISCAL 2013

Total Income:

During the F.Y. 2013-14 the Total Income of our company increased to ₹ 315.23 lacs as against ₹ 172.13 lacs for the F.Y 2012-13, representing an increase of 83.14%.The increase in mainly due to increase in overall operations.

Total Expenses:

The Total Expenditure for the F.Y. 2013-14 increased to ₹ 304.84 lacs from ₹ 166.27 lacs during the F.Y. 2012-13. The increase of 83.34% is in line with the increase in income during the FY 2013-14. This increase is due to increase in the production activity and other expenses to sustain the increase in operations.

Production Expenses:

Our Company has incurred Production Expenses of ₹ 130.99 lacs during the F.Y. 2013-14 as against ₹ 132.14 lacs during the FY 2012-13. The minor decrease of 0.87% is due to decrease in production activities during the year.

Employee Benefits Expenses:

The employee benefit expense comprises of salaries, allowances, staff welfare expenses and other benefits to the employees. Our Company has incurred ₹ 9.16 lacs during the FY 2013-14 lacs as compared to ₹ 7.31 lacs during the FY 2012-13. The increase of 25.34% as compared to FY 2012-13 is due to increase in number of employees and increase in salaries.

Finance Costs:

Finance cost for the FY 2013-14 increased to ₹ 1.53 lacs as against ₹ 0.87 lacs of the FY 2012-13. The increase of 74.48 % is due to increase in borrowings.

**Depreciation and Amortization Expense:**

Depreciation for the FY 2013-14 stood at Rs 7.25 lacs calculated at WDV method as per companies Act. For the FY 2012-13 the same was ₹ 7.74. The minor decrease by 6.33% is in line with the operations of the Company.

Other Expenses:

Other expenses include administrative, selling & distribution expenses which majorly comprises of advertisements, professional charges, Insurance expenses, commission and brokerage, travelling and conveyance, repairs and maintenance etc. Our Company has incurred ₹ 155.91 lacs during the FY 2013-14 as compared to ₹ 18.21 lacs during FY 2012-13. The increase of 137.70% is mainly due to increase in operations of the Company.

Profit Before Tax

The Profit before tax for the FY 2013-14 increased to ₹ 10.39 lacs from ₹ 5.86 lacs in FY 2012-13. The increase is due to above mentioned reasons.

Profit After Tax

The Profit After Tax for the FY 2013-14 stood at ₹ 8.34 lacs as against ₹ 4.95 lacs for the FY 2012-13. The increase is due to above mentioned reasons.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2013 WITH FISCAL 2012**Total Income:**

During the F.Y. 2012-13 the Total Income of our company decreased to ₹ 172.13 lacs as against ₹ 364.71 lacs for the F.Y 2011-12, representing the decrease of 52.80%. The decrease is mainly due to decrease in overall operations of the Company.

Total Expenses:

The Total Expenditure for the F.Y. 2012-13 decreased to ₹ 166.27 lacs from ₹ 346.67 lacs during the F.Y. 2011-12. The decrease of 52.04% is in line with the decrease overall operations of the Company.

Production Expenses:

Our Company has incurred Production Expenses of ₹ 132.14 lacs during the F.Y. 2012-13 as against ₹ 283.07 lacs during the FY 2011-12. The decrease of 53.32% is due to decrease in production activities of the Company.

Employee Benefits Expenses:

The employee benefit expense comprises of salaries, allowances, contribution to gratuity fund, staff welfare expenses and other benefits to the employees. Our Company has incurred ₹ 7.31 lacs during the FY 2012-13 lacs as compared to ₹ 5.96 lacs during the FY 2011-12. The increase of 22.67% as compared to previous year is due to increase in number of employees and increase in salaries.

Finance Costs:

Finance cost for the FY 2012-13 decreased to ₹ 0.87 lacs as against ₹ 1.02 lacs of the FY 2011-12. The decrease of 14.49 % is in due to decrease in borrowings.

Depreciation and Amortization Expense:

Depreciation for the FY 2012-13 stood at Rs 7.74 lacs calculated at WDV method as per companies Act. For the FY 2011-12 the same was ₹ 8.84. The decrease by 12.47% is in line with the business operations.



Other Expenses:

Other expenses include administrative, selling & distribution expenses which majorly comprises of advertisements, professional charges, Insurance expenses, commission and brokerage, travelling and conveyance, repairs and maintenance etc. Our Company has incurred ₹ 18.21 lacs during the FY 2012-13 as compared to ₹ 47.78 lacs during FY 2011-12. The decrease of 61.89% is mainly due to decrease in overall business activities.

Profit Before Tax

The Profit before tax for the FY 2012-13 decreased to ₹ 5.86 lacs from ₹ 18.04 lacs in FY 2011-12. The decrease is due to above mentioned reasons.

Profit After Tax

The Profit After Tax for the FY 2012-13 stood at ₹ 4.95 lacs as against ₹ 15.09 lacs for the FY 2011-12. The decrease is due to above mentioned reasons.

INFORMATION REQUIRED AS PER ITEM (2) (IX) (E) (5) OF PART A OF SCHEDULE VIII TO THE SEBI REGULATIONS:

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

- ***Unusual or infrequent events or transactions***

There are no unusual or infrequent events or transactions that have significantly affected operations of the Company.

- ***Significant economic changes that materially affected or are likely to affect income from continuing operations***

There are no significant economic changes that materially affected Company's operations or are likely to affect income from continuing operations. Any slowdown in the growth of Indian economy or future volatility in global commodity prices, could affect the business, including the future financial performance, shareholders' funds and ability to implement strategy and the price of the Equity Shares.

- ***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 disclosed under the section titled "Risk Factors" no known trends or uncertainties are envisaged or are expected to have a material adverse impact on sales, revenue or income from continuing operations to Company's knowledge.

- ***Future changes in relationship between costs and revenues in case of events such as future increase in labor or material cost or prices that will cause material change.***

Other than as described in the sections entitled "Risk Factors" and this "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 10 and 150, respectively, of this Draft Prospectus, to our knowledge there are no known factors which will have a material adverse impact on our operations or finances.

- ***The extent to which material increases in net sales / revenue is due to increase in sales volume, introduction of new products or services or increased sales prices***

The increase in revenues is by and large linked to increases in volume of all the activities carried out by the Company.

- ***Total turnover of each major industry segment in which the Company operated***



The Company operates in single segment in context of accounting standards 17 on Segment Reporting issued by ICAI i.e. Media & Entertainment Activities.

- ***Status of any publicly announced New Products or Business Segment***

The Company has not announced any new products or business segment.

- ***The extent to which our Company's business is seasonal***

Our revenue and operating results are seasonal in nature due to the impact on income of the timing of advertising spend, acquisition activities of television broadcasters and overall entertainment consumption patterns of consumers. Entertainment consumption patterns and advertising spends have traditionally been highest during vacations, national holidays and the festivals. They are also affected by competing leisure and entertainment activities such as cricket among others. As a result quarterly results can vary from one year to the next and the results of one quarter are not necessarily indicative of results for the next or any future quarter.

- ***Competitive conditions***

The media & entertainment industry is getting more competitive with the increase in number of organized players as well there are more number of production houses coming up and one of the major reasons for that is no entry barriers.

- ***Any significant dependence on a single or few suppliers or customers***

We are not under threat of dependence from any single supplier or customer.

- ***Details of material developments after the date of last balance sheet i.e. March 31, 2015***

No circumstances have arisen since the date of last financial statement until the date of filing this Draft Prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months. There is no subsequent development after the date of the Auditor's Report, which will have a material impact on the reserves, profits, earnings per share and book value of the Equity Shares of the Company. Significant developments since the last audited balance sheet as on March 31, 2015 till the date of this Draft Prospectus.



SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

There are no outstanding litigations, suits, civil or criminal prosecutions, proceedings before any judicial, quasi-judicial, arbitral or administrative tribunals, including pending proceedings for violation of statutory regulations or, alleging criminal or economic offences or tax liabilities or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (i) of Part 1 of Schedule XIII of the Companies Act, 1956 or Schedule V of the Companies Act, 2013) against the Company, our Directors and our Promoter that would have a material adverse effect on our business. There are no defaults, non-payments or overdue of statutory dues, institutional/bank dues and dues payable to holders of debentures or fixed deposits and arrears of cumulative preference shares that would have a material adverse effect on our business.

PART 1: LITIGATION RELATING TO OUR COMPANY

A. LITIGATIONS FILED AGAINST OUR COMPANY

1. Litigation Involving Civil Laws:

NIL

2. Litigation Involving Criminal Laws.

NIL

3. Litigation involving Securities and Economic Laws

NIL

4. Litigation involving Statutory Laws

NIL

5. Litigation involving Labour Laws

NIL

B. LITIGATIONS FILED BY OUR COMPANY

1. Litigation involving Civil Laws:

NIL

2. Litigation Involving Criminal Laws:

NIL

3. Litigation Involving Securities and Economic Laws:

NIL

4. Litigation Involving Statutory Laws:

NIL



5. Litigation Involving Labour Laws:

NIL

1. PAST PENALTIES

NIL

PART 2: LITIGATION RELATING TO OUR DIRECTORS

A. LITIGATIONS FILED AGAINST OUR DIRECTORS

1. Litigation involving Civil/Statutory Laws

NIL

2. Litigation involving Criminal Laws.

NIL

3. Litigation Involving Economic Offences.

NIL

4. Litigation involving Tax Liabilities.

NIL

B. LITIGATIONS FILED BY OUR DIRECTORS

1. Litigation involving Civil/Statutory Laws

NIL

2. Litigation involving Criminal Laws.

NIL

3. Litigation Involving Economic Offences.

NIL

4. Litigation involving Tax Liabilities.

NIL

C. PAST PENALTIES

NIL

PART 3: LITIGATION RELATING TO OUR PROMOTERS

A. LITIGATION FILED AGAINST OUR PROMOTERS



1. Litigation involving Civil/Statutory Laws.

NIL

2. Litigation involving Criminal Laws.

NIL

3. Litigation Involving Securities and Economic Laws.

NIL

B. LITIGATION FILED BY OUR PROMOTERS

1. Litigation Involving Civil/Statutory Laws.

NIL

2. Litigation Involving Criminal Laws.

NIL

3. Litigation Involving Securities and Economic Laws.

NIL

C. PAST PENALTIES

NIL

PART 4: LITIGATION RELATING TO OUR GROUP COMPANIES

A. LITIGATION FILED AGAINST OUR GROUP COMPANIES

1. Litigation involving Civil/Statutory Laws.

NIL

2. Litigation involving Criminal Laws.

NIL

3. Litigation Involving Securities and Economic Laws.

NIL

B. LITIGATION FILED BY OUR GROUP COMPANIES

1. Litigation Involving Civil/Statutory Laws.

NIL

2. Litigation Involving Criminal Laws.

NIL



3. Litigation Involving Securities and Economic Laws.

NIL

C. PAST PENALTIES

NIL

PART 5: LEGAL NOTICES

1. Legal notices issued to our Company

NIL

2. Legal Notices issued by our Company

NIL

3. Legal notices issued to our Directors

NIL

4. Legal Notices issued by our Directors

NIL

5. Legal notices issued to our Promoters

NIL

6. Legal Notices issued by our Promoters

NIL

7. Legal notices issued to our Group Companies

NIL

8. Legal Notices issued by our Group Companies

NIL

PART 6: AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS

There are no outstanding dues payable to Small scale industries and other creditors amounting to ₹ 1,00,000/- (Rupees One Lakh) or more which are pending for more than 30 (thirty) days from the due date.

PART 7: MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE, i.e. MARCH 31, 2015

In the opinion of the Board of Directors of the Company, there have not arisen, since the date of the last audited financial statements disclosed in this Draft Prospectus, any circumstances that materially or adversely affect or are likely to affect our profitability or value of assets or our ability to pay material liabilities within the next twelve (12) months.



GOVERNMENT & OTHER APPROVALS

Our Company has received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for their present business (as applicable on date of this Draft Prospectus) and except as mentioned below, no further approvals are required for carrying on the present business.

In view of the approvals listed below, the Company can undertake this Issue and their current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue the business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for the financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Prospectus.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable the Company to carry out its activities.

The following statement sets out the details of licenses, permissions and approvals taken by the Company under various Central and State laws for carrying out business.

I. Approvals for the Issue

Corporate Approvals

1. The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on September 1, 2014, authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Extra Ordinary General Meeting held on September 29, 2014, authorized the Issue.
3. The Company has obtained in-principle listing approval from the SME platform of the BSE dated [●].
4. The Company has entered into a Tripartite Agreement with the Registrar and Transfer Agent, who in the instant case is Cameo Corporate Services Limited, and the National Securities Depository Limited (“NSDL”) on May 29, 2015 for admission of securities of the Company on the depository system.
5. Similarly, the Company has entered into a Tripartite Agreement with the Registrar and Transfer Agent, who in the instant case is Cameo Corporate Services Limited, and the Central Depository Services (India) Limited (“CDSL”) on April 21, 2015 to facilitate the holding and transfer of securities of the Company in dematerialised form.

II. Incorporation and other Details

1. Certificate of Incorporation dated September 27, 2007, issued by the Registrar of Companies, West Bengal, in the name of “P. B. Films Private Limited”.
2. Fresh Certificate of Incorporation dated June 29, 2011, issued by the Registrar of Companies pursuant to the Companies Act, 1956, incorporating the change of name of the Company from “P. B. Films Private Limited” to “P. B. Films Limited”.
3. The Corporate Identity Number (CIN) of the Company is U92100WB2007PLC119040.

III. GENERAL APPROVALS

1. The ISIN of the Company is INE212Q01019.



2. The Company has obtained Certificate of Registration No. Kol/Hare/P-II/53857 under the West Bengal Shops and Establishments Act, 1963 for its office located at 1, Crooked Lane, 2nd Floor, Room No. 233, Kolkata – 700069. The Certificate was issued on June 09, 2015 and is valid for a period of 3 (Three) years thereon.

IV. TAX RELATED APPROVALS/LICENSES/REGISTRATIONS

The Company has obtained the following approvals from various tax authorities as set out below:

S. No.	Description	Authority	Registration Number	Date of Issue	Date of Expiry
1.	Permanent Account Number (PAN)	The Income Tax Department, Government of India.	AAECP6172H	September 29, 2007	Valid until cancelled
2.	Tax Deduction and Collection Account Number (TAN).	The Income Tax Department, Government of India.	CALP10110C	February 26, 2013	Valid until cancelled
3.	Certificate of Enlistment under Kolkata Municipal Corporation Act, 1980 (Trade Licence)	Kolkata Municipal Corporation (Licence Department)	0041 4101 4860	May 26, 2015	March 31, 2016
4.	Certificate of Registration with Central Excise Department under Chapter V of the Finance Act, 1994 read with the Service Tax Rules, 1994	Deputy Assistant Commissioner, Central Excise Officer	Service Tax Code – AAECP6172HSD001	November 22, 2010	Valid until cancelled
5.	Certificate of Enrolment under West Bengal State Tax on Professions, Trades, Callings and Employments Rules, 1979	Profession Tax Officer, Kolkata	ECC-0330043	August 27, 2008	Valid until cancelled
6.	Certificate of Registration under West Bengal State Tax on Professions, Trades, Callings and Employments Act, 1979	Professional Tax Officer, Calcutta	RCC0071374	November 25, 2011	Valid until cancelled

V. LABOUR RELATED APPROVALS/REGISTRATIONS

The Company does not require any labour/employment related registrations.

VI. PROJECT RELATED APPROVALS

S. No.	Description	Authority	Certificate Number	Particulars	Date of Certificate
1.	Certification of Film Mister Fantoosh (Bengali)	Central Board of Film Certification, Government of India	CIL/1/27/08-KOL	Valid for Theatrical Release Only – Unrestricted Public	September 29, 2008



S. No.	Description	Authority	Certificate Number	Particulars	Date of Certificate
				Exhibition	
2.	Certification of Film Krodh (Bengali)	Central Board of Film Certification, Government of India	CIL/2/38/09-KOL	Valid for Theatrical Release Only – Parental Guidance	December 22, 2009
3.	Certification of Film Mon Amar SudhuTomar (Bengali)	Central Board of Film Certification, Government of India	CIL/2/4/10-KOL	Valid for Theatrical Release Only – Parental Guidance	January 29, 2010
4.	Certification of Film Kokhono Biday Bolo Na (Bengali)	Central Board of Film Certification, Government of India	CIL/1/21/10-KOL	Valid for Theatrical Release Only – Unrestricted Public Exhibition	July 16, 2010
5.	Certification of Film PiyaTumi (Bengali)	Central Board of Film Certification, Government of India	CIL/1/1/11-KOL	Valid for Theatrical Release Only – Unrestricted Public Exhibition	January 10, 2011
6.	Certification of Film Someday Somewhere...JetePariChole (Bengali)	Central Board of Film Certification, Government of India	CIL/2/33/11-KOL	Valid for Theatrical Release Only – Parental Guidance	September 12, 2011
7.	Certification of Film Mone Pore Aajo Shei Din (Bengali)	Central Board of Film Certification, Government of India	CIL/1/56/11-KOL	Valid for Theatrical Release Only – Unrestricted Public Exhibition	December 02, 2011
8.	Certification of Film Life In Park Street (Bengali)	Central Board of Film Certification, Government of India	CIL/3/6/12-KOL	Valid for Theatrical Release Only – Adults Only	March 07, 2012
9.	Certification of Film Bawali Unlimited (Bengali)	Central Board of Film Certification, Government of India	CIL/1/24/2012-KOL	Valid for Theatrical Release Only – Unrestricted Public Exhibition	December 21, 2012
10.	Certification of Film Mrs.Sen (Bengali)	Central Board of Film Certification, Government of India	DIL/2/14/2013-KOL	Valid for Theatrical Release Only – Parental Guidance	May 16, 2013
11.	Certification of Film Masoom (Bengali)	Central Board of Film Certification, Government of India	DIL/3/28/2013-KOL	Valid for Theatrical Release Only – Adults Only	December 31, 2013
12.	Certification of Film ChayaManush (Bengali)	Central Board of Film Certification, Government of India	DIL/2/5/14-KOL	Valid for Theatrical Release Only – Parental Guidance	January 29, 2014
13.	Certification of Film Sada Canvas (Bengali)	Central Board of Film Certification, Government of India	DIL/3/22/14-KOL	Valid for Theatrical Release Only – Adults Only	June 24, 2014
14.	Certification of Film KokhonTomarAshbe Telephone (Bengali)	Central Board of Film Certification, Government of India	DIL/2/56/14-KOL	Valid for Theatrical Release Only – Parental Guidance	October 21, 2014

VII. OTHER APPROVALS

S. No.	Description	Authority	Registration Number	Particulars	Date of Certificate	Date of Expiry
1.	Certificate of Membership	Eastern India Motion Picture Association	P-4416/1143R	Provisional Membership of the Producers' Section of the Association	March 26, 2008 <i>Effective Date:</i>	Renewed on February 27, 2015 for the year 2015-16.



		("the Association")			March 20, 2008	
2.	Certificate of Membership	Eastern India Motion Picture Association ("the Association")	D-5824/3314R	Provisional Membership of the Distributors' Section of the Association	September 3, 2008 <i>Effective Date:</i> August 14, 2008	Renewed on February 27, 2015 for the year 2015-16.



- Registration of Title, vide certificate dated December 3, 2012, in respect of the title 'Aashiqui' (Bengali), with the Eastern India Motion Picture Association, with effect from September 28, 2012, renewed on September 29, 2014 for a period of 1 (one) year.
- Registration of Title, in respect of the title 'Daag', with the Eastern India Motion Picture Association, renewed on June 19, 2015 for a period of 1 (one) year.

VIII. INTELLECTUAL PROPERTY RELATED APPROVALS/REGISTRATIONS


Pending Approvals:

The following approvals have been applied for, by the Company, and are pending registration:

TRADEMARKS

S. No.	Particulars of Mark	Word/ Label Mark	Applicant	Application No.	Date of Filing	Class	Status
1.		Mark	P. B. Films Ltd.	2505986	April 02, 2013	41	Pending Approval
2.		Device	P. B. Films Ltd.	2182430	July 29, 2011	38	Accepted and Advertised

COPYRIGHTS

S. No.	Particulars of Mark	Word/ Label Mark	Applicant	Application No.	Date of Filing	Class	Status
1.		Copyright NOC	M/s. P. B. Films Ltd.	64293	July 03, 2014	0	Pending approval

IX. Approvals required to be obtained by the Company, but not applied for:

- Certificate of Registration under the Central Excise Act, 1944;
- Certificate of Registration under section 7(1)/7(2) of the Central Sales Tax Act, 1956;
- Entrepreneurs' Memorandum filed with the District Industries Centre; and
- Certificate of Registration under the West Bengal Shops and Establishments Act, 1963 for the company office space located at 18, GiriBabu Lane, 2nd Floor, Room No.2C, Kolkata-700012.



SECTION VII- OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

Our Board of Directors have, pursuant to Section 62(1) (c) of the Companies Act 2013, by a resolution passed at its meeting held on September 1, 2014, authorized the Issue.

The shareholders of P. B. Films Limited approved the present Issue by a special resolution in accordance with Section 62(1) (C) of the Companies Act, 2013 passed at the Annual General Meeting of our Company held on 29th September, 2014.

We have received approval from BSE vide letter dated [●] to use the name of BSE in this offer document for listing of our Equity Shares on SME Platform of BSE. BSE is the Designated Stock Exchange.

PROHIBITION BY SEBI

The Company, its Promoters, its Directors or any of the Company's Associates or Group Companies and companies with which the Directors of the Company are associated as Directors or Promoters, or Directors or Promoters in control of, of the promoting Company, are currently not prohibited from accessing or operating in the capital market under any order or direction passed by SEBI.

Our Company, our Promoters, our Promoter Group, our Directors have not been debarred from accessing or operating in the capital market by the Board (SEBI) or any other regulatory or governmental authority. The listing of any securities of our Company has never been refused by any of the stock exchanges in India.

None of our Promoters, Promoter Group, Directors has ever been part of Promoters, Promoter Group, Directors of any other Company which is debarred from accessing the capital market under any order or directions made by the Board (SEBI) or any other regulatory or governmental authority.

None of our Directors are in any manner associated with the securities market and there has been no action taken by SEBI against our Directors or any entity in which our Directors are involved as promoters or directors.

PROHIBITION BY RBI

Neither our Company, our Promoters, our Promoter Group, our Group Companies, relatives of our Promoters (as defined under the Companies Act, 2013), our Directors and companies with which our Directors are associated as directors or promoters have not been declared as willful defaulters by RBI / government authorities and there are no violations of securities laws committed by them in the past and no proceedings are pending against them.

ASSOCIATION WITH SECURITIES MARKET

We confirm that none of our Directors are associated with the Securities Market in any manner except for trading on day to day basis for the purpose of investment.

Our Company, our Promoters, Promoting Companies, their relatives, Group Concerns and Associate Companies have not been declared as willful defaulters by the RBI or any other government authorities.

ELIGIBILITY FOR THE 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) (2) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital exceed ten crores rupees but do not exceed twenty five crores shall issue its specified securities in accordance with provisions of chapter XB Issue of specified securities by small and medium enterprises] of ICDR regulations. (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 more than 15% of the Total Issue Size. For further details pertaining to said underwriting, please refer to “General Information – Underwriting” on page 32 of this 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 such money is not repaid within eight days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under Section 40 of the Companies Act, 2013.

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 “General Information – Details of the Market Making Arrangements for this Issue” on page 33 of this Draft Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter 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.

Our Company is also eligible for the Issue in accordance with eligibility norms for Listing on SME Exchange / Platform BSE circular dated April 01, 2015, which states as follows:

BSE ELIGIBILITY NORMS: (www. <http://www.bsesme.com/aboutpublicissue.aspx>)

1. *Net Tangible assets of at least ₹ 3 crore as per the latest audited financial results.*

Our Company satisfies the above criteria. Net Tangible Assets for the year ended March 31, 2015 as per restated financial statements are disclosed as under:

(₹ in Lacs)

Particulars	As on March 31, 2015
Fixed Assets - Net Block	63.89
Long Term Loans and Advances	8.68
Current Asset, Loans and Advances :	
Current Investments	116.00
Inventories	60.78
Trade Receivables	558.42
Cash and Cash Equivalents	19.45
Short Term Loans & Advances	235.08



Other Current Assets	0.65
<u>Total Assets (A)</u>	1,062.95
<u>Less : Current Liabilities & Provisions</u>	
Trade Payables	(40.07)
Other Current Liabilities	(17.26)
Short Term Provisions	(8.26)
<u>Total Current Liabilities & Provisions (B)</u>	(65.59)
<u>Less : Long Term Liabilities</u>	
Long Term Borrowings	(34.19)
<u>Total Long Term Liabilities (C)</u>	(34.19)
<u>Net Tangible Asset (A-B-C)</u>	963.17

Note: "Net Tangible Assets" are defined as the sum of fixed assets (including capital work in-progress and excluding revaluation reserve) investments, current assets (excluding deferred tax assets) less current liabilities (excluding deferred tax liabilities) and secured as well as unsecured long term liabilities excluding intangible assets as defined in Accounting Standard 26 (AS 26) issued by the Institute of Chartered Accountants of India.

2. Net worth (excluding revaluation reserves) of at least ₹ 3 crore as per the latest audited financial results

Our Company satisfies the above criteria. Net Worth as per the restated financial statements is as under:

(₹ in Lacs)

Particulars	As on March 31, 2015
Share Capital	941.76
Add: Reserves & Surplus	25.91
Less: Preliminary Expenses (To the extent not written off)	(0.11)
<u>Net Worth</u>	967.56

Note: "Net Worth" has been computed as the aggregate of equity share capital and reserves (excluding revaluation reserves) and after deducting miscellaneous expenditure not written off, if any.

3. Track record of distributable profits in terms of sec. 123 of Companies Act, 2013 based on restated financial statement for at least two years out of immediately preceding three financial years (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 ₹ 5 Crores.

Our Company has distributable profits in terms of sec. 123 of Companies Act, 2013, as detailed below:

(₹ in Lacs)

Particulars	As on March 31,		
	2015	2014	2013
Distributable Profit	10.36	8.34	4.95

4. Other Requirements

- i. The post-issue paid up capital of the company shall be at least ₹ 3 crore.*



As on the date of Draft Prospectus i.e. 2nd July, 2015 Our Company has a paid up capital is ₹ 941.76 Lacs, which is in excess of ₹ 3 crore.

ii. The company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.

We have entered tripartite agreements with NSDL & CDSL along with our Registrar for facilitating trading in dematerialized mode.

iii. Companies shall mandatorily have a website.

Our Company has a live and operational website: www.pbfilms.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 been appointed

There is no winding up petition against our Company that has been accepted by a court or liquidator has not been appointed.

c. There is 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 is 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.

DISCLOSURE

Neither the Company nor its Promoters, Group Companies, Relatives (as defined under Companies Act, 2013) of Promoters and Group Companies have been identified as willful defaulters by the Reserve Bank of India or any other Authority.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, GUINNESS CORPORATE ADVISORS PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD



MERCHANT BANKER, GUINNESS CORPORATE ADVISORS PRIVATE LIMITED HAS FURNISHED, A DUE DILIGENCE CERTIFICATE DATED 2nd JULY, 2015 WHICH READS AS FOLLOWS:

- 1) WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT PROSPECTUS PERTAINING TO THE SAID ISSUE;**
- 2) ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**
 - (A) THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
 - (B) ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
 - (C) THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, THE COMPANIES ACT, 2013 (TO THE EXTENT NOTIFIED), THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3) WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
- 4) WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS.**
- 5) WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING OF THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.**
- 6) WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT PROSPECTUS.**
- 7) WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE**



- RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. - NOT APPLICABLE
- 8) WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
 - 9) WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM THE STOCK EXCHANGE MENTIONED IN THE DRAFT PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION.
 - 10) WE CERTIFY ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996 AND THE REGULATIONS MADE THEREUNDER.
 - 11) WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
 - 12) WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:
 - (A) AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
 - (B) AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
 - 13) WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.
 - 14) WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.
 - 15) WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE,



PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.

- 16) WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS, AS PER FORMAT SPECIFIED BY THE BOARD THROUGH CIRCULAR.

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 63 OR SECTION 68 OF THE COMPANIES ACT, 1956 (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 OFFER DOCUMENT.

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

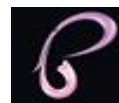
- (1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
- (2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.
- (3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.-NOTED
- (4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORY FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.
- (5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISOR TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS. - **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.
- (7) WE CONFIRM THAT THE ISSUER HAS REDRESSED AT LEAST NINETY FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF THE FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES. - NOT APPLICABLE

Note: The filing of this Draft Prospectus does not, however, absolve our Company from any liabilities under section 34 and section 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory and / or other



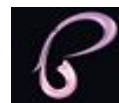
clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the LM any irregularities or lapses in this Draft Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of this Draft Prospectus with the Registrar of Companies, Kolkata, West Bengal in terms of Section 26 and 33 of the Companies Act, 2013



Statement on Price Information of Past Issues handled by Guinness Corporate Advisors Private Limited (Formerly Known as Guinness Merchant Bankers Pvt. Ltd.):

Sr. No.	Issuer Name	Issue size (₹ in cr.)	Issue price (₹)	Listing Date	Closing price on listing date (₹)	Benchmark index on listing date (Closing)	Closing price as on 30th calendar day from listing day (₹)	Benchmark index as on 30th calendar days from listing day (Closing)	Closing price as on 90th calendar day from listing day (₹)	Benchmark index as on 90th calendar days from listing day (Closing)	As at the end of 1st FY after the listing of the issue			As at the end of 2nd FY after the listing of the issue			As at the end of 3rd FY after the listing of the issue		
											Closing price	High (during the FY)	Low (during the FY)	Closing price	High (during the FY)	Low (during the FY)	Closing price	High (during the FY)	Low (during the FY)
1.	RCL Retail Limited	5.79	10	16.10.12	10.45	18577.70	9.40	18471.37	9.70	19986.82	9.30	10.85	8.35	28.20	49.85	7.55	N.A	N.A	N.A
2.	Eco Friendly Food Processing Park Limited	7.51	25	14.01.13	25.55	19906.41	29.55	19608.08	43.45	18357.80	37.60	41.40	21.10	580.00	580.00	39.45	N.A	N.A	N.A
3.	Esteem Bio Organic Food Processing Limited	11.25	25	07.02.13	26.50	19580.32	48.85	19252.61	54.50	19990.18	51.95	51.95	25.25	546.15	546.50	54.50	N.A	N.A	N.A
4.	Sunstar Realty Development Limited	10.62	20	11.03.13	22.50	19646.21	29.70	18414.45	29.70	19429.23	29.70	29.70	21.45	183.45	199.50	35.60	N.A	N.A	N.A
5.	Channel Nine Entertainment Limited	11.67	25	12.03.13	26.25	19564.92	30.30	18542.20	31.80	19441.07	30.30	30.30	26.25	367.00	367.20	31.80	N.A	N.A	N.A
6.	HPC Biosciences Limited	15.75	35	19.03.13	39.10	19008.10	47.50	19016.46	57.60	19325.87	41.05	41.05	37.35	526.00	526.05	43.10	N.A	N.A	N.A
7.	Onesource Techmedia Limited	2.80	14	05.06.13	12.40	19568.22	6.30	19495.22	4.50	18567.55	6.00	13.00	3.95	N.A	N.A	N.A	N.A	N.A	N.A
8.	Edynamics Solutions Limited	15.60	25	26.06.13	26.65	18552.12	32.25	19748.19	57.60	20683.52	175.40	175.40	25.40	N.A	N.A	N.A	N.A	N.A	N.A
9.	Alacrity	9.00	15	14.08.13	12.05	19367.59	8.60	19732.76	10.65	20490.96	6.40	13.25	6.10	N.A	N.A	N.A	N.A	N.A	N.A



	Securities Limited																		
10.	Satkar Finlease Limited	13.50	18	11.10.13	20.85	20528.59	46.05	20490.96	31.30	20713.37	54.45	54.45	19.90	N.A	N.A	N.A	N.A	N.A	N.A
11.	Polymac Thermoformers Limited	7.70	35	26.02.14	35.85	20860.02	N.A	N.A	N.A	N.A	42.00	42.00	35.00	N.A	N.A	N.A	N.A	N.A	N.A
12.	Tarini International Limited	16.31	41	26.06.14	41.90	25062.67	37.75	26126.75	N.A	N.A	42.00	42.00	35.00	N.A	N.A	N.A	N.A	N.A	N.A
13.	Oasis Tradelink Limited	6.00	30	14.07.14	34.10	25006.98	29.10	26103.23	N.A	N.A	42.00	42.00	35.00	N.A	N.A	N.A	N.A	N.A	N.A
14.	Encash Entertainment Limited	4.39	40	29.09.14	46.20	26880.82	59.30	27098.17	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
15.	Naysaa Securities Limited	1.50	15	25.09.14	14.65	26851.05	16.50	26851.05	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

Financial Year	Total no. of IPOs	Total Funds raised (₹ in 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 30th calendar day from listing day			Nos. of IPOs trading at premium as on 30th 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%
2014-15	4	28.20			1			3			2			2
2013-14	5	48.61			2			3	2			1		2
2012-13	6	62.60	-	-	-	-	-	6			1		2	3
2011-12	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2010-11	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2009-10	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note:

- In case the 10th, 20th and 30th calendar day from the date of listing is a holiday, the share price and benchmark index is taken for the immediately following working day.
- BSE SENSEX has been considered as the benchmark index.



DISCLAIMER CLAUSE OF BSE

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 the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter for 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 Promoters, 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.

DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, its Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company’s instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

For details regarding the track record of the Lead Manager to the Issue, please refer to the website of the Lead Manager: www.I6anna.com

CAUTION

The Lead Manager accepts no responsibility, save to the limited extent as provided in the MOU for Issue Management entered into among the Lead Manager and our Company dated 20th March, 2015, the Underwriting Agreement 20th March, 2015 entered into among the Underwriters and our Company and the Market Making Agreement dated 20th March, 2015 entered into among the Lead Manager, Market Maker and our Company.

All information shall be made available by us and the Lead Manager 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 or elsewhere.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in future engage, in investment banking transactions with our Company, affiliates or associates or third parties, for which they have received, and may in future receive, compensation.

Note:

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.



DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in section 4A of the Companies Act, state industrial development corporations, Venture Capital Funds (VCFs) registered with SEBI, Insurance Companies registered with Insurance and Regulatory Development Authority, Provident Funds (subject to applicable law) with minimum corpus of ₹ 2,500 lacs and pension funds with minimum corpus of ₹ 2,500 lacs, and to permitted non residents including FIIs, eligible NRIs, multilateral and bilateral development financial institutions, foreign venture capital investors registered with SEBI and eligible foreign investors provided they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Draft Prospectus does not, however, constitute an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Kolkata only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any 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.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

FILING

The Draft Prospectus is being filed with BSE Limited , P. J. Towers, Dalal Street, Fort, Mumbai – 400 001.

This Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the offer document in term of Reg. 106(M) (3) of SEBI (ICDR) Regulations. However, a copy of the Prospectus shall be filed with SEBI at L&T Chambers, 3rd Floor, 16, Camac Street, Kolkata-700 017, West Bengal, India. A copy of the Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013, will be delivered to the RoC situated at Nizam Palace, 2nd MSO Building, 2nd floor, 234/4, A.J.C.B. Road, Kolkata-700020, West Bengal, India.



LISTING

In terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, there is no requirement of obtaining In- Principle approval of the SME Platform of BSE. However, application shall be made to BSE Limited for obtaining permission for listing of the Equity Shares being offered and sold in the SME Platform of BSE. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

The BSE has given its approval for listing our shares vide its letter dated [●]. If the permission to deal in and for an official quotation of the Equity Shares is not granted by the SME Platform of BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within eight days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest at the rate of 15% *per annum* on application money, as prescribed under Section 40 of the Companies Act, 2013. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within 12 Working Days of the Issue Closing Date.

CONSENTS

Consents in writing of: (a) the Directors, the Company Secretary & Compliance Officer, the Statutory Auditors Peer Review Auditors; and (b) the Lead Manager, Underwriters, Market Makers, Bankers to Company, Bankers to the Issue, Registrar to the Issue, to act in their respective capacities, have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. RSVA & Co., Chartered Accountants, have agreed to include their report on statement of funds deployed as on 4th June, 2015, and the Statement of Tax Benefits dated 2nd June, 2015 relating to the possible tax benefits, as applicable. M/s R. T. Jain & Co., Peer Review Auditors have agreed to provide their written consent to the include their report dated 24th June, 2015 on restated financial statements and, which may be available to the Company and its shareholders, included in this Draft Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Draft Prospectus.

EXPERT OPINION

Except the report of the Peer Reviewed Auditor on the Restated Standalone Financial Statements and report of the Statutory Auditor on the Statement of Tax Benefits included in this Draft Prospectus, our Company has not obtained any other expert opinion.

PUBLIC ISSUE EXPENSES

The Management estimates an expense of ₹ 35.00 lacs towards Issue expense. The expenses of this Issue include, among others, underwriting and 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 follows:

No.	Particulars	Amount (₹ in Lacs)
1.	Issue management fees including fees and reimbursements of Market Making fees, selling commissions, brokerages, and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	26.00
2.	Printing & Stationery, Distribution, Postage, etc	2.50
3.	Advertisement & Marketing Expenses	2.50
4.	Regulatory & other expenses	4.00
Total		35.00



DETAILS OF FEES PAYABLE

Particulars	Amount (₹ in Lacs)	% of Total Issue Expenses	% of Total Issue Size
Issue management fees including fees and reimbursements of Market Making fees, selling commissions, brokerages, and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	26.00	74.29%	5.20%
Printing & Stationery, Distribution, Postage, etc	2.50	7.14%	0.50%
Advertisement & Marketing Expenses	2.50	7.14%	0.50%
Regulatory & other expenses	4.00	11.43%	0.80%
Total	35.00	100.00	7.00

FEES PAYABLE TO LEAD MANAGER TO THE ISSUE

The total fees payable to the Lead Manager will be as per the Engagement Letters from our Company and Lead Manager and Memorandum of Understanding signed with the Lead Manager, copy of which is available for inspection at the Registered Office of our Company.

FEES PAYABLE TO THE REGISTRAR TO THE ISSUE

The fees payable by the Company to the Registrar to the Issue for processing of application, data entry, printing of CAN/ refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Memorandum of Understanding signed with the Company, copy of which is available for inspection at the Registered Office of our Company.

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.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and the selling commission for the Issue are as set out in the Underwriting Agreement amongst the Company and Underwriters. The underwriting commission shall be paid as set out in the Underwriting Agreement based on the Issue price and the amount underwritten in the manner mentioned on page 32 of this Draft Prospectus.

COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES

Since this is the Initial Public Offer of the 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 the Equity Shares since inception of the Company.

CAPITAL ISSUE DURING THE LAST THREE YEARS

P.B. Films Limited and its Group Companies have not made any capital issue viz. initial public offering, rights issue or composite issue during the last three years.

PREVIOUS PUBLIC OR RIGHTS ISSUE

There have been no public or rights issue by our Company during the last five years.



PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH

Except as stated in the section titled “*Capital Structure*” on page 35 of this Draft Prospectus, we have not made any previous issues of shares for consideration otherwise than for cash.

PROMISE VIS-À-VIS PERFORMANCE

Our Company has not made any public or rights issue since its inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370(1) (B) OF THE COMPANIES ACT, 1956 / SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS

There are no listed companies under the same management within the meaning of Section 370(1)(b) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 that made any capital issue viz. initial public offering, rights issue or composite issue during the last three years.

OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Draft Prospectus.

STOCK MARKET DATA FOR OUR EQUITY SHARES

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

INVESTOR GRIEVANCES AND REDRESSAL SYSTEM

The Company has appointed Cameo Corporate Services Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue, namely, Cameo Corporate Services Limited, will handle investor’s grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-coordinating with the Registrar to the Issue in attending to the grievances to the investor. The Company assures that the Board of Directors in respect of the complaints, if any, to be received shall adhere to the following schedules:

Sr. No.	Nature of Complaint	Time Table
1.	Non-receipt of refund	Within 7 days of receipt of complaint subject to production of satisfactory evidence
2.	Non receipt of share certificate/Demat Credit	Within 7 days of receipt of complaint subject to production of satisfactory evidence
3.	Any other complaint in relation to Public Issue	Within 7 days of receipt of complaint with all relevant details.

Redressal of investors’ grievance is given top priority by the Company. The Committee oversees redressal of complaints of shareholders/investors and other important investor related matters. The Company has adequate arrangements for redressal of investor complaints as follows:



Share transfer/ dematerialization/ rematerialization are handled by professionally managed Registrar and Transfer Agent, appointed by the Company in terms of SEBI's direction for appointment of Common Agency for physical as well as demat shares. The Registrars are constantly monitored and supported by qualified and experienced personnel of the Company.

We have appointed Mr. Kushal Adhikary as Company Secretary and Compliance Officer and he may be contacted in case of any pre-issue or post-issue problems. He can be contacted at the following address:

Mr. Kushal Adhikary,
 Company Secretary & Compliance Officer,
 Anupam Chamber, 18, Giri Babu Lane, 2nd Floor,
 Room No – 2 C, Kolkata - 700012
 West Bengal, India
 Tel: 91-33-40066405/40048131
 Website: www.pbfilms.co.in
 E-Mail: info@pbfilms.co.in

Investors can contact the Compliance Officer or the Registrar to the Issue or the Lead Manager in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary accounts and refund orders

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system “SCORES”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in.

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor complaint during the three years preceding the date of this **Draft** Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.

CAPITALIZATION OF RESERVES OR PROFITS DURING LAST FIVE (5) YEARS

Our Company has not capitalized any reserve during last five (5) years except the fact that we have allotted 42,67,875 Equity Shares as bonus in the ratio of 57:2 to our existing Equity shareholders pursuant to a Shareholders resolution dated February 7, 2014 by capitalization of free reserves.

CHANGES IN AUDITORS

Except as stated below there has been no change in the auditors of our Company for the last three years.

Financial year	Particular of Changes	Reason
2010-11	M/s. RSVA & Co. have been appointed in the place M/s. Agarwal A & Co.	M/s. Agarwal A & Co. wished to resign due to their pre-occupation.
2011-12	M/s. Agarwal A & Co. have been appointed in the place M/s. RSVA & Co.	M/s. RSVA & Co. wished to resign due to their pre-occupation.
2012-13	M/s. Agarwal A & Co., have been re-appointed.	-
2013-14	M/s. Agarwal A & Co., have been re-appointed.	-
2014-15	M/s. RSVA & Co. have been appointed in the place M/s. Agarwal A & Co.	M/s. Agarwal A & Co. wished to resign due to their pre-occupation.

REVALUATION OF ASSETS DURING THE LAST FIVE (5) YEARS

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



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 this Draft 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 Exchanges, 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 offered shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association and shall rank pari-passu in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to the section titled “*Main Provisions of the Articles of Association of the Company*” on page 233 of this Draft Prospectus.

AUTHORITY FOR THE PRESENT ISSUE

The Issue has been authorized by a resolution of the Board passed at their meeting held on 1st September, 2014 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (C) of the Companies Act. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (C) of the Companies Act, 2013 passed at the Annual General Meeting of the Company held on 29th September, 2014.

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, the Memorandum and Articles, the terms of this Draft Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (“**CAN**”) and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, SME platform of BSE, RoC, RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association and the provisions of the Listing Agreement executed with the Stock Exchange, and shall be recommended by the Board of Directors and the shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act. For further details, please refer to the section titled “*Dividend Policy*” on page 131 of this Draft Prospectus.

FACE VALUE AND ISSUE PRICE

The Equity Shares having a Face Value of ₹ 10/- each are being offered in terms of this Draft Prospectus at the price of ₹ 10/- 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*” on page 57 of this Draft Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, the equity shareholders shall have the following rights:



- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation;
- Right of free transferability; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum and Articles of Association of the Company.

MINIMUM APPLICATION VALUE; MARKET LOT AND TRADING LOT

As per the provisions of the Depositories Act, 1996, the shares of a body corporate can be in dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode.

The investors have an option either to receive the security certificate or to hold the securities with depository.

The trading of the Equity Shares will happen in the minimum contract size of 10,000 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 10,000 Equity Share subject to a minimum allotment of 10,000 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.

JOINT HOLDERS

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.



Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

In case the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

Period of Operation of Subscription List of Public Issue

ISSUE OPENS ON	[•]
ISSUE CLOSES ON	[•]

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level.

This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies Act, 2013.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of 10,000 shares. 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.

RESTRICTIONS, IF ANY, ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

For a detailed description in respect of restrictions, if any, on transfer and transmission of shares and on their consolidation / splitting, please refer to the section titled “*Main Provisions of the Articles of Association of the company*” on Page 233 of this Draft Prospectus.

OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM

The investors have an option either to receive the security certificate or to hold the securities with depository.

MIGRATION TO MAIN BOARD

Our Company may migrate to the main board of BSE from SME platform of BSE 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 this Draft Prospectus. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to “*General Information – Details of the Market Making Arrangements for this Issue*” on page 33 of this Draft Prospectus.

NEW FINANCIAL INSTRUMENTS

The Issuer Company is not issuing any new financial instruments through this Issue.

WITHDRAWAL OF THE ISSUE

The Company, in consultation with the LM, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

- (i) The final listing and trading approvals of BSE for listing of Equity Shares offered through this issue on its SME Platform, which the Company shall apply for after Allotment and
- (ii) The final RoC approval of the Prospectus after it is filed with the RoC. In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (One each in English and Hindi) and one in regional newspaper.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Kolkata, India.

The Equity Shares have not been and will not be registered under the US Securities Act of 1933 (“Securities Act”) or any state securities laws in the United States (as defined in Regulation S under the Securities Act), and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

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



ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(2) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, An issuer whose post-issue face value capital is more than ten crores rupees and upto twenty five crore rupees shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an Issue please refer the section titled “*Terms of the Issue*” and “*Issue Procedure*” on page 181 and 188 of this Draft Prospectus.

Following is the Issue structure:

Public Issue of 50,00,000 equity shares of ₹ 10/- each (the “Equity Shares”) for cash at a price of ₹ 10/- per Equity Share aggregating to ₹ 500.00 lacs (“the Issue”) by P.B. Films Limited (“PBFL” or the “Company” or the “Issuer”). The Issue comprises reservation of 2,60,000 Equity Shares for subscription by the designated Market Maker (“the Market Maker Reservation Portion”) and Net Issue to Public of 47,40,000 Equity Shares (“the Net Issue”).

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	47,40,000 Equity Shares	2,60,000 Equity Shares
Percentage of Issue Size available for allocation	94.80% of the Issue size (50% to Retail Individual Investors and the balance 50% to other investors).	5.20% of the Issue size
Basis of Allotment	Proportionate subject to minimum allotment of 10,000 Equity Shares and further allotment in multiples of 10,000 Equity Shares each. For further details please refer to the section titled “ <i>Issue Procedure – Basis of Allotment</i> ” on page 196 of this Draft Prospectus.	Firm Allotment
Mode of Application	For For Other than Retails Individual Investor Applicants, the application must be made compulsorily through the ASBA Process. The Retail Individual Applicant may apply through the ASBA or the Physical Form.	Through ASBA Process Only
Minimum Application Size	For Other than Retails Individual Investors: Such number of Equity Shares in multiples of 10,000 Equity Shares such that the Application Value exceeds ₹ 2,00,000/- For Retail Individuals Investors: 10,000 Equity Shares	2,60,000 Equity Shares
Maximum Application Size	For Other than Retails Individual Investors: Such number of equity shares in multiples of 10,000 Equity Shares such that the Application Size does not exceed 47,40,000 Equity Shares. For Retail Individuals Investors:	2,60,000 Equity Shares



	Such number of Equity Shares in multiples of 10,000 Equity Shares such that the Application Value does not exceed ₹ 2,00,000/-.	
Mode of Allotment	Compulsorily in dematerialized form	Compulsorily in dematerialized form
Trading Lot	10,000 Equity Shares	10,000 Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form.	

*50 % of the shares offered are reserved for applications below ₹ 2 lacs and the balance for higher amount applications.

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details please refer to “*Issue Structure*” on page 185 of this Draft Prospectus.

*As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue ‘the allocation’ is the net offer to the public category shall be made as follows:

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

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

WITHDRAWAL OF THE ISSUE

The Company, in consultation with the LM, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of BSE for listing of Equity Shares offered through this issue on its SME Platform, which the Company shall apply for after Allotment and
2. The final ROC approval of the Prospectus after it is filed with the ROC. In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (One each in English and Hindi) and one in regional newspaper.

The LM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the Issue after the Issue Closing Date and 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.



ISSUE PROGRAMME

ISSUE OPENING DATE	[●]
ISSUE CLOSING DATE	[●]

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 (the “General Information Document”) included below under section “Part B – General Information Document”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and the Lead Manager would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Draft Prospectus.

Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

PART A

FIXED PRICE ISSUE PROCEDURE

The Issue is being made under Regulation 106 (M) (2) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the 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 according to section 29(1) of the Companies Act, 2013 the Equity Shares will be allotted to all successful Applicants only in dematerialized form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and liable to be rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic application system of the stock exchanges by the Brokers (including sub-brokers) do not match with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical 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 as mandated by SEBI.

Applicants are required to ensure that the PAN (of the sole/ first Applicant) provided in the Application Form is exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held. In case of joint Applications, the Application Form should contain only the name of the first Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders.

As per Section 29(1) of the Companies Act, 2013, allotment of Equity Shares will be made only in dematerialized form. As per SEBI's circular RMB (compendium) series circular no. 2 (1999-2000) dated



February 16, 2000, it has been decided by the SEBI that trading in securities of companies making an initial public offer shall be in Dematerialised form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME Platform of BSE.

APPLICATION FORM

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Prospectus. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants.

The prescribed color of the Application Form for various categories is as follows:

Category	Color of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA & Non ASBA)	White
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA & 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?

The following persons are eligible to invest under all applicable laws, rules, regulations and guidelines;

1. Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
2. Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Applications by HUFs would be considered at par with those from individuals;
3. Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
8. Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant's category;
9. FPIs other than Category III foreign portfolio investor;
10. Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
11. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;



12. Venture Capital Funds registered with SEBI;
13. Foreign Venture Capital Investors registered with SEBI;
14. Eligible QFIs;
15. Multilateral and bilateral development financial institutions;
16. State Industrial Development Corporations;
17. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
18. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
19. Insurance Companies registered with Insurance Regulatory and Development Authority, India;
20. Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
21. Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
22. National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
23. Nominated Investor and Market Maker
24. Insurance funds set up and managed by army, navy or air force of the Union of India

As per the existing regulations, OCBs cannot participate in this Issue.

Applications not to be made by:

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

The information below is given for the benefit of the applicants. Our Company and the Lead Manager do not accept responsibility for the completeness and accuracy of the information stated. Our Company and the Lead Manager is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for does not exceed the limits prescribed under laws or regulations.

PARTICIPATION BY ASSOCIATES OF LM

The LM shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the LM may subscribe for Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis.



AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum Form 2A containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue, Registrar to the Issue and the collection Centers 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

OPTION TO SUBSCRIBE IN THE ISSUE

- a. As per Section 29(1) of the Companies Act, 2013, allotment of Equity Shares will be made only in dematerialized form. As per SEBI's circular RMB (compendium) series circular no. 2 (1999-2000) dated February 16, 2000, it has been decided by the SEBI that trading in securities of companies making an initial public offer shall be in Dematerialized form only. The Equity Shares on allotment will be traded only on the dematerialized segment of the SME Platform of BSE.
- 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 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/FPI'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, FPI's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.



APPLICATIONS BY FPIs, FIIS AND QFIs

On January 7, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely 'foreign institutional investors' and 'qualified foreign investors' will be subsumed under a new category namely 'foreign portfolio investors' or 'FPIs'. RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. Accordingly, such FIIs can participate in this Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations. Further, a QFI can continue to buy, sell or otherwise deal in securities until January 6, 2015 or until the QFI obtains a certificate of registration as FPI, whichever is earlier. Such QFIs shall be eligible to participate in this Issue in accordance with Schedule 8 of the FEMA Regulations and are required to apply under the Non Institutional Applicants category.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post - Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid - up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid - up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid - up Equity Share capital of our Company, respectively.

Further, the existing individual and aggregate investment limits for QFIs in an Indian company are 5% and 10% of the paid up capital of an Indian company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY INSURANCE COMPANIES

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.



The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (the "**IRDA Investment Regulations**"), are broadly set forth below:

- (a) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b) the entire group of the investee company: the least of 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of ULIPS); and
- (c) The industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of ULIPS).

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in the infrastructure and housing sectors, *i.e.* December 26, 2008, providing, among other things, that the exposure of an insurer to an infrastructure company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 lacs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATION UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

- (a). With respect to applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- (b). With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- (c). With respect to applications made by provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.



Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the lead manager may deem fit.

Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / refund orders / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this 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 minimum of 10,000 Equity Shares and in multiples of 10,000 Equity Share thereafter, 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 10,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB or Non Institution Applicant cannot withdraw or lower its Application at any stage of Issue.

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 Prospectus.

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 registered 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 Kolkata.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker ('broker') network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.

APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). 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.

PROCEDURE AND TIME SCHEDULE FOR TRANSFER OF EQUITY SHARES

The Issue will be conducted through the "Fixed Price Method" pursuant to which the Brokers / Sub-Brokers and SCSBs will accept Applications for the Equity Shares during the Issue Period. The Issue Period will commence on [●] and expire on [●]. Following the expiration of the Issue Period, our Company, in consultation with the Lead Manager, will determine the basis of allotment and entitlement to allotment based on the applications received and subject to the confirmation by the Stock Exchanges. Successful Applicants will be provided with a confirmation of their allocation for the Equity Shares within a prescribed time. The SEBI (ICDR) Regulations, 2009 require our Company to complete the allotment to successful Applicants within 12 days of the expiration of the Issue Period. The Equity Shares will then be credited and allotted to the investors' demat accounts maintained with the relevant depository participant. Upon approval by the Stock Exchanges, the Equity Shares will be listed and trading will commence.

PAYMENT INSTRUCTIONS

In terms of RBI circular no. DPSS.CO.CHD.No./133/04.07.05/2013-14 dated July 16, 2013, non-CTS cheques are processed in three CTS centres in separate clearing session. This separate clearing session will operate thrice a week up to April 30, 2014, thereafter twice a week up to October 31, 2014 and once a week from November 1, 2014 onwards. In order to enable listing and trading of Equity Shares within 12 Working Days of the Issue Closing Date, investors are advised to use CTS cheques or use the ASBA facility to make payment. Investors are cautioned that Application Forms accompanied by non-CTS cheques are liable to be rejected due to any delay in clearing beyond six Working Days from the Issue Closing Date.



BASIS OF ALLOTMENT

Allotment will be made in consultation with BSE Limited (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 10,000 equity shares the allotment will be made as follows:
 - a) Each successful applicant shall be allotted 10,000 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 10,000 equity shares, the number in excess of the multiple of 10,000 would be rounded off to the nearest multiple of 10,000, subject to minimum allotment of 10,000 Equity Share.
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 10,000 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, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Draft Prospectus.

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.
- d) As per Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 as amended, 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 BSE.

The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 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 s 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

Escrow Mechanism for Applicants other than ASBA Applicants

Our Company shall open Escrow Accounts with one or more Escrow Collection Bank(s) in whose favour the Applicants (other than ASBA Applicants) shall make out the cheque or demand draft in respect of his or her Application and/or revision of the Application. Cheques or demand drafts received for the full Application Amount from Applicants in a certain category would be deposited in the Escrow Account.

The Escrow Collection Banks will act in terms of the Prospectus and the Escrow Agreement. The Escrow Collection Bank(s) for and on behalf of the Applicants shall maintain the monies in the Escrow Account. The Escrow Collection Bank(s) shall not exercise any lien whatsoever over the monies deposited therein and shall hold the monies therein in trust for the Applicants. On the Designated Date, the Escrow Collection Bank(s) shall transfer the funds represented by allocation of Equity Shares (other than ASBA funds with the SCSBs) from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account opened with the Public Issue Account Bank. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Applicants shall also be made from the Refund Account as per the terms of the Escrow Agreement and the Prospectus.

The Applicants should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Escrow Collection Bank(s) and the Registrar to the Issue to facilitate collections from the Applicants.



The entire Issue Price of ₹ 10/- 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/ Stock Invest/ 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: "PBFL –Public Issue - R".
- In case of Non Resident Retail Applicants applying on repatriation basis: "PBFL –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 this 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 12 working 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.

ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Broker / Sub Broker and SCSBs will register the Applications using the on-line facilities of the Stock Exchanges. There will be at least one on-line connectivity facility in each city, where a stock exchange is located in India and where Applications are being accepted. The Lead Manager, our Company and the Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the Brokers and the SCSBs, (ii) the Applications uploaded by the Brokers and the SCSBs, (iii) the Applications accepted but not uploaded by the Brokers and the SCSBs or (iv) with respect to ASBA Applications, Applications accepted and uploaded without blocking funds in the ASBA Accounts.



2. The SCSBs shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the Applications accepted by the SCSBs, (ii) the Applications uploaded by the SCSBs, (iii) the Applications accepted but not uploaded by the SCSBs and (iv) with respect to Applications by ASBA Applicants, Applications accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed that for Applications uploaded by the SCSBs, the full Application Amount has been blocked in the relevant ASBA Account.
3. In case of apparent data entry error either by the Broker / Sub Broker or the collecting bank in entering the Application Form number in their respective schedules other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to Stock Exchange(s).
4. The Brokers / Sub Brokers and SCSBs will undertake modification of selected fields in the Application details already uploaded within one Working Day from the Issue Closing Date.
5. The Stock Exchanges will offer an electronic facility for registering Applications for the Issue. This facility will be available with the Brokers and the SCSBs during the Issue Period. The Brokers / Sub Brokers and the Designated Branches can also set up facilities for off-line electronic registration of Applications subject to the condition that they will subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis. On the Issue Closing Date, the Brokers and the Designated Branches shall upload the Applications till such time as may be permitted by the Stock Exchanges. This information will be available with the Brokers / Sub Brokers on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation.
6. At the time of registering each Application and each ASBA Application submitted by an ASBA Applicant, the Brokers and the Designated Branches shall enter the following details of the investor in the on-line system, as applicable:
 - Name of the Applicant;
 - IPO Name;
 - Application Form number;
 - Investor Category;
 - PAN (of First Applicant, if more than one Applicant);
 - DP ID of the demat account of the Applicant;
 - Client Identification Number of the demat account of the Applicant;
 - Numbers of Equity Shares Applied for;
 - Cheque Details in case of Applications other than ASBA Application and Bank Account details in case of ASBA Applicants;
 - Location of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 - Bank account number.

In case of submission of the Application by an ASBA Applicant through the Electronic Mode, the ASBA Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.

7. A system generated TRS will be given to the Applicant as a proof of the registration of the application. It is the Applicant's responsibility to obtain the TRS from the Brokers / Sub Brokers or the Designated Branches. The registration of the Application by the Brokers / Sub Brokers or the Designated Branches does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.



8. Such TRS will be non-negotiable and by itself will not create any obligation of any kind.
9. In case of QIB Applicants, the Lead Manager has the right to accept the Application or reject it. However, the rejection should be made at the time of receiving the Application and only after assigning a reason for such rejection in writing. In case on Non-Institutional Applicants and Retail Individual Applicants, Applications would be rejected on the technical grounds.
10. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
11. Only Applications that are uploaded on the online IPO system of the Stock Exchanges shall be considered for allocation/Allotment. The Brokers / Sub Brokers will be given up to one day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar will receive this data from the Stock Exchanges and will validate the electronic Application details with depository's records. In case no corresponding record is available with depositories, which matches the three parameters, namely DP ID, Beneficiary Account Number and PAN, then such Applications are liable to be rejected.

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:

- i. All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications
- ii. Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- iii. Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

PERMANENT ACCOUNT NUMBER OR PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ("PAN") to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. **Applications without this information will be considered incomplete and are liable to be rejected.** It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.



GROUNDS FOR REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of The Issue;
- Applications for number of Equity Shares which are not in multiples of 10,000 ;
- Category not ticked;
- Multiple Applications as defined in the Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- 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 by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed by the sole;
- 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;

APPLICANTS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE SCSBs DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

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 of the said Act.”**

SIGNING OF UNDERWRITING AGREEMENT

Vide an Underwriting agreement dated 20th March, 2015 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 32 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 and one regional newspaper with wide circulation. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the Issue Price.

ISSUANCE OF A CONFIRMATION OF ALLOCATION NOTE (“CAN”)

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the Brokers a list of their Applicants who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.

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 working 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 45 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 12 working 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 centers 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 centers 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 centers, 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 centers 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 centers 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 12 working days from the Issue Closing Date. A suitable communication shall be sent to the Applicants receiving refunds through this mode within 12 working 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 12 working days of closure of the issue.

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) working 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 12 (twelve) working days of the Issue Closing Date would be ensured; and
- 3) The Company shall pay interest at 15% p.a. for any delay beyond the 12 (twelve) working days time period as mentioned above, if Allotment is not made and refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/ or demat credits are not made to investors within the 12 (twelve) working days time.

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 and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 12 (twelve) working days of closure of the Issue;
- 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 12 (twelve) working 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; and
- 6) That no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are refunded on account of non listing, under subscription etc.
- 7) That adequate arrangements shall be made till the securities offered through this Offer Document are listed or till the application moneys are refunded on account of non-listing, under subscription, etc.;
- 8) That adequate arrangement shall be made to collect all Application Forms under the ASBA process and to consider them similar to non-ASBA Applications while finalising the Basis of Allotment



- 9) That the promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought in pro rata basis before the calls are made on public;

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 utilized out of the Issue shall be disclosed under an appropriate head in our balance sheet indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of Clause 52 of the SME Listing Agreement in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

WITHDRAWAL OF THE ISSUE

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 case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper. The Stock Exchanges where the Equity Shares are proposed to be listed shall also be informed promptly.

If the Company withdraws the Issue after the Application Closing Date, the Company will be required to file a fresh Offer Document with the Stock Exchange.

EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- (a) Agreement dated 29th May, 2015 between NSDL, the Company and the Registrar to the Issue;
- (b) Agreement dated 21st April, 2015 between CDSL, the Company and the Registrar to the Issue;

The Company's shares bear an ISIN No. INE212Q01019.

- An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.
- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.



- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed 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 the Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application 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 this 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.



Part B GID

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 and Companies Act, 1956 to the extent applicable, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through to the Fixed Price Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations, 2009**”).

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Prospectus filed by the Issuer with the Registrar of Companies (“**RoC**”). Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the **LM** to the Issue and on the website of Securities and Exchange Board of India (“**SEBI**”) at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section “*Glossary and Abbreviations*” on page 227 of this Draft Prospectus.

SECTION 2: BRIEF INTRODUCTION TO IPOs on SME Exchange

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) or the Applicable Regulations of Chapter XB of the SEBI ICDR Regulations, 2009, as amended. For details of compliance with the eligibility requirements by the Issuer Applicants may refer to the Prospectus.

2.2 Other Eligibility Requirements

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 2013 and the Companies Act, 1956 to the extent applicable (the “Companies Act”), The Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry- specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Applicants may refer to the Prospectus.

a. Types of Public Issues – Fixed Price Issues and Book Built Issues



In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process (“**Book Built Issue**”) or undertake a Fixed Price Issue (“**Fixed Price Issue**”). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in this Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Issue Opening Date, in case of an IPO and at least one Working Day before the Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

2.4 ISSUE PERIOD

The Issue may be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period. Details of Issue Period are also available on the website of Stock Exchange(s).

2.5 MIGRATION TO MAIN BOARD

SME Issuer may migrate to the Main Board of Stock Exchange from the SME Exchange at a later date subject to the following:

(a) If the Paid up Capital of the Company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), the Company shall apply to Stock Exchange for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

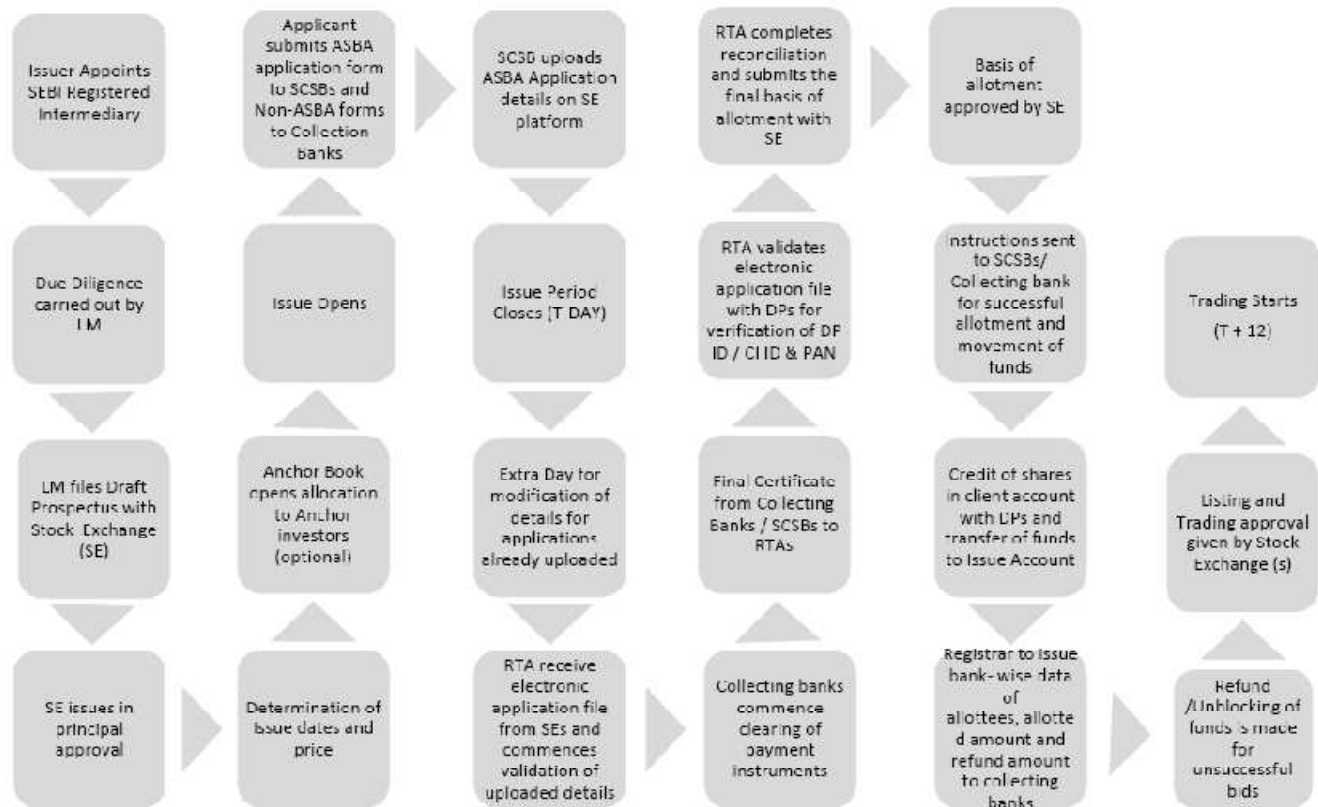
(b) If the Paid up Capital of the company is more than 10 crores and upto ₹ 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price Issues is as follows:



A flow chart of process flow in Fixed Price Issues is as follows



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FIIs/FPIs, QFIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Applications belonging to an account for the benefit of a minor (under guardianship);
- 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/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;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law ;
- Qualified Foreign Investors subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);
- 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;



- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- FPIs other than Category III Foreign Portfolio Investors applying under the QIBs category;
- FPIs which are Category III Foreign Portfolio Investors, applying under the NIIs category;
- 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;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
and
- 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.

SECTION 4: APPLYING IN THE ISSUE

Fixed Price Issue: Applicants should only use the specified Application Form either bearing the stamp of Collection Bank(s) or SCSBs as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Branches of Collection Banks or Designated Branches of the SCSBs and at the registered office of the Issuer. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed color of the Application Form for various categories of Applicants is as follows:

Category	Color of the application form
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals applying under the QIB), FPIs, QFIs, on a repatriation basis	Blue

Securities Issued in an IPO of Issue size equal to rupees ten crores or more can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013.

Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to allotment.

4.1 INSTRUCTIONS FOR FILING THE APPLICATION FORM (FIXED PRICE ISSUE)

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Application Form are liable to be rejected.

Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below. The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:



TEAR HERE

COMMON BID CUM APPLICATION FORM FOR ASBA / NON-ASBA **XYZ LIMITED - PUBLIC ISSUE - R** **FOR RESIDENT INDIAN, QIB, ELIGIBLE NRI's APPLYING ON A NON-REPATRIATION BASIS**

Logo To, **XYZ Limited** The Board of Directors **BOOK BUILDING ISSUE** Bid cum Application Form No. **IN**

SYNDICATE MEMBER'S STAMP & CODE	BROKER'S/AGENT'S STAMP & CODE	1. NAME & CONTACT DETAILS of Sole / First Applicant Mr. / Ms. _____ Address _____ Tel. No (with STD code) / Mobile _____
ESCROW BANK / SCSB BRANCH STAMP & CODE	SUB-BROKER'S/SUB-AGENT'S STAMP & CODE	
BANK BRANCH SERIAL NO.	REGISTRAR'S / SCSB SERIAL NO.	2. PAN OF SOLE / FIRST APPLICANT

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS	<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL	6. Investor Status
For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID		<input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Hindu Undivided Family* - HUF <input type="checkbox"/> Bodies Corporate - CO <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> Non-Resident Indians - NRI (Non-Repatriation basis) <input type="checkbox"/> National Investment Fund - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VC <input type="checkbox"/> Others (Please specify) - OTH

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)					"Cut-off" (Please tick)	5. Category
		Bid Price	Discount, if any	Net Price				
Option 1						<input type="checkbox"/>	<input type="checkbox"/> Retail Individual <input type="checkbox"/> Non-Institutional <input type="checkbox"/> QIB	
(OR) Option 2						<input type="checkbox"/>		
(OR) Option 3						<input type="checkbox"/>		

7. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below)	PAYMENT OPTIONS <input type="checkbox"/> Full Payment <input type="checkbox"/> Part Payment
Amount Paid (₹ in figures) _____ (₹ in words) _____	
<input type="checkbox"/> (A) CHEQUE/ DEMAND DRAFT (DD)	<input type="checkbox"/> (B) ASBA
Cheque/DD No. _____ Dated <u> </u> <u> </u> / <u> </u> / <u> </u> / <u> </u> / <u> </u> / <u> </u>	Bank A/c No. _____
Drawn on (Bank Name & Branch) _____	Bank Name & Branch _____

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE BIDDERS UNDERTAKING AS GIVEN OVERLEAF. I/We (on behalf of joint applicants, if any) hereby confirm that I/We have read the Instructions for Filing up the Bid Cum Application Form given overleaf.

8A. SIGNATURE OF SOLE/ FIRST APPLICANT	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) (For ASBA option ONLY)	BROKER'S / SCSB BRANCH'S STAMP (Acknowledging upload of Bid in Stock Exchange system)
Date: _____, 2011	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	

XYZ LIMITED	Acknowledgement Slip for Syndicate Member / SCSB	Bid cum Application Form No.
DPID / CLID	PAN	
Amount Paid (₹ in figures)	Bank & Branch	Stamp & Signature of Banker
Cheque / DD/ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

XYZ LIMITED	Option 1	Option 2	Option 3	Stamp & Signature of Syndicate Member / SCSB	Name of Sole / First Applicant
	No. of Equity Shares				
	Bid Price				
	Amount Paid (₹)				
	Cheque / DD/ASBA Bank A/c No.			Acknowledgement Slip for Bidder	Bid cum Application Form No.
	Bank & Branch				



TEAR HERE

COMMON BID CUM APPLICATION FORM FOR ASBA / NON-ASBA **XYZ LIMITED - PUBLIC ISSUE - NR** **FOR ELIGIBLE NRIs, FIIs, FVCI, ETC., APPLYING ON A REPATRIATION BASIS**

Logo To **The Board of Directors** **BOOK BUILDING ISSUE** Bid cum Application Form No. **INE523LD1018**
XYZ Limited

SYNDICATE MEMBER'S STAMP & CODE		BROKER'S/AGENT'S STAMP & CODE		1. NAME & CONTACT DETAILS of Sole / First Applicant	
ESCROW/BANK / SCSSB BRANCH STAMP & CODE		SUB-BROKER'S/SUB-AGENT'S STAMP & CODE		Mr. / Ms. _____	
BANK BRANCH SERIAL NO.		REGISTRAR'S / SCSSB SERIAL NO.		Address _____	
				Email _____	
				Tel. No (with STD code) / Mobile _____	
2. PAN OF SOLE / FIRST APPLICANT					

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS				<input type="checkbox"/> NSDL <input type="checkbox"/> CDSL		6. Investor Status	
For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID						<input type="checkbox"/> NRI Non-Resident Indian (Repatriation basis)	
4. BID OPTIONS (Only Retail Individual Bidders can Bid at "Cut-off")				5. Category		<input type="checkbox"/> FII Foreign Institutional Investor	
						<input type="checkbox"/> FVCI Foreign Venture Capital Investor	
						<input type="checkbox"/> FIISA FII Sub Account Corporate / Individual	
						<input type="checkbox"/> OTH Others (Please Specify)	

Bid Options	No. of Equity Shares Bid (in Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share ₹Y "Cut-off" (Price in multiples of ₹ 1/- only) (in Figures)			"Cut-off" (Please tick)
		Bid Price	Discount, if any	Net Price	
Option 1	7 6 5 4 3 2 1	4 3 2 1	4 3 2 1	4 3 2 1	<input type="checkbox"/>
(OR) Option 2					<input type="checkbox"/>
(OR) Option 3					<input type="checkbox"/>

7. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below)		PAYMENT OPTIONS <input type="checkbox"/> Full Payment <input type="checkbox"/> Part Payment	
Amount Paid (₹ in figures) _____ (₹ in words) _____			
<input type="checkbox"/> (A) CHEQUE/ DEMAND DRAFT (DD) Cheque/DD No. _____ Dated <u> </u> <u> </u> / <u> </u> / <u> </u>		<input type="checkbox"/> (B) ASBA Bank A/c No. _____ Bank Name & Branch _____	

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE BIDDERS UNDERTAKINGS AS GIVEN OVER/LEAF. I/We (on behalf of joint applicants, if any) hereby confirm that I/We have read the instructions for Filing up the Bid Cum Application Form given over/leaf.

8A. SIGNATURE OF SOLE/ FIRST APPLICANT		8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS) (For ASBA option ONLY)		BROKER'S / SCSSB BRANCH'S STAMP (Acknowledging upload of Bid in Stock Exchange system)	
Date: _____, 2011		1) _____ 2) _____ 3) _____			

XYZ LIMITED		Acknowledgement Slip for Syndicate Member / SCSSB		Bid cum Application Form No. _____	
DPID / CLID _____		PAN _____			
Amount Paid (₹ in figures) _____		Bank & Branch _____		Stamp & Signature of Banker	
Cheque / DD/ASBA Bank A/c No. _____					
Received from Mr./Ms. _____					
Telephone / Mobile _____		Email _____			

XYZ LIMITED	Option 1		Option 2		Option 3		Stamp & Signature of Syndicate Member / SCSSB	Name of Sole / First Applicant:	
	No. of Equity Shares								
	Bid Price								
	Amount Paid (₹)								
Cheque / DD/ASBA Bank A/c No. _____								Acknowledgement Slip for Bidder	
Bank & Branch _____								Bid cum Application Form No. _____	



4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST APPLICANT

- (a) Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.
- (b) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (including refund orders and letters notifying the unblocking of the bank accounts of ASBA Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- (c) **Joint Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favor of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- (d) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 68A of the Companies Act, which is reproduced below: *“Any person who: (a) makes in a fictitious name, an application to a company for acquiring or subscribing for, any shares therein, or (b) otherwise induces a company to allot, or register any transfer of shares therein to him, or any other person in a fictitious name, may be punishable with imprisonment for a term which may extend to five years”.*
- (e) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective Depository Participant.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST APPLICANT

- (a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- (b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim (“PAN Exempted Applicants”). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.
- (c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- (d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- (e) Applications by Applicants whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and demographic details are not provided by depositories.



4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

- (a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Application Form is liable to be rejected.**
- (b) Applicants should ensure that the beneficiary account provided in the Application Form is active.
- (c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving refunds and allocation advice (including through physical refund warrants, direct credit, NECS, NEFT and RTGS), or unblocking of ASBA Account or for other correspondence(s) related to an Issue.
- (d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk.

i. FIELD NUMBER 4: APPLICATION DETAILS

- (a) The Issuer mentions Price in this Draft Prospectus and in Prospectus registered with RoC.
- (b) Minimum And Maximum Application Size

- i. For Retail Individual Applicants

The Application must be for a minimum of 10,000 Equity Shares. As the Application Price payable by the Retail Individual Applicants cannot exceed ₹ 2,00,000, they can make Application for only minimum Application size i.e. for 10,000 Equity Shares.

- i. 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 10,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB and a NII Applicant cannot withdraw or lower its quantity or price in its application once the application is submitted and is required to pay 100% 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 this Draft Prospectus.

- (c) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to different Collection Bank(s) or SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- (d) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:
 - i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FPI sub-accounts, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.



- ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(e) The following applications may not be treated as multiple Applications:

- i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.
- ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.
- iii. Applications by Mutual Funds, and sub-accounts of FPIs (or FPIs and its subaccounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

ii. FIELD NUMBER 5: CATEGORY OF APPLICANTS

- i. The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of application, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- ii. An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.
- iii. The SEBI ICDR Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation, applicant may refer to the Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

- (a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- (b) Certain categories of Applicants, such as NRIs, FIIs/FPIs and FVCIs may not be allowed to Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.
- (c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.
- (d) Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD NUMBER 7: PAYMENT DETAILS

- (a) All Applicants are required to make payment of the full Amount (net of any Discount, as applicable) along with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full amount in the Application Form and the payment shall be made for Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.
- (b) RIIs and/or Reserved Categories applying in their respective reservation portion can apply, either through the ASBA mechanism or by paying the application amount through a cheque or a demand draft ("Non- ASBA Mechanism").
- (c) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.



- (d) Please note that, providing bank account details in the space provided in the Application Form is mandatory and Applications that do not contain such details are liable to be rejected.
- (e) QIBs and NIIs shall participate in the said Issue only through ASBA mechanism.

4.1.7.1 Instructions for non-ASBA Applicants :

- (a) Non-ASBA Applicants may submit their Applications with a collection centres/banks.
- (b) **For Applications made through a collection centre /bank:** The Applicant, with the submission of the Application Form, draw a cheque or demand draft for the Amount in favour of the Escrow Account as specified under the Prospectus and the Application Form and submit the same to the collection centres/banks.
- (c) If the cheque or demand draft accompanying the Application Form is not made favoring the Escrow Account, the Application is liable to be rejected.
- (e) 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. Cheques/bank drafts drawn on banks not participating in the clearing process may not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.
- (f) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Applicants until the Designated Date.
- (g) Applicants are advised to provide the number of the Application Form and PAN on the reverse of the cheque or bank draft to avoid any possible misuse of instruments submitted.

4.1.7.2 Payment instructions for ASBA Applicants

- (a) ASBA Applicants may submit the Application Form either
 - i. in physical mode to the Designated Branch of an SCSB where the Applicants have ASBA Account, or
 - ii. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Application Form
- (b) ASBA Applicants should specify the Bank Account number in the Application Form. The Application Form submitted by an ASBA Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.
- (c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- (d) Applicants shall note that that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- (e) From one ASBA Account, a maximum of five Application Forms can be submitted.
- (f) ASBA Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- (g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application



Form.

- (h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.
- (i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
- (j) Upon submission of a completed Application Form each ASBA Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.
- (k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- (l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.1.7.2.1 Unblocking of ASBA Account

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected ASBA Applications, if any, along with reasons for rejection, if any to enable the SCSBs to unblock the respective bank accounts.
- (b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Applicant to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- (c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Amount in the relevant ASBA Account within 12 Working Days of the Issue Closing Date.

4.1.7.3 Additional Payment Instructions for NRIs

The Non-Resident Indians who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.7.4 Discount (if applicable)

- (a) The Discount is stated in absolute rupee terms.
- (b) Applicants applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Applicants may refer to the Prospectus.
- (c) the Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Amount less Discount (if applicable).

Applicant may note that in case the net payment (post Discount) is more than two lakh Rupees, the system



automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

4.1.8 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS

- (a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- (b) If the ASBA Account is held by a person or persons other than the ASBA Applicant, then the Signature of the ASBA Account holder(s) is also required.
- (c) In relation to the ASBA Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Amount mentioned in the Application Form.
- (d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

4.1.9 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION

- (a) Applicants should ensure that they receive the acknowledgment duly signed and stamped, collection centre or SCSB, as applicable, for submission of the Application Form.
- (b) All communications in connection with Applications made in the Issue should be addressed as under:
 - i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, refund orders, the Applicants should contact the Registrar to the Issue.
 - ii. In case of ASBA Applications submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.
 - iii. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.
- (d) The following details (as applicable) should be quoted while making any queries -
 - i. full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.
 - ii. name and address of the Designated Branch, as the case may be, where the application was submitted
 - iii. In case of Non-ASBA applications cheque or draft number and the name of the issuing bank thereof
 - iv. In case of ASBA Applications, ASBA Account number in which the amount equivalent to the Amount was blocked.

For further details, Applicant may refer to the Prospectus and the Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

- (a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- (b) RII may revise their applications till closure of the Issue period or withdraw their applications until finalization of allotment.
- (c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- (d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had placed the original Application.



A sample Revision form is reproduced below:

COMMON BID REVISION FORM FOR ASBA / NON-ASBA		XYZ LIMITED - PUBLIC ISSUE - R				FOR RESIDENT INDIAN, QIB, ELIGIBLE NRI'S APPLYING ON A NON-REPATRIATION BASIS										
Logo		To, The Board of Directors XYZ Limited		BOOK BUILDING ISSUE INE523L01018		Bid cum Application Form No.										
SYNDICATE MEMBER'S STAMP & CODE		BROKER'S/AGENTS STAMP & CODE		1. NAME & CONTACT DETAILS of Sole / First Applicant												
ESCROW BANK / SCSB BRANCH STAMP & CODE		SUB-BROKER'S/SUB-AGENT'S STAMP & CODE		Mr. / Ms. _____												
BANK BRANCH SERIAL NO.		REGISTRAR'S / SCSB SERIAL NO.		Tel. No (with STD code) / Mobile _____												
				2. PAN OF SOLE / FIRST APPLICANT												
				3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL												
				For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID												
PLEASE CHANGE MY BID																
4. FROM (as per last Bid or Revision)																
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)					Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)										
	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	"Cut-off" (Please tick)
Option 1																<input type="checkbox"/>
(OR) Option 2																<input type="checkbox"/>
(OR) Option 3																<input type="checkbox"/>
5. TO (Revised Bid)																
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)					Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)										
	7	6	5	4	3	2	1	4	3	2	1	4	3	2	1	"Cut-off" (Please tick)
Option 1																<input type="checkbox"/>
(OR) Option 2																<input type="checkbox"/>
(OR) Option 3																<input type="checkbox"/>
6. PAYMENT DETAILS (Please tick (✓) any one of payment option A or B below)																
Additional Amount Paid (₹ in figures) _____ (₹ in words) _____					PAYMENT OPTIONS <input type="checkbox"/> Full Payment <input type="checkbox"/> Part Payment											
<input type="checkbox"/> (A) CHEQUE/ DEMAND DRAFT (DD)					<input type="checkbox"/> (B) ASBA											
Cheque/DD No. _____ Dated DD MM YYYY					Bank A/c No. _____											
Drawn on (Bank Name & Branch) _____					Bank Name & Branch _____											
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED FORM 2A AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/We (on behalf of joint applicants, if any) hereby confirm that I/We have read the Instructions for Filling up the Bid revision Form given overleaf.																
7A. SIGNATURE OF SOLE/ JOINT APPLICANT(S)			7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) FOR ASBA OPTION ONLY			BROKER'S / SCSB BRANCH'S STAMP (Acknowledging upload of Bid in Stock Exchange system)										
Date : _____, 2011			I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue													
			1) _____													
			2) _____													
			3) _____													
TEAR HERE																
XYZ LIMITED BID REVISION FORM				Acknowledgement Slip for Syndicate Member / SCSB				Bid cum Application Form No.								
DPID / CLID		PAN														
Additional Amount Paid (₹)				Bank & Branch		Stamp & Signature of Banker										
Cheque / DD/ASBA Bank A/c No.																
Received from Mr./Ms.																
Telephone / Mobile		Email														
TEAR HERE																
XYZ LIMITED BID REVISION FORM	Option 1		Option 2		Option 3		Acknowledgement of Syndicate Member / SCSB		Name of Sole / First Applicant							
	No. of Equity Shares															
	Bid Price															
	Additional Amount Paid (₹)															
	Cheque / DD/ASBA Bank A/c No.															
Bank & Branch																
TEAR HERE																
Acknowledgement Slip for Bidder								Bid cum Application Form No.								



Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 FIELD 4 & 5: APPLICATION FORM REVISION ‘FROM’ AND ‘TO’

- (a) Apart from mentioning the revised number of shares in the Revision Form, the Applicant must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form.
- (b) In case of revision of applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the application amount should exceed ₹ 2,00,000/- due to revision and the application may be considered, subject to eligibility, for allocation under the Non-Institutional Category.

4.2.3 FIELD 6: PAYMENT DETAILS

- (a) With respect to the applications, other than applications submitted by ASBA Applicants, any revision of the application should be accompanied by payment in the form of cheque or demand draft for the amount, if any, to be paid on account of the upward revision of the application.
- (b) All Applicants are required to make payment of the full application amount along with the Revision Form.
- (c) In case of applications submitted by ASBA Applicant, Applicant may Issue instructions to block the revised amount in the ASBA Account, to Designated Branch through whom such Applicant had placed the original application to enable the relevant SCSB to block the additional application amount, if any.

4.2.4 FIELD 7: SIGNATURES AND ACKNOWLEDGEMENTS

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 SUBMISSION OF APPLICATION FORM/ REVISION FORM/APPLICATION FORM

4.3.1 Applicants may submit completed application form / Revision Form in the following manner:-

Mode of Application	Submission of Application Form
Non-ASBA Application	1) To collection centres /banks mentioned in the Application Form
ASBA Application	1) To the Designated branches of the SCSBs where the ASBA Account is maintained

SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through collection centres/SCSB and/or Bankers to the Issue .

ASBA Applicants may submit an Application Form either in physical form to the Designated Branches of the SCSBs or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only (“ASBA Account”). The Application Form is



also made available on the websites of the Stock Exchanges at least one day prior to the Issue Opening Date. In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

5.2 GROUNDS OF REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned 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 10,000;
- Category not ticked;
- Multiple Applications as defined in the Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- 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 by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed by the sole Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date, unless the extended time is permitted by BSE

APPLICANTS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES DO NOT MATCH WITH PAN, THE DP ID



AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of the GID.

SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE

This being Fixed Price Issue, this section is not applicable for this Issue.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

7.1 BASIS OF ALLOTMENT

Allotment will be made in consultation with the 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 hereunder:

(a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of Applicants in the category x number of Shares applied for).

(b) The number of Shares to be allocated to the successful Applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

(c) For applications where the proportionate allotment works out to less than 10,000 equity shares the allotment will be made as follows:

- i. Each successful Applicant shall be allotted 10,000 equity shares; and
- ii. The successful Applicants out of the total applicants for that category shall be determined by the withdrawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

(d) If the proportionate allotment to an Applicant works out to a number that is not a multiple of 10,000 equity shares, the Applicant would be allotted Shares by rounding off to the nearest multiple of 10,000 equity shares subject to a minimum allotment of 10,000 equity shares.

(e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Applicants in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 10,000 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, up to 110% of the size of the offer specified under the Capital Structure mentioned in the Prospectus.

(f) The above proportionate allotment of Shares in an Issue that is oversubscribed shall be subject to the reservation for Retail individual Applicants as described below:

- i. As per Regulation 43 (4) of SEBI (ICDR), as the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
- ii. The balance net offer of shares to the public shall be made available for allotment to
 - individual applicants other than retails individual investors and
 - other investors, including corporate bodies/ institutions irrespective of number of shares applied for.



iii. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required. 'Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 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 BSE.

The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with SEBI (ICDR) Regulations.

7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares (other than ASBA funds with the SCSBs) from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Applicants shall also be made from the Refund Account as per the terms of the Escrow Agreement and the Prospectus.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Applicants Depository Account will be completed within 12 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within two Working Days from the date of Allotment, after the funds are transferred from the Escrow Account to the Public Issue Account on the Designated Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 12 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 12 Working Days of the Issue Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus.



If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement to Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 73 of the Companies Act, 1956 (or the Company shall follow any other substitutional or additional provisions as has been or may be notified under the Companies Act, 2013).

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allotees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

8.3 MODE OF REFUND

(a) **In case of ASBA Applications:** Within 12 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

(b) **In case of Non-ASBA Applications:** Within 12 Working Days of the Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Applicants and also for any excess amount paid on Application, after adjusting for allocation/ allotment to Applicants.

(c) In case of non-ASBA Applicants, the Registrar to the Issue may obtain from the depositories the Applicants’ bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Applicants in their Application Forms for refunds. Accordingly, Applicants are advised to immediately update their details as appearing on the records of their DPs. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Applicants’ sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, or the collection centre, may be liable to compensate the Applicants for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

(d) In the case of applications from Eligible NRIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/or commission. If so desired, such payments in Indian Rupees may be converted into U.S. 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 may be dispatched by registered post. The Issuer may not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

8.3.1 Mode of making refunds for Applicants other than ASBA Applicants

The payment of refund, if any, may be done through various modes as mentioned below:

(a) **NECS**—Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Applicant as obtained from the Depository;

(b) **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Applicants’ bank is



NEFT enabled and has been assigned the Indian Financial System Code (“**IFSC**”), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date 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 may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Applicants through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

- (c) **Direct Credit**—Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- (d) **RTGS**—Applicants having a bank account at any of the centers notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS; and
- (e) For all the other Applicants, including Applicants who have not updated their bank particulars along with the nine-digit MICR code, the refund orders may be dispatched through speed post or registered post for refund orders. Such refunds may be made by cheques, pay orders or demand drafts drawn on the Refund Bank and payable at par at places where Applications are received.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc Applicants may refer to Prospectus.

8.3.2 Mode of making refunds for ASBA Applicants

In case of ASBA Applicants, the Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Applications or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 12 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Issue Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allottee	An Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Applicant	Any prospective investor (including an ASBA Applicant) who makes a Application pursuant to the terms of the Prospectus and the Application Form.
Application	An indication to make an offer during the Issue Period by a prospective investor pursuant to submission of Application Form, to subscribe for or purchase the Equity Shares of the Issuer at a price including all revisions and modifications thereto.



Application Amount	The value indicated in Application Form and payable by the Applicant upon submission of the Application, less discounts (if applicable).
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues
Application Supported by Blocked Amount / ASBA) /ASBA	An application, whether physical or electronic, used by Applicants to make an Application authorising the SCSB to block the Application Amount in the specified bank account maintained with such SCSBs
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant
ASBA Application	A Application made by an ASBA Applicant
ASBA Applicant	Prospective Applicants in the Issue who apply through ASBA
Banker(s) to the Issue/Escrow Collection Bank(s)/ Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Escrow Account(s) may be opened, and as disclosed in the Prospectus and Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Book Built Process/ Book Building Process/ Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Companies Act	The Companies Act, 1956 and the Companies Act, 2013 to the extent notified
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Applicants including the Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Application Forms used by the ASBA Applicants applying through the ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account or the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Applicants in the fresh Issue, may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Stock Exchange	The designated stock exchange as disclosed in the Draft Prospectus/Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The Draft Prospectus filed with SEBI/Stock Exchange in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoter. For further details Applicant may refer to the Draft Prospectus/Prospectus
Equity Shares	Equity shares of the Issuer



Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Applicants (excluding the ASBA Applicants) may Issue cheques or drafts in respect of the Application Amount when submitting a Application Form
Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Issue, the Lead Manager(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Application Amounts and where applicable, remitting refunds of the amounts collected to the Applicants (excluding the ASBA Applicants) on the terms and conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Issue
FCNR Account	Foreign Currency Non-Resident Account
First Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue/ Fixed Price Process / Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
FPI(s)	Foreign portfolio investors, as defined under the FPI Regulations, including FIIs and QFIs, which are deemed to be foreign portfolio investors
FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Closing Date	The date after which the collection centres and the SCSBs may not accept any Applications for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Closing Date
Issue Opening Date	The date on which the collection centres and the SCSBs may start accepting Applications for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Opening Date
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (can submit their application inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Lead Manager(s)
Lead Manager(s)/Lead Manager/ LM	The Lead Manager to the Issue as disclosed in the Draft Prospectus/Prospectus and the Application Form of the Issuer.
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Lot size. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Lot size.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NECS	National Electronic Clearing Service



NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Draft Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or RIBs and who have applied for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRIs), FPIs which are category III FPIs
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Draft Prospectus/Prospectus and the Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs/FPIs registered with SEBI and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the Draft Prospectus/Prospectus through an offer for sale by the Selling Shareholder
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Prospectus	The Prospectus to be filed with the RoC in accordance with Section 32 of the Companies Act 2013, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
Qualified Financial Investors or QFIs	<p>Non-Resident investors, other than SEBI registered FIIs/FPIs or sub-accounts or SEBI registered FVCIs, who meet 'know your client' requirements prescribed by SEBI and are resident in a country which is (i) a member of Financial Action Task Force or a member of a group which is a member of Financial Action Task Force; and (ii) a signatory to the International Organisation of Securities Commission's Multilateral Memorandum of Understanding or a signatory of a bilateral memorandum of understanding with SEBI.</p> <p>Provided that such non-resident investor shall not be resident in country which is listed in the public statements issued by Financial Action Task Force from time to time on: (i) jurisdictions having a strategic anti-money laundering/combating the financing of terrorism deficiencies to which counter measures apply; (ii) jurisdictions that have not made sufficient progress in addressing the deficiencies or have not committed to an action plan developed with the Financial Action Task Force to address the deficiencies</p>
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Red Herring Prospectus/ RHP	The Red Herring Prospectus issued in accordance with Section 32 of the Companies Act 2013, which does not have complete particulars of the price at which the Equity



	Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three days before the Issue Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds (excluding refunds to ASBA Applicants), if any, of the whole or part of the Application Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the Prospectus and Application Form of the Issuer
Refunds through Electronic transfer of funds	Refunds through NECS, Direct Credit, NEFT, RTGS or ASBA, as applicable
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Draft Prospectus/Prospectus and Application Form
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors / RIIs	Investors who applies or Applications for a value of not more than ₹ 200,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies for a value of not more than ₹ 200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum lot size, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Applicants in an issue to modify the quantity of Equity Shares indicates therein in any of their Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on www.sebi.gov.in
Stock Exchanges/ SE	The stock exchanges as disclosed in the Draft Prospectus/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Underwriters	The Lead Manager(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters
Working Day	All days other than a Sunday or a public holiday on which commercial banks are open for business, except with reference to announcement of Price Band and Issue Period, where working day shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India



RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment.

India's current Foreign Direct Investment ("FDI") Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GOI ("DIPP") by Consolidated FDI Policy Circular of 2015 with effect from May 12, 2015 ("Consolidated FDI Policy Circular of 2015") consolidates and subsumes all previous press notes, press releases and clarifications on FDI issued by the DIPP. The Government usually updates the consolidated circular on FDI Policy once every Year and therefore, Consolidated FDI Policy Circular of 2015 will be valid until the DIPP issues an updated circular.

RBI has also issued Master Circular on Foreign Investment in India dated July 01, 2014 which is valid till June 30, 2015. In terms of the Master Circular, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Foreign investment limit is allowed up to 100 per cent under automatic route in our Company, subject to appropriate approvals of the shareholders in general meeting. Currently, the foreign investment in our Company is limited to 24 per cent of the paid up equity share capital of our Company as we have not obtained the approvals of shareholders for a higher limit.

The transfer of shares between an Indian resident and a Non-resident does not require prior approval of FIPB or RBI, subject to fulfillment of certain conditions as specified by DIPP / RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI Policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company.

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

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.



SECTION VIII - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Pursuant to Schedule II of the Companies Act and the SEBI 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 each provision herein below is numbered as per the corresponding article number in the Articles of Association and capitalized / defined terms herein have the same meaning given to them in the Articles of Association.

CAPITAL AND SHARES

3. The Authorized Share Capital of the Company is as per clause V of the Memorandum of Association of the Company with all rights to the company to alter the same in any way it thinks fit.
4. The Board may, from time to time, with the sanction of the Company in a general meeting, increase the share capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.
5. The share capital shall be distinguished by its appropriate number provided that nothing in this clause shall apply to the shares held with a depository.

SHARES AT THE DISPOSAL OF THE DIRECTORS

6. Subject to the provisions of Section 62 of the Act and these Articles, the share capital of Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of section 53 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the Company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting.

FURTHER ISSUE OF SHARES

7. (1) Where at any time the company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered -
 - (a) to persons who at the date of the offer are holders of equity shares of the company in proportion, as nearly as circumstances admit to the paid-up share capital on those shares by sending a letter of offer subject to the following conditions, namely:-
 - (i) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days and not exceeding thirty days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;
 - (ii) unless the articles of the company otherwise provide, the offer aforesaid 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; and the notice referred to in clause (i) shall contain a statement of this right;
 - (iii) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the company;
 - (b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such conditions as may be determined by central government; or
 - (c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be determined by central government.



- (2) The notice referred to in sub-clause (i) of clause (1) (a) shall be despatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.
- (3) Nothing in this section shall apply to the increase of the subscribed capital of the company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company.
The terms of issue of such debentures or loan containing such an option have been approved before the issue of such debentures or the raising of loan by a special resolution passed by the company in general meeting.

POWER TO OFFER SHARES / OPTIONS TO ACQUIRE SHARES

8. (i) Without prejudice to the generality of the powers of the Board under any other Article of these Articles of Association, the Board or any Committee thereof duly constituted may, subject to the applicable provisions of the Act, rules notified there under and any other applicable laws, rules and regulations, at any point of time, offer existing or further Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares (consequent to increase of share capital) of the Company, or options to acquire such Shares at any point of time, whether such options are granted by way of warrants or in any other manner (subject to such consents and permissions as may be required) to its employees, including Directors (whether whole-time or not), whether at par, at discount, in case of shares issued as sweat equity shares as per section 54 of the Act or at a premium, for cash or for consideration other than cash, or any combination thereof as may be permitted by law for the time being in force.
- (ii) In addition to the powers of the Board under Article 9 (i), the Board may also allot the Shares referred to in Article 9 (i) to any trust, whose principal objects would inter alia include further transferring such Shares to the Company's employees including by way of options, as referred to in Article 9 (i) in accordance with the directions of the Board or any Committee thereof duly constituted for this purpose. The Board may make such provision of moneys for the purposes of such trust, as it deems fit.

The Board, or any Committee thereof duly authorized for this purpose, may do all such acts, deeds, things, etc. as may be necessary or expedient for the purposes of achieving the objectives set out in Articles 9 (i) and (ii) above.

REDEEMABLE PREFERENCE SHARES

9. Subject to the provisions of Section 55 of the Act, the Company shall have the power to issue preference shares which are or at the option of the Company, are liable to be redeemed and the resolution authorizing such issues shall prescribe the manners, terms and conditions of redemption.

PROVISIONS APPLICABLE IN CASE OF REDEEMABLE SHARES

10. On the issue of redeemable preference shares under the provisions of Article 10 hereof, the following provisions shall take effect.
 - (a) No such shares shall be redeemed except out of the profits of the company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of such redemption;
 - (b) No such shares shall be redeemed unless they are fully paid;
 - (c) where such shares are proposed to be redeemed out of the profits of the company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the Capital Redemption Reserve Account and the provisions of this Act relating to reduction of share capital of the company shall apply as if the Capital Redemption Reserve Account were paid-up share capital of the company.

NEW CAPITAL SAME AS ORIGINAL CAPITAL

11. Except so far as otherwise provided by the conditions of issue or by these Articles any capital raised by the creation of new shares shall be considered part of the initial capital and shall be subject to the provisions



herein contained with reference to the payment of calls and installments; transfer and transmission, forfeiture, lien, surrender, voting and otherwise.

RESTRICTIONS ON PURCHASE BY COMPANY OR GIVING OF LOANS BY IT FOR PURCHASE OF ITS SHARES

12. (1) The company shall not have power to buy its own shares unless the consequent reduction of share capital is effected in accordance with Section 67 or other applicable provisions (if any) of the Act as applicable at the time of application.

This Article is not to delegate any power which the Company would have if it were omitted.

(2) The company shall not give, whether directly or indirectly and whether by means of a loan, guarantee the provision of security or otherwise, any financial assistance for the purpose of, or in connection with, a purchase or subscription made or to be made, by any person of or for any shares in the company or in its holding company.

(3) Nothing in sub-clause (2) shall apply to –

(a) the company in accordance with any scheme approved by company through special resolution and in accordance with such requirements as may be determined by central government, for the purchase of, or subscription for, fully paid up shares in the company or its holding company, if the purchase of, or the subscription for, the shares held by trustees for the benefit of the employees or such shares held by the employee of the company;

(b) the giving of loans by the company to persons in the employment of the company other than its directors or key managerial personnel, for an amount not exceeding their salary or wages for a period of six months with a view to enabling them to purchase or subscribe for fully paid-up shares in the company or its holding company to be held by them by way of beneficial ownership:

Provided that disclosures in respect of voting rights not exercised directly by the employees in respect of shares to which the scheme relates shall be made in the Board's report in such manner as may be determined by central government.

REDUCTION OF CAPITAL

13. The Company may, subject to the provisions of Sections 100 to 104 or Section 402 of the Companies Act, 1956 and other applicable provisions (if any) of the Act, as applicable at the time of application from time to time by special resolution, reduce its capital and any capital redemption reserve account or any share premium account in any manner for the time being authorized by law and in particular, capital may be paid off on the footing that it may be called up again or otherwise.

CONSOLIDATION AND DIVISION OF CAPITAL

14. The Company may in general meeting alter the conditions of its Memorandum of Association as follows:
- (a) Consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares but no consolidation and division which results in changes in the voting percentage of shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;
- (b) Sub-divide its 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;
- (c) Cancel shares which at the date of the passing of the resolution in that behalf, 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. The cancellation of shares in pursuance of this sub-clause, shall not be deemed to be reduction of share capital within the meaning of the Act.

SALE OF FRACTIONAL SHARES

15. If and whenever as a result of issue of new shares of any consolidation or sub-division of shares any share become held by members in fractions, the Board shall, subject to the provisions of the Act and the Articles and



to the directions of the Company in General Meeting, if any, sell those shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportions the net proceeds of the sale thereof. For the purpose of giving effect to any such sale, the Board may authorise any person to transfer the shares and 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 with reference to the sale.

MODIFICATION OF RIGHTS

16. Whenever the capital, by reason of the issue of Preference Shares or otherwise, is divided into classes of shares all or any of the rights and privileges attached to each class may subject to the provisions of Sections 106 and 107 of the Companies Act, 1956 be modified, commuted, affected or abrogated, or dealt with by Agreement between the Company and any person purporting to contract on behalf of that class, provided such agreement is ratified in writing by holders of at least three-fourths in nominal value of the issued shares of the class or is confirmed by a Special Resolution passed at a separate general meeting of the holders of shares of that class.

ISSUE OF FURTHER SHARES ON PARI PASSU BASIS

17. The rights conferred upon the holders of shares of any class issued with preferred or other rights, not unless otherwise expressly provided by the terms of the issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

NO ISSUE WITH DISPROPORTIONATE RIGHTS

18. The Company shall not issue any shares (not being preference shares) which carry voting right or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares (not being preference shares).

POWER OF COMPANY TO DEMATERIALIZE AND REMATERIALIZE

- (a) “Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing shares, debentures and other securities and rematerialize its such shares, debentures and other securities held by it with the Depository and/ or offer its fresh shares and debentures and other securities in a dematerialized form pursuant to the Depositories Act, 1996 and the Rules framed there under if any”

DEMATERIALIZATION OF SECURITIES

- (b) Either on the Company or on the investor exercising an option to hold his securities with a depository in a dematerialized form, the Company shall enter into an agreement with the depository to enable the investor to dematerialize the Securities, in which event the rights and obligations of the parties concerned shall be governed by the Depositories Act.

INTIMATION TO DEPOSITORY

- (c) “Notwithstanding anything contained in this Article, where securities are dealt with in a Depository, the Company shall intimate the details of allotment of securities to Depository immediately on allotment of such Securities”

OPTION FOR INVESTORS

- (d) “Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. A beneficial owner of any security can at any time opt out of a Depository, if permitted by law, in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.”

THE COMPANY TO RECOGNIZE UNDER DEPOSITORIES ACT, INTEREST IN THE SECURITIES OTHER THAN THAT OF REGISTERED HOLDER



- (e) “The Company or the investor may exercise an option to issue, deal in, hold the securities (including shares) with Depository in electronic form and the certificates in respect thereof shall be, dematerialized in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act, 1996.”

SECURITIES IN DEPOSITORIES AND BENEFICIAL OWNERS

- (f) “All Securities held by a Depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.”

RIGHTS OF DEPOSITORIES AND BENEFICIAL OWNERS

- (g) (i) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.
- (ii) Save as otherwise provided in (i) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by a depository.

DEPOSITORY TO FURNISH INFORMATION

- (h) Every Depository shall furnish to the Company information about the transfer of Securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.

SHARES AND CERTIFICATES

REGISTER AND INDEX OF MEMBERS

19. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Sections 88 and other applicable provisions of the Act and the Depositories Act, 1996 with details of shares held in physical and dematerialized forms in any media as may be permitted by law including in any form of electronic media.

The Register and Index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act, 1996 shall also be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or country.

SHARES TO BE NUMBERED PROGRESSIVELY

20. The shares in the capital shall be numbered progressively according to their several denominations and except in the manner herein before mentioned, no share shall be sub-divided.

DIRECTORS MAY ALLOT SHARES FULLY PAID-UP

21. Subject to the provisions of the Act and of these Articles, the Board may allot and issue shares in the capital of the Company as payment or part payment for any property sold or transferred, goods or machinery supplied or for services rendered to the company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up shares and if so issued shall be deemed to be fully paid up shares.

APPLICATION OF PREMIUM RECEIVED ON SHARES

22. (1) Where the company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to a “securities premium



account” and the provisions of this Act relating to reduction of share capital of the company shall, except as provided in this article, apply as if the securities premium account were the paid-up share capital of the company.

- (2) Notwithstanding anything contained in clause (1), the securities premium account may be applied by the company -
- (a) towards the issue of unissued shares of the company to the members of the company as fully paid bonus shares;
 - (b) in writing off the preliminary expenses of the company;
 - (c) in writing off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company;
 - (d) in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the company; or
 - (e) for the purchase of its own shares or other securities under section 68.

ACCEPTANCE OF SHARES

23. Subject to the provisions of these Articles, any application signed by or on behalf of an applicant for shares in the Company followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these articles and every person who thus or otherwise accept any shares and whose name is on the Register of Members shall, for the purposes of these Articles, be a member, provided that no share shall be applied for or allotted to a minor, insolvent or person of unsound mind.

LIABILITY OF MEMBERS

24. Every member or his heir, executors or administrators shall pay to the Company the proportion of the capital represented by his share or shares which may, for the time being remain unpaid thereon in such amounts, at such time or times and in such manner as the Board of Directors shall, from time to time, in accordance with the Company’s regulations require or fix for the payment thereof.

LIMITATION OF TIME FOR ISSUE OF CERTIFICATE

25. The Company shall, unless the conditions of issue otherwise provide, within three months after the allotment of any of its shares or debentures and within one month after the application for the transfer of any such shares or debentures, complete and have ready for delivery the certificates of all shares and debentures allotted or transferred.
- Every members shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate to all such holder.

ISSUE OF NEW CERTIFICATE IN PLACE OF DEFACED, LOST OR DESTROYED

26. If any certificate be worn out, defaced mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given, and a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every Certificates under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding ₹ 20/- for each certificate) as the Directors shall prescribe. Provided that



no fees shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.

The provisions of this Article shall mutatis mutandis apply to debentures of the Company.

RIGHT TO OBTAIN COPIES OF AND INSPECT TRUST DEED

27. A copy of any Trust Deed for securing any issue of debentures shall be forwarded to the holders of any such debentures or any member of the Company at his request and within seven days of the making thereof on payment not exceeding ₹ 10/- (Rupees Ten) per page.

The Trust Deed referred to in item (i) above also be open to inspection by any member or debenture holder of the Company in the same manner, to the same extent, and on payment of these same fees, as if it were the Register of members of the Company.

JOINT ALLOTTEES OF HOLDERS

28. Any two or more joint allottees or holders of shares shall, for the purpose of Articles, be treated as a single member and the certificate for any share, which may be the subject of joint ownership, may be delivered to any one of such joint owners on behalf of all of them.

COMPANY NOT BOUND TO RECOGNISE ANY INTEREST IN SHARE OTHER THAN THAT OF REGISTERED HOLDER

29. (i) The Company shall not be bound to recognize any equitable, contingent, future or partial interest in any share or (except only as is by these presents, otherwise expressly provided) any right in respect of a share other than an absolute right there to, in accordance with these presents in the person from time to time registered as the holder thereof, but the Board shall be at liberty at its sole discretion to register any share in the joint names of two or more persons or survivors of them.

(ii) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or as by Law required) be bound to recognize any benami trust or equitable, contingent, future, partial or other claim or claims or right to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof.

WHO MAY HOLD SHARES

30. Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or in the name of a person of unsound mind or in the name of any firm or partnership.
31. The Directors shall have the power to offer, issue and allot Equity Shares in or Debentures (whether fully/partly convertible or not into Equity Shares) of the Company with or without Equity Warrants to such of the Officers, Employees, Workers of the Company or of its Subsidiary and / or Associate Companies or Managing and Whole Time Directors of the Company (hereinafter in this Article collectively referred to as "the Employees") as may be selected by them or by the trustees of such trust as may be set up for the benefit of the Employees in accordance with the terms and conditions of the Scheme, trust plan or proposal that may be formulated, created, instituted or set up by the Board of Directors or the Committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit.



SWEAT EQUITY

32. Subject to the provisions of the Act (including any statutory modification or re-enactment thereof, for the time being in force), shares of the Company may be issued at a discount or for consideration other than cash to Directors or employees who provide know-how to the Company or create an intellectual property right or other value addition.

DECLARATIONS IN RESPECT OF BENEFICIAL INTEREST IN ANY SHARES

33. (1) In pursuance of section 89 of the act, where the name of a person is entered in the register of members of the company as the holder of shares in that company but who does not hold the beneficial interest in such shares, such person shall make a declaration (within such time and in such form as may be determined by Central Govt.) to the company specifying the name and other particulars of the person who holds the beneficial interest in such shares.
- (2) Every person who holds or acquires a beneficial interest in share of the company shall make a declaration to the company specifying the nature of his interest, particulars of the person in whose name the shares stand registered in the books of the company and such other particulars (as may be determined by Central Govt.)
- (3) Where any change occurs in the beneficial interest in such shares, the person referred to in clause (1) and the beneficial owner specified in clause (2) shall, within a period of thirty days from the date of such change, make a declaration to the company in such form and containing such particulars (as may be determined by Central Govt.)
- (4) The Company has be bound to follows the rules as may be made by the Central Government to provide for the manner of holding and disclosing beneficial interest and beneficial ownership under this section.
- (5) Where any declaration under this article is made to the company, the company shall make a note of such declaration in the register concerned and shall file, within thirty days from the date of receipt of declaration by it, a return in the prescribed form with the Registrar in respect of such declaration with such fees or additional fees as may be determined by central government, within the time specified under section 403.
- (6) No right in relation to any share in respect of which a declaration is required to be made under this article but not made by the beneficial owner, shall be enforceable by him or by any person claiming through him.
- (7) Nothing in this article shall be deemed to prejudice the obligation of the company to pay dividend to its members under this Act and the said obligation shall, on such payment, stand discharged.

FUNDS OF COMPANY NOT TO BE APPLIED IN PURCHASE OF SHARES OF THE COMPANY

34. No funds of the Company shall except as provided by Section 67 of the Act, be employed in the purchase of its own shares, unless the consequent reduction of capital is effected and sanction in pursuance of Sections 52, 55 and 66 the Act or of section 100 to 104 of the Companies Act, 1956 as may be applicable at the time of application and these Articles or in giving either directly or indirectly and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any Share in the Company in its holding Company.

ISSUE OF SHARES WITHOUT VOTING RIGHTS

35. In the event it is permitted by law to issue shares without voting rights attached to them, the Directors may issue such share upon such terms and conditions and with such rights and privileges annexed thereto as through fit and as may be permitted by law.

SECTIONS 45 OF ACT NOT TO APPLY

36. . Notwithstanding anything to the contrary contained in the Articles,
(i) Section 45 of the Act shall not apply to the Shares held with a Depository;

TRUST RECOGNIZED

37. Except as ordered, by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognize, even when having notice thereof, any equitable, contingent, future or partial interest in



any Share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a Share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as holder thereof but the Board shall be at liberty at their sole discretion to register any Share in the joint names of any two or more persons (but not exceeding 4 persons) or the survivor or survivors of them.

Shares may be registered in the name of an incorporated Company or other body corporate but not in the name of a minor or of a person of unsound mind (except in case where they are fully paid) or in the name of any firm or partnership.

REGISTRATION OF CHARGES

38. The provisions of the Act relating to registration of charges shall be complied with.

In case of a charge created out of India and comprising solely property situated outside India, the provisions of Section 77 of the Act shall also be complied with.

Where a charge is created in India but comprised property outside India, the instrument, creating or purporting to create the charge under Section 77 of the Act or a copy thereof verified in the prescribed manner, may be filed for registration, notwithstanding that further proceedings may be necessary to make the charge valid or effectual according to the law of the country in which the property is situated, as provided by Section 77 of the Act.

Where any charge on any property of the Company required to be registered to be registered under Section 77 of the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein shall be deemed to have notice of the charge as from the date of such registration.

Any creditors or member of the Company and any other person shall have the right to inspect copies of instruments creating charges and the Company's Register of Charges in accordance with and subject to the provisions of Section 85 of the Act.

UNDERWRITING AND BROKERAGE

COMMISSION MAY BE PAID

39. The company may pay commission to any person in connection with the subscription or procurement of subscription to its securities, whether absolute or conditional, subject to the following conditions, namely:
- (a) the commission may be paid out of proceeds of the issue or the profit of the company or both;
 - (b) the rate of commission paid or agreed to be paid shall not exceed, in case of shares, five percent of the price at which the shares are issued and in case of debentures, shall not exceed two and a half per cent of the price at which the debentures are issued.;
 - (c) the Prospectus of the company shall disclose—
 - (i) the name of the underwriters;
 - (ii) the rate and amount of the commission payable to the underwriter; and
 - (iii) the number of securities which is to be underwritten or subscribed by the underwriter absolutely or conditionally.
 - (d) there shall not be paid commission to any underwriter on securities which are not offered to the public for subscription;
 - (e) a copy of the contract for the payment of commission is delivered to the Registrar at the time of delivery of the Prospectus for registration.

BROKERAGE MAY BE PAID

40. The Company may pay a reasonable sum for brokerage on any issue of shares and debentures.

CALLS ON SHARES

DIRECTORS MAY MAKE CALLS



41. The Board of Directors may from time to time by a resolution passed at meeting of the Board (and not by circular resolution) make such call as it may think fit upon the members in respect of all moneys unpaid on the shares held by them respectively (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 a fixed time and each member shall pay the amount of every call so made on him to the persons and at the times and place appointed by the Board of Directors. A call may be made payable by installments.

CALLS ON SHARES OF THE SAME CLASS TO BE MADE ON UNIFORM BASIS

42. Where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class. For the purpose of this Article shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.

NOTICE OF CALLS

43. One month notice at least of every call payable otherwise than on allotment shall be given by the Company specifying the time and place of payment and to whom such call shall be paid.

CALLS TO DATE FROM RESOLUTION

44. A call shall be deemed to have been made at the time when the resolution of the Board authorizing such call was passed at a meeting of the Board of Directors and may be made payable by the members on the Register of Members on a subsequent date to be fixed by the Board.

DIRECTORS MAY EXTEND TIME

45. The Board of Directors may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such times as to all or any of the members, who from residence at a distance or other cause, the Board of Directors may deem fairly entitled to such extension save as a matter of grace and favour.

CALL TO CARRY INTEREST AFTER DUE DATE

46. If any member fails to pay a call due from him on the day appointed for payment thereof or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board of Directors, but nothing in this Article shall render it compulsory upon the Board of Directors to demand or recover any interest from any such member.

PROOF ON TRIAL IN SUIT FOR MONEY DUE ON SHARES

47. Subject to the provisions of the Act and these Articles, on the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered, appears, entered on the register of members as the holder at or subsequent to the date at which the money sought to be recovered is alleged to have become due, of the shares in respect of which such money is sought to be received, that the resolution making the call is duly recorded in the minute book and that notice of such call was duly given to the member or his representatives sued in pursuance of these presents and it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

PAYMENT IN ANTICIPATION OF CALL MAY CARRY INTEREST

48. The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the shares held by



him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding 12% unless the company in general meeting shall otherwise direct, as the member paying such sum in advance and the Directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced. The members shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable. The provisions of these Articles shall mutatis mutandis apply to the calls on debenture of the Company.

FORFEITURE, SURRENDER AND LIEN
IF CALL OR INSTALLMENT NOT PAID, NOTICE MAY BE GIVEN

49. If any member fails to pay any call or installment of a call in respect of any shares on or before the day appointed for the payment of the same, the Board may at any time hereafter during such time as the call or installment remains unpaid, serve a notice on such member or on the person (if any) entitled to the share by transmission requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.

FORM OF NOTICE

50. The notice shall name a day (not being earlier than the expiry of fourteen days from the date of service of the notice) and a place or places on and at which such money, including the call or installment and such interest and expenses as aforesaid is to be paid. The notice shall also state that in the event of non-payment on or before the time and at the place appointed, the shares in respect of which the calls was made or installment was payable, will be liable to be forfeited.

IN DEFAULT TO PAYMENT SHARES TO BE FORFEITED

51. 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 all the calls or installments and interest and expenses due in respect thereof are paid, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends and bonus declared in respect of the forfeited shares and not actually paid before forfeiture but provided that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.

NOTICE OF FORFEITURE

52. When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members provided however that the failure to give the notice of the shares having been forfeited will not in any way invalidate the forfeiture.

FORFEITED SHARES TO BECOME PROPERTY OF THE COMPANY

53. Any shares so forfeited shall be deemed to be the property of the Company and the Board may sell, re-allot otherwise dispose off the same in such manner as it thinks fit.

POWER TO ANNUL FORFEITURE

54. The Board may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed off, annul the forfeiture thereof as a matter of grace and favour but not as of right upon such terms and conditions as it may think fit.



ARREARS TO BE PAID NOTWITHSTANDING FORFEITURE

55. Any member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment at such rate not exceeding fifteen per cent per annum as the Board may determine and the Board may enforce the payment of such moneys or any part thereof if it thinks fit, but shall not be under any obligation so to do.

EFFECT OF FORFEITURE

56. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company, in respect of the share and all other rights, incidental to the share except only such of those rights as are by these Articles expressly saved.

PROCEEDS HOW TO BE APPLIED

57. The net proceeds of any such sale shall be applied in or towards satisfaction of the said debts, liabilities or engagements and the residue (if any) paid to such member, his heirs, executors, administrators or assigns.

DECLARATION OF FORFEITURE

58. (a) A duly verified declaration in writing that the declarant is a Director, the Managing Director of the Manager of the Secretary of the Company, and that share in the Company has been duly forfeited in accordance with these Articles, on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.
- (b) The Company may receive the consideration, if any, given for the Share on any sale, re-allotment or other disposal thereof any may execute a transfer of the Share in favour of the person to whom the Share is sold or disposed off.
- (c) The person to whom such Share is sold, re-allotted or disposed of shall thereupon be registered as the holder of the Share.
- (d) Any such purchaser or allottee shall not (unless by express agreement) be liable to pay calls, amounts, installments, interests and expenses owing to the Company prior to such purchase or allotment nor shall be entitled (unless by express agreement) to any of the dividends, interests or bonuses accrued or which might have accrued upon the Share before the time of completing such purchase or before such allotment.
- (e) Such purchaser or allottee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the Share be effected by the irregularity or invalidity in the proceedings in reference to the forfeiture, sale re-allotment or other disposal of the Shares.
59. The declaration as mentioned in Article 59 (a) of these Articles shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the Share.

TITLE OF PURCHASER AND ALLOTTEE OF FORFEITED SHARES

60. The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed off and the person to whom such share is sold, re-allotted or disposed off may be registered as the holder of the share. Any such purchaser or allottee shall not (unless by express agreement to the contrary) be liable to pay any calls, amounts, installments, interest and expenses owing to the Company prior to such purchase or allotment, nor shall he be entitled (unless by express agreement to contrary) to any of the dividends, interest or bonuses accrued or which might have accrued upon the share before the time of completing such purchase or before such allotment. Such purchaser or allottee 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 with reference to the forfeiture, sale, re-allotment or disposal of the share.



PARTIAL PAYMENT NOT TO PRECLUDE FORFEITURE

61. 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 Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.

THE PROVISIONS OF THESE ARTICLES AS TO FORFEITURE TO APPLY IN CASE OF NON-PAYMENT OF ANY SUM

62. The provisions of these Articles as to forfeiture shall apply to 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 Shares or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

BOARD MAY ACCEPT SURRENDER OF SHARES

63. The Board may at any time, subject to the provisions of the Act, accept the surrender of any share from or by any member desirous of surrendering the same on such terms as the Board may think fit.

COMPANY'S LIEN ON SHARE/DEBENTURES

64. The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. The registration of a transfer of shares/debentures shall not operate as a waiver of the Company's lien if any, on such shares/debentures unless otherwise agreed by the Board. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this Article.

ENFORCING LIEN BY SALE

65. For the purpose of enforcing such lien, the Board may sell the shares subject thereto in such manner as it thinks fit but no sale shall be made until such time fixed as aforesaid shall have arrived and until notice in writing of the intention to sell, shall have been served on such member his heirs, executors, administrators or other legal representatives as the case may be and default shall have been made by him or them in payment, fulfillment or discharged of such debts, liabilities or engagements for fourteen days after the date of such notice.

APPLICATION OF PROCEEDS OF SALE

66. The net proceeds of any such sale shall be received by the Company and applied in or towards satisfaction of the said debts, liabilities or engagements and the residue, if any, shall be paid to such member, his heirs, executors, administrators or other legal representatives, as the case may be.

VALIDITY OF SALE IN EXERCISE OF LIEN AND AFTER FORFEITURE

67. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Board of Directors may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the Register of members in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.



BOARD OF DIRECTORS MAY ISSUE NEW CERTIFICATES

68. Where the shares under the powers in that behalf herein contained are sold by the Board of Directors after forfeiture or for enforcing a lien, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall voluntarily or on demand by the Company, have been previously surrendered to the Company by the defaulting member) stand cancelled and become null and void and of no effect and the Board of Directors may issue a new certificate or certificates for such shares distinguishing it or them in such manner as it may think fit from the certificate or certificates previously issued in respect of the said shares.

SUM PAYABLE ON ALLOTMENT TO BE DEEMED A CALL

69. For the purpose of the provisions of these Articles relating to forfeiture of Shares, the sum payable upon allotment in respect of a share shall be deemed to be a call payable upon such Share on the day of allotment.

TRANSFER AND TRANSMISSION OF SHARES

REGISTER OF TRANSFER

70. The Company shall keep a book to be called the Register of Transfer and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.

EXECUTION OF TRANSFER

71. Subject to the Provisions of the Act and these Articles, the transfer of shares in or debentures of the Company shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the certificate if in existence or along with the letter of allotment of the shares or debentures. The transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the register in respect thereof. Shares of different classes shall not be included in the same instrument of transfer.

INSTRUMENT OF TRANSFER

72. Every such instrument of transfer shall be signed both by the Transferor and transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of members in respect thereof.

FORM OF TRANSFER

73. The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and registration thereof.

NO TRANSFER TO A PERSON OF UNSOUND MIND, ETC.

74. No transfer shall be made to a minor or a person of unsound mind.

TRANSFER OF SHARES

75. (i) An application for the registration of a transfer of shares may be made either by the transferor or by the transferee.
(ii) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.
(iii) For the purpose of clause (ii) hereof notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address given in the instruments of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.



DIRECTORS MAY REFUSE TO REGISTER TRANSFER

76. Subject to the Provisions of Section 58 and 59, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of, or the transmission by operation of law of the right to, any Shares or interest of a Member in or Debentures of the Company. The Company shall within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be giving reasons for such refusal. Provided that the registration of a transfer shall not be refused person or persons indebted to the Company on any account whatsoever except where the Company has a lien on Shares. If the Company refuses to register the transfer of any share or transmission of right therein, the Company shall within one month from the date on which instrument of transfer or the intimation of transmission, as the case may be, was delivered to the Company, sends notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be. Nothing in these Articles shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares of the Company has been transmitted by operation of law.

NO FEE ON TRANSFER OR TRANSMISSION

77. No fee shall be charged for registration of transfer, transmission, Probate, Succession, Certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document.

TRANSFER TO BE LEFT AT OFFICE AS EVIDENCE OF TITLE GIVEN

78. Every instruments of transfer duly executed and stamped shall be left at the office for registration accompanied by the certificate of the shares to be transferred and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

WHEN TRANSFER TO BE RETAINED

79. All instruments of transfer which are registered shall be retained by the Company but any instrument of transfer which the Board declines to register shall, on demand, be returned to the person depositing the same. The Board may cause to be destroyed all transfer deeds lying with the Company after such period not being less than eight years as it may determine.

DEATH OF ONE OR MORE JOINT HOLDERS OF SHARES

80. In the case of death of any one or more of the persons named in Register of Members as joint shareholders of any share, the survivors shall be the only persons recognized by the Company as having any title to or interest in such shares, but nothing herein contained shall be taken to release the estate of a joint shareholder from any liability to the Company on shares held by him jointly with any other person.

TITLE TO SHARES OF DECEASED HOLDER

81. Subject to Article 81 the heir, executor or administrator of a deceased shareholder shall be the only person recognized by the Company as having any title to his shares and the Company shall not be bound to recognize such heir, executor or administrator unless such heir, executor or administrator shall have first obtained probate, letters of administration or succession certificate.

REGISTRATION OF PERSONS ENTITLED TO SHARE OTHERWISE THAN BY TRANSFER

82. Subject to the provisions of Article 90 any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these present, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that sustains the character in respect of which he proposes to act under this Article or of such titles as the Directors shall think sufficient, either be registered himself as a member in



respect of such shares or elect to have some person nominated by him and approved by the Directors registered as a member in respect of such shares. Provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favor of his nominee on instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be free from any liability in respect of such shares.

A transfer of the share or other interest in the Company of a deceased member thereof made by his legal representative shall although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer

CLAIMANT TO BE ENTITLED TO SAME ADVANTAGE

83. The person entitled to a share by reason of the death lunacy, bankruptcy or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled as if he were registered holder of the shares 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 the meeting of the Company provided that the Board may at any time give notice requiring any such persons to elect either to be registered himself or to transfer shares and if the notice is not complied within sixty days the Board shall thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the share until the requirements of the notice have been compelled with.

TRANSMISSION OF SHARE

84. Subject to the provisions of the Act and these Articles, any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may with the consent of the Board (which it shall not be under any obligation to give) upon producing such evidence as the Board think sufficient, either be registered himself as the holder of the share or elect to have some person nominated by him and approved by the Board registered as such holder, provided nevertheless that if such person shall elect to have his nominee registered, he shall testify the election by executing to his nominee an instrument of transfer of the share in accordance with the provisions herein contained and until he does so he shall not be freed from any liability in respect of the share.

BOARD MAY REFUSE TO TRANSMIT

85. The Board shall have the same right to refuse on legal grounds to register a person entitled by transmission to any share or his nominee, as if he were the transferee named in any ordinary transfer presented for registration.

BOARD MAY REQUIRE EVIDENCE OF TRANSMISSION

86. Every transmission of share shall be verified in such manner as the Board may require and if the Board so desires, be accompanied by such evidence as may be thought necessary and the Company may refuse to register any such transmission until the same be verified on requisite evidence produced or until or unless an indemnity be given to the Company with regard to such registration which the Board at its absolute discretion shall consider sufficient, provided nevertheless, that there shall not be any obligation on the Company or the Board to accept any indemnity.

TRANSFER BY LEGAL REPRESENTATION

87. A transfer of a share in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of instrument of transfer.

CERTIFICATE OF TRANSFER

88. The Certification by the Company of any instrument of transfer of shares in or debentures of the Company, shall be taken as a representation by the Company to any person acting on the faith of the certification that



there have been produced to the Company such documents as on the face of them show a prime facie title to the shares or debentures in the transferor named in the instrument of transfer, but not as a representation that the transferor has any title to the shares or debentures

THE COMPANY NOT LIABLE FOR DISREGARD OF A NOTICE PROHIBITING REGISTRATION OF TRANSFER

89. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer or transmission of shares made or purporting to be made by any apparent legal owner thereof as shown or appearing in the Register of Members to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer any may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some books of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

NOMINATION

90. (i) Every shareholder or debenture holder of the Company, may at any time, nominate a person to whom his shares or debentures shall vest in the event of his death in such manner as may be determined by central government under the Act.
- (ii) Where the shares or debentures of the Company are held by more than one person jointly, joint holders may together nominate a person to whom all the rights in the shares or debentures, as the case may be shall vest in the event of death of all the joint holders in such manner as may be determined by central government under the act.
- (iii) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, where a nomination made in the manner aforesaid purports to confer on any person the right to vest the shares or debentures, the nominee shall, on the death of the shareholders or debenture holder or, as the case may be on the death of the joint holders become entitled to all the rights in such shares or debentures or, as the case may be, all the joint holders, in relation to such shares or debentures, to the exclusion of all other persons, unless the nomination is varied or cancelled in the manner as may be determined by central government under the Act.
- (iv) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint any person to become entitled to shares in, or debentures of, the Company in the manner prescribed under the Act, in the event of his death, during the minority.

“Option of Nominee”

91. (i) A nominee upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-(a) to register himself as holder of the share or debenture, as the case may be; (b) or to make such transfer of the shares and/or debentures, as the deceased shareholder or debenture holder, as the case may be, could have made.

If the nominee elects to be registered as holder of the shares or debentures, himself, as the case may be, he shall deliver or send to the Company, notice in writing signed by him stating that he so elects and such notice shall be accompanied with death certificate of the deceased shareholder or debenture holder, as the case may be

- (ii) A nominee shall be entitled to the share dividend/interest and other advantages to which he would be entitled if he were the registered holder of the shares or debentures, provided that he shall not, before being registered as a member, be entitled to exercise any right conferred by membership in relation to the meeting of the Company.



Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares or debentures, and if the notice is not complied within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the shares or debentures, until the requirements of the notice have been complied with.

TRUST NOT RECOGNISED

92. Save as herein otherwise provided, the Company shall be entitled to treat the person whose names appears on the Register of Members/Debentures as the holder of any Shares/Debentures in the records of the Company and/or in the records of the Depository as the absolute owner thereof and accordingly shall not (except as may be ordered by a Court of competent jurisdiction or as may be required by law) be bound to recognize any benami trust or equitable, contingent, future or other claim or interest or partial interest in any such shares/debentures on the part of any other person or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto on the part of any other person whether or not it shall have express or implied notice thereof, but the Board shall be at liberty and at its sole discretion decided to register any share/debenture in the joint names of any two or more persons or the survivor or survivors of them.

TRANSFER OF SECURITIES

93. Nothing contained in Section 56(1) of the Act or these Articles shall apply to a transfer of securities affected by a transferor and transferee both of whom are entered as beneficial owners in the records of depository.

NOTICE OF APPLICATION WHEN TO BE GIVEN

94. Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.

REFUSAL TO REGISTER NOMINEE

95. Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse to register a person entitled by transmission to any Share of his nominee as if he were the transferee named in an ordinary transfer presented for registration.

PERSON ENTITLED MAY RECEIVE DIVIDEND WITHOUT BEING REGISTERED AS A MEMBER

96. A person entitled to a Share by transmission shall subject to the right of the Directors to retain dividends or money as is herein provided, be entitled to receive and may give a discharge for any dividends or other moneys payable in respect of the Share.

BOARD MAY REFUSE TRANSFER TO MORE THAN THREE PERSONS

97. Subject to the provisions of the Act, the Board may refuse to transfer a share or shares in the joint names of more than three persons.

JOINT HOLDERS

98. If any share stands in the name of two or more persons, the person first named in the Register of Members shall, as regards receipt of dividends or bonus or service of notice and/or any other matter connected with the Company, except voting at meeting and the transfer of the share, be deemed the sole holder thereof, but the joint holders of a share be severally as well as jointly, liable for the payment of all installments and calls due in respect of such share and for all incidents thereof subject to the following and other provisions contained in these articles;

JOINT AND SEVERAL LIABILITIES FOR ALL PAYMENTS IN RESPECT OF SHARES

- (a) The joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.



TITLE OF SURVIVORS

- (b) On the death of any such joint holder, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

EFFECTUAL RECEIPTS

- (c) Any one of several persons who is registered as joint holder of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such share.

DELIVERY OF CERTIFICATE AND GIVING OF NOTICE TO FIRST NAMED HOLDER

- (d) Only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificates relating to such share or to receive documents (which expression shall be deemed to include all documents referred to in Article 29 from the Company and document served on or sent to such person shall be deemed service on all the joint holders).

VOTES OF JOINT HOLDERS

- (e) Any one or two or more joint holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney than that one or such persons so present whose name stands first or higher (as the case may be) on the Register of Members in respect of such shares shall alone be entitled to vote in respect thereof but the others of the joint holders shall be entitled to be present at the meeting; provided always that a joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by attorney or by proxy although the name of such joint holder present by an attorney or by proxy although the name of such joint holder present by an attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares. Several executors or administrators of a deceased members in whose (deceased member's) sole name any shares stand shall for the purpose of this Article, be deemed joint holders.

CONVERSION OF SHARES INTO STOCK

SHARES MAY BE CONVERTED INTO STOCK

99. The Board may, pursuant to section 61 with the sanction of a General Meeting, convert any paid up share into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth, transfer their respective interests therein or any part of such interest in the same manner as and subject to the same regulations, under which fully paid up share in the capital of the Company may be transferred or as near thereto as circumstances will admit, but the Board may, from time to time if it thinks fit, fix the minimum amount of stock transferable and direct that fractions of a rupee shall not be dealt with, power nevertheless at their discretion to waive such rules in any particular case.

RIGHTS OF STOCK-HOLDERS

100. The stock shall confer on the holders thereof respectively the same rights, privileges and advantages as regards participation in the profits and voting at meetings of the Company and for other purposes as would have been conferred by shares of equal amount in the capital of the Company of the same class as the shares from which such stock was converted, but so that none of such privileges or advantages except participation in the profits of the Company or in the assets of the Company on a winding up, shall be conferred by any such equivalent part of consolidated stock as would not, if existing in shares have conferred such privileges or advantages. No such conversion shall effect or prejudice any preference or other special privileges attached to the shares so converted. Save as aforesaid, all the provisions herein contained shall, so far as circumstances



will admit, apply to stock as well as to shares. The Company may at any time reconvert any such stock into fully paid up shares of any denomination.

MEETING OF MEMBERS

101. (a) Subject to Section 96 of the Act, the Company shall in each year hold, in addition to any other meetings, a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notices calling it and not more than fifteen months shall elapse between the date of the Annual General Meeting of the Company and that of the next, provided also that the Register may, for any special reason, extend the time within which any annual general meeting shall be held by a period not exceeding three months.
- (b) Every Annual General Meeting shall be called for at a time during business hours that is between 9 a.m. and 6 p.m. on any day that is not a national holiday and shall be held either at the Registered Office of the Company or at some other place within the city or town or village in which the Registered Office of the Company is situated.
102. The Company shall in accordance with Section 92 of the Act, within 60 days from the day on which the Annual General Meeting is held, prepare and file with the Registrar an annual return together with the copy of the financial statements, including consolidated financial statement, if any, along with all the documents which are required to be or attached to such financial statements under this act, duly adopted at the Annual General Meeting of the company. A copy of the financial statements adopted at the Annual General Meeting shall be filed within 30 days of the annual general meeting in accordance with Section 137 of the Act.

DISTINCTION BETWEEN ANNUAL GENERAL MEETING AND EXTRA-ORDINARY GENERAL MEETING

103. The General Meeting referred to in Article 102 shall be called and styled as an Annual General Meeting and all meetings other than the Annual General Meeting shall be called Extra-ordinary General Meetings.

CALLING OF EXTRA-ORDINARY GENERAL MEETING

104. (1) The Board may, whenever it deems fit, call an extraordinary general meeting of the company.
- (2) The Board shall, at the requisition made by such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting power of all the members having on the said date a right to vote, call an extraordinary general meeting of the company within the period specified in clause (4).
- (3) The requisition made under clause (2) shall set out the matters for the consideration of which the meeting is to be called and shall be signed by the requisitionists and sent to the registered office of the company.
- (4) If the Board does not, within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call a meeting for the consideration of that matter on a day not later than forty-five days from the date of receipt of such requisition, the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition.
- (5) A meeting under clause (4) by the requisitionists shall be called and held in the same manner in which the meeting is called and held by the Board.
- (6) Any reasonable expenses incurred by the requisitionists in calling a meeting under clause (4) shall be reimbursed to the requisitionists by the company and the sums so paid shall be deducted from any fee or other remuneration under section 197 payable to such of the directors who were in default in calling the meeting.

LENGTH OF NOTICE FOR CALLING MEETING

105. (1) A general meeting of the company may be called by giving not less than clear twenty-one days' notice either in writing or through electronic mode in such manner as may be determined by central government: Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent. of the members entitled to vote at such meeting.
- (2) Every notice of a meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.
- (3) The notice of every meeting of the company shall be given to –



- (a) every member of the company, legal representative of any deceased member or the assignee of an insolvent member;
 - (b) the auditor or auditors of the company; and
 - (c) every director of the company.
- (4) Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

EXPLANATORY STATEMENT TO BE ANNEXED TO NOTICE / SPECIAL BUSINESS

106. (1) Pursuant to section 102 a statement setting out the following material facts concerning each item of special business to be transacted at a general meeting, shall be annexed to the notice calling such meeting, namely: -
- (a) the nature of concern or interest, financial or otherwise, if any, in respect of each items of—
 - (i) every director and the manager, if any;
 - (ii) every other key managerial personnel; and
 - (iii) relatives of the persons mentioned in sub-clauses (i) and (ii);
 - (b) any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.
- (2) For the purposes of clause (1),—
- (a) in the case of an annual general meeting, all business to be transacted thereat shall be deemed special, other than—
 - (i) the consideration of financial statements and the reports of the Board of Directors and auditors;
 - (ii) the declaration of any dividend;
 - (iii) the appointment of directors in place of those retiring;
 - (iv) the appointment of, and the fixing of the remuneration of, the auditors; And
 - (b) in the case of any other meeting, all business shall be deemed to be special:
- Provided that where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent. of the paid-up share capital of that company, also be set out in the statement.
- (3) Where any item of business refers to any document, which is to be considered at the meeting, the time and place where such document can be inspected shall be specified in the statement under sub-clause (1).
107. No General Meeting, Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been specifically mentioned in the notice or notices upon which it is convened.

QUORUM

108. The quorum for a General Meeting of the Company shall be as under:
- (i) five members personally present if the number of members as on the date of meeting is not more than one thousand; or
 - (ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; or
 - (iii) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand; shall be the quorum for a meeting of the company.
- (2) If the quorum is not present within half-an-hour from the time appointed for holding a meeting of the company –
- (a) the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other date and such other time and place as the Board may determine; or
 - (b) the meeting, if called by requisitionists under section 100, shall stand cancelled:
- Provided that in case of an adjourned meeting or of a change of day, time or place of meeting under clause (a), the company shall give not less than three days notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the company is situated.
- (3) If at the adjourned meeting also, a quorum is not present within half-an-hour from the time appointed for holding meeting, the members present shall be the quorum.



RESOLUTION PASSED AT ADJOURNED MEETING

109. Where a resolution is passed at an adjourned meeting of –
(a) the company; or
(b) the holders of any class of shares in the company; or
(c) the Board of Directors of the company,
the resolution shall, for all purposes, be treated as having been passed on the date on which it was in fact passed, and shall not be deemed to have been passed on any earlier date.

REGISTRATION OF RESOLUTIONS AND AGREEMENTS

110. The Company shall comply with the provisions of Section 117 of the Act relating to registration of certain resolutions and agreements.

POWER OF ADJOURN GENERAL MEETING

111. (1) The Chairman of the General Meeting at which a quorum is present, and shall if so directed by the meeting, may adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
(2) 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.
(3) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of or of the business to be transacted at any adjourned meeting.

CHAIRMAN OF GENERAL MEETING

112. The Chairman of the Board shall, if willing, preside as Chairman at every General Meeting, Annual or Extraordinary, if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or being present declined to take the Chair, the Directors present may choose one of their members to be Chairman and in default of their doing so, the members present shall choose one of the Directors to be Chairman and if no Director present be willing to take the Chair, members shall, on a show of hands elect one of their numbers to be Chairman, of the meeting, if a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Act and these Articles and the Chairman elected on a show of hands shall exercise all the powers of the Chairman under the said provisions. If some other person is elected chairman as a result of the poll, he shall be the Chairman for the rest of the meeting.

BUSINESS CONFINED TO ELECTION OF CHAIRMAN WHILE CHAIR VACANT

113. No business shall be discussed at any General Meeting except the election of a Chairman while the chair is vacant.

RESOLUTION MUST BE PROPOSED AND SECONDED

114. No resolution submitted to a meeting, unless proposed by the Chairman of the meeting shall be discussed nor put to vote until the same has been proposed by a member present and entitled to vote at such meeting and seconded by another member present and entitled to vote at such meeting.

POSTAL BALLOT

115. (1) Notwithstanding anything contained in the Act, the company –
(a) shall, in respect of such items of business as the Central Government may, by notification, declare to be transacted only by means of postal ballot; and
(b) may, in respect of any item of business, other than ordinary business and any business in respect of which directors or auditors have a right to be heard at any meeting, transact by means of postal ballot, in such



manner as may be determined by Central Government, instead of transacting such business at a general meeting.

(2) If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

DECLARATION OF CHAIRMAN TO BE CONCLUSIVE

116. A declaration by the Chairman that a resolution has or has not been carried either unanimously or by a particular majority and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution

CIRCULATION OF MEMBERS' RESOLUTION

117. (1) The company shall, on requisition in writing of such number of members, as required in section 100,—
- (a) give notice to members of any resolution which may properly be moved and is intended to be moved at a meeting; and
 - (b) circulate to members any statement with respect to the matters referred to in proposed resolution or business to be dealt with at that meeting.
- (2) The company shall not be bound under this Article to give notice of any resolution or to circulate any statement unless —
- (a) a copy of the requisition signed by the requisitionists (or two or more copies which, between them, contain the signatures of all the requisitionists) is deposited at the registered office of the company,—
 - (i) in the case of a requisition requiring notice of a resolution, not less than six weeks before the meeting;
 - (ii) in the case of any other requisition, not less than two weeks before the meeting; and
 - (b) there is deposited or tendered with the requisition, a sum reasonably sufficient to meet the company's expenses in giving effect thereto:
- Provided that if, after a copy of a requisition requiring notice of a resolution has been deposited at the registered office of the company, an annual general meeting is called on a date within six weeks after the copy has been deposited, the copy, although not deposited within the time required by this clause, shall be deemed to have been properly deposited for the purposes thereof.
- (3) The company shall not be bound to circulate any statement as required by sub clause (b) of clause (1), if on the application either of the company or of any other person who claims to be aggrieved, the Central Government, by order, declares that the rights conferred by this section are being abused to secure needless publicity for defamatory matter.
- (4) An order made under clause (3) may also direct that the cost incurred by the company by virtue of this Article shall be paid to the company by the requisitionists, notwithstanding that they are not parties to the application.

VOTES OF MEMBERS

VOTES MAY BE GIVEN BY PROXY OR ATTORNEY

118. Subject to the provisions of the Act and these Articles, votes may be given either personally or by an attorney or by proxy or in the case of a body corporate, also by a representative duly authorised under section 113 of the Act.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights
- Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

VOTES OF MEMBERS

- 119.(1) Subject to the provisions of section 43 and sub-section (2) of section 50, -



(a) every member of the company limited by shares and holding equity share capital therein, shall have a right to vote on every resolution placed before the company; and

(b) his voting right on a poll shall be in proportion to his share in the paid-up equity share capital of the company.

(2) Every member of the company limited by shares and holding any preference share capital therein shall, in respect of such capital, have a right to vote only on resolutions placed before the company which directly affect the rights attached to his preference shares and, any resolution for the winding up of the company or for the repayment or reduction of its equity or preference share capital and his voting right on a poll shall be in proportion to his share in the paid-up preference share capital of the company:

Provided that the proportion of the voting rights of equity shareholders to the voting rights of the preference shareholders shall be in the same proportion as the paid-up capital in respect of the equity shares bears to the paid-up capital in respect of the preference shares:

Provided further that where the dividend in respect of a class of preference shares has not been paid for a period of two years or more, such class of preference shareholders shall have a right to vote on all the resolutions placed before the company.

RIGHT OF MEMBER TO USE HIS VOTES DIFFERENTLY

120. On a poll being taken at meeting of the Company, a member entitled to more than one vote or his proxy or other person entitled to vote for him as the case may be need not, if he votes, use all his votes or cast in the same way all the votes he uses.

REPRESENTATION OF BODY CORPORATE

121. Pursuant to section 113 a body corporate whether the company within meaning of the Act or not may, if it is a member or creditor of the Company including being a holder of debentures, may authorize such person by a resolution of its Board of Directors, as it thinks fit, to act as its representative at any meeting of members and creditors of the Company.

REPRESENTATION OF THE PRESIDENT OF INDIA OR GOVERNORS

122. The President of India or the Governor of State if he is a member of the Company may appoint such person as he thinks fit to act, as his representative at any meeting of the Company or at any meeting of any class of members of the Company in accordance with provisions of Section 112 of the Act or any other statutory provision governing the same.

A person appointed to act as aforesaid shall for the purposes of the Act be deemed to be a member of such the company and shall be entitled to exercise the same rights and powers (including the right to vote by proxy) as the Governor could exercise, as member of the Company.

RESTRICTION ON EXERCISE OF VOTING RIGHT BY MEMBERS WHO HAVE NOT PAID CALLS

123. No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised its right of lien.

RESTRICTION ON EXERCISE OF VOTING RIGHT IN OTHER CASES TO BE VOID

124. A member is not prohibited from exercising his voting right 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 Article 124.

HOW MEMBER NON-COMPOS MENTIS MAY VOTE

125. If any member be a lunatic or non-compos mentis, the vote in respect of his share or shares shall be his committee or other legal guardian provided that such evidence of the authority of the person claimed to vote



as shall be acceptable by the Board shall have been deposited at the office of the Company not less than forty eight hours before the time of holding a meeting.

INSTRUMENT OF PROXY

126. The instrument appointing a proxy shall be in writing and signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate be under its seal or be signed by an office or attorney duly authorized by it.

INSTRUMENT OF PROXY TO BE DEPOSITED AT OFFICE

127. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority shall be deposited at the registered office of the Company not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. No instrument of proxy shall be valid after the expiration of twelve months from the date of its execution.

WHEN VOTE BY PROXY VALID THOUGH AUTHORITY REVOKED

128. 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 share in respect of which the vote 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 adjournment meeting at which the proxy is used.

FORM OF PROXY

129. Every instrument of proxy, whether for specified meeting or otherwise shall, as nearly as circumstances will admit, be in the form Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

TIME FOR OBJECTION TO VOTE

130. No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be so tendered and every vote whether given personally or by proxy and not disallowed at such meeting or poll shall be deemed valid for all purposes of such meeting or poll whatsoever.

CHAIRMAN OF ANY MEETING TO BE THE JUDGE OF VALIDITY OF ANY VOTE

131. The Chairman of any meeting shall be sole judge of the validity of every vote tendered at such meeting. The Chairman present at the time of taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

MEMBER PAYING MONEY IN ADVANCE NOT BE ENTITLED TO VOTE IN RESPECT THEREOF

132. A Member paying the whole or a part of the amount remaining unpaid on any Share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of moneys so paid by him until the same would but for such payment become presently payable.

DIRECTORS

133. 1) Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors shall not be less than three nor more than fifteen.

2) The following shall become be the first directors of the company:



1. PANKAJ AGRAWAL 2. BAIDYANATH KUMAR

INCREASE IN NUMBER OF DIRECTORS TO REQUIRE GOVERNMENT SANCTION

125. The appointment of the Directors exceeding 15 (fifteen) will be subject to the provisions of Section 149 of the Act.

POWER OF DIRECTORS TO APPOINT ADDITIONAL DIRECTORS

134. The Board of Directors shall have the power to appoint any person, other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

ALTERNATE DIRECTORS

135. The Board of Directors shall have the power to appoint a person, not being a person holding any alternate directorship for any other director in the company, to act as an alternate director for a director during his absence for a period of not less than three months from India:
Provided that 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 this Act:
Provided further that an alternate director shall not hold office for a period longer than that permissible to the director in whose place he has been appointed and shall vacate the office if and when the director in whose place he has been appointed returns to India:
Provided also that if the term of office of the original director is determined before he so returns to India, any provision for the automatic re-appointment of retiring directors in default of another appointment shall apply to the original, and not to the alternate director.

NOMINEE DIRECTORS

136. The Board shall have the power to appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its shareholding in a Government company.
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, in default of and subject to any regulations in the articles of the company, be filled by the Board of Directors at a meeting of the Board:
Provided that any person so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated.
137. A Director need not hold any qualification shares.

REMUNERATION OF DIRECTORS

138. (1) Subject to the provisions of the Act, a Managing Director or any other Director, who is in the Whole time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.
- (2) Subject to the provisions of the Act, a Director who is neither in the Whole-time employment not a Managing Director may be paid remuneration.
- (i) by way of monthly, quarterly or annual payment with the approval of the Central Government: or
- (ii) by way of commission if the Company by a special resolution authorises such payments.
- (3) The fees payable to Director (including a Managing or whole-time Director, if any) for attending a meeting of the Board or Committee shall be decided by the Board of Directors from time to time, however the amount thereof shall not exceed limit provided in the Companies Act, 2013 and rules, if any, framed there under.



(4) if any Director be called upon to perform extra services or special exertion or efforts (which expression shall include work done by a Director as member of any committee formed by the Directors), the Board may arrange with such Directors for such special remuneration for such extra services or special exertions or either by a fixed sum or otherwise as may be determined by the Board and such remuneration may be either in addition to or in substitution for his remuneration above provided subject to the provision of Section 197(4) of the Act.

INCREASE IN REMUNERATION OF DIRECTORS TO REQUIRE GOVERNMENT SANCTION

139. Any provision relating to the remuneration of any Director including the Managing Director or Joint Managing Director or whole time Director or executive Director whether contained in his original appointment or which purports to increase or has the effect of increasing whether directly or indirectly the amount of such remuneration and whether that provisions are contained in the articles or in any agreement entered into by the Board of Directors shall be subject to the provisions of Section 196, 197 and 203 of the Act and in accordance with the conditions specified in Schedule V and to the extent to which such appointment or any provisions for remuneration thereof is not in accordance with the Schedule V, the same shall not have any effect unless approved by the Central Government and shall be effective for such period and be subject to such conditions as may be stipulated by the Central Government and to the extent to which the same is not approved by the Central Government, the same shall become void and not enforceable against the Company.

TRAVELLING EXPENSES INCURRED BY A DIRECTOR NOT A BONAFIDE RESIDENT OR BY DIRECTOR GOING OUT ON COMPANY'S BUSINESS

140. The Board may allow and pay to any Director who is not a bonafide resident of the place where the meetings of the Board or committee thereof are ordinarily held and who shall come to a such place for the purpose of attending any meeting, such sum as the Board may consider fair compensation or for traveling, boarding, lodging and other expenses, in addition to his fee for attending such meeting as above specified and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be repaid and reimbursed any travelling or other expenses, incurred in connection with business of the Company.

DIRECTORS MAY ACT NOTWITHSTANDING ANY VACANCY

141. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as the number is reduced below the quorum fixed by the Act or by these Articles 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 for summoning a General Meeting of the Company but for no other purpose.

DISCLOSURE OF INTEREST OF DIRECTORS

142. (1) Every director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the disclosures already made, then at the first Board meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in such manner as may be determined by central government.
- (2) Every director of the company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be entered into—
- (a) with a body corporate in which such director or such director in association with any other director, holds more than two per cent. shareholding of that body corporate, or is a promoter, manager, Chief Executive Officer of that body corporate; or
- (b) with a firm or other entity in which, such director is a partner, owner or member, as the case may be, shall disclose the nature of his concern or interest at the meeting of the Board in which the contract or arrangement is discussed and shall not participate in such meeting:
- Provided that where any director who is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into,



disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Board held after he becomes so concerned or interested.

(3) A contract or arrangement entered into by the company without disclosure under clause (2) or with participation by a director who is concerned or interested in any way, directly or indirectly, in the contract or arrangement, shall be voidable at the option of the company.

(4) Nothing in this Article-

(a) shall be taken to prejudice the operation of any rule of law restricting a director of the company from having any concern or interest in any contract or arrangement with the company;

(b) shall apply to any contract or arrangement entered into or to be entered into between two companies where any of the directors of the one company or two or more of them together holds or hold not more than two per cent. of the paid-up share capital in the other company.

INTERESTED DIRECTOR NOT TO PARTICIPATE OR VOTE ON BOARD'S PROCEEDINGS

143. No Director of the Company shall, as Director, take any part in the discussion of or vote on any contract or arrangement entered into or to be entered into by or on behalf of the Company if he is in any way whether directly or indirectly, concerned or interested in the contract or arrangement, nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote his vote shall be void, provided however that Directors may vote on any contract of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the Company.

BOARD'S SANCTION TO BE REQUIRED FOR CERTAIN CONTRACTS IN WHICH PARTICULAR DIRECTOR IS INTERESTED

144. (1) Except with the consent of the Board of Directors of the Company and of the Shareholders where applicable, the Company, shall not enter into any contract with a Related Party in contravention of Section 188 of the Act and the Rules made thereunder-
- (i) for the sale, purchase or supply of any goods, materials or services; or
 - (ii) selling or otherwise disposing of, or buying, property of any kind;
 - (iii) leasing of property of any kind;
 - (iv) availing or rendering of any services;
 - (v) appointment of any agent for purchase or sale of goods, materials, services or property;
 - (vi) such Related Party's appointment to any office or place of profit in the Company, its subsidiary company or associate company;
 - (vii) underwriting the subscription of any securities or derivatives thereof, of the Company:
- (2) Nothing contained in clause (1) shall affect any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis.
- (3) Notwithstanding anything contained in clauses (1) and (2) a Related Party may, in circumstances of urgent necessity enter, without obtaining the consent of the Board, into any contract with the Company; but in such a case the consent of the Board shall be obtained at a meeting within three months of the date of which the contract was entered into or such other period as may be prescribed under the Act.
- (4) Every consent of the Board required under this Article shall be accorded by a resolution of the Board and the consent required under Clause (1) shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the date on which it was entered into or such other period as may be prescribed under the Act.
- (5) If the consent is not accorded to any contract under this Article anything done in pursuance of the contract will be voidable at the option of the Board.

SPECIAL DIRECTOR

145. In connection with any collaboration arrangement with any company or corporation or any firm or person for supply of technical know-how and/or machinery or technical advice the directors may authorize such company, corporation, firm or person herein-after in this clause referred to as "collaborator" to appoint from time to time any person as director of the company (hereinafter referred to as "special director") and may



agree that such special director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for office of such director, so however that such special director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such collaborator under the collaboration arrangements or at any time thereafter.

The collaborators may at any time and from time to time remove any such special director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as special director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office.

It is clarified that every collaborator entitled to appoint a director under this article may appoint one such person as a director and so that if more than one collaborator is so entitled there may be at any time as many special directors as the collaborators eligible to make the appointment.

DIRECTORS' SITTING FEES

146. The fees payable to a Director for attending each Board meeting shall be such Sum as may be fixed by the Board of Directors not exceeding such as may be determined by the Central Government for each of the meetings of the Board or a committee thereof and adjournments thereto attended by him. The directors, Subject to the sanction of the Central Government (if any required) may be paid such higher fees as the Company in General Meeting shall from time to time determine.

DIRECTORS AND MANAGING DIRECTOR MAY CONTRACT WITH COMPANY

147. Subject to the provisions of the Act the Directors (including a Managing Director And whole time Director) shall not be disqualified by reason of his or their office as such from holding office under the Company or from contracting with the Company either as vendor, purchaser, lender, agent, broker, lessor or lessee or otherwise, nor shall any such contract or any contracts or arrangement entered into by or on behalf of the Company with any Director or with any company or Partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting be liable to account to the Company for any profit realized by such contract or arrangement by reason only of such director holding that office or of the fiduciary relation thereby established, but it is declared that the nature of his interest shall be disclosed as Provided by Section 188 of the Act and in this respect all the provisions of Section 179, 180, 184, 185, 186, 188, 189 and 196 of the Act shall be duly observed and complied with.

DISQUALIFICATION OF THE DIRECTOR

148. (1) A person shall not be eligible for appointment as a director of the company, if -
- (a) he is of unsound mind and stands so declared by a competent court;
 - (b) he is an undischarged insolvent;
 - (c) he has applied to be adjudicated as an insolvent and his application is pending;
 - (d) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence:
Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;
 - (e) an order disqualifying him for appointment as a director has been passed by a court or Tribunal and the order is in force;
 - (f) he has not paid any calls in respect of any shares of the company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;
 - (g) he has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or
 - (h) he has not complied with sub-section (3) of section 152.
- (2) No person who is or has been a director of the company which -
- (a) has not filed financial statements or annual returns for any continuous period of three financial years; or



(b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more, shall be eligible to be re-appointed as a director of that company or appointed in other company for a period of five years from the date on which the said company fails to do so.

DIRECTORS VACATING OFFICE

149. The office of a Director shall be vacated if :

- (i) he is found to be of unsound mind by a Court of competent jurisdiction;
- (ii) he applied to be adjudicated an insolvent;
- (iii) he is adjudicated an insolvent;
- (iv) he is convicted by a Court, of any offence involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the expiry of the sentence; Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company;
- (v) he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call unless the Central Government by Notification in the Official Gazette removes the disqualification incurred by such failure;
- (vi) he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;
- (vii) he is removed in pursuance of Section 169 of Act;
- (viii) having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;
- (ix) he acts in contravention of the provisions of Section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;
- (x) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184.

DIRECTOR MAY BE DIRECTOR OF COMPANIES PROMOTED BY THE COMPANY

150. Subject to provisions of Section 203 of the Act, a Director may be or become a director of any company promoted by the Company, or in which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefit received as director or Shareholder of such company except in so far Section 197 or Section 188 of the Act may be applicable.

RETIREMENT AND ROTATION OF DIRECTORS

RETIREMENT OF DIRECTORS BY ROTATION

151. (1) (a) At every Annual General Meeting, not less than two-thirds of the total number of directors of the company shall -
- (i) be persons whose period of office is liable to determination by retirement of directors by rotation; and
 - (ii) save as otherwise expressly provided in this Act, be appointed by the company in general meeting.
- (b) The remaining directors in the case our company shall, in default of and subject to any regulations in the articles of the company, also be appointed by the company in general meeting.
- (c) At the first annual general meeting of our company held next after the date of the general meeting at which the first directors are appointed in accordance with clauses (a) and (b) and at every subsequent annual general meeting, one-third of such of the directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest to one-third, shall retire from office.
- (d) The directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.
- (e) At the annual general meeting at which a director retires as aforesaid, the company may fill up the vacancy by appointing the retiring director or some other person thereto.



(2) (a) If the vacancy of the retiring director is not so filled-up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place.

(b) If at the adjourned meeting also, the vacancy of the retiring director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring director shall be deemed to have been re-appointed at the adjourned meeting, unless -

(i) at that meeting or at the previous meeting a resolution for the re-appointment of such director has been put to the meeting and lost;

(ii) the retiring director has, by a notice in writing addressed to the company or its Board of directors, expressed his unwillingness to be so re-appointed;

(iii) he is not qualified or is disqualified for appointment;

(iv) a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of this Act; or

(v) section 162 is applicable to the case.

APPOINTMENT OF DIRECTOR TO BE VOTE INDIVIDUALLY

152. (1) At a general meeting of the company, a motion for the appointment of two or more persons as directors of the company by a single resolution shall not be moved unless a proposal to move such a motion has first been agreed to at the meeting without any vote being cast against it.

(2) A resolution moved in contravention of clause (1) shall be void, whether or not any objection was taken when it was moved.

(3) A motion for approving a person for appointment, or for nominating a person for appointment as a director, shall be treated as a motion for his appointment.

153. (1) A person who is not a retiring director in terms of section 152 shall, subject to the provisions of this Act, be eligible for appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, not less than fourteen days before the meeting, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director or, as the case may be, the intention of such member to propose him as a candidate for that office, along with the deposit of one lakh rupees or such higher amount as may be determined by central government which shall be refunded to such person or, as the case may be, to the member, if the person proposed gets elected as a director or gets more than twenty-five per cent. of total valid votes cast either on show of hands or on poll on such resolution.

(2) The company shall inform its members of the candidature of a person for the office of director under clause (1) in such manner as may be determined by central government.

RESIGNATION OF DIRECTOR

154. (1) A director may resign from his office by giving a notice in writing to the company and the Board shall on receipt of such notice take note of the same and the company shall intimate the Registrar in such manner, within such time and in such form as may be determined by central government and shall also place the fact of such resignation in the report of directors laid in the immediately following general meeting by the company:

Provided that a director shall also forward a copy of his resignation along with detailed reasons for the resignation to the Registrar within thirty days of resignation in such manner as may be determined by central government.

(2) The resignation of a director shall take effect from the date on which the notice is received by the company or the date, if any, specified by the director in the notice, whichever is later:

Provided that the director who has resigned shall be liable even after his resignation for the offences which occurred during his tenure.

(3) Where all the directors of the company resign from their offices, or vacate their offices under Section 167 of the Act, the promoter or, in his absence, the Central Government shall appoint the required number of directors who shall hold office till the directors are appointed by the company in general meeting.

REGISTER OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND NOTIFICATION OF CHANGES TO REGISTRAR



155. The Company shall keep at its registered office, a Register of Director, Managing Director, Manager and Secretary and key managerial personnel of the Company containing the particulars as required by Section 170 of the Act and shall send to the Registrar a return in the prescribed form containing the particulars specified in the said register and shall notify to the Registrar any change among its Directors, Managing Directors, Manager, Secretary and key managerial personnel or any of the particulars contained in the register as required by Section 170 of the Act.

REMOVAL OF DIRECTORS

REMOVAL OF DIRECTORS

156. (1) The company may, by ordinary resolution, remove a director, not being a director appointed by the Tribunal under Section 242 of the Act or Section 397, 398, 401, 402, 403 and 404 of the Companies Act, 1956 as may be applicable at the time of application, before the expiry of the period of his office after giving him a reasonable opportunity of being heard:

Provided that nothing contained in this clause shall apply where the company has availed itself of the option given to it under section 163 to appoint not less than two thirds of the total number of directors according to the principle of proportional representation.

(2) A special notice shall be required of any resolution, to remove a director under this section, or to appoint somebody in place of a director so removed, at the meeting at which he is removed.

(3) On receipt of notice of a resolution to remove a director under this section, the company shall forthwith send a copy thereof to the director concerned, and the director, whether or not he is a member of the company, shall be entitled to be heard on the resolution at the meeting.

(4) Where notice has been given of a resolution to remove a director under this Article and the director concerned makes with respect thereto representation in writing to the company and requests its notification to members of the company, the company shall, if the time permits it to do so —

(a) in any notice of the resolution given to members of the company, state the fact of the representation having been made; and

(b) send a copy of the representation to every member of the company to whom notice of the meeting is sent (whether before or after receipt of the representation by the company),

and if a copy of the representation is not sent as aforesaid due to insufficient time or for the company's default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:

Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this clause are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the company's costs on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.

(5) A vacancy created by the removal of a director under this section may, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given under clause (2).

(6) A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.

(7) If the vacancy is not filled under clause (5), it may be filled as a casual vacancy in accordance with the provisions of this Act:

Provided that the director who was removed from office shall not be re-appointed as a director by the Board of Directors.

(8) Nothing in this Article shall be taken -

(a) as depriving a person removed under this Article of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or

(b) as derogating from any power to remove a director under other provisions of this Act.

ELIGIBILITY FOR RE-ELECTION

157. A retiring Director shall be eligible for re-election.



PROCEEDINGS OF DIRECTORS

MEETINGS OF BOARD

158. (1) A minimum number of four meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board:
Provided that the Central Government may, by notification, direct that the provisions of this clause shall not apply in relation to any class or description of companies or shall apply subject to such exceptions, modifications or conditions as may be specified in the notification.
- (2) The participation of directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be determined by central government, which are capable of recording and recognizing the participation of the directors and of recording and storing the proceedings of such meetings along with date and time:
Provided that the Central Government may, by notification, specify such matters which shall not be dealt with in a meeting through video conferencing or other audio visual means.
- (3) A meeting of the Board shall be called by giving not less than seven days' notice in writing to every director at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means:
Provided that a meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting:
Provided further that in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent director, if any.

QUORUM

159. (1) The quorum for a meeting of the Board of Directors of the company shall be one third of its total strength or two directors, whichever is higher, and the participation of the directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under this clause
- (2) 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 and for no other purpose.
- (3) Where at any time the number of interested directors exceeds or is equal to two thirds of the total strength of the Board of Directors, the number of directors who are not interested directors and present at the meeting, being not less than two, shall be the quorum during such time.
- (4) Where a meeting of the Board could not be held for want of quorum, then, unless the articles of the company otherwise provide, the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a national holiday, till the next succeeding day, which is not a national holiday, at the same time and place.

DECISION OF QUESTIONS

160. Subject to the provisions of the Act, question arising at any meeting of the Board shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting vote.

BOARD MAY APPOINT CHAIRMAN, CO-CHAIRMAN AND VICE CHAIRMAN

161. The Board may elect a Chairman, a Co-Chairman and a Vice Chairman of their Meetings and of the Company and determine the period for which he is to hold office. The Chairman or in his absence the Co-Chairman or the Vice Chairman shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary, or if there be no such Chairman or Co-Chairman or Vice Chairman of the Board of Directors, or if at any Meeting neither of these shall be present within fifteen minutes of the time appointed for holding such Meeting, the Directors present may choose one of their members to be the Chairman of the Meeting of their meetings and determine the period for which he is to hold office, but if no such Chairman is elected or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the Meeting.



POWER OF BOARD MEETING

162. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions which by or under the Act or the Articles are for the time being vested in or exercisable by the Board generally.
163. Subject to the restrictions contained in Section 179 of the Act, the Board may delegate any of its power to a Committee of the Board consisting of such member or members of its body or any other person as it thinks fit and it may from time to time revoke and discharge any such committee of the Board so formed, shall in the exercise of the power so delegated confirm to any regulations that may from time to time be imposed on it by the Board. All acts done by such Committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

MEETING OF THE COMMITTEE HOW TO BE GOVERNED

164. The meeting and proceedings of any such Committee of the Board consisting of two or more persons shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board, so far as the same are applicable thereto and are not superseded by any regulations made by the Board under the last preceding Article.

DEFECTS IN APPOINTMENT OF DIRECTORS NOT TO INVALIDATE ACTIONS TAKEN

165. No act done by a person as a director shall be deemed to be invalid, notwithstanding that it was subsequently noticed that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in this Act or in the articles of the company:
Provided that nothing in this section shall be deemed to give validity to any act done by the director after his appointment has been noticed by the company to be invalid or to have terminated.

PASSING OF RESOLUTION BY CIRCULATION

166. (1) No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the directors, or members of the committee, as the case may be, at their addresses registered with the company in India by hand delivery or by post or by courier, or through such electronic means as may be determined by central government and has been approved by a majority of the directors or members, who are entitled to vote on the resolution:
Provided that, where not less than one-third of the total number of directors of the company for the time being require that any resolution under circulation must be decided at a meeting, the chairperson shall put the resolution to be decided at a meeting of the Board.
- (2) A resolution under clause (1) above shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.

SPECIAL NOTICE

167. Where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company by such number of members holding not less than one per cent. of total voting power or holding shares on which such aggregate sum not exceeding five lakh rupees, as may be prescribed, has been paid-up, not less than fourteen days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the meeting.



GENERAL POWERS OF THE BOARD

168. (1) The Board of Directors of the company shall be entitled to exercise all such powers, and to do all such acts and things, as the company is authorized to exercise and do:
Provided that in exercising such power or doing such act or thing, the Board shall be subject to the provisions contained in that behalf in this Act, or in the memorandum or articles, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the company in general meeting:
Provided further that the Board shall not exercise any power or do any act or thing which is directed or required, whether under this Act or by the memorandum or articles of the company or otherwise, to be exercised or done by the company in general meeting.
- (2) No regulation made by the company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

CERTAIN POWERS TO BE EXERCISED BY THE BOARD ONLY AT MEETINGS

169. The Board of Directors of the company shall exercise the following powers on behalf of the company by means of resolutions passed at meetings of the Board, namely: -
- (a) to make calls on shareholders in respect of money unpaid on their shares;
 - (b) to authorize buy-back of securities under section 68;
 - (c) to issue securities, including debentures, whether in or outside India;
 - (d) to borrow monies;
 - (e) to invest the funds of the company;
 - (f) to grant loans or give guarantee or provide security in respect of loans;
 - (g) to approve financial statement and the Board's report;
 - (h) to diversify the business of the company;
 - (i) to approve amalgamation, merger or reconstruction;
 - (j) to take over the company or acquire a controlling or substantial stake in another company;
 - (k) to make political contributions;
 - (l) to appoint or remove key managerial personnel (KMP);
 - (m) to take note of appointment(s) or removal(s) of one level below the Key Managerial Personnel;
 - (n) to appoint internal auditors and secretarial auditor;
 - (o) to take note of disclosure of director's interest and shareholding;
 - (p) to buy, sell investments held by the company (other than trade investments) constituting five percent or more of the paid up share capital and free reserve of the investee company;
 - (q) to invite and accept or renew public deposits and related matters;
 - (r) to review or change the terms and conditions of public deposit;
 - (s) to approve quarterly, half yearly and annual financial statements or financial results as the case may be.
- Provided that the Board may, by a resolution passed at a 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, the principal officer of the branch office, the powers specified in clauses (d) to (f) on such conditions as it may specify:
- Nothing in this section shall be deemed to affect the right of the company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers specified in this section.

RESTRICTIONS ON POWERS OF BOARD

170. (1) The Board of Directors of the company shall exercise the following powers only with the consent of the company by a special resolution, namely: -
- (a) to 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 of such undertakings.
 - (b) to invest otherwise in trust securities the amount of compensation received by it as a result of any merger or amalgamation;
 - (c) to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business;
 - (d) to remit, or give time for the repayment of, any debt due from a director.



(2) Every special resolution passed by the company in general meeting in relation to the exercise of the powers referred to in sub clause (c) of clause (I) shall specify the total amount up to which monies may be borrowed by the Board of Directors.

(3) Nothing contained in sub clause (a) of clause (I) shall affect -

(a) the title of a buyer or other person who buys or takes on lease any property, investment or undertaking as is referred to in that clause, in good faith; or

(b) 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.

(4) Any special resolution passed by the company consenting to the transaction as is referred to in sub clause (a) of clause (I) may stipulate such conditions as may be specified in such resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transactions:

Provided that this clause shall not be deemed to authorize the company to effect any reduction in its capital except in accordance with the provisions contained in this Act.

(5) No debt incurred by the company in excess of the limit imposed by sub clause (c) of clause (I) 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.

POWER TO BORROW

171. Subject to the provisions of Sections 73 and 180 of the Act, the Board may, from time to time at its discretion and by means of resolutions passed at its meeting accept deposits from members either in advance of calls or otherwise and generally, raise or borrow or secure the payment or any sum or sums of money for the purposes of the Company.
172. All the provisions applicable to nomination facility available to shareholder(s) and debenture holder(s) enumerated in these Articles shall equally apply to deposit holder(s) and the provisions of Section 72 of the Act shall also apply.

THE PAYMENT OR REPAYMENT OF MONEYS BORROWED

173. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board of Directors may think fit, and in particular in pursuance of a resolution passed at a meeting of the Board (and not by circular resolution) by the issue of bonds, debentures or debentures stock of the Company, charged upon all or any part of the property of the Company, (both present and future), including its un-called capital for the time being and the debentures and the debenture stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

BONDS, DEBENTURES, ETC. TO BE SUBJECT TO CONTROL OF DIRECTORS

174. Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and condition and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

Provided that bonds, debentures, debenture-stock or other securities so issued or to be issued by the Company with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting.

CONDITION ON WHICH MONEY MAY BE BORROWED

175. The Board may raise or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular by the issue of bonds, perpetual or redeemable debenture-stock or any mortgage, charge or other security on the undertaking of the whole or any part of the Company (both present and future) including its uncalled capital for the time being. The Board shall exercise such power only by means of resolutions passed at its meetings and not by circular resolutions.



TERMS OF ISSUE OF DEBENTURES

176. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.

DEBENTURES WITH VOTING RIGHTS NOT BE ISSUED

177. (1) The company may issue debentures with an option to convert such debentures into shares, either wholly or partly at the time of redemption:
Provided that the issue of debentures with an option to convert such debentures into shares, wholly or partly, shall be approved by a special resolution passed at a general meeting.
- (2) The company shall not issue any debentures carrying any voting rights.
- (3) Secured debentures may be issued by the company subject to such terms and conditions as may be determined by central government.
- (4) Where debentures are issued by the company under this Article, the company shall create a debenture redemption reserve account out of the profits of the company available for payment of dividend and the amount credited to such account shall not be utilized by the company except for the redemption of debentures.
- (5) The company shall not issue a Prospectus or make an offer or invitation to the public or to its members exceeding five hundred for the subscription of its debentures, unless the company has, before such issue or offer, appointed one or more debenture trustees and the conditions governing the appointment of such trustees shall be such as may be determined by central government.
- (6) A debenture trustee shall take steps to protect the interests of the debenture holders and redress their grievances in accordance with such rules as may be determined by central government.
- (7) Any provision contained in a trust deed for securing the issue of debentures, or in any contract with the debenture-holders secured by a trust deed, shall be void in so far as it would have the effect of exempting a trustee thereof from, or indemnifying him against, any liability for breach of trust, where he fails to show the degree of care and due diligence required of him as a trustee, having regard to the provisions of the trust deed conferring on him any power, authority or discretion:
Provided that the liability of the debenture trustee shall be subject to such exemptions as may be agreed upon by a majority of debenture-holders holding not less than three fourths in value of the total debentures at a meeting held for the purpose.
- (8) The company shall pay interest and redeem the debentures in accordance with the terms and conditions of their issue.
- (9) Where at any time the debenture trustee comes to a conclusion that the assets of the company are insufficient or are likely to become insufficient to discharge the principal amount as and when it becomes due, the debenture trustee may file a petition before the Tribunal and the Tribunal may, after hearing the company and any other person interested in the matter, by order, impose such restrictions on the incurring of any further liabilities by the company as the Tribunal may consider necessary in the interests of the debenture-holders.
- (10) Where the company fails to redeem the debentures on the date of their maturity or fails to pay interest on the debentures when it is due, the Tribunal may, on the application of any or all of the debenture-holders, or debenture trustee and after hearing the parties concerned, direct, by order, the company to redeem the debentures forthwith on payment of principal and interest due thereon.
- (11) If any default is made in complying with the order of the Tribunal under this Article, every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than two lakh rupees but which may extend to five lakh rupees, or with both.
- (12) A contract with the company to take up and pay for any debentures of the company may be enforced by a decree for specific performance.
- (13) The Central Government may prescribe the procedure, for securing the issue of debentures, the form of debenture trust deed, the procedure for the debenture-holders to inspect the trust deed and to obtain copies thereof, quantum of debenture redemption reserve required to be created and such other matters.



EXECUTION OF INDEMNITY

178. If the Directors or any of them or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity against any loss which the Directors or any one or more of them may suffer by reason of becoming or being sureties or surety for the company.

CERTAIN POWERS OF THE BOARD

179. Without prejudice to the general powers conferred by these Articles and so as not in any way to limit or restrict those powers, but subject however to the provisions of the Act, it is hereby expressly declared that the Board shall have the following powers:
- 1) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment, and registration of the Company.
 - 2) Subject to Sections 179 and 188 and other applicable provisions of the Act, to purchase or otherwise acquire for the Company any property, movable or immovable, rights or privileges which the Company is authorized to acquire at or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Board may believe or may be advised to be reasonably satisfactory.
 - 3) At its discretion and subject to the provisions of the Act, to pay for any property, rights, privileges acquired by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, mortgages or other securities of the Company and any such shares may be issued either as fully paid up or with such amount credited as fully paid up thereon as may be agreed upon and any such bonds, debentures, mortgages or other securities may be either specifically charges upon all or any part of the property of the Company including its uncalled capital or not so charges.
 - 4) To secure the fulfillment of any contracts, agreements or engagements entered into by the Company by mortgage of charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.
 - 5) To appoint and at its discretion, remove or suspend, such managers, secretaries, officers, clerks, agents and employees for permanent, temporary or special services as it may from time to time think fit and to determine their power and duties and fix their salaries, emoluments remuneration and to require security in such instances and of such amounts as it may think fit.
 - 6) To accept from any member subject to the provisions of the Act, a surrender of his share or any part thereof on such terms and condition as shall be agreed.
 - 7) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purpose and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees.
 - 8) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due or any claims or demands by or against the Company and to refer any difference to arbitration and observe and perform the terms of any awards made therein either according to Indian Law or according to Foreign Law and either in India or abroad and observe and perform or challenge any award made therein.
 - 9) To refer any claims or demands by or against the Company or any difference to arbitration and observe and perform the awards.



- 10) To act on behalf of the Company in all matters relating to bankruptcy and insolvency.
- 11) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.
- 12) To open and operate Bank Accounts, to determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purposes.
- 13) Subject to the provisions of the Act and these Articles from time to time to provide for the management of the affairs of the Company in or outside India in such manner as it may think fit and in particular to appoint any person to be the attorneys or agents of the Company with such person (including the power to sub-delegate) and upon such terms as may be thought fit.
- 14) Subject to the provisions of Sections 179, 180, 185 of Act and other applicable provisions of the Act and these Articles, to invest and deal with the moneys of the Company not immediately required for the purpose thereof in or upon such security (not being shares in this Company) or without security and in such manner as it may think fit and from time to time to vary or realize such investments save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.
- 15) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur, any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as it thinks fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.
- 16) To distribute by way of bonus amongst the staff of the Company a share or shares in the profits of the Company and to give to any Director, officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as a part of working expenses of the Company.
- 17) To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pension, gratuity, annuities, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to, provident fund and other associations institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction or recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit.
- 18) To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
- 19) Before recommending any dividend, to set aside, out of the profits of the Company, such sums as it may think proper for depreciation or to a depreciation fund or to an insurance fund or as a reserve fund or sinking fund or any special fund to meet contingencies to repay debentures or for debenture-stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the last two preceding clauses) as the Board of Directors, may in its absolute discretion think conducive to the interest of the Company and subject to Section 460 of the Companies Act, 1956 to invest the several sums so set aside or so much thereof as is required to be invested, upon such investments (other than shares of this Company) as it may think fit and from time to time deal with and vary such investments and dispose off and apply and expend all or any part thereof for the benefit of the Company, in such manner & for such purposes as the Board of Directors in its absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Board of Directors applies or upon which it expends the same or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended and to



divide the general reserve fund into such special funds as the Board of Directors may think fit with full power to transfer the whole or any portion of a reserve fund or division of reserve fund to another reserve fund and with full power to employ the asset constituting all or any of the above funds including the depreciation fund in the business of the Company or in the purchase or repayment of debentures or debenture-stock and that without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board of Directors at its discretion to pay or allow to the credit of such funds, interest at such rate as the Board of Directors may think proper.

20) To pay and charge to the capital account of the Company any commission or interest lawfully payable the out under the provisions of the Act and of the provision contained in these presents.

21) From time to time make, vary and repeal by-laws for regulation of the business of the Company, its officers and servants.

22) To redeem redeemable preference shares.

23) Subject to provisions of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter in to all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.

24) To undertake any branch or kind of business which the company is expressly or by implication authorized to undertake at such time or times as it shall think fit and to keep in abeyance any such branch or kind of business even though it may have been actually commenced or not, so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

APPOINTMENT OF INDEPENDENT DIRECTOR

180. Pursuant to section 149 and rules as may be applicable and subject to the provisions of Schedule IV the company shall appoint such number of independent directors from time to time as may be determined the Central Government.

Every independent director shall at the first meeting of the Board in which he participates as a director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, give a declaration that he meets the criteria of independence.

Notwithstanding anything contained in any other provision of this Act, but subject to the provisions of sections 197 and 198, an independent director shall not be entitled to any stock option and may receive remuneration by way of fee provided under sub-section (5) of section 197, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members.

Subject to the provisions of section 152, an independent director shall hold office for a term up to five consecutive years on the Board of the company, but shall be eligible for reappointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report.

No independent director shall hold office for more than two consecutive terms, but such independent director shall be eligible for appointment after the expiration of three years of ceasing to become an independent director:

Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the company in any other capacity, either directly or indirectly.

Notwithstanding anything contained in this Act -

(i) an independent director;

(ii) a non-executive director not being promoter or key managerial personnel,

shall be held liable, only in respect of such acts of omission or commission by the company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.

The provisions of sub-sections (6) and (7) of section 152 in respect of retirement of directors by rotation shall not be applicable to appointment of independent directors.



KEY MANAGERIAL PERSONNEL

APPOINTMENT OF KEY MANAGERIAL PERSONNEL

181. (1) Subject to the provisions of Sections 203 and other applicable provisions, if any of the Act, Company shall appoint whole-time key managerial personnel by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration.
- (2) A whole-time key managerial personnel shall not hold office in more than one company except in its subsidiary company at the same time:
Provided that nothing contained in this sub-clause shall disentitle a key managerial personnel from being a director of any company with the permission of the Board:
Provided further that whole-time key managerial personnel holding office in more than one company at the same time on the date of commencement of this Act, shall, within a period of six months from such commencement, choose one company, in which he wishes to continue to hold the office of key managerial personnel:
Provided also that the company may appoint or employ a person as its managing director, if he is the managing director or manager of one, and of not more than one, other company and such appointment or employment is made or approved by a resolution passed at a meeting of the Board with the consent of all the directors present at the meeting and of which meeting, and of the resolution to be moved thereat, specific notice has been given to all the directors then in India.
- (3) If the office of any whole-time key managerial personnel is vacated, the resulting vacancy shall be filled-up by the Board at a meeting of the Board within a period of six months from the date of such vacancy.

REMUNERATION OF KEY MANAGERIAL PERSONNEL

182. The remuneration of Key Managerial Personnel shall from time to time, be fixed by the Board and may be by way of salary or commission or participation in profits or by any or all of these modes or in any other form and shall be subject to the limitations prescribed in Schedule V along with Sections 196 and 197 of the Act.

DIRECTORS MAY CONFER POWER ON MANAGING DIRECTOR

183. Subject to the provisions of the Act and to the restrictions contained in these Articles, Board may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable by the Board under these Articles as it may think fit and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as it thinks expedient.

CERTAIN PERSONS NOT TO BE APPOINTED AS MANAGING DIRECTORS

184. No company shall appoint or continue the employment of any person as managing director, whole-time director or manager who -
- (a) is below the age of twenty-one years or has attained the age of seventy years:
Provided that appointment of a person who has attained the age of seventy years may be made by passing a special resolution in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such person;
 - (b) is an undischarged insolvent or has at any time been adjudged as an insolvent;
 - (c) has at any time suspended payment to his creditors or makes, or has at any time made, a composition with them; or
 - (d) has at any time been convicted by a court of an offence and sentenced for a period of more than six months.
- A person shall not be eligible for appointment as a director of the company if such person suffers any of the disqualifications provided under Section 164 of the Act.
185. Special to any contract between him and the Company, a Managing or Wholetime Director shall, while he continues to hold that office, be subject to retirement by rotation and he shall be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire but (subject to the provision of any contract between him and the Company), he shall be subject to the same



provisions as to resignation and removal as the Directors of the Company and shall, ipso facto and immediately, cease to be a Managing Director if he ceases to hold the office of Director from any cause.

186. The Company shall not appoint or employ at the same time more than one of the following categories of managerial personnel namely:-

- a) Managing Director and
- b) Manager.

and shall duly observe the provisions of Section 196 of the Act regarding prohibition of simultaneous appointment of different categories of managerial personnel therein referred to.

THE SECRETARY

187. The Board may, from time to time, appoint and at its discretion, remove any individual (hereinafter called the Secretary) to perform any function which by the Act are to be performed by the Secretary and to execute any other ministerial or administrative duties which may from time to time be assigned to the Secretary by the Board. The Board may also at any time appoint some persons (who need not be the Secretary) to keep the registers required to be kept by the Company. The appointment of Secretary shall conform to the provisions of Section 203 of the Act.

THE SEAL, ITS CUSTODY AND USE

188. The Board of Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof and shall provide for the safe custody of the Seal for time being and the Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and except in the presence of at least two Director or such other person as the Directors may appoint for the purpose and the Directors or other persons aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

MINUTES

189. (1) The Company shall cause minutes of all proceedings of every General Meeting and all proceedings of every meeting of its Board of /directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for that, their pages consecutively numbered.

(2) Each page of every such book shall be initialed or signed and the last Page of the record of proceedings of each meeting in such books shall be dated and signed.

(a) in the case of minutes of proceedings of a meeting of the Board or of a committee thereof, by the Chairman of the next succeeding meeting.

(b) In the case of minutes of proceedings of a General Meeting, by the chairman of the same meeting within the aforesaid period of thirty Days or in the event of the death or inability of that Chairman within that period, by a Director duly authorized by the Board for the purpose.

190. Minutes of proceedings of every General Meeting and of the proceedings of every meeting of the Board kept in accordance with the provisions of Article 198 above, shall be evidence of the proceedings recorded therein.

191. Where minutes of the proceedings of every General Meeting of the Company or of any meeting of the Board or of a Committee of the Board have been kept in accordance with the provisions of article 199 above then, until the contrary is proved the meeting shall be deemed to have been duly called and held and all proceedings thereat to have duly taken place and in particular all appointments of Directors or liquidators made at the meeting shall be deemed to be Valid.

192. (1) The books containing the minutes of the proceedings of any General Meeting of the Company shall be kept at the registered office of the Company and shall be open for inspection of members without charge between the hours 2 p.m. and 5 p.m. during business hours on each working day except Saturday



- (2) Any member of the Company shall be entitled to be furnished, within seven days after he has made a request in writing in that behalf to the Company, with a copy of any minutes referred above on payment of such sum not exceeding Ten Rupees for every page thereof required to be copied.
- (3) In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
- (4) The minutes of different meetings shall contain a fair and correct summary of proceedings thereat.
- (5) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
- (6) In the case of a meeting of the Board of Directors or of a committee of the Board, the minutes shall also contain -
- (a) the names of the directors present at the meeting; and
 - (b) in the case of each resolution passed at the meeting, the names of the directors, if any, dissenting from, or not concurring with the resolution.
- (7) Nothing contained in clauses (1) to (6) there shall not be included in the minutes, any matter which, in the opinion of the Chairman 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.

The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matters in the minutes on the grounds specified in this clause.

PRESUMPTIONS TO BE DRAWN WHERE MINUTES DULY DRAWN AND SIGNED.

193. Where minutes of the proceedings of any general meeting of the Company or of any meeting of its Board of Directors or of a Committee of the Board have been kept in accordance with the provisions of Section 118 of the act then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place and in particular all appointments of directors or Liquidators made at the meeting shall be deemed to be valid and the minutes shall be evidence of the proceedings recorded therein.

DIVIDENDS

194. (1) No dividend shall be declared or paid by the company for any financial year except -
- (a) out of the profits of the company for that year arrived at after providing for depreciation or out of the profits of the company for any previous financial year or years arrived at after providing for depreciation in accordance with the provisions of that clause and remaining undistributed, or out of both; or
 - (b) out of money provided by the Central Government or a State Government for the payment of dividend by the company in pursuance of a guarantee given by that Government:
- Provided that the company may, before the declaration of any dividend in any financial year, transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the company: Provided further that where, owing to inadequacy or absence of profits in any financial year, the company proposes to declare dividend out of the accumulated profits earned by it in previous years and transferred by the company to the reserves, such declaration of dividend shall not be made except in accordance with such rules as may be determined by central government in this behalf: Provided also that no dividend shall be declared or paid by the company from its reserves other than free reserves.
- (2) The depreciation shall be provided in accordance with the provisions of Schedule II of the act.
 - (3) The Board of Directors of the company may declare interim dividend during any financial year out of the surplus in the profit and loss account and out of profits of the financial year in which such interim dividend is sought to be declared:



Provided that in case the company has incurred loss during the current financial year up to the end of the quarter immediately preceding the date of declaration of interim dividend, such interim dividend shall not be declared at a rate higher than the average dividends declared by the company during the immediately preceding three financial years.

(4) The amount of the dividend, including interim dividend, shall be deposited in a scheduled bank in a separate account within five days from the date of declaration of such dividend.

(5) No dividend shall be paid by the company in respect of any share therein except to the registered shareholder of such share or to his order or to his banker and shall not be payable except in cash:

Provided that nothing in this clause shall be deemed to prohibit the capitalization of profits or reserves of the company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on any shares held by the members of the company:

Provided further that any dividend payable in cash may be paid by cheque or warrant or in any electronic mode to the shareholder entitled to the payment of the dividend.

(6) If the company fails to comply with the provisions of sections 73 and 74 shall not, so long as such failure continues, declare any dividend on its equity shares.

DIVIDEND TO JOINT HOLDERS

195. Any one of several persons who are registered as joint holders of any Shares may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such Shares.

196. 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.

No amount paid or credited as paid on a share in advance of calls shall be treated as paid up on the share.

APPORTIONMENT OF DIVIDENDS

197. All dividends shall be apportioned and paid proportionate 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.

DECLARATION OF DIVIDENDS

198. The Company in General Meeting may, subject to the provisions of Section 123 of the Act, declared a dividend to be paid to the members according to their right and interests in the profits and may fix the time for payment.

RESTRICTION ON AMOUNT OF DIVIDEND

199. No larger dividend shall be declared than is recommended by the Board, but the Company in General Meeting may declare a smaller dividend.

DIVIDEND OUT OF PROFITS ONLY AND NOT TO CARRY INTEREST

200. (1) No dividend shall be payable except out of the profits of the Company arrived at as stated in Section 123 of the Act.

(2) The declaration of the Board as to the amount of the net profits of the Company shall be conclusive.

INTERIM DIVIDENDS

201. The Board of Directors may from time to time pay the members such interim dividends as appears to it to be justified by the profits of the Company in accordance with Section 123 of the Act.



DEBTS MAY BE DEDUCTED

202. The Board may retain any dividends payable on shares on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which lien exists.

DIVIDEND AND CALL TOGETHER

203. Any General Meeting declaring a dividend may make a call on the members of such amount as the meeting fixes but so that the call on each members shall not exceed the dividend payable on him and so that the call may be made payable at the same time as the dividend and dividend may; if so arranged between the Company and the member, be set off against the call.

EFFECT OF TRANSFER

204. Right to dividend, right shares and bonus shares shall be held in abeyance pending registration of transfer of shares in conformity with the provision of Section 126 of the Act.

RETENTION IN CERTAIN CASES

205. The Board may retain the dividends payable upon share in respect of which any person is under Articles entitled to become a member of which any person under that Article is entitled to transfer until such person shall become a member in respect of such shares or shall duly transfer the same.

NO MEMBER TO RECEIVE INTEREST OR DIVIDEND WHILST INDEBTED TO THE COMPANY AND COMPANY'S RIGHT TO REIMBURSEMENT THERE OUT

206. No member shall be entitled to receive payment of an interest or dividend in respect of his own share or shares whilst any money may be due or owing from him to the Company in respect of such share or shares otherwise howsoever either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend payable to any shareholder all sums or money so due from him to the Company.

PAYMENT BY POST

207. Any dividend payable in cash may be paid by cheque or warrant sent through the post directly to the registered address of the shareholder entitled to the payment of the dividend or in the case of joint shareholders to the registered address of that one whose name stands first on the Register of Members in respect of the joint shareholding or to such persons and to such address as the shareholders of the joint shareholders may in writing direct and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent and the Company shall not be responsible or liable for any cheque or warrant lost in transit or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent recovery thereof by any other means. The Company may, if it thinks fit, call upon the shareholders when applying for dividends or bonus to produce their share certificates at the registered office or other place where the payment of dividend is to be made.

DIVIDEND TO BE PAID WITHIN THIRTY DAYS

208. The Company shall pay dividend or send the warrant in respect thereof to the shareholder entitled to the payment of the dividend within thirty days from the date of the declaration of the dividend unless:

- (a) the dividend could not be paid by reason of the operation of any law or
- (b) a shareholder has given directions to the Company regarding the payment of dividend and these directions can not be complied with or
- (c) there is dispute, regarding the right to receive the dividend or
- (d) the dividend has been lawfully adjusted by the Company against any sum due to it from the shareholder or
- (e) for any other reason, the failure to pay the dividend or to post the warrant within the period aforesaid was not due to any default on the part of the Company.



UNPAID OR UNCLAIMED DIVIDEND

209. (1) Where a dividend has been declared by the company but has not been paid or claimed within thirty days from the date of the declaration to any shareholder entitled to the payment of the dividend, the company shall, within seven days from the date of expiry of the said period of thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account.
- (2) The company shall, within a period of ninety days of making any transfer of an amount under clause (1) to the Unpaid Dividend Account, prepare a statement containing the names, their last known addresses and the unpaid dividend to be paid to each person and place it on the website of the company, if any, and also on any other website approved by the Central Government for this purpose, in such form, manner and other particulars as may be determined by central government.
- (3) If any default is made in transferring the total amount referred to in clause (1) or any part thereof to the Unpaid Dividend Account of the company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of twelve per cent. per annum and the interest accruing on such amount shall endure to the benefit of the members of the company in proportion to the amount remaining unpaid to them.
- (4) Any person claiming to be entitled to any money transferred under clause (1) to the Unpaid Dividend Account of the company may apply to the company for payment of the money claimed.
- (5) Any money transferred to the Unpaid Dividend Account of the company in pursuance of this section which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the company along with interest accrued, if any, thereon to the Fund established under sub-section (1) of section 125 and the company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said Fund and that authority shall issue a receipt to the company as evidence of such transfer.
- (6) All shares in respect of which unpaid or unclaimed dividend has been transferred under clause (5) shall also be transferred by the company in the name of Investor Education and Protection Fund along with a statement containing such details as may be determined by central government:
Provided that any claimant of shares transferred above shall be entitled to claim the transfer of shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be determined by central government.

CAPITALIZATION OF RESERVES

210. (a) Any General Meeting may, upon the recommendation of the Board resolve that any moneys, investments or other assets forming part of the undistributed profits of the Company standing to the credit of any of the profit and loss account or any capital redemption reserve fund or in hands of the Company and available for dividend or representing premium received on the issue of shares and standing to the credit of the share premium account be capitalized and distributed amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or any part of such capitalized fund shall not be paid in cash but shall be applied subject to the provisions contained in clause (b) hereof on behalf of such shareholders in full or towards:
- (1) Paying either at par or at such premium as the resolution may provide any unissued shares or debentures or debenture-stock of the Company which shall be allotted, distributed and credited as fully paid up to and amongst such members in the proportions aforesaid; or
- (2) Paying up any amounts for the time being remaining unpaid on any shares or debentures or debenture-stock held by such members respectively; or
- (3) Paying up partly in the way specified in sub-clause (1) and partly in that specified in sub-clause (2) and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.
- (b) (1) Any moneys, investments or other assets representing premium received on the issue of shares and standing to the credit of share premium account; and



(2) If the Company shall have redeemed any redeemable preference shares, all or any part of any capital redemption fund arising from the redemption of such shares may, by resolution of the Company be applied only in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares to be issued to such members of the Company as the General Meeting may resolve upto an amount equal to the nominal amount of the shares so issued.

(c) Any General Meeting may resolve that any surplus moneys arising from the realization of any capital assets of the Company or any investments representing the same or any other undistributed profits of the Company not subject to charge for income-tax be distributed amongst the members on the footing that they receive the same as capital.

(d) For the purpose of giving effect to any such resolution, the Board may settle any difficulty which may arise in regard to the distribution of payment as aforesaid as it thinks expedient and in particular it may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments be made to any members on the footing of the value so fixed and may vest any such cash, share, debentures, debenture-stock, bonds or other obligation in trustees upon such trust for the persons entitled thereto as may seem expedient to the Board and generally may make such arrangement for acceptance, allotment and sale of such shares, debentures, debenture-stock, bonds or other obligations and fractional certificates or otherwise as it may think fit.

(e) If and whenever any share becomes held by any member in fraction, the Board may subject to the provisions of the Act and these Articles and to the directions of the Company in General Meeting, if any, sell the shares which members hold in fractions for the best price reasonably obtainable and shall pay and distribute to and amongst the members entitled to such shares in due proportion the net proceeds of the sale thereof, for the purpose of giving effect to any such sale, the Board may authorize any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he 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 of invalidity in the proceedings with reference to the sale.

(f) Where required; a proper contract shall be delivered to the Registrar for registration in accordance with Section 39 of the Companies Act 2013 and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend or capitalized fund and such appointment shall be effective.

FRACTIONAL CERTIFICATES

211. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall;

- (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid Shares and
- (b) generally do all acts and things required to give effect thereto.

(2) The Board shall have full power:

- (a) to make such provision by the issue of fractional certificate or by payment in cash or otherwise as it thinks fit, in the case of Shares becoming distributable in fractions, also
- (b) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares to which they may be entitled upon such capitalization or (as the case may require) for the payment by the Company on their behalf by the application thereof of the respective proportions of the profits resolved to be capitalised of the amounts remaining unpaid on their existing Shares.

(3) Any agreement made under such authority shall be effective and binding on all such Members.

(4) that for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any question or difficulties that may arise in regard to any issue including distribution of new Shares and fractional certificates as they think fit.



DIVIDEND IN CASH

212. No dividends shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalization of the profits or reserves of the Company for the purpose of issuing fully paid up bonus Shares or paying up any amount for the time being unpaid on any Shares held by Members of the Company.
213. The Board shall give effect to the resolution passed by the Company in pursuance of all the above Articles.

BOOKS OF ACCOUNTS

BOOKS OF ACCOUNTS TO BE KEPT

214. The Company shall cause to be kept proper books of account with respect to:
- (i) all sums of money received and expended by the company and matters in relation to which the receipts and expenditure take place;
 - (ii) all sales and purchases of goods and services by the company;
 - (iii) the assets and liabilities of the company; and
 - (iv) the items of cost as may be determined by central government under section 148 in the case of the company which belongs to any class of companies specified under that section;

BOOKS WHERE TO BE KEPT AND INSPECTION

215. (1) The company shall prepare and keep at its registered office books of account and other relevant books and papers and financial statement for every financial year which give a true and fair view of the state of the affairs of the company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.
- All or any of the books of account aforesaid and other relevant papers may be kept at such other place in India as the Board of Directors may decide and where such a decision is taken, the company shall, within seven days thereof, file with the Registrar a notice in writing giving the full address of that other place. The company may keep such books of account or other relevant papers in electronic mode in such manner as may be determined by central government.
- (2) Where the company has a branch office in India or outside India, it shall be deemed to have complied with the provisions of clause (1), if proper books of account relating to the transactions effected at the branch office are kept at that office and proper summarized returns periodically are sent by the branch office to the company at its registered office or the other place referred to clause (1).
- (3) The books of account of the Company relating to a period of not less than eight financial years immediately preceding a financial year, or where the company had been in existence for a period less than eight years, in respect of all the preceding years together with the vouchers relevant to any entry in such books of account shall be kept in good order.
- (4) The Company may keep such books of accounts or other relevant papers in electronic mode in such manner as may be prescribed.

INSPECTION BY MEMBERS

216. The Board of Directors 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 the members and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred statute or authorised by the Board of Directors or by a resolution of the Company in General Meeting.

TRANSFER BOOKS AND REGISTER OF MEMBERS WHEN CLOSED

217. The Board shall have power on giving not less than seven days' previous notice by advertisement in some newspaper circulating in the district in which the office of the Company is situated, to close the Transfer books, the Register of members or Register of debenture holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year.



If the transfer books have not been closed at any time during a year, the Company shall at least once a year, close the books at the time of its Annual General Meeting. The minimum time gap between the two book closures and/or record dates would be atleast 30 (thirty) days.

STATEMENT OF ACCOUNTS TO BE LAID IN GENERAL MEETING

218. The Board of Directors shall from time to time, in accordance with Sections 129 and 134 of the Act, cause to be prepared and to be laid before the Company in General Meeting, such Balance Sheets, Profits & Loss Accounts and reports as are required by these Sections.

FINANCIAL STATEMENT

219. Subject to the provisions of Section 129 of the Act, every Financial Statement of the Company shall be in the forms set out in Schedule II of the Act, or as near there to as circumstances admit. So long as the Company is a holding Company having a subsidiary the Company shall conform to Section 129 and other applicable provisions of the Act.
- If in the opinion of the Board, any of the current assets of the Company have not a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that opinion shall be stated.

AUTHENTICATION OF FINANCIAL STATEMENT

220. (a) The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act.
(b) The Financial Statement, shall be approved by the Board of Directors before they are submitted to the auditors for report thereon.

PROFIT AND LOSS ACCOUNTS TO BE ANNEXED AND AUDITORS' REPORT TO BE ATTACHED TO THE BALANCE SHEET.

221. The Profit and Loss Account shall be annexed to the Balance and the Auditors' Report including the Auditor's separate, special or supplementary report, if any, shall be attached thereon.

BOARD'S REPORT TO BE ATTACHED TO FINANCIAL STATEMENT

222. (a) Every Financial Statement laid before the Company in General Meeting shall have attached to it a Report by the Board of Directors with respect to the State of the Company's affairs and such other matters as prescribed under Section 134 of the Act and the Rules made thereunder.
- (b) The Report shall so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries deal with any changes which have occurred during the financial year in the nature of the Company or Company's business, or of the Company's subsidiaries or in the nature of the business in which the Company has an interest.
- (c) The board shall also give the fullest information and explanation in its Report or in cases falling under the proviso to Section 129 of the Act in an addendum to that Report, on every reservation, qualification or adverse remark contained in the Auditor's Report.
- (d) The Board's Report and addendum (if any) thereto shall be signed by its Chairman if he is authorized in that behalf by the Board; and where he is not so authorized shall be signed by such number of Directors as are required to sign the Financial Statements of the Company by virtue of clauses (a) and (b) of Article 221.
- (e) The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of clauses (a) and (b) of this Article are complied with.
- (f) Every Financial Statement of the Company when audited and approved and adopted by the members in the annual general meeting shall be conclusive except as regards in matters in respect of which modifications are made thereto as may from time to time be considered necessary by the Board of Directors and or considered proper by reason of any provisions of relevant applicable statutes and approved by the shareholders at a subsequent general meeting.



RIGHT OF MEMBERS TO COPIES OF FINANCIAL STATEMENT AND AUDITOR'S REPORT

223. A copy of every Financial Statement and the auditor's report and every other document required by law to be annexed or attached, as the case may be; to the balance sheet which is to be laid before the Company in General Meeting, shall be made available for inspection at the Registered Office of the Company during the working hours for a period of 21 days before the date of the meeting. A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid as may be permitted by Section 136 of the Act and as the Company may deem fit, will be sent to every member of the Company and to every Trustees for the holders of any debentures issued by the Company, not less than 21 days before the meeting as laid down in Section 136 of the Act. Provided that it shall not be necessary to send copies of the documents aforesaid to:
- (a) to a member or holder of the debenture of the Company who is not entitled to have the notice of general meeting of the Company sent to him and whose address the Company is unaware;
 - (b) to more than one of the joint holder of any shares or debentures some of whom are and some of whom are not entitled to have such notice sent to them, by those who are not so entitled.

A COPY OF THE FINANCIAL STATEMENT ETC. TO BE FILED WITH REGISTRAR

224. After the Financial Statements have been laid before the Company at the annual general Meeting, a copy of the Financial Statement duly signed as provided under Section 137 of the Act together with a copy of all documents which are required to be annexed there shall be filed with the Registrar so far as the same be applicable to the Company.

RIGHT OF MEMBER TO COPIES OF AUDITED FINANCIAL STATEMENT

225. (1) Without prejudice to the provisions of section 101, a copy of the financial statements, including consolidated financial statements, if any, auditor's report and every other document required by law to be annexed or attached to the financial statements, which are to be laid before the company in its general meeting, shall be sent to every member of the company, to every trustee for the debenture-holder of any debentures issued by the company, and to all persons other than such member or trustee, being the person so entitled, not less than twenty-one days before the date of the meeting.
- The provisions of this clause shall be deemed to be complied with, if the copies of the documents are made available for inspection at its registered office during working hours for a period of twenty-one days before the date of the meeting and a statement containing the salient features of such documents in the prescribed form or copies of the documents, as the company may deem fit, is sent to every member of the company and to every trustee for the holders of any debentures issued by the company not less than twenty-one days before the date of the meeting unless the shareholders ask for full financial statements.
- The Central Government may prescribe the manner of circulation of financial statements of companies having such net worth and turnover as may be determined by central government and company shall also place its financial statements including consolidated financial statements, if any, and all other documents required to be attached thereto, on its website, which is maintained by or on behalf of the company.
- Provided also that every subsidiary or subsidiaries shall -
- (a) place separate audited accounts in respect of each of its subsidiary on its website, if any;
 - (b) provide a copy of separate audited financial statements in respect of each of its subsidiary, to any shareholder of the company who asks for it.
- (2) The company shall allow every member or trustee of the holder of any debentures issued by the company to inspect the documents stated under sub-clause (1) at its registered office during business hours.

ACCOUNTS TO BE AUDITED

226. (1) Once at least in every year the accounts of the Company shall be examined by one or more Auditors who shall report to the shareholders as to whether the Balance Sheet reflects a true and fair view of the state of affairs of the Company as at that date and the Profit and Loss Account discloses a true and fair view of the profit and loss incurred by the Company during the year under review.



(2) The appointment, remuneration, rights, powers & duties of the Company's Auditor shall be regulated in accordance with the provision of the Act.

APPOINTMENT OF AUDITORS

227. (1) Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 143, 145 and 146 of the Act and rules made thereunder.

(2) The Company shall, at the first annual general meeting, appoint an individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting and the manner and procedure of selection of auditors by the members of the company at such meeting shall be according to the provisions of the Act.

Provided that the company shall place the matter relating to such appointment for ratification by members at every annual general meeting.

Provided further that before such appointment is made, the written consent of the auditor to such appointment, and a certificate from him or it that the appointment, if made, shall be in accordance with the conditions as may be determined by central government, shall be obtained from the auditor:

Provided also that the certificate shall also indicate whether the auditor satisfies the criteria provided in Section 141:

Provided also that the company shall inform the auditor concerned of his or its appointment, and also file a notice of such appointment with the Registrar within fifteen days of the meeting in which the auditor is appointed.

(3) At any Annual General Meeting a retiring Auditor by whatsoever authority appointed shall be reappointed unless:

(a) he is not disqualified for re-appointment;

(b) he has not given the company a notice in writing of his unwillingness to be re-appointed; and

(c) a special resolution has not been passed at that meeting appointing some other auditor or providing expressly that he shall not be re-appointed.

(4) The company shall not appoint or reappoint -

(a) an individual as auditor for more than one term of five consecutive years; and

(b) an audit firm as auditor for more than two terms of five consecutive years:

Provided that—

(i) an individual auditor who has completed his term under clause (a) shall not be eligible for re-appointment as auditor in the same company for five years from the completion of his term.

(ii) an audit firm which has completed its term under clause (b), shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term.

(5) Where at any annual general meeting, no auditor is appointed or re-appointed, the existing auditor shall continue to be the auditor of the company.

POWER OF BOARD TO MODIFY FINAL ACCOUNTS

228. Every Balance Sheet and Profit and Loss Account of the Company when audited and adopted by the Company in General Meeting shall be conclusive.

DOCUMENTS AND NOTICE

SERVICES OF DOCUMENTS ON MEMBER BY COMPANY

229. Save as provided in this Act or the rules made thereunder for filing of documents with the Registrar in electronic mode, a document may be served on Registrar or any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be determined by central government:

Provided that a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the company in its annual general meeting.

SERVICE OF DOCUMENTS ON COMPANY



230. A document may be served on the company or an officer thereof by sending it to the company or the officer at the registered office of the company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be determined by central government: Provided that where securities are held with a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic or other mode.

AUTHENTICATION OF DOCUMENTS AND PROCEEDINGS

231. Save as otherwise expressly provided in the Act, the rules made thereunder and these Articles, a document or proceeding requiring authentication by the company; or contracts made by or on behalf of the company, may be signed by any key managerial personnel or an officer of the company duly authorized by the Board in this behalf.

REGISTERS AND DOCUMENTS

REGISTERS AND DOCUMENTS TO BE MAINTAINED BY THE COMPANY

232. The Company shall keep and maintain registers, books and documents required by the Act or these Articles, including the following:
- (a) Register of investments made by the Company but not held in its own name, as required by Section 187(3) of the Act.
 - (b) Register of mortgages and charges as required by Section 85 of the Act.
 - (c) Register and index of Member and debenture holders as required by Section 88 of the Act.
 - (d) Register of contracts, with companies and firms in which Directors are interested as required by Section 189 of the Act.
 - (e) Register of Directors and key managerial personnel and their shareholding under Section 170 of the Act.
 - (f) Register of loans, guarantee, security and acquisition made by the company under Section 186 (9) of the Act.
 - (g) Copies of annual returns prepared under Section 92 of the Act together with the copies of certificates and documents required to be annexed thereto.

MAINTENANCE AND INSPECTION OF DOCUMENTS IN ELECTRONIC FORM

233. Without prejudice to any other provisions of this Act, any document, record, register, minutes, etc.,—
- (a) required to be kept by the company; or
 - (b) allowed to be inspected or copies to be given to any person by the company under this Act, may be kept or inspected or copies given, as the case may be, in electronic form in such form and manner as may be determined by the Central Government.

INDEMNITY

234. 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.

WINDING UP

DISTRIBUTION OF ASSETS

235. If the Company shall be wound up and the assets available for distribution among the members are such as shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of winding up on the shares held by them respectively and if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of winding up the excess shall be distributed amongst the members in proportion to the capital paid up or which ought to have been paid up at the commencement of winding up on



the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

DISTRIBUTION IN SPECIE OR KIND

236. (a) If the Company shall be wound up, whether voluntarily or otherwise, the Liquidator may, with the sanction of a Special Resolution, divide amongst the contributories in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them, as the liquidator, with the like sanction, shall think fit.

(b) If thought expedient any such division may subject to the provisions of the Act be otherwise than in accordance with the legal rights of the contributions (except where unalterably fixed by the Memorandum of Association and in particular any class may be given preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories, shall be determined on any contributory who would be prejudicial thereby shall have a right to dissent and ancillary rights as if such determination were a Special Resolution passed pursuant to Section 494 of the Companies Act, 1956.

(c) In case any Shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said Shares may within ten days after the passing of the Special Resolution by notice in writing direct the Liquidator to sell his proportion and pay him the net proceeds and the Liquidator shall, if practicable act accordingly.

RIGHT OF SHAREHOLDERS IN CASE OF SALE

237. A Special Resolution sanctioning a sale to any other Company duly passed pursuant to Section 494 of the Companies Act, 1956 may subject to the provisions of the Act in like manner as aforesaid determine that any Shares or other consideration receivable by the liquidator be distributed against the Members otherwise than in accordance with their existing rights and any such determination shall be binding upon all the Members subject to the rights of dissent and consequential rights conferred by the said sanction

SECURITY CLAUSE

238. No member or other person (not being a Director) shall be entitled to visit or inspect any property or premises or works of the Company without the permission of the Board or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, secret process or any other matter which may relate to the conduct of the business of the Company and which in the opinion of the Board, it would be inexpedient in the interest of the Company to disclose Secrecy undertaking.

239. Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee agents, officer, servant, accountant or other person employed in the business of the Company shall, when required, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with the customers and the state of accounts with individual and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties, except when required so to do by the Board or by any meeting of the shareholders, if any or by a Court of Law the person to whom matters relate and except so far as may be necessary in order to comply with any of the provision in these present contained.

KNOWLEDGE IMPLIED

240. Each member of the Company, present and future, is to be deemed to join the Company with full knowledge of all the contents of these presents.



SECTION IX: OTHER INFORMATION

LIST OF MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts and agreements referred to (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Company or contracts entered into more than two years before this Draft Prospectus), which are or may be deemed to be material have been entered into by or on behalf of the Company. Copies of these contracts together with copies of documents referred under material documents below all of which have been attached to the copy of this Draft Prospectus and have been delivered to the SME platform of BSE Limited and may be inspected at the Registered Office of the Company situated at 1, Crooked Lane, F L- 233, Kolkata-700069, West Bengal, India, between 10:30 am to 5:30 pm on any working day from the date of this Draft Prospectus until the date of closure of the subscription List.

MATERIAL CONTRACTS

1. Memorandum of Understanding dated 20th March, 2015 between our Company and the Lead Manager to the Issue.
2. Memorandum of Understanding dated 27th February, 2015 entered into with Cameo Corporate Services Limited to appointing them as the Registrar to the Issue.
3. Copy of tripartite agreement dated 29th May, 2015 between NSDL, our Company and Registrar to the Issue.
4. Copy of tripartite agreement dated 21st April, 2015 between CDSL, our Company and Registrar to the Issue.
5. Escrow Agreement dated [●] between our Company, Lead Manager, Escrow Collection Bank and the Registrar to the issue.
6. Market Making Agreement dated 20th March, 2015 between our Company, Lead Manager and Market Maker.
7. Underwriting Agreement dated 20th March, 2015 between our Company and Underwriters.

DOCUMENTS FOR INSPECTION

8. Memorandum and Articles of Association of our Company as amended from time to time.
9. Copy of the resolution passed at the meeting of the Board of Directors held on 1st September, 2014 approving the issue.
10. Copy of the resolution passed by the shareholders of our Company under section 62 (1) (c) at the Annual General Meeting held on 29th September, 2014.
11. Consents of the Directors, Company Secretary/Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Review Auditors, Lead Manager to the Issue, Underwriters, Market Makers, Bankers to the Issue, Registrars to the Issue and Legal Advisors to the Issue to include their names in this Draft Prospectus to act in their respective capacities.
12. Copies of Annual Reports of our Company for the preceding five (5) financial years viz 2010-11, 2011-12, 2012-13, 2013-14 and 2014-15.
13. Audit report and restated financial information issued by Peer Review Auditors i.e. M/s. R. T. Jain & Co., Chartered Accountants, dated 24th June, 2015 included in this Draft Prospectus.
14. Letter dated 2nd June, 2015 from the statutory Auditors of our Company, M/S RSVA & CO., Chartered Accountants, detailing the tax benefits.
15. Copy of certificate from the statutory Auditors of our Company, M/S RSVA & CO., Chartered Accountants, dated 4th June, 2015 regarding the sources and deployment of funds as on 4th June, 2015.



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16. Due Diligence Certificate dated 2nd July, 2015 to be submitted to BSE and Due Diligence Certificate dated [•] to be submitted to SEBI from Lead Manager viz. Guinness Corporate Advisors Private Limited along with the filing of the Prospectus.
 17. 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.
 18. Copy of Board resolution dated 29th January, 2014 appointing Mr. Pankaj Agrawal as the Managing Director of our Company for period of 5 years w.e.f. 29.01.2014.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time, if so required, in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.



DECLARATION

All the relevant provisions of the Companies Act, 1956, Companies Act, 2013 (to the extent notified) and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013 (to the extent notified) the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations issued, as the case may be. We further certify that all statements in this Draft Prospectus are true and correct.

SIGNED BY ALL THE DIRECTORS OF OUR COMPANY:

Mr. Pankaj Agrawal
(Managing Director)
(DIN: 00595868)

Ms. Dinesh Kumar Agarwal
(Non Executive Independent Director)
(DIN: 01255468)

Mr. Debasish Basak
(Non Executive Independent Director)
(DIN: 06940004)

Ms. Tanima Mondal
(Non Executive Director)
(DIN: 07108719)

SIGNED BY COMPANY SECRETARY & COMPLIANCE OFFICER AND CHIEF FINANCIAL OFFICER OF OUR COMPANY:

Mr. Kushal Adhikary
(Company Secretary & Compliance Officer)

Mr. Tarsem Singh Jassal
(Chief Financial Officer)

Date: July 02, 2015
Place: Kolkata