



## SUDARSHAN PHARMA INDUSTRIES LIMITED

(CIN: U51496MH2008PLC184997)

Our Company was originally incorporated under the Companies Act, 1956 vide certificate of incorporation dated July 23, 2008 issued by the Registrar of Companies, Mumbai. Later in the year 2016, the name of the company was changed from "Sudarshan Specialty Chemsolve Private Limited" to "Sudarshan Pharma Industries Private Limited" under the Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on November 25, 2016 and vide certificate of incorporation dated December 17, 2016 issued by the Registrar of Companies, Mumbai. Thereafter, Our Company was converted in to a public company pursuant to a special resolution passed by our shareholders at the EGM held on December 12, 2016 and consequently name was changed to "Sudarshan Pharma Industries Limited" (SPIL) vide fresh certificate of incorporation dated January 15, 2017 issued by Registrar of Companies, Mumbai. For details pertaining to the changes of name of our company and change in the registered office, please refer to the chapter titled 'History and Certain Corporate Matters' beginning on page no. 151 of this Prospectus.

**Registered Office:** 301, 3rd Floor, Aura Biplax, Above Kalyan Jewellers, S V Road, Borivali (West), Mumbai – 400 092, Maharashtra, India;

**Tel. No.:** +91 22 242221111; **Email:** [compliance@sudarshanpharma.com](mailto:compliance@sudarshanpharma.com)/ [compliance.spil@gmail.com](mailto:compliance.spil@gmail.com); **Website:** [www.sudarshanpharma.com](http://www.sudarshanpharma.com);

**Contact Person:** Mr. Anubhav Jain, Company Secretary & Compliance Officer

### PROMOTERS OF OUR COMPANY: MR. HEMAL V. MEHTA & MR. SACHIN V. MEHTA

**INITIAL PUBLIC ISSUE OF 34,40,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH ("EQUITY SHARES") OF SUDARSHAN PHARMA INDUSTRIES LIMITED ("OUR COMPANY" OR "THE ISSUER COMPANY") FOR CASH AT A PRICE ₹ 75/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 65/- PER EQUITY SHARE) ("ISSUE PRICE") AGGREGATING TO ₹ 2580.00 LAKHS ("THE ISSUE"), OF WHICH 1,76,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR A CASH PRICE OF ₹ 75/- PER EQUITY SHARE, AGGREGATING TO ₹ 132.00 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 32,64,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT AN ISSUE PRICE OF ₹ 75.00 PER EQUITY SHARE AGGREGATING TO ₹ 2448.00 LAKHS (IS HEREINAFTER REFERRED TO AS THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.49 %AND 25.13 %, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE NO. 245 OF THIS PROSPECTUS.**

**THE FACE VALUE OF THE EQUITY SHARES IS ₹10/- EACH AND THE ISSUE PRICE OF ₹ 75/- I.E. 7.5 TIMES OF THE FACE VALUE.**

**THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI ICDR REGULATIONS"), AS AMENDED. IN TERMS OF RULE 19(2)(B)(I) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED (THE "SCRR"), THIS ISSUE IS BEING MADE FOR AT LEAST 25% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS 2018, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "ISSUE PROCEDURE" BEGINNING ON PAGE 254 OF THIS PROSPECTUS.**

In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 and SEBI/HO/CFD/DIL2/CIR/P/2018/138, all potential investors may participate in the Issue through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For further details, please refer to section titled "Issue Procedure" beginning on page 254 of this Prospectus. A copy will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

### RISKS IN RELATION TO FIRST ISSUE

This being the first public issue of our Company, there has been no formal market for our Equity Shares of our Company. The face value of the Equity Shares of our Company is ₹10/- each and the Issue Price of ₹ 75/- per Equity Share i.e. 7.5 times of face value. The Issue Price (as determined and justified by our Company in consultation with the Lead Manager, as stated under the chapter 'Basis for Issue Price' beginning on page no. 92 of this Prospectus) should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/ or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the 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 the Public Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. **Specific attention of the investors is invited to the section titled 'Risk Factors' beginning on page 24 of this Prospectus.**

### ISSUER'S ABSOLUTE RESPONSIBILITY

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


### LISTING

The Equity Shares offered through this Prospectus are proposed to be listed on the SME Platform of National Stock Exchange Limited ("NSE EMERGE"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received an approval letter dated April 05, 2019 from National Stock Exchange Limited ("NSE") for using its name in the offer document for listing of our shares on the SME Platform of NSE. For the purpose of the Issue, the designated Stock Exchange will be National Stock Exchange Limited ("NSE").

### LEAD MANAGER TO THE ISSUE

  
**FIRST OVERSEAS CAPITAL LIMITED**  
1-2 Bhupen Chambers, Ground Floor, Dalal Street,  
Mumbai-400 001  
**Tel. No.:** +91 22 40509999  
**Fax No.:** N.A.  
**Email:** [rushabh@focl.in](mailto:rushabh@focl.in)/ [satish@focl.in](mailto:satish@focl.in)/ [mala@focl.in](mailto:mala@focl.in)  
**Investor Grievance Email:** [investorcomplaints@focl.in](mailto:investorcomplaints@focl.in)  
**Website:** [www.focl.in](http://www.focl.in)  
**Contact Person:** Mr. Rushabh Shroff/ Mr. Satish Sheth/ Ms. Mala Soneji  
**SEBI Registration No.:** INM000003671

### REGISTRAR TO THE ISSUE

  
**Karvy Fintech Private Limited**  
Karvy Selenium Tower B, Plot 31-32, Gachibowli,  
Financial District, Nanakramguda, Hyderabad 500 032 India  
**Tel. No.:** 1-800-3454001/ +91 40 6716 2222  
**Fax No.:** +91 40 2343 1551  
**E-mail:** [einward.ris@karvy.com](mailto:einward.ris@karvy.com)  
**Investor Grievance Email:** [spil.ipo@karvy.com](mailto:spil.ipo@karvy.com)  
**Website:** [www.karisma.karvy.com](http://www.karisma.karvy.com)  
**Contact Person:** Mr. M Murali Krishna  
**SEBI Registration No.:** INR000000221

### ISSUE PROGRAMME

**ISSUE OPENS ON: JUNE 12, 2019; WEDNESDAY**

**ISSUE CLOSES ON: JUNE 17, 2019, MONDAY**



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## SECTION I – DEFINITIONS AND ABBREVIATIONS

This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulations, rules, guidelines or policies shall be to such legislation, act, regulations, rules, guidelines or policies as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Prospectus, but not defined herein shall have the meaning ascribed to such terms under SEBI ICDR Regulations, the Companies Act, the SCRA, the Depositories Act, and the rules and regulations made thereunder.

Notwithstanding the foregoing, the terms not defined but used in the chapters titled “*Statement of Tax Benefits*”, “*Restated Financial Statements*”, “*Outstanding Litigation and Material Developments*” and section titled “*Main Provisions of Articles of Association*” beginning on page nos. 94, 186, 221 and 302, respectively, shall have the meanings ascribed to such terms in the respective sections.

### CONVENTIONAL / GENERAL TERMS

Sudarshan Pharma Industries Limited/ Sudarshan Pharma / SPIL / The Company/ Company/ We/ Us/ Our/ our Company/ the Issuer	Unless the context otherwise indicates or implies refers to Sudarshan Pharma Industries Limited, a public limited company incorporated under the provisions of the Companies Act, 2013 with its registered office 301, 3rd Floor, Aura Biplex, Above Kalyan Jewellers, S V Road, Borivali (West), Mumbai – 400 092, Maharashtra, India
TERM	DESCRIPTION
Act/ Companies Act	The Companies Act, 2013 and Companies Act, 1956 to the extent applicable.
Depositories Act	The Depositories Act, 1996 and amendments thereto.
Depository / Depositories	A Depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996, as amended from time to time, in this case being Central Depository Services Limited (CDSL) and National Securities Depository Limited (NSDL)
ROC / Registrar of Companies	The Registrar of Companies, Mumbai
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992 and subsequent amendments thereto.
SEBI Act	Securities and Exchange Board of India Act, 1992 and amendments thereto
SEBI Regulations/ SEBI ICDR Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (LODR) Regulations, 2015	SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 issued by SEBI on September 02, 2015 and subsequent amendments thereto.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI Takeover Regulations / Takeover Code/ Takeover Regulations/ SEBI (SAST) Regulations	The SEBI (SAST) Regulations 2011 which came into effect from October 22, 2011 and subsequent amendments thereto.
Securities Act	United States Securities Act of 1933, as amended.
Securities Law	In accordance with Regulation 2(1)(ccc), the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made there under and the general or special orders, guidelines or circulars made or issued by the Board there under and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed there under, which are administered by the Board.

### COMPANY RELATED

TERMS	DESCRIPTION
AGM	Annual General Meeting



TERMS	DESCRIPTION
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
Articles / Articles of Association /AoA	Unless the context otherwise requires, refers to the Articles of Association of Sudarshan Pharma Industries Limited, as amended from time to time.
Auditors/ Statutory Auditors/ Statutory Auditors of the Company	The Statutory & Tax Auditors of our Company, being M/s. NGST & Associates, Chartered Accountants.
Audit Committee	The committee of the Board of Directors constituted as the Company's Audit Committee in accordance with Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015
Board of Directors / Board / Director(s) / Our Board	The Board of Directors of our Company, including all duly constituted Committee(s) thereof.
Company Secretary & Compliance Officer	Company Secretary & Compliance Officer of our Company in this case being, Mr. Anubhav Jain
Director(s)	Director(s) of our Company unless otherwise specified
Equity Shares/ Shares	Equity Shares of our Company having a face value of Rs. 10/- each, fully paid-up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding Equity shares of our Company unless otherwise specified in the context otherwise.
ESOP	Employee Stock Option
FV	Value of paid-up Equity Capital per Equity Share, in this case Rs. 10/- each.
Group Companies	Such entities as are included in the Chapter in ' <b>Our Promoter Group And Group Companies / Entities</b> ' beginning on page 171 & 178 of this Prospectus.
Key Managerial Personnel / KMP	The personnel are listed as Key Managerial Personnel our Company as per Section 2(51) of the Companies Act, 2013 and Regulation 2(bb) of the SEBI (ICDR), Regulation, 2018 and as identified in the chapter titled ' <b>Our Management</b> ' beginning on page 155 of this Prospectus.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of our Company, as amended from time to time.
Non- Resident	A person resident outside India, as defined under FEMA Regulations.
NRIs/Non-Resident Indians	A person resident outside India, as defined under FEMA and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Peer Review Auditor	The Peer Review Auditors of our Company, being M/s. NGST & Associates, Chartered Accountants.
Promoter/ Promoters of our Company	Promoter of our Company is Mr. Sachin V. Mehta and Mr. Hemal V. Mehta
Promoter Companies/ Promoter Group	Unless the context otherwise requires, refers to such persons and entities constituting the Promoter Companies/ Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 and as disclosed in ' <b>Our Promoter Group And Group Companies / Entities</b> ' beginning on page 171 & 178 of this Prospectus.
Registered Office	The Registered Office of our Company which is located at 301, 3rd Floor, Aura Biplax, Above Kalyan Jewellers, S V Road, Borivali (West), Mumbai – 400 092, Maharashtra, India
SME Exchange	Unless the context otherwise requires, refer to the NSE, SME Platform of NSE.
Stock Exchange	Unless the context otherwise requires, refers to the NSE, SME Platform of NSE.

#### ISSUE RELATED TERMS

TERM	DESCRIPTION
Allot / Allotment / Allotment of Equity Shares	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Equity Shares pursuant to the issue to the successful Applicants.
Allocation / Allocation of Equity	Unless the Context otherwise requires, the allocation of Equity Shares pursuant



TERM	DESCRIPTION
Shares	to this Issue to successful Applicants.
Allottee`s	The successful applicant to whom the Equity Shares are/ have been allotted.
Applicant(s)	Any prospective investor who makes an application for Equity Shares in terms of this Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Prospectus.
Application Intermediary Collecting	1) an SCSB, with whom the bank account to be blocked, is maintained. 2) a syndicate member (or sub-syndicate member), 3) a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker"), 4) a depository participant ('DP') (and whose name is mentioned on the website of the stock exchange as eligible for this activity), 5) a registrar to an issue and share transfer agent('RTA') (and whose name is mentioned on the website of the stock exchange as eligible for this activity)
Application Form	The form in terms of which the prospective Applicants shall apply for the Equity Shares of our Company. All prospective Applicants shall apply through ASBA process only.
Application Supported by Blocked Amount/ASBA	An application, whether physical or electronic, used by Applicants, to make an Application authorizing an SCSB to block the Application Amount in the ASBA Account maintained with the SCSB.
ASBA Account	Account maintained by an ASBA Applicants with an SCSB which will be blocked by such SCSB to the extent of the Application Amount.
Banker(s) to the Company	Such banks which are disclosed as bankers to our Company in the chapter titled <b>"General Information"</b> on page 55.
Banker(s) to the Issue/ Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom Escrow Account will be opened and in this case being <b>HDFC Bank Limited</b>
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue in consultation with the Stock Exchange which is described in the Chapter titled <b>'Issue Procedure'</b> beginning on page 254 of this Prospectus.
Broker Centres	Broker centres notified by the Stock Exchanges, where the Applicants can submit the Application forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers, are available on the website of the Stock Exchanges.
Business Day	Monday to Friday (except public holidays)
Controlling Branch	Such branches of the SCSBs which coordinate Applications made under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> , or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as their Name, Address, Pan, Occupation, Applicant Status and Bank Account details etc.
Depository/Depositories	A Depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depository Participant/DP	A Depository Participant as defined under the Depositories Act, 1996, as amended from time to time.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> , or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which amount blocked by the SCSBs is transferred from the ASBA Account specified by the ASBA Applicants to the Public Issue Account or are unblocked as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted to the successful Applicants.
Designated Stock Exchange/ SE	<b>SME Platform of the National Stock Exchange Limited (NSE EMERGE)</b>
Draft Prospectus	The Draft Prospectus dated February 28, 2019 issued in accordance with



TERM	DESCRIPTION
	Section 26 of the Companies Act, 2013 and filed with the NSE under SEBI (ICDR) Regulation, 2018 as amended from time to time.
Escrow Agreement	Agreement dated May 04, 2019 entered in to amongst our Company, Lead Manager and the Registrar, the Banker(s) to the Issue/ Escrow Collection Bank(s) for collection of the Application Amounts from the ASBA Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.
Eligible NRIs	NRIs from such jurisdiction outside India where it is not unlawful for our Company to make this Issue or an invitation under this Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
Escrow Collection Bank(s)	The banks which are clearing members and registered with SEBI as Banker(s) to the Issue/ Escrow Collection Bank(s) at which bank(s) the Escrow Account of our Company will be opened, in this case being HDFC Bank Limited.
First/Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account or UPI linked account number held in joint names.
Issue / Issue Size/ IPO/Initial Public Offering/Public Issue	Public Issue of 34,40,000 Equity Shares of Rs. 10/- each fully paid of Sudarshan Pharma Industries Limited (“Sudarshan Pharma” Or “SPIL” or “the Company” or “the Issuer Company ) for cash at a price of Rs. 75/- per Equity Share aggregating to Rs. 2580.00 Lakhs. The Net Issue will constitute 26.49% of the post issue paid up capital of the Company
Issue Period	The Issue period shall be June 12, 2019, being the Issue Opening Date, to June 17, 2019, being the Issue Closing Date.
Issue Closing Date	June 17, 2019, The Date on which Issue closes for subscription
Issue Opening Date	June 12, 2019 , The Date on which Issue opens for subscription
Issue Price	The price at which the Equity Shares are being issued by our Company under this Prospectus being Rs. 75/-.
Issue Proceeds	The proceeds to be raised by our Company through Fresh Issue is Rs. 2580.00 Lakhs.
General Information Document/ GID	The General Information Document for investing in Public Issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by the SEBI
LM / Lead Manager	Lead Manager to the Issue, in this case being First Overseas Capital Limited, SEBI Registered Category I Merchant Bankers.
Listing Agreement with NSE - SME PLATFORM of NSE	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the NSE -SME Platform of NSE known as NSE EMERGE.
Market Making Agreement	Market Making Agreement dated February 27, 2019 between our Company, Lead Manager and Market Maker.
Market Maker/MM	Safal Capital (India) Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Maker Reservation Portion	The Reserved portion of 1,76,000 Equity Shares of Rs. 10/- each at Rs. 75/- per Equity Shares aggregating to Rs. 132.00/- Lakhs for Market Maker in the Initial Public Issue of SPIL.
Memorandum of Understanding	The agreement dated February 27, 2019 between our Company and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Mutual Fund(s)/ MF	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 32,64,000 Equity Shares of Rs. 10/- each of SPIL at Rs. 75/- per Equity Share



TERM	DESCRIPTION
	aggregating to Rs. 2448.00 Lakhs.
Non-Institutional Investors/ Applicants/NHIs	All Applicants(including Category III FPIs which are foreign corporate or foreign individuals but not including NRIs, other than eligible NRIs) that are not Qualified Institutional Buyers(QIBs)(including Anchor Investors or Retail Individual Applicants/Investors and who have applied for Equity Shares for an amount more than Rs. 2,00,000.
Non-Indian Resident/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulation, as amended from time to time
NSE	National Stock Exchange of India
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 trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through NECS, Direct Credit, NACH, RTGS or NEFT, as applicable.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus to be filed with the ROC in accordance with Section 26 & 32 of the Companies Act, 2013 and SEBI (ICDR), Regulations containing inter alia, the Issue opening and Issue closing dates and other certain information
Public Issue Account	Account opened with Banker to the Issue, i.e. HDFC Bank Limited under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Institutional Buyers / QIBs	A Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of SEBI (ICDR), Regulations, 2018
Registrar Agreement	The agreement dated May 10, 2018 between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issue by SEBI
Registrar/ Registrar to the Issue	Registrar to this Issue being Karvy Fintech Private Limited having an registered office Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 India.
Retail Individual Investors	Individual investors, or minors applying through their natural guardians (including HUFs, in the name of Karta and Eligible NRIs) and ASBA Applicants who apply for the Equity Shares of a value of not more than or equal to Rs. 2,00,000/-.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
Self-Certified Syndicate Banks/ SCSB	The banks registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offering services in relation to ASBA, a list of all SCSBs is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> and updated from time to time
SCSB Agreement	The deemed agreement between the SCSBs, the Lead Manager, the Registrar to the Issue and our Company, in relation to the collection of Applications from the ASBA Applicants and payment of funds by the SCSBs to the Public Issue Account
SME Platform of NSE	The SME Platform of NSE, i.e., NSE EMERGE for listing of equity shares offered under Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time
Specified Securities	Equity Shares are being offered through this Prospectus



TERM	DESCRIPTION
Underwriters to the Issue	First Overseas Capital Limited
Underwriting Agreement	The Agreement dated February 27, 2019 entered into between the Underwriters and our Company.
Wilful Defaulter	Wilful Defaulter is defined under Regulation 2(1)(III) of SEBI (ICDR) Regulations, 2018, means a person or an issuer who or which is categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
Working Days	<p>In accordance with Regulation 2(1)(mmm) of SEBI (ICDR), Regulations, 2018, working day means all days on which commercial banks in the city as specified in the offer document are open for business.</p> <ul style="list-style-type: none"> <li>- However, till Application / Issue closing date: All days other than 2<sup>nd</sup> and 4<sup>th</sup> Saturday of the month, Sunday or a public holiday;</li> <li>- Post Application / Issue closing date and till the Listing of Equity Shares: Working days shall be all trading days of stock exchanges excluding Sundays and bank holidays (in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016).</li> </ul>

#### ABBREVIATIONS

ABBREVIATIONS	FULL FORMS
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF	Alternative Investment Funds as defined in and registered under SEBI AIF Regulations
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
Bn	Billion
CAGR	Compounded Annual Growth Rate
CAPEX	Capital Expenditure
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CII	Confederation of Indian Industry
CIN	Company Identification Number
CST	Central Sales Tax
Contract Act	The Indian Contract Act, 1872 as amended from time to time
CSR	Corporate Social Responsibility
DIN	Director Identification Number
DP	Depository Participant
DP ID	Depository Participant's Identity
DB	Designated Branch
DTC	Direct Tax Code, 2013
EBIDTA	Earning/Revenues from operations (net) less total expenses (expenses other than finance cost, depreciation and amortization)
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EOU	Export Oriented Unit
EPS	Earnings Per Share
ESOP	Employee Stock Option Plan
FCNR	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under



ABBREVIATIONS	FULL FORMS
FII	Foreign Institutional Investor, as defined under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 2014, as amended from time to time and registered with the SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FPI	Foreign Portfolio Investor as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India
FTP	Foreign Trade Policy, 2009
FY/ Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI under applicable laws in India.
GAAP	General Accepted Accounting Principles
GDP	Gross Domestic Product
GoI/ Government	Government of India
GST	The Central Goods and Services Tax Act, 2017
HNI	High Networth Individuals
HR	Human Resources
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
ICAI	Institute of Chartered Accountants of India
ICDR/ ICDR Regulations/ SEBI ICDR/ SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018 as amended, including instructions and clarifications issued by SEBI from time to time.
ICSI	Institute of Company Secretaries Of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
IGST	Integrated GST
IMPS	Immediate Payment Service
IPR	Intellectual Property Rights
IRDA	Insurance Regulatory and Development Authority
I.T. Act	Income Tax Act, 1961, as amended from time to time
INR/Rs./Rupees/ ₹	Indian Rupees, the legal currency of the Republic of India
JV	Joint Ventures
Km	Kilometres
KMP	Key Managerial Personnel
LM	Lead Manager
Ltd	Limited
MB	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended from time to time.
MD	Managing Director
MICR	Magnetic Ink Character Recognition
Mkt.	Market
Mn	Million
MOA	Memorandum of Association
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
N.A./ n.a.	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NBFC	Non- Banking Finance Company
NECS	National Electronic Clearing System
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate



<b>ABBREVIATIONS</b>	<b>FULL FORMS</b>
No.	Number
NPV	Net Present Value
NR	Non-Resident
NRE Account	Non Resident External Account
NRIs	Non Resident Indians
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NTA	Net Tangible Assets
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price/ Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PE	Private Equity
PE Ratio	Price/ Earning Ratio
PIO	Persons of Indian Origin
POA	Power of Attorney
Pvt.	Private
Pvt. Ltd.	Private Limited
QFI	Qualified Foreign Investors
QIB	Qualified Institutional Buyers
RBI	The Reserve Bank of India
R & D	Research and Development
RoC	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section
Securities Act	The U.S. Securities Act as amended from time to time
SEZ	Special Economic Zone
SGST	State GST
SME	Small and Medium Enterprise
SSI Undertakings	Small Scale Industrial Undertakings
STT	Securities Transaction Tax
TIN	Tax Identification Number
TAN	Tax Deduction and Collection Account Number
TRS	Transaction Registration Slip
TNW	Total Net Worth
UIN	Unique Identification Number
u/s	Under Section
US/ United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
Venture Capital Fund(s)/ VCF(s)	Venture Capital Funds as defined and registered with SEBI under Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended from time to time.
VAT	Value Added Tax
WDV	Written Down Value
w.e.f.	With Effect From
WTD	Whole Time Director
WTO	World Trade Organization
YoY	Year over year



**TECHNICAL/ INDUSTRY RELATED TERMS**

TERM	DESCRIPTION
ANDA	Abbreviated New Drug Application
AMTZ	Andhra Pradesh MedTech Zone
BOD	Biochemical Oxygen Demand
COD	Chemical Oxygen Demand
DCGI	Drug Controller General of India
DIPP	Department of Industrial Policy and Promotion
EMA	European Medicines Agency
EMI/EMC	Electro-Magnetic Interference
FDA	Food and Drug Administration
FMCG	Fast Moving Consumer Goods
HCV	Heavy Commercial Vehicle
LCV	Light Commercial Vehicle
MNCs	Multi-National Companies
NCAER	National Council of Applied Economic Research
OTC	Over the Counter
PCPIR	Petroleum, Chemicals and Petroleum Investment Regions
RMB	Renminbi- official currency of the People's Republic of China
USFDA	US Food and Drug Administration

Notwithstanding the following:-

1. In the section titled '**Main Provisions of the Articles of Association**' beginning on page 302 of this Prospectus, defined terms shall have the meaning given to such terms in that section;
2. In the section titled '**Summary of Issue Document**' beginning on page no. 12 of this Prospectus, defined terms shall have the meaning given to such terms in that section;
3. In the section titled '**Risk Factors**' beginning on page 24 of this Prospectus, defined terms shall have the meaning given to such terms in that section;
4. In the chapter titled '**Statement of Tax Benefits**' beginning on page 94 of this Prospectus, defined terms shall have the meaning given to such terms in that section;
5. In the chapter titled '**Management's Discussion and Analysis of Financial Conditions and Results of Operations**' beginning on page 209 of this Prospectus, defined terms shall have the meaning given to such terms in that section; and
6. In the section titled '**Restated Financial Statement**' beginning on page 186 of this Prospectus, defined terms shall have the meaning given to such terms in that section.



## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Certain Conventions

In this Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Sudarshan Pharma” and/or “SPIL”, unless the context otherwise indicates or implies, refers to Sudarshan Pharma Industries Limited.

All references in this Prospectus to “India” are to the Republic of India. All references in the Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America. Unless stated otherwise, all references to page numbers in this Prospectus are to the page numbers of this Prospectus.

### Financial Data

Unless stated otherwise, the financial data which is included in this Prospectus is derived from our restated/ audited financial statements for the financial years ending on March 31, 2019, 2018 and 2017 prepared in accordance with Indian GAAP, Accounting Standards, the Companies Act, 2013 (Such provisions of the Companies Act, 1956 which are in force as on date) and restated financial statements of our company prepared in accordance with the SEBI ICDR Regulations and the Indian GAAP which are included in this Prospectus, and set out in the section titled ‘*Financial Statements*’ beginning on page 186 of this Prospectus.

Our Financial Year commences on April 1<sup>st</sup> of each year and ends on March 31<sup>st</sup> of the following year, so all references to a particular Financial Year are to the (12) twelve-month period ended March 31<sup>st</sup> of that year. In this Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off. Further, figure represented in the BRACKET or with the sign “ - ” indicates NEGATIVE data in this Prospectus in relation to our Company and Industries. There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the restated financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices/ Indian GAAP, the Companies Act and the SEBI Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the chapters titled ‘*Risk Factors*’, ‘*Business Overview*’ and ‘*Management's Discussion and Analysis of Financial Conditions and Results of Operations*’ beginning on page 24, 118 and 209, respectively, of this Prospectus and elsewhere in this Prospectus, unless otherwise indicated, have been calculated on the basis of our restated financial statements prepared in accordance with Indian GAAP, the Companies Act and SEBI ICDR Regulations.

### Currency and Units of presentation

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

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

All references to the word “Lakh/Lakhs or Lac” means “One Hundred Thousand”, the word “Crore/Crores” means “Hundred Lakhs”, the word “Million (million) or Mn” means “Ten Lakhs”, the word “Crores” means “Ten Million” and the word “Billion (bn)” means “One Hundred Crores”.

### Industry and Market Data

Unless stated otherwise, industry data used throughout this Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although our Company believes that industry data used in this Prospectus is reliable, it has not been independently verified.

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



## FORWARD LOOKING STATEMENT

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

These forward looking statements can generally be identified by words or phrases such as “will”, “may”, “aim”, “is likely to result”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions. Similarly, statements that describe our objectives, strategies, plans or goals are also forward looking statements.

These forward-looking statements are subject to a number of risks, uncertainties and assumptions that could significantly affect our current plans and expectations and our future financial condition and results of operations. Important factors that could cause actual results to differ materially from our expectations include but are not limited to the followings:

- General economic and business conditions in the markets in which we operate and in the local, regional and national and international economies;
- Our ability to successfully implement our growth strategy and expansion plans, technological initiatives, and to launch and implement various projects and business plans for which funds are being raised through this Issue;
- Our ability to respond to technological changes;
- Our ability to attract and retain qualified personnel;
- Our ability to meet our capital expenditure requirements;
- Fluctuations in operating costs and impact on the financial results;
- The effect of wage pressures, seasonal hiring patterns and the time required to train and productively utilize new employees;
- General social and political conditions in India which have an impact on our business activities or investments;
- Potential mergers, acquisitions restructurings and increased competition;
- Occurrences of natural disasters or calamities affecting the areas in which we have operations;
- Market fluctuations and industry dynamics beyond our control;
- Changes in the competition landscape;
- Our ability to finance our business growth and obtain financing on favorable terms;
- Our ability to manage our growth effectively;
- Our ability to compete effectively, particularly in new markets and businesses;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Developments affecting the Indian economy; and
- Inability to meet our obligations, including repayment, financial and other covenants under our debt financing arrangements.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer to the chapters titled ‘*Risk Factors*’, ‘*Business Overview*’ and ‘*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*’ beginning on page 24, 118 and 209, respectively of this Prospectus.

Forward looking statements reflects views as of the date of this Prospectus and not a guarantee of future performance. By their nature, certain risk disclosures are only estimates and could be materially different from what occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company, our Directors nor the Lead Managers, nor any of their respective affiliates or associates 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 the listing and trading permission is granted by the Stock Exchange(s).



## SECTION III – SUMMARY OF THE ISSUE DOCUMENT

### Overview of the Industry

#### Overview of the Specialty Chemical Industry:

The chemicals industry can be classified based on various parameters such as value addition (basic/specialty), end-use (water treatment/construction/agrochemicals), process (batch/continuous), etc. If we focus on value addition, the chemicals industry can be classified into two broad segments -basic and specialty.

Basic chemicals are generally high-volume and low-value products that are sold to other industries for further processing. Typically, basic chemicals are more likely to be manufactured in continuous process plants and there is no major product differentiation among several manufacturers. Sales of basic chemicals are primarily driven by price.

On the other hand, specialty chemicals are low-volume and high-value products sold on the basis of their quality or utility, rather than composition. Thus, they may be used primarily as additives or to provide a specific attribute to the end product.

Specialty chemicals are more likely to be prepared and processed in batches. The focus is on value addition to the end-product and the properties or technical specifications of the chemical. Specialty chemicals are an important group, but classifying a particular chemical as 'basic' or 'specialty' has been somewhat contentious.

Source: <https://www.jmfl.com/docs/default-source/default-document-library/indian-specialty-chemicals---growth-catalysts.pdf?sfvrsn=0>

**Specialty Chemicals** are a group of “relatively high value low volume chemicals, known for its end use performance enhancing applications”. They are recognized for “what they do” rather than “what they are” as in the case of Basic Chemicals. They provide “solutions “to customer applications, are knowledge based and known to deliver much more returns as compared to Basic chemicals. The critical success in this industry depends upon understanding customer’s needs and product/application development to meet the same at a favorable price-performance ratio.

Source: <https://www.maiervidorno.com/glimpse-indian-specialty-chemicals-industry/>

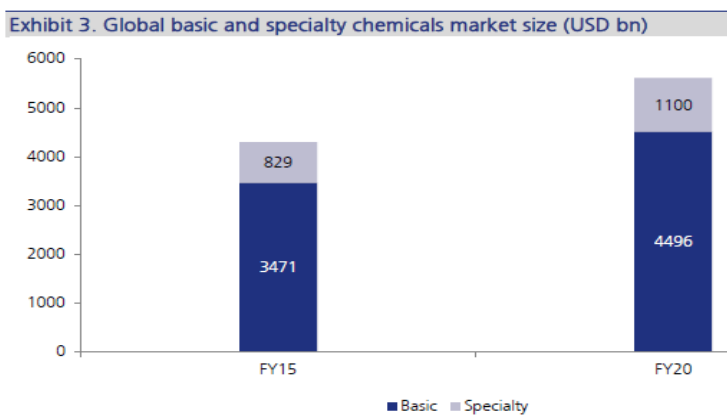
Specialty chemicals are mainly used to add value to the finished product, they are primarily sold on a B2B basis. Specialty chemicals can be further divided into various sub-segments on the basis of end-use and application. In this report, we have classified specialty chemicals into ten sub-segments. These sub-segments are **1) Agrochemicals, 2) Colourants, 3) Construction chemicals, 4) Flavours & Fragrances, 5) Paints & Coatings, 6) Personal care, 7) Polymer additives, 8) Surfactants, 9) Textile chemicals and 10) Water treatment chemicals.**

Source: <https://www.jmfl.com/docs/default-source/default-document-library/indian-specialty-chemicals---growth-catalysts.pdf?sfvrsn=0>

#### An overview of the global specialty chemicals industry

Globally, the chemical industry recorded sales of c.USD 4.3trn in FY15, of which specialty chemicals (including agrochemicals) recorded sales of c.USD 829bn (or c.20% of the global chemical industry sales). Industry estimates indicate that the chemical industry could record a CAGR of c.5.4% to reach c.USD 5.6trn by end- FY20, while specialty chemicals could grow at a slightly faster rate, recording c.5.8% CAGR to reach USD 1.1trn by end -FY20.

Source: <https://www.jmfl.com/docs/default->



Source: TSMG-RICCI, Global Market Insights, JM Financial

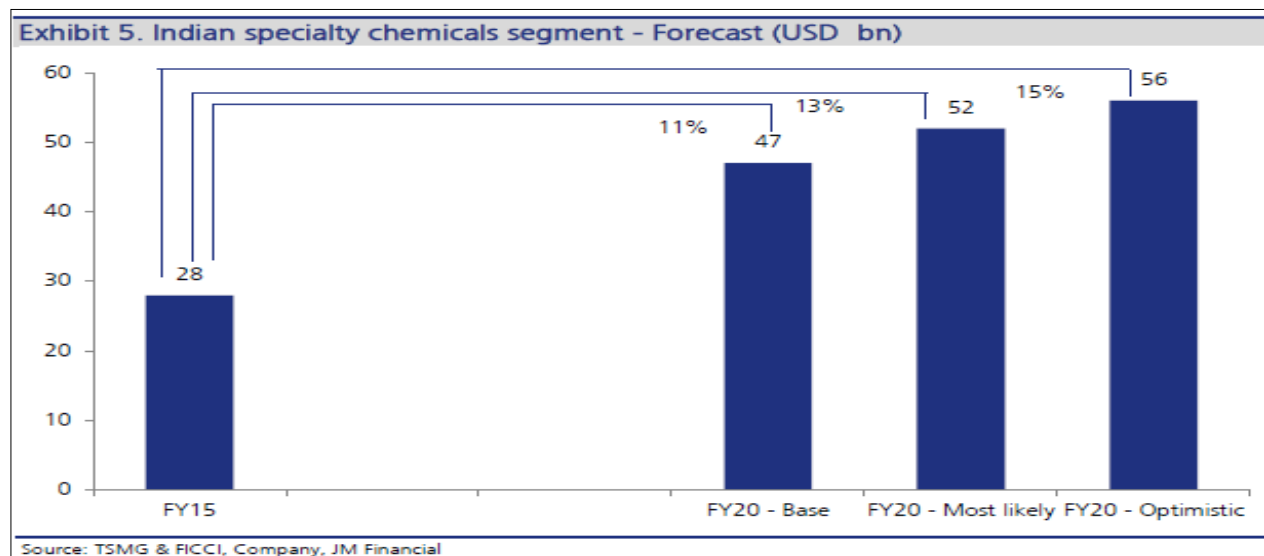
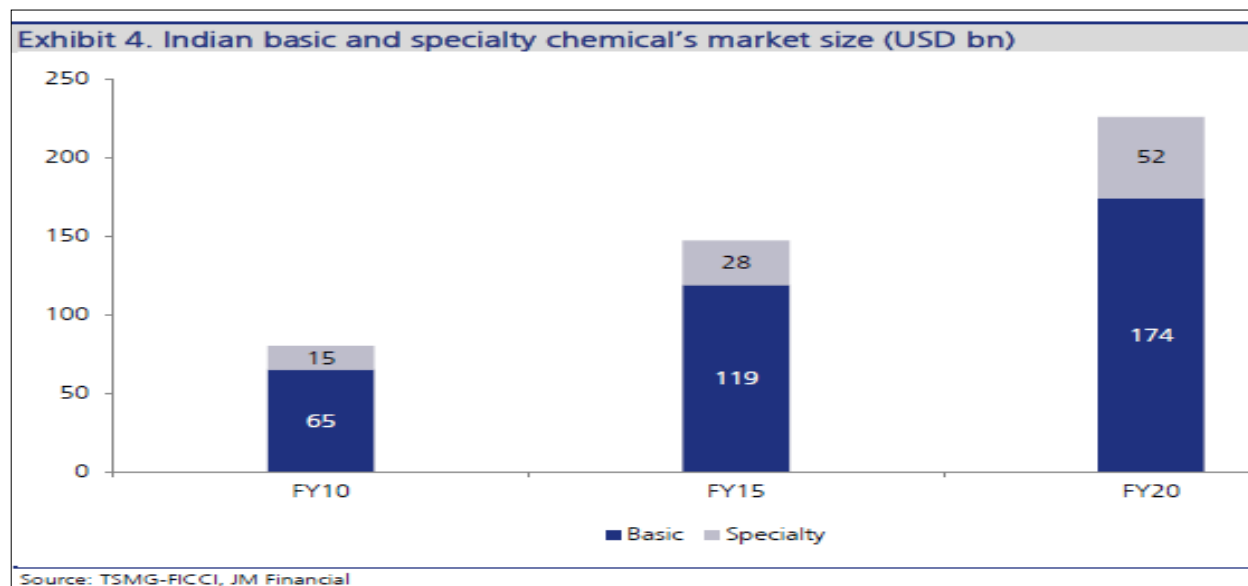


Asia-Pacific had the highest market share of around 42% of global specialty chemicals market in 2017. The electronics market of Asia-Pacific has experienced a surge in the recent past with innovations and advanced technology implementations, driving the specialty chemicals market in the region. The major sealants manufacturing companies have their manufacturing plants in China, which accounts for 59% of the Asia-Pacific region. All the above factors, when added up with high development in manufacturing and construction industry, helps the Asia-Pacific region to dominate the market, as these are major consumers of specialty chemicals.

Source: <https://www.mordorintelligence.com/industry-reports/specialty-chemicals-market>

### An overview of the Indian specialty chemicals industry

In FY15, Indian chemical industry's revenue was c.USD 147bn, implying a less-than-4% share of the global chemical industry (c. USD 4.3trn). This is despite strong CAGR of c.13% during FY10-FY15. The Indian specialty chemicals industry at c.USD 28bn (Exhibit 4) accounted for c.3.4% of the global specialty chemicals industry and c.20% of the Indian chemical industry in FY15. The Indian specialty chemicals industry reported annual growth of 14% during FY10-FY15 implying that growth in specialty chemicals was slightly stronger than growth in the overall chemicals industry.

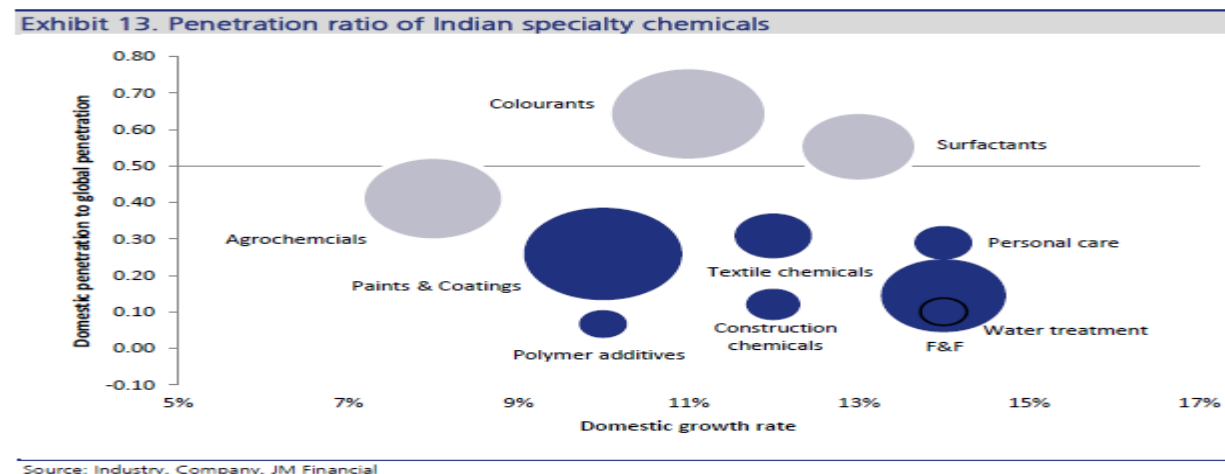
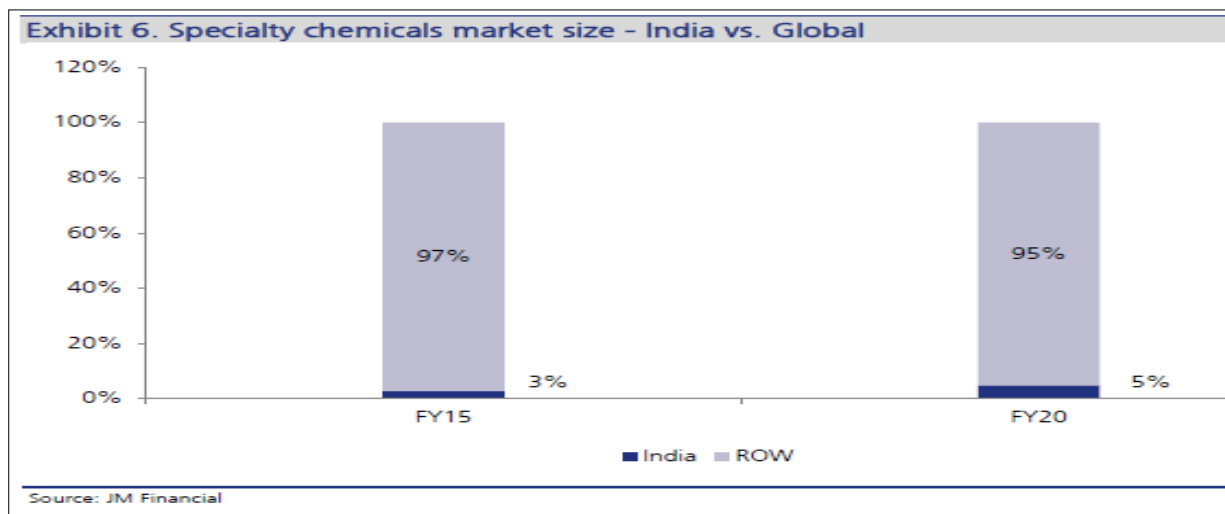




According to TSMG-FICCI, specialty chemicals industry could grow c.13% per annum during FY15-FY20 (on the back of increasing consumption and high growth in end-use industries), leading to a market size of c.USD 52bn by 2020. If India's specialty chemicals industry grows at 13% as estimated above, against the global growth rate of c.6%, India's share in the specialty chemicals global market could increase to c.5% by end-FY20 from c.3.4% in FY15.

Among specialty chemicals sub-segments, water treatment, polymer additives, flavours & fragrances and construction chemicals have a lower penetration ratio (<0.15). With increased focus on improving the quality of construction, per capita consumption of specialty chemicals in India could grow faster than the industry rate. Thus, a rapidly expanding end-use industry, coupled with low penetration, would help specialty chemicals grow faster than the end-use industry.

Source: <https://www.maiervidorno.com/glimpse-indian-specialty-chemicals-industry/>



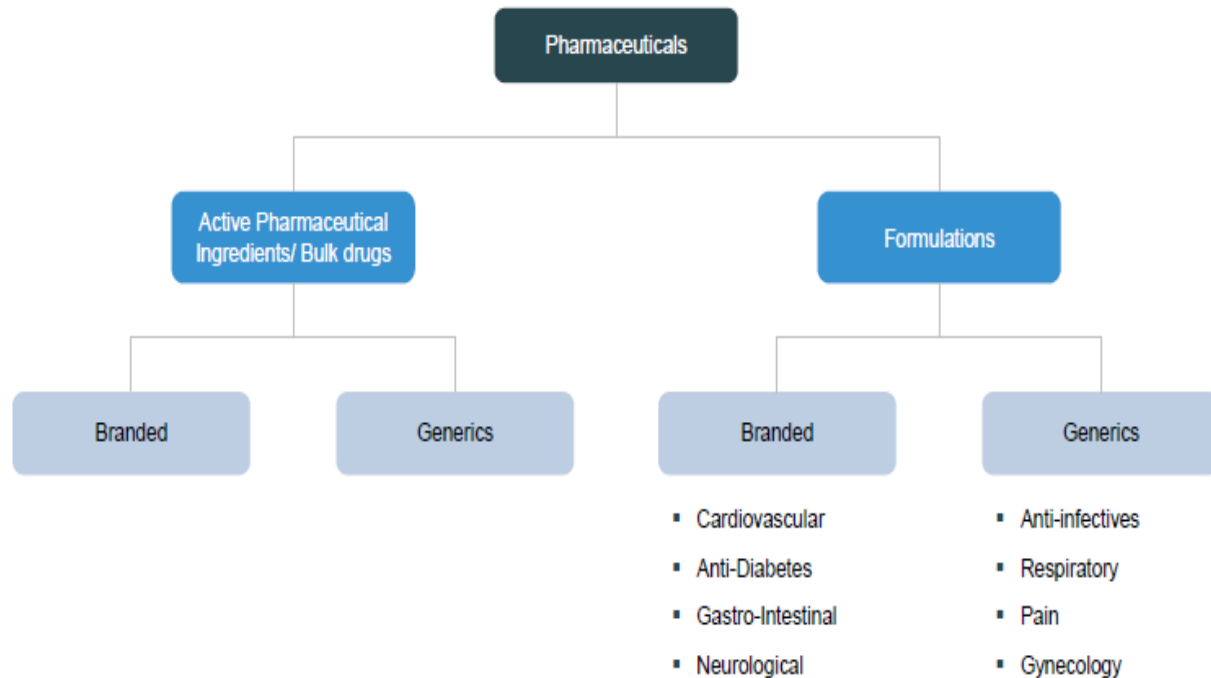
## Overview of the Pharmaceutical Industry

India is the largest provider of generic drugs globally. Indian pharmaceutical sector industry supplies over 50 per cent of global demand for various vaccines, 40 per cent of generic demand in the US and 25 per cent of all medicine in UK.

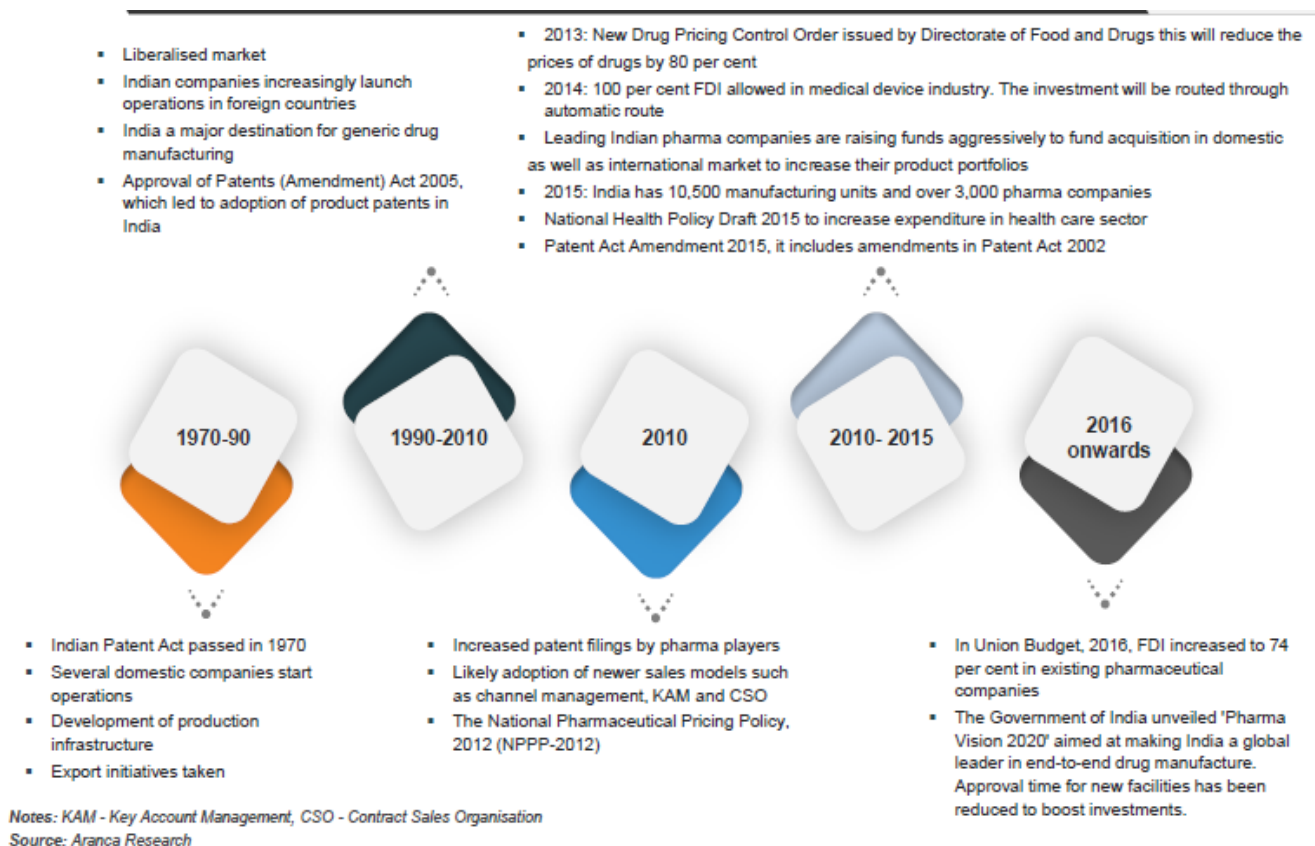
India enjoys an important position in the global pharmaceuticals sector. The country also has a large pool of scientists and engineers who have the potential to steer the industry ahead to an even higher level. Presently over 80 per cent of the antiretroviral drugs used globally to combat AIDS (Acquired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



## Structure of Pharma Sector in India

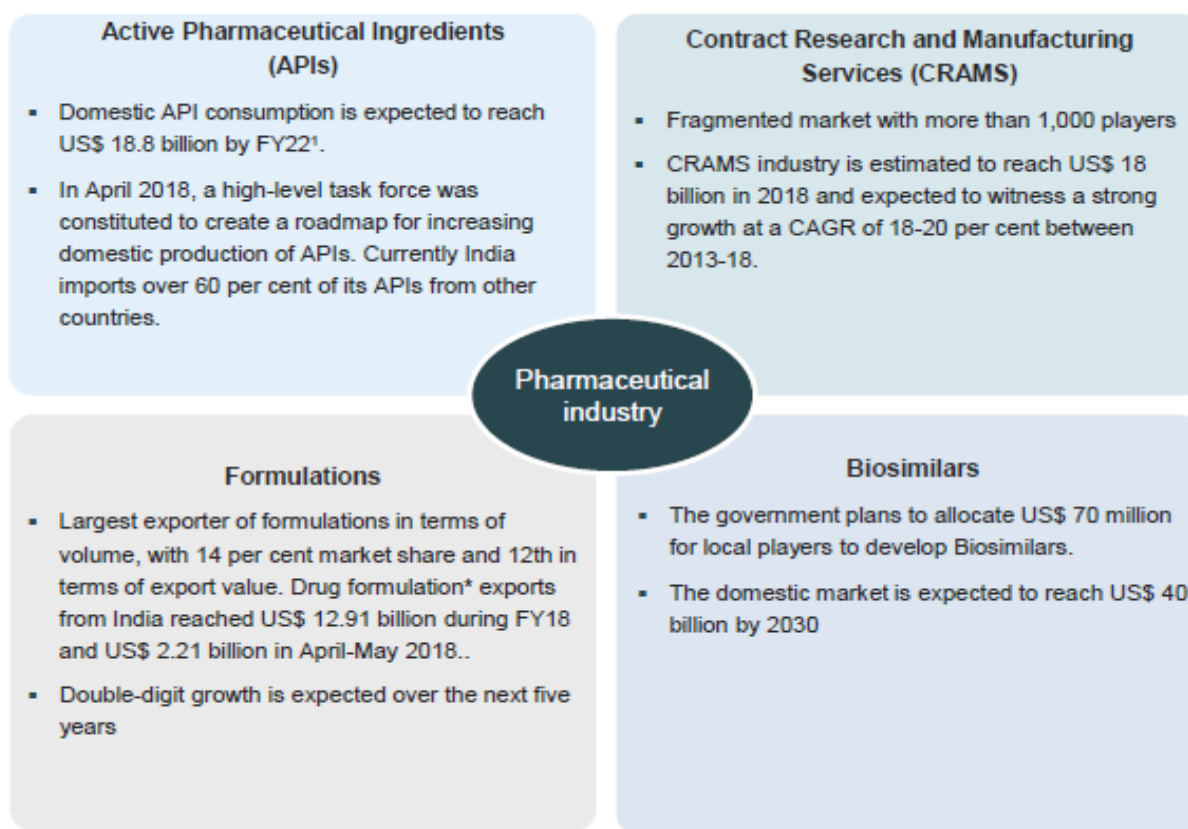


## Evolution of Indian Pharmaceutical Sector



## Important Segments in Indian Pharmaceutical Sector





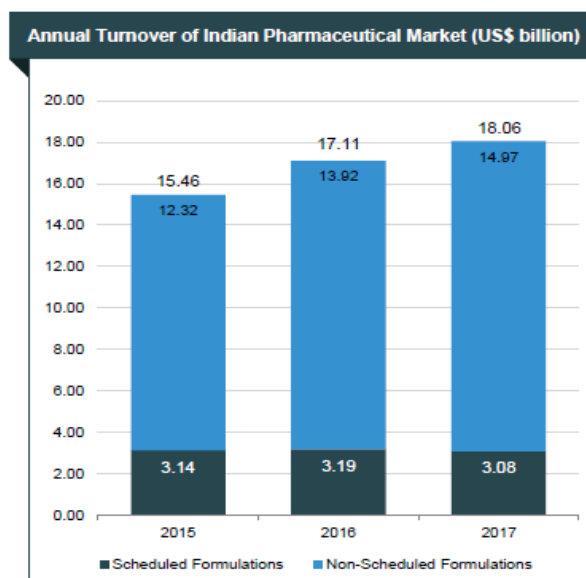
## Market Size

The pharmaceutical sector was valued at US\$ 33 billion in 2017. The country's pharmaceutical industry is expected to expand at a CAGR of 22.4 per cent over 2015–20 to reach US\$ 55 billion. India's pharmaceutical exports stood at US\$ 17.27 billion in 2017-18 and are expected to reach US\$ 20 billion by 2020.

Indian companies received 304 Abbreviated New Drug Application (ANDA) approvals from the US Food and Drug Administration (USFDA) in 2017. The country accounts for around 30 per cent (by volume) and about 10 per cent (value) in the US\$ 70-80 billion US generics market.

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

Indian pharmaceutical market grew 5.5 per cent in CY2017 in terms of moving annual turnover. With a turnover of Rs 1.16 trillion (US\$ 18.06 billion). In June 2018, the market grew by 12.8 per cent year-on-year with turnover of Rs 10,460 crore (US\$ 1.56 billion). Medicine spending in India is expected to increase at 9-12 per cent CAGR between 2018-22 to US\$ 26-30 billion. India's cost of production is significantly lower than that of the US and almost half of that of Europe. It gives a competitive edge to India over others. Increase in the size of middle class





households coupled with the improvement in medical infrastructure and increase in the penetration of health insurance in the country will also influence in the growth of pharmaceuticals sector.

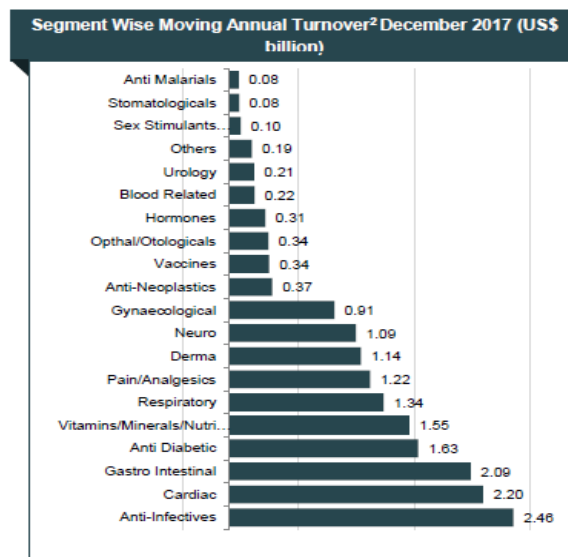
Source: <https://www.ibef.org/industry/pharmaceutical-india.aspx>;  
<https://www.ibef.org/download/Pharmaceuticals-Report-July-2018.pdf>

## The Indian Pharma Industry

The Indian pharma industry has been consistently growing at a CAGR of more than 15% over the last five years. The healthy growth reflects the inherent strengths of the industry and improving healthcare standards in the country. If this trend continues, the Indian pharma industry is likely to be one of the top 10 global markets by value by 2020.

### Composition of Indian Pharma Market

With 70 per cent of market share (in terms of revenues), generic drugs form the largest segment of the Indian pharmaceutical sector. Over the Counter (OTC) medicines and patented drugs constitute 21 per cent and 9 per cent, respectively. The share of generic drugs is expected to continue increasing; domestic generic drug market is expected to reach US\$ 27.9 billion in 2020. Due to their competence in generic drugs, growth in this market offers a great opportunity for Indian firms. Based on moving annual turnover, Anti-infectives, Cardiac, Gastro Intestinal had the biggest market share in the Indian pharma market in 2017.



For more information on the Specialty Chemical Industry and Pharmaceutical Industry please refer to chapter titled ***“Industry Overview”*** on page no. 97 of this Prospectus.

## Overview of the Business

Our Company was originally incorporated under the Companies Act, 1956 vide certificate of incorporation dated July 23, 2008 issued by the Registrar of Companies, Mumbai. Later in the year 2016, the name of the company was changed from “Sudarshan Specialty Chemsolve Private Limited” to “Sudarshan Pharma Industries Private Limited” under the Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on November 25, 2016 and vide certificate of incorporation dated December 17, 2016 issued by the Registrar of Companies, Mumbai. Thereafter, Our Company was converted in to a public company pursuant to a special resolution passed by our shareholders at the EGM held on December 12, 2016 and consequently name was changed to “Sudarshan Pharma Industries Limited” (SPIL) vide fresh certificate of incorporation dated January 15, 2017 issued by Registrar of Companies, Mumbai. The CIN of the Company is U51496MH2008PLC184997.

Our company was promoted by Mr. Hemal V. Mehta & Mr. Sachin V. Mehta. Our promoters have a combined experience of over 25 years in the Special Chemical, Bulk drug and Pharmaceutical Industry. Driven by passion for building an integrated chemical and pharmaceutical company, backed by their more than two decades of individual experience, our Promoters have been the pillars of our Company’s growth since inception and have built a strong value system for our Company. With their enriching experience and progressive thinking, we aim to continue to grow in the chemical and pharmaceutical industry in India and abroad.

### Our Core business is as follows:

Specialty Chemicals, Intermediates & Active Pharmaceuticals Ingredients – We outsource our manufacturing facility, deal in Import and Exports, indenting and Supply in Specialty chemicals, API & its intermediate. As per the clients need and requirement, we provide order and get them manufactured from various suppliers in India and abroad regularly. Specialty chemicals and Intermediates having wide application in pharma, paint, food and adhesive Industry.



We are also involved in Contract Manufacturing, outsource & Supply of Generic Pharma formulation and medicines to healthcare institution, Government, NGO and Hospitals.

We carry about Ethical marketing of Pharmaceutical formulation & products in the Domestic and International market through our own distribution network and Sales force under our own brand.

For detailed information on our Company's business, please refer to chapter titled “**Business Overview**” on page no. 118 of this Prospectus.

### Names of the Promoters

The promoter's of our company is Mr. Hemal V. Mehta and Mr. Sachin V. Mehta.

### Size of the Issue

Initial Public Issue Of 34,40,000 Equity Shares Of Face Value Of ₹ 10/- Each (“Equity Shares”) Of Sudarshan Pharma Industries Limited (“ Our Company” Or “The Issuer Company”) For Cash At A Price ₹ 75/- Per Equity Share (Including A Share Premium Of ₹ 65/- Per Equity Share) (“Issue Price”) Aggregating To ₹ 2580.00 Lakhs (“The Issue”), Of Which 1,76,000 Equity Shares Of Face Value Of ₹ 10/- Each For A Cash Price Of ₹ 75/- Per Equity Share, Aggregating To ₹ 132.00 Lakhs Will Be Reserved For Subscription By Market Maker (“Market Maker Reservation Portion”). The Issue Less The Market Maker Reservation Portion I.E. Issue Of 32,64,000 Equity Shares Of Face Value Of ₹ 10/- Each At An Issue Price Of ₹ 75.00 Per Equity Share Aggregating To ₹ 2448.00 Lakhs (Is Hereinafter Referred To As The “Net Issue”). The Issue And The Net Issue Will Constitute 26.49 %And 25.13 %, Respectively Of The Post Issue Paid Up Equity Share Capital Of Our Company. For Further Details, Please Refer To Section Titled “Terms Of The Issue” Beginning On Page 245 Of This Prospectus.

### Objects of the Issue

**Fresh Issue-** Our Company intends to make a Fresh Initial Public Offer/ Issue of 34,40,000 Equity Shares of our Company at an Issue Price of Rs. 75/- per Equity Share. The Net Proceeds from the Fresh Issue are proposed to be utilized by our Company for the following objects:

Particulars	Amount (Rs. In Lakhs)
Gross Proceeds from the Issue	2,580.00
Less: Issue related expenses	(75.00)
<b>Net Proceeds</b>	<b>2,505.00</b>

We intend to utilize the above proposed net proceeds in the manner set forth below:

(Rs. In Lakhs)			
Sr. No.	Particulars	Amount	% of the Gross Proceeds
1.	To set up a dedicated manufacturing facility for Pharmaceutical Business	1,250.00	48.45
2.	Distribution and Warehousing Centre's & Purchase of Corporate Office	450.00	17.44
3.	Additional Working Capital	525.00	20.35
4.	General Corporate Expenses	280.00	10.86
	<b>Total</b>	<b>2,505.00</b>	<b>97.09</b>

**Offer For Sale-** There is no Offer for Sale as Our Company is making only a Fresh Initial Public Offer/Issue.

For detailed information on the “Objects of the Issue”, please refer to chapter titled “Objects of the Issue” on page no. 80 of this Prospectus.

### Pre-Issue Shareholding of the Promoter and Promoter Group

The aggregate shareholding of Our Promoters and Promoter Group before the Issue is set forth below:



Sr. No.	Name of the Shareholders	Pre-Issue		Post-Issue	
		No. of equity shares	As a % of Pre-Issued Capital	No. of equity shares	As a % of Post- Issue Capital
<b>A</b>	<b>Promoters</b>				
1.	Mr. Hemal V. Mehta	42,35,680	44.37	42,35,680	32.61
2.	Mr. Sachin V. Mehta	32,61,948	34.17	32,61,948	25.12
	<b>Total (A)</b>	<b>74,97,628</b>	<b>78.54</b>	<b>74,97,628</b>	<b>57.73</b>
<b>B</b>	<b>Promoter Group &amp; Relatives</b>				
1.	Mr. Vasantrai R. Mehta	21,935	0.23	21,935	0.17
2.	Mrs. Devangi Mehta	1,52,938	1.60	1,52,938	1.18
3.	Mrs. Namrata Mehta	1,09,675	1.15	1,09,675	0.84
4.	Mrs. Indumati Mehta	10,965	0.11	10,965	0.08
5.	Mr. Jatin Mehta	10,965	0.11	10,965	0.08
6.	Sachin Mehta HUF	1,09,675	1.15	1,09,675	0.84
7.	Hemal Mehta HUF	1,09,675	1.15	1,09,675	0.84
	<b>Total (B)</b>	<b>5,25,828</b>	<b>5.51</b>	<b>5,25,828</b>	<b>4.05</b>
<b>C</b>	<b>Other Associates Acting in Concert</b>				
1.	Mrs. Hetal C Mehta	5,00,000	5.24	5,00,000	3.85
	<b>Total (C)</b>	<b>5,00,000</b>	<b>5.24</b>	<b>5,00,000</b>	<b>3.85</b>
<b>D</b>	<b>TOTAL (A+B+C)</b>	<b>85,23,456</b>	<b>89.29</b>	<b>85,23,456</b>	<b>65.63</b>

For further details relating to the allotment of Equity Shares to our Promoters and Promoter Group members, please refer to the chapter titled '*Capital Structure*' beginning on page no. 65 of this Prospectus.

### Financial Information

The following tables set forth details the financial information as per the Restated Audited Financial Statements financial year ended on March 31, 2019, 2018 and 2017.

For detail information, please refer to the chapters and notes mentioned therein titled '*Restated Financial Statement*' and '*Management's Discussion and Analysis of Financial Conditions and Results of Operations*' beginning on page no. 186 and 209, respectively of this Prospectus.

(Rs. in Lakhs)

Particulars	As at March 31,		
	2019	2018	2017
Share Capital	954.70	471.97	216.97
Net Worth	<b>1,874.38</b>	<b>854.12</b>	<b>321.14</b>
Total Revenue from operations	14,001.96	8,976.42	5,551.71
Profit after Tax	234.80	73.98	15.63
EPS (in Rs.)- Basis & Diluted	2.79	2.90	1.62
NAV per equity share (in Rs.)	19.63	18.10	14.80
Total borrowings (as per restated balance sheet)*	1695.00	1,028.97	576.93

\* Total Borrowings includes installment amounts of term loans repayable within 12 months grouped under "Other Current Liabilities".

### Auditors' Qualifications which have not been given effect to in the Restated Financial Statements

Independent Auditor's Report on Restated Financial Statements is issued by M/s NGST & Associates, Chartered Accountants, Mumbai.

The Restated Financial Statements do not contain any qualification requiring adjustments by the Auditors.

### Summary of the Outstanding Litigations



Except as stated below, there are no outstanding litigations against our Company, Promoters and Directors and/ or there are no outstanding litigations filed by our Company, Promoters and Directors.

Name	Nature of Litigation	No. of Cases	Amt (₹ in Lakhs)
Litigations filed by Company	Criminal Case- under section 138 of the Negotiable Instrument Act,1881	2	28.73
Litigations against Company	NIL	NIL	NIL
Litigations filed by Promoters & Directors	NIL	NIL	NIL
Litigations against Promoters & Directors	NIL	NIL	NIL
Litigations filed by Promoter Group & Group Companies	Criminal Case- under section 138 of the Negotiable Instrument Act,1881 & under Section 9 of the Insolvency and Bankruptcy code 2016.	9	361.44
Litigations against Promoter Group & Group Companies	NIL	NIL	NIL
<b>Total</b>		<b>11</b>	<b>390.17</b>

For further details in relation to legal proceedings involving our Company, Promoters, Directors and Group Companies, please refer chapters titled “**Outstanding Litigation and Material Developments**” and “**Risk Factors**” on page no. 221 and 24, respectively, of this Prospectus.

### Risk Factors

An investment in the Equity Shares involves a high degree of risk. Potential Investors should carefully consider all the information in this Prospectus and are advised to read the section titled “Risk Factors” beginning on page no. 24 of this Prospectus, including the risks and uncertainties, before making/taking an investment decision in our Equity Shares.

In making an investment decision prospective investors must rely on their own examination of our Company and the terms of this issue including the merits and risks involved. The risks described in the said chapter are relevant to the industries our Company is engaged in, our Company and our Equity Shares. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries.

For further details, please refer to the Section titled “Risk Factors” beginning from page no. 24 of this Prospectus.

### Summary of Contingent Liabilities

The details of restated summary Statement of Contingent Liabilities is as follows:

Particulars	(Rs. in Lakhs)		
	As on March 31,		
	2019	2018	2017
Claim against company not acknowledge as debts			
in respect of Income Tax (TDS)	2.58	2.58	2.54
in respect of Commercial Tax	0.00	0.00	0.00
<b>Total</b>	<b>2.58</b>	<b>2.58</b>	<b>2.54</b>

#### Note:

- 1) The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- 2) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure’s 01, 02, 03 and 04.

For detailed information on the Contingent Liabilities on our Company, please refer “**Annexure 30: Statement of Contingent Liabilities**” appearing on page 206 of this Prospectus under Chapter titled “**Restated Financial Information**” beginning on Page no. 186 of this Prospectus.



## Summary of Related Party Transactions

The details of restated summary Statement of Related Party Transaction is as follows:

(Rs. In Lakhs)

Sr. No.	Particulars	As on March 31,		2017
		2019	2018	
<b>A</b>	<b>REVENUE ITEMS :</b>			
<b>1</b>	<b>Salary paid – Directors</b>			
a	Mr. Hemal Mehta	7.50	3.00	-
b	Mr. Sachin Mehta	7.50	3.00	-
<b>2</b>	<b>Sale of Good</b>			
a	M/s Sachin Chemical – Proprietary Firm	15.77	145.71	-
b	M/s Sudarshan Solvent Industrial Limited	-	81.30	-
<b>3</b>	<b>Purchase of Good</b>			
a	M/s Sachin Chemical - Proprietary Firm	12.69	116.61	1531.21
B	Sudarshan Solvent Industrial Limited	-	101.25	293.35
c	M/s Radhe - Proprietary Firm	-	-	-
<b>4</b>	<b>Rent Paid</b>			
a	Mr. Hemal Mehta	0.66	0.36	-
B	Mr. Sachin Mehta	1.98	1.07	-
c	M/s Sudarshan Chempharma LLP	1.92	0.97	-
<b>5</b>	<b>Interest Paid</b>			
a	Mr. Sachin Mehta	-	-	-
B	Mrs. Devangi Mehta	-	-	-
c	M/s Sachin Chemical - Proprietary Firm	-	-	-
<b>B</b>	<b>NON-REVENUE ITEMS :</b>			
<b>1</b>	<b>Unsecured Loan Received</b>			
a	Mr. Hemal Mehta	271.15	91.43	-
B	Mr. Sachin Mehta	147.85	96.07	-
c	M/s Sachin Chemical - Proprietary Firm	254.76	453.59	-
<b>2</b>	<b>Unsecured Loan Repaid</b>			
a	Mr. Hemal Mehta	271.15	91.43	4.35
B	Mr. Sachin Mehta	181.62	63.30	2.11
c	M/s Sachin Chemical - Proprietary Firm	254.76	453.59	3.64
<b>3</b>	<b>Deposit Given</b>			
a	Mr. Hemal Mehta	250.00	250.00	-
B	Mr. Sachin Mehta	200.00	200.00	-
c	M/s Sudarshan Chempharma LLP	103.06	103.06	-
<b>4</b>	<b>Unsecured Loan payable – Outstanding</b>			
a	Mr. Sachin Mehta		33.77	1.00
B	Mr. Hemal Mehta		-	-
c	M/s Sachin Chemical - Proprietary Firm		-	-



Sr. No.	Particulars	As on March 31,		2017
		2019	2018	
<b>5</b>	<b>Payable for Expenses</b>			
a	Mr. Hemal Mehta	6.75	2.45	-
B	Mr. Sachin Mehta	6.75	3.17	-
c	M/s Sudarshan Chempharma LLP	-	1.75	-
<b>6</b>	<b>Bank Guarantee Taken</b>			
a	Mr. Hemal Mehta	1,100.00	600.00	-
B	Mr. Sachin Mehta	1,100.00	600.00	-

**Note:**

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure's 01, 02, 03 and 04.

For detailed information on the Contingent Liabilities on our Company, please refer ***“Annexure 31: Statement of details of Related Party Transactions”*** appearing on page 206 of this Prospectus under Chapter titled ***“Restated Financial Information”*** beginning on Page no. 186 of this Prospectus.

**Details of Financing Arrangements**

The Promoters, member of Promoter Group, the Directors of the Company which a Promoter of the Issuer, the Director of our company and their relatives have not financed the purchase by any other person of securities of our Company other than in the normal course of the Business of the financing entity during the period of six months immediately preceding the date of filing of this Prospectus.

**Cost of Acquisition of Shares & Weighted Average Cost of the Shares Acquired by our Promoters**

During the preceding one year from the date of the Prospectus, our Promoters, Mr. Hemal V. Mehta and Mr. Sachin V. Mehta was allotted 17,44,103 and 13,43,155 Equity Shares respectively, pursuant to bonus issue of Equity Shares made by the Company on August 27, 2018. Since the bonus allotment does not involve any consideration, the weighted average price of such Equity Shares is ‘Nil’.

**Average Cost of Acquisition of Shares**

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

Name of Promoters	No. of equity share held	Average cost of acquisition (in Rs.)#
Mr. Hemal V. Mehta	42,35,680	9.78
Mr. Sachin V. Mehta	32,61,948	9.15

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

For further details relating to the allotment/acquisition/transfer of Equity Shares to our Promoter, please refer to the chapter titled ‘Capital Structure’ beginning on page no. 65 of this Prospectus.

**Pre-IPO Placement**

Our Company has not placed any Pre-IPO Placement as on date of filing this Prospectus.



### Equity Shares issued for Consideration Other Than Cash

Except as mentioned below and in the notes to capital structure under point number 2(2.8) of 'Share Capital History of the Company', our Company has not issued any other equity shares for consideration other than cash during last one year preceding the date of filing this Prospectus.

Sr. no.	Date of Allotment of Equity Shares	No. of shares Allotted	Cumulative No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Consideration (Cash, Bonus, Consideration other than cash)	Cumulative Share Capital (Rs.)
1.	27-Aug-18	33,03,774	80,23,456	10.00	-	Bonus Allotment	8,02,34,560

Apart from details mentioned for the last one year, our company has issued equity shares for consideration other than cash as on September 20, 2016. For details on the same, please refer to point number 2(2.2) of '*Share Capital History of the Company*', beginning on page no. 66 this Prospectus.

For further details relating on equity shares issued for consideration other than cash, please refer to the chapter titled 'Capital Structure' beginning on page no. 65 of this Prospectus.

### Split / Consolidation of Equity Shares

Our Company has not done any split or consolidation of Equity Shares during the last one year from the date of filing this Prospectus.



### SECTION III – RISK FACTORS

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

*This Prospectus also contains forward looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of many factors, including the considerations described below and elsewhere in this Prospectus. These risks are not the only ones that our Company faces. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify financial or other implication of any risks mentioned herein.*

*To obtain a complete understanding of our Company, you should read this section in conjunction with the chapters titled 'Business Overview' and 'Management's Discussion and Analysis of Financial Conditions and Results of Operations' beginning on page 118 and 209 respectively, of this Prospectus as well as the other financial and statistical information contained in this Prospectus. Prior to making an investment decision, prospective investors should carefully consider all of the information contained in the section titled 'Financial Statements' beginning on page 186 of this Prospectus. Unless otherwise stated, the financial information of our Company used in this section is derived from our restated financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations.*

#### **Materiality**

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

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

#### **Note:**

*The risk factors are as envisaged by the management along with the proposals to address the risk, if any. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled “Definitions and Abbreviation” beginning on page 2 of this Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.*

*In this Prospectus, any discrepancies in any table between total and sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in “Risk Factors” and elsewhere in this Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in our restated financial statements prepared in accordance with Indian GAAP.*



## INTERNAL RISK FACTORS

### Risks relating to Our Company and Business

1. *Our success depends largely on our senior management and our ability to attract and retain our key personnel.*

Our success is dependent on our management team 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 Key Managerial Personnel 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 expand our business.

2. *Our Company, Promoters, Promoter Group, Group Companies and Directors are parties to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.*

Our Company, Promoters, Promoter Group, Group Companies and Directors are parties to certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts, tribunals and forums. Mentioned below are the details of the proceedings involving our Company, Promoters, Promoter Group, Group Companies and Directors as on the date of this Prospectus along with the amount involved, to the extent quantifiable, based on the materiality policy for litigations, as approved by the Company in its Board meeting held on January 22, 2019.

Name	Nature of Litigation	No. of Cases	Amt (₹ in Lakhs)
Litigations filed by Company	Criminal Case- under section 138 of the Negotiable Instrument Act,1881	2	28.73
Litigations against Company	NIL	NIL	NIL
Litigations filed by Promoters & Directors	NIL	NIL	NIL
Litigations against Promoters & Directors	NIL	NIL	NIL
Litigations filed by Promoter Group & Group Companies	Criminal Case- under section 138 of the Negotiable Instrument Act,1881 & under Section 9 of the Insolvency and Bankruptcy code 2016.	9	361.44
Litigations against Promoter Group & Group Companies	NIL	NIL	NIL
<b>Total</b>		<b>11</b>	<b>390.17</b>

There can be no assurance that these litigations will be decided in favour of our Company, Promoters, Promoter Group, Group Companies and Directors and its Directors and consequently it may divert the attention of our management and Promoters and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares. For the details of the cases filed by and against our Company, Promoters, Promoter Group, Group Companies and Directors please refer to the chapter titled “*Outstanding Litigations and Material Developments*” beginning on page no. 221 of this Prospectus.

3. *We are dependent on our Promoter, our senior management, directors and key personnel of our Company for success whose loss could seriously impair the ability to continue to manage and expand business efficiently.*

Our Promoter, Directors, senior management and key managerial personnel collectively have many years of experience in the industry and are difficult to replace. They provide expertise which enables us to make well



informed decisions in relation to our business and our future prospects. For further details of our Directors and key managerial personnel, please refer to Section “Our Management” on page 155 of this Prospectus. 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.

- 4. *Our Company doesn't own the premises where its registered and corporate office is situated, and leave & license agreement have been executed for the same. Any termination or dispute in relation to this lease/ rental agreement may have an adverse effect on our business operations and results thereof.***

Our Registered office is situated at 301, 3rd Floor, Aura Biplex, Above Kalyan Jewellers, S V Road, Borivali (West), Mumbai – 400 092, is a leased premises which we have been taken for 3 years on lease beginning from September 15, 2017 which is owned by Mr. Hemal V. Mehta and Mr. Sachin V. Mehta, who are the Promoters of our Company and our Corporate office is situated at 55/547, MHB Colony, Mahavir Nagar, Kandivali West, Mumbai - 400 067, is a leased premises which we have been taken for 3 years on lease beginning from September 15, 2017 which is owned by Mr. Sachin V. Mehta, who is one of the Promoters of our Company. Our business operations are also conducted from the said premises. As per the leave & license agreement the lease is for a period of 3 years and any non-compliance by us in relation to any term of lease may result in the termination of the leave & license agreement and consequently we have to vacate the said premises. We also cannot assure you that lessor will not terminate the leave & license agreement, which would require us to locate to another premise and may have an adverse effect on our conducting our business operations.

- 5. *Our Company has entered in to lease agreement with various companies to use their premises as storage/ warehouse. Any termination or dispute in relation to this lease agreement may have an adverse effect on our business operations and results thereof.***

Our Company has entered into lease agreement with 11 companies for using their premises as storage/ warehouses for stock keeping of our products. These premises have been leased for 3 to 5 years. For details on storage/ warehouses, please refer to “Our Properties” as mentioned in the chapter titled ‘Business Overview’ beginning on page no. 118 of the Prospectus. Our distribution operations done through these premises. As per the lease agreement the lease is for a period of 3-5 years and any non-compliance by us in relation to any term of lease may result in the termination of the lease agreement and consequently we have to vacate the said premises. We also cannot assure you that lessor will not terminate the lease agreement, which would require us to locate to another premise and may have an adverse effect on our conducting our business operations.

- 6. *Our Company has entered in to two lease agreement with one of our Group Companies- Sudarshan Chempharm India LLP to use their premises at Wada for manufacturing and commercial activity. Any termination or dispute in relation to this lease agreement may have an adverse effect on our business operations and results thereof.***

Our Company has entered into two lease agreement with our Group Companies- Sudarshan Chempharm India LLP for using their Wada premises manufacturing and commercial activity. One of the premises bearing no. 282/A, Opp. Talathi Office, Taluka Wada, District Palghar, Thane 421312 is leased for 5 years w.e.f. 01/11/2017 and the second premise bearing no. no. 282/21, Wada Road, Nehroli Village, Palghar, Thane 421312 is leased for 3 years w.e.f. 15/09/2017. For details on the same, please refer to “Our Properties” as mentioned in the chapter titled ‘Business Overview’ beginning on page no. 118 of the Prospectus. Our company shall use both these premises to establish their manufacturing facility, F & D and commercial activities. Any non-compliance by us in relation to any term of lease may result in the termination of the lease agreement and consequently we have to vacate the said premises. We also cannot assure you that lessor will not terminate the lease agreement, which would require us to locate to another premise and may have an adverse effect on our conducting our business operations.



7. ***The company has registered for various Trade Marks. However, the same is under objection, abandoned or opposed or in process. Any delay in removing the objection or granting registration could result in loss of brand equity and the company's right to use the said brand.***

Our Company had an application with the Trade Marks Registry for registering their 48 products including their company name and company logo. Out of these 48 products, as per the Trade Marks Registry, 9 products have been registered, 14 products have been accepted and advertised by the company, 4 products have been abandoned, 1 products have been opposed and 20 products including the company's name and logo are under objection. Further, most of the products are either registered under the name of Mr. Hemal V. Mehta or Sachin V. Mehta or Sudarshan Speciality Chemsolve Private Limited (former name of Sudarshan Pharma Industries Limited). Our company has obtained NOC from Mr. Hemal V. Mehta or Mr. Sachin V. Mehta to use the said trademark for its business purposes and Our company has yet to make an application for changing the name from "Sudarshan Speciality Chemsolve Private Limited" to "Sudarshan Pharma Industries Limited." For further details on Intellectual Property Rights, please refer chapter titled '***Government and Other Approvals***' beginning on page no. 225 of this Prospectus.

However, Our company is dependent on receiving approval/ being granted registration from the Trade Mark Registrar, Mumbai. While still the application is under process, if the same is not accepted or registration is not granted or the Promoters- Mr. Hemal V. Mehta and Sachin V. Mehta decide to withdraw their NOC in the future, then our company may lose the statutory protection available to it under the Trade Marks Act, 1999 for such trademarks, as otherwise available for registered trademarks in future could have a material adverse effect on our business, which in turn could adversely affect our results of operations.

8. ***We operate in overseas markets and may, in future, continue to access markets which are new tous. Our limited experience in facing entry barriers including stringent regulatory requirements in such markets, may adversely affect our business, financial conditions and results of operations.***

As on date of the Prospectus, we have made 14 applications for registration of our formulations in the International Markets. However, as on the date of filing this Prospectus, our company has yet to receive an approval of registration for the same. We cannot guarantee that we will obtain such approvals. If we fail to obtain such approvals, licenses, registrations and permissions, in a timely and cost efficient manner or at all, our business, prospects, results of operations and financial condition could be adversely affected. In addition, if we fail to comply with applicable statutory or regulatory requirements, there could be a delay in the submission or grant of approval for marketing new products. Moreover, if we fail to comply with the conditions attached to such approvals, licenses, registrations and permissions once received, the relevant regulatory body may suspend, curtail or revoke our ability to market such products. We may also be required to defend our applications in a legal proceeding or otherwise, which may lead to an increase in time or costs for obtaining such approvals.

9. ***We have not entered into any long-term contracts with any of our suppliers and / or customers and orders are not backed-up by a letter of credit facility.***

We do not have any long-term contracts with our suppliers and / or customers and any change in the selling or buying pattern of the suppliers and/ or customers could adversely affect the business of our Company. Although we have satisfactory business relations with our suppliers and / or customers and have received continued business from them in the past, there is no certainty that the same will continue in the years to come and may affect our profitability.

10. ***We have not entered into any long-term agreements with our suppliers with whom we deal on Principal to Principal basis and accordingly may face disruptions in supply from our current suppliers.***

We procure our Pharma formulations products from 15 manufacturers located in the domestic markets. Though we prefer to deal with a fixed set of suppliers with whom we have cordial relationships, however, we have not entered into any fixed supply agreement or MoU or any other arrangement with any of our suppliers. We typically transact on an invoice basis for each order. These suppliers have accorded their trust and service based on our long operating history in the industry, our credit worthiness, and our goodwill. However, in the absence of written agreements, our suppliers are not bound to supply goods to us and can withdraw their commitments from us at any time. There can be no assurance that there will not be a significant disruption in the supply of products from current sources, or, in the event of a disruption, that we would be able to locate alternative



suppliers of the products of comparable quality on terms acceptable to us, or at all. Identifying a suitable supplier involves a process that requires us to become satisfied with their quality control, consistency, responsiveness and service, financial stability and other ethical practices.

Further, our units are situated in varied locations in Maharashtra and Gujarat and many of our suppliers are able to provide us products at competitive rates due to our unit's proximity and savings of freight. In case any of these suppliers discontinue their relationship with us, we may have to procure the products from other locations leading to additional costs on transportation. Also, we cannot assure that our product supply will not face disruption due to increased lead time for supply of products leading to either disruption in our operational activity or a complete stopping of the same. Certain products may be of a sensitive nature and their supply may be regulated by various government / regulatory authority. If we are unable to maintain our relationship with our current product suppliers it may prove difficult to obtain the same from other regulated players.

Any delay, interruption or increased cost in the supply of products thereof arising from a lack of long-term contracts could have an adverse effect on our ability to meet customer demand for our products and result in lower revenue from operations both in the short and long term.

***11. The operations of our Company are subject to manufacturing risk and may be disrupted by failure in the facilities.***

Our Company is subject to operating risks associated with manufacturing and contract manufacturing. Our Company has entered into contract manufacturing agreements with four pharmaceutical companies for manufacturing pharma formulation and generic pharma product- tablets, capsules, dry powder, dry injections powder, liquids, Injections & dry injections for our own brands. Our contract manufacturing agreements enter into contract manufacturing agreements for periods ranging from one to three years with the manufacturer of Pharma products. For details, please refer to the chapter titles "***Business Overview***" beginning on page no. 118 of this Prospectus.

Further, our Promoters are first generation entrepreneurs who are entering venturing into the manufacturing activities for first time and have not past experience in manufacturing activities. Due to no past experience, our company and manufacturing facilities are subject to operating risks, such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, loss of services of our external contractors, earthquakes, other natural disasters and industrial accidents. They are also subject to operating risk arising from compliance with the directives of relevant government authorities. Operating risks may result in personal injury and property damage and in the imposition of civil and criminal penalties. The occurrence of any of these aforesaid events may result in delay delivery our products and could have a material adverse effect on our business, financial condition and results of operations.

Further, since the contract manufacturing agreements are for a period of 1-3 years and any non-compliance by us in relation to any terms may result in the termination of the agreement and consequently we have to fend for any pharma manufacturer. We also cannot assure you that manufacturer will not terminate the agreement before its expiry period or may refuse to accept our orders or supply or manufacture our products or cause delay in accepting our orders, in supplying or in manufacturing our products, which would lead to either us sell low quality products or cancel orders or find alternatives solutions which not be as per our company policies and this may have an adverse effect on our conducting our business operations thereby affecting our source of revenues.

***12. The Company is yet to place orders for 100% of the plant & machinery and equipments for some of our proposed object, as specified in the Objects of the Issue. Any delay in placing orders, procurement of such plant & machinery and equipments may delay our implementation schedule and may also lead to increase in price of these plant & machineries and equipments, further affecting our revenue and profitability.***

Although we have identified the type of plant and machineries and equipments required to be bought for our set up of our manufacturing unit at Wada, we are yet to place orders for 100% of the plant & machinery worth Rs. 493.40 Lakhs and equipments worth Rs. 131.60 Lakhs, as detailed in the "***Objects of the Issue***" beginning on page 80 of this Prospectus. These are based on our estimates and on third-party quotations, which are subject to a number of variables, including possible cost overruns, changes in management's views of the desirability of current plans, change in supplier of equipments, among others, which may have an adverse effect on our



business and results of operations. Further, we cannot assure that we would be able to procure these plant and machinery, or procure the same within budgeted costs and timelines. Delays in acquisition of the same could result in the cost and time overrun in the implementation of the Project, which would have a material adverse effect on our business, results of operations and financial condition. For further details, please refer to the chapter titled "Objects of the Issue" beginning on page 80 of this Prospectus.

13. ***Delay in schedule of implementation of setting up the manufacturing facility, our corporate office and Distribution and Warehousing Centre's may subject our Company to risks related to time and cost overrun which may have a material adverse effect on our business, results of operations and financial condition.***

Our Company is currently proposing to set up a manufacturing facility at Wada. We also propose to set up our corporate office and distribution and warehouse centres. For further details regarding to our proposed setting up manufacturing facility, corporate office and distribution and warehouse centres, please refer the chapter titled "Objects of the Issue" on page no. 80 of this Prospectus. We may face risks relating to the setting up of our the manufacturing facility and building of our corporate office and distribution and warehouse centres, complete the projects within our estimated budget, appointment of the contractors, failure of our contractors and suppliers to adhere to our specifications and timelines, and changes in the general economic and financial conditions in India. We have limited control over the timing and quality of services, equipment or other supplies from third party contractors and/or consultants appointed by us, and we may be required to incur additional unanticipated costs to remedy any defect or default in their services or products to ensure that the planned timelines are adhered to. Further as and when we complete our project work, our material requirements and costs as well as our staffing requirements and employee expenses may increase and we may face other challenges in extending our financial and other controls to our unit managing our consequent growth.

In the event that the risks and uncertainties discussed above or any other unanticipated risks, uncertainties, contingencies or other events or circumstances limit or delay our efforts to use the Net Proceeds to achieve the planned growth in our business, the use of the Net Proceeds for purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of your investment in our Equity Shares.

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

Pharmaceutical manufacturers are subject to significant regulatory scrutiny. Our manufacturing facilities at Baddi must manufacture products in accordance with Good Manufacturing Practices, state level food and drug administrations and other regulatory agencies, as applicable.

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

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

We also face the risk of loss resulting from, and the adverse publicity associated with, manufacturing or quality problems. Such adverse publicity harms the brand image of our Company and products. We may be subject to claims resulting from manufacturing defects or negligence in storage and handling of our products. Any loss of our reputation or brand image, for whatsoever reason may lead to a loss of existing business contracts and adversely affect our ability to enter into additional business contracts in the future. We currently carry no products liability insurance with respect to our manufactured products.



**15. Any disruption in production at, or shutdown of our sole processing facility could adversely affect our business, results of operations and financial condition.**

We would be setting a manufacturing facilities which will be situated at Wada. We would be manufacturing various products in the form of tablets, capsules, oral syrups and liquids etc. Our manufacturing facility is susceptible to damage or interruption or operating risks, such as human error, power loss, breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, obsolescence, loss of services of our external contractors, terrorist attacks, acts of war, break-ins, and industrial accidents and similar events. Further, our manufacturing facility is also subject to operating risk arising from compliance with the directives of relevant government authorities. Operating risks may result in personal injury and property damage and in the imposition of civil and criminal penalties. If our Company experiences delays in production or shutdowns due to any reason, including disruptions caused by disputes with its workforce or any external factors, our Company's operations will be significantly affected, which in turn would have a material adverse effect on its business, financial condition and results of operations.

**16. We operate in the pharmaceutical industry which is a highly regulated sector and if we fail to comply with the regulations prescribed by the authorities of the jurisdictions in which we operate, our business, results of operations, cash flows and financial condition could be adversely affected.**

Our operations of API, Intermediate and FDF manufacturing are operated in a highly regulated sector and are subject to extensive regulations and stringent quality standards. We are required to obtain specific registration from the Food and Drug Administration (FDA) for the sale and manufacture of the Active Pharmaceutical Ingredients / Bulk Drugs, Intermediate products and the Finished Dosage Formulations. The registration requires our Company to comply with all provisions of the various acts enforceable by the FDA, most of which are stringent and they may continue to be stricter in the future. The penalties for non-compliance with these regulations can vary from revocation or suspension of the registration to imposition of fines or confiscation of the products manufactured, stored or sold.

Further, we would be setting up a manufacturing unit in Wada, where a wide range of Formulations will be manufactured including Tablets, Capsules, Liquids, Orals etc. This facility is well equipped to manufacture variety of products and any new variety of Tablets, Capsules, Liquids, Orals etc may require additional approvals from the relevant authority. We cannot guarantee that we will obtain such approvals. Also, we may not be able to renew our existing FDA approval upon expiry of the same. Any delay or inability to obtain, renew the FDA approval may render our ability to carry on with our business activities. Further, we are subject to additional risks in relation to complying with a wide variety of local laws, including restrictions on the import and export of certain chemicals and ingredients. Additionally, regulatory and procedural requirements are subject to change and as a result, may, at times, be unclear or inconsistent. Consequently, there is an increased risk that we may inadvertently fail to comply with such regulations or procedures, which could lead to a variety of sanctions being imposed by the relevant authorities, as well as withholding or delay in receipt of regulatory approvals for the existing as well as proposed APIs. Further, any adverse change in the regulatory environment in the future may subject us to increased obligations and may adversely affect our business, cash flows and results of operations.

Further, API, Intermediate and FDF manufacturing requires to be manufactured in a prescribed quality as laid down by the FDA, GMP, FSSAI, ISO, any local and international laws and other applicable regulatory authorities. If our manufacturing process and products do not match with the regulations as laid down by the authorities, this may lead to cancellation or stoppage or delay in manufacturing or supplying our products. This may lead to increase in our expenditure and thereby reducing our revenues and margins or cancellation of orders or loss of suppliers and customers.

**17. Changes in pricing policy of various brands and products by the original manufacturer may affect the pricing for the goods acquired by us for distribution as we may not be able to always absorb the same.**

We enter into distribution agreements with various brands and sell them through different e-commerce platforms and through the offline network of traders and stockists. These brand agreements have a specific pricing clause and our Company is required to price the goods to our customers in accordance with the set terms. However, the original manufacturers and / or vendors may change the pricing of their products due to conditions inherent to their operations, which may affect our ability to sell the goods. If the price is lowered by the original manufacturers / vendors, we may have to lower the price too, thus affecting our profitability and



financial results. Further, we are not able to lower the price simultaneously; our customers may opt for our competitors who were able to absorb the price reduction. This may affect not only our current transaction, but also our future relation with these customers, as they may prefer our competitors for all their future trades. Losing our customers could adversely affect our business operations and financial condition.

Further, in case of a price hike by the original manufacturers / vendors, we may not be able to successfully replicate the said hike, due to various reasons like earlier commitments given to our customers, deals signed before the price hike information was received and / or to stay ahead in the competitive market scenario. In any of the above cases, we stand to lose the opportunity to improve our margins and our profitability. Also, the original manufacturers / vendors may object to our selling the product at a lower cost, thus affecting their brand image. The vendors may terminate our supply agreement or may not be willing to renew the same upon expiration, both of which will adversely affect our ability to maintain the supply and also lose the brand as part of our product. If any of the above were to occur, it may affect our liquidity and our ability to finance planned product and geographical expansion and our business operations and financial condition will be negatively affected.

***18. Failure to manage our inventory could have an adverse effect on our net sales, profitability, cash flow and liquidity.***

For our business operations, our results of operations are dependent on our ability to effectively manage our inventory. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and purchase new inventory accordingly. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of merchandise or an accumulation of excess inventory. Further, if we fail to sell the inventory we manufacture or purchase, we may be required to recycle our inventory, which would have an adverse impact on our income and cash flows.

***19. We are dependent upon key suppliers for supplying the products and any disruption in their supply could disrupt our business and adversely affect our financial results.***

For financial year ending March 31, 2019, our major suppliers have accounted approximately 9.26 % of our total purchases/ cost of goods, respectively. Sun Pharma Chem ( P ), Vaishali Pharma Ltd. (P) and Raj Solvent Pvt. Ltd. ( P ) are some of the suppliers who significantly towards our total product cost. We purchase our products from various suppliers on either pre-agreed rates or flexible rates linked to the prevailing market benchmark. However, we do not enter into any long term agreements with our suppliers and our arrangements with them are on short-term and spot basis. Hence, there is no assurance that in future also we will be able to source our products on timely basis and execute our orders on time or find alternative resources to source our products. Further, if we are unable to source our products at commercially acceptable prices, or at all, it may affect our ability to fulfill our supply commitments, or to fulfill them in an economical manner, which will have an adverse effect on our business, financial condition and results of operations.

***20. Termination or non-renewal of Distribution Agreements or any material modification to the existing terms under such agreements adverse to our interest will materially and adversely affect our ability to continue our business and operations and our future financial performance.***

Our Company is engaged in the business of distribution and trading of a variety of products in API, Intermediate and FDF. Our Company has partnered with 77 distributors/trade partners as on March 31, 2019 and have tied up with C&Fs (carrying & forwarding agents) at 5 States with two central warehouses at Bhiwandi in Mumbai and Baddi in Himachal Pradesh for marketing and distributing our products across India. Our Company generally enters into agreements with the distributors/trade partners for 5 years. Pursuant to our distribution arrangements, we have been granted the right to market and sell our products via distribution model for various licensed territories as mentioned in agreements. The Distribution Agreements with various partners may be renewed, at the discretion of partners, for successive terms as mentioned in respective agreements.

Under the Agreements entered, the partners are entitled to unilaterally terminate such agreements by providing written notice. Additionally, under certain of the Agreements, certain of the partners also have the right to unilaterally terminate such agreements with immediate effect. In the event that our partners exercises their right to terminate these agreements whether on the occurrence of any such aforesaid events or otherwise, or, on expiry of the term of such agreements, or in the event the partners are unwilling to renew such agreements or



imposes terms less favourable to us than existing terms, it may materially and adversely affect our ability to carry on our business operations and our future financial performance.

Many of the local brands with whom we partner, may not renew our agreement after the expiry period but continue the licensed business for the pre-decided territories on oral basis. Though we continue our business transactions on the basis of cordial relations, we cannot assure that they will not abruptly cease our supply and / or they will not engage other distributors who offer them better terms. Also, such vendors may claim penalty for non-renewal and revised terms at a later date which may hamper our relations with such vendors and also affect our business operations and financial performance.

In addition, our agreements may be on a non-exclusive basis and the partners are entitled to undertake the production, distribution or sale of the products and brand either themselves or appoint other third party franchisees for these territories and sub-territories licensed to us. Although, our partners have in the past renewed such agreements in our favour, and also granted distribution for additional territories and sub territories to us, there can be no assurance that in the future the partners will not terminate or discontinue our arrangements for cause, including any failure by us to meet performance standards or any breach by us of applicable terms and conditions under such agreements, or without cause, and undertake distribution activities directly or through other franchises in our licensed territories and sub territories.

- 21. Our Company might be unable to meet certain delivery obligations including timelines of delivery, due to which, it could become liable to claims by customers, suffer adverse publicity and incur substantial costs, which in turn could adversely affect our results of operations.***

Many of our orders involve providing services that are critical to the operations of our customers business. Any failure or defect in services could result in a claim against us for substantial damages, regardless of our responsibility for such a failure or defect. Our Company has commitments for safe and timely delivery of the products. Any failure to meet the scheduled timelines set by our customers or loss or damage to cargo may lead to our customers raising claims against us. Although Our Company is attempting to limit its contractual liability for all the damages, including consequential damages, while rendering the services, our Company cannot be assured that the limitations on liability it provides for, in the service contracts will be enforceable in all cases.

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

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

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

- 23. We are involved in high volume – low margin business. Any disruption in our turnover or failure to regularly grow the same may have a material adverse effect on our business, results of operations and financial condition.***

Our inability to regularly grow our turnover and effectively execute our key business processes could lead to lower profitability and hence adversely affect our operating results and financial conditions. Due to the nature and varied categories of the products we sell, we may not be able to charge higher margins for our products. Hence, our business model is heavily reliant on our ability to effectively increase sale of value business products and / or grow our turnover and manage our key processes including but not limited to order procurement, timely order execution, effectively delivery monitoring and continuous cost control of non-core



activities. The table below gives details of our operating margins and net profit margin based on restated financials.

(Rs. in Lakhs)

Particulars	As on March 31		
	2019	2018	2017
Total Income	14,001.96	8,976.43	5,551.72
<b>PAT as a % of the Total Income</b>	<b>1.68</b>	<b>0.82</b>	<b>0.28</b>

Our growth strategy is subject to and involves risks and difficulties, many of which are beyond our control and, accordingly, there can be no assurance that we will be able to implement our strategy or growth plans, or complete them within the timelines. Further, we operate in a dynamic industry, and on account of changes in market conditions, industry dynamics or changes and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands. For further details regarding the discussions and explanations of our results, please refer “*Management’s Discussions and Analysis of Financial Condition and Results of Operations*” on page no. 209 of this Prospectus.

**24. Any changes in regulations or applicable government incentives would adversely affect the Company’s operations and growth prospects.**

Our Company is also subject to various regulations. Our Company’s business and prospects could be adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for its operations or that compliance issues will not be raised in respect of its operations, either of which would have a material adverse affect on the Company’s operations and financial results.

Our operations currently benefit from certain direct tax incentives. In the event we are unable to continue to benefit from such tax benefits, or other taxes applicable to us increase, our financial condition and results of operations may be adversely affected. Taxes and other levies imposed by the GoI or State Governments that affect our industry include customs duties, excise duties, sales tax, income tax and other taxes, duties or surcharges introduced on a permanent or temporary basis from time to time. Imposition of any other charges by the Central and the State Governments or increases in existing charges may adversely affect our results of operations. Further, the central and state tax scheme in India is subject to change from time to time. Any adverse change in Indian tax rules and regulations or policy may have an adverse effect on our business, financial condition and results of operations.

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

Our Company requires several statutory and regulatory permits, licenses and approvals to operate the business. Many of these approvals are granted for fixed periods of time and need renewal from time to time. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Further, these permits, licenses and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, and this may lead to cancellation, revocation or suspension of relevant permits/ licenses/ approvals. Failure by our Company to renew, maintain or obtain the required permits, licenses or approvals, or cancellation, suspension or revocation of any of the permits, licenses or approvals which may result in the interruption of our Company’s operations and may have a material adverse effect on the business. For details please refer to Chapter titled “*Government and Other Statutory Approvals*” beginning on page no. 225 of the Prospectus.



**26. *Certain agreements may be inadequately stamped or may not have been registered or may not have necessary disclosure as a result of which our operations may be adversely affected.***

Few of our agreements may not be stamped adequately or registered or may not have not the necessary disclosures. The effect of inadequate stamping is that the document is not admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for inadequate stamping. The effect of non-registration, in certain cases, is to make the document inadmissible in legal proceedings. Any potential dispute due to non-compliance of local laws relating to stamp duty and registration may adversely impact the operations of our Company. Further, effect of non-disclosure of certain necessary points as required under the Contract Act, 1872(as amended from time to time) and/ or under any other law, rules, regulations, in certain cases, is to make the document inadmissible in legal proceedings. Any potential dispute due to non- disclosure of necessary points/ rules/regulations/ law relating to Contract Act, 1872(as amended from time to time) and/ or under any other law, rules, regulations may adversely impact the operations of our Company.

**27. *We sell our products in competitive markets and our inability to compete effectively may lead to lower market share or reduced operating margins, and adversely affect our results of operations.***

The distribution & trading industry is highly competitive, coupled with the large number of players and also the existence of unorganised players. Also, several national and international manufacturers and brand owners have set-up their own distribution arms in India. With the high level of competition, our results of operations are sensitive to, and may be materially and adversely affected by, competitive pricing, services offered, brand recognition and other factors. Competition may result in pricing pressure, reduced profit margin or a failure to increase our market share, any of which could substantially harm our business and results of our operations.

We compete directly against national and local distributors of a variety of products, who are traders with substantial market share as well as established vendors with a substantial stockist network as well as retailers and regional competitors in each of the region of our trade. Many of our competitors are established companies with strong brand recognition and a high number of product distribution agreements. However, the trading and distribution industry is fragmented in various regions of the country are still dominated by unorganized and local traders and stockists. We compete primarily on the basis of timely delivery, quality, quick financing and overall customer relationship. In order to compete effectively, we must continue to maintain and develop our business model and reputation, enter into product marketing agreement with renowned brands and be flexible and innovative in responding to rapidly changing market demands and customer preferences and offer customers a wide variety of good quality products at competitive prices.

Many of our competitors have significant competitive advantages, including longer operating histories, larger and broader customer base, more established relationships with a broader set of brand agreements and greater financial, research and development, marketing, distribution budgets and other resources than we do. The number of our direct competitors and the intensity of competition may increase as we expand into other product lines or as other companies expand into other product lines. Our competitors may enter into business combinations or alliances. Our competitors may also be able to respond more quickly and effectively than we do to new or changing opportunities, technologies, trends or customer preferences, which could result in a decline in our revenues. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations.

**28. *Our insurance coverage may not be sufficient or adequate in protecting us against all or certain operating hazards and from all or certain losses and this may have an adverse impact on the financial conditions of the business.***

As on the date of this Prospectus, Our Company has availed of various insurance coverage amounting to Rs. 21.00 Crores. We believe that the insurance coverage taken by us will protect our products/ business and from any damages or losses that we may suffer in the future. Further, our insurance coverage would be reasonably adequate to cover the normal risks associated with the operation of our businesses. However, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the



extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected. For further details on our insurance cover, please refer “**Our Business – Insurance Policies**” beginning on page no. 118 of this Prospectus.

- 29. Our company has made an application with ICICI Lombard General Insurance Company Ltd for insurance claim. The refusal or delay in receiving the insurance claim may have an adverse impact on the financial conditions of the business.**

As on the date of this Prospectus, Our Company had availed two insurance policies namely Standard Fire & Special Perils Insurance and Burglary Insurance Policy each for Rs. 300.00 Lakhs with ICICI Lombard General Insurance Company. Both the insurances cover Stock of Harzadous chemicals and Property including Tables, Chair, AC, Electronic items and Medicines. In the month of May 2017, there was a fire at the 10 warehouse including the corporate office of our Company where number of chemicals were destroyed. The company has launched an insurance claim of Rs. 55.69 Lakhs against both the policies with ICICI Lombard General Insurance Company. The past company's claim and insurance surveyor was appointed by the insurance company ICICI Lombard General Insurance Company in connection with the fire claim. The surveyor had completed their detailed investigation and the final report against our claim is awaited to be settled by them. Our management believes that the insurance company will expedite its process and settle the claim amount of Rs. 55.69 Lakhs at its earlier.

However, we cannot assure you that this claim under the two insurance policies maintained by us will be honoured fully or in part or on time. In addition, we are not renewing the two insurance policies with ICICI Lombard General Insurance Company. To the extent of the loss and/or damages occurred, or successful assertion of one or more large claims against us for events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by two insurance policies, or exceeds our insurance claim or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected. For further details on our insurance cover, please refer “**Our Business – Insurance Policies**” beginning on page no. 118 of this Prospectus.

- 30. Significant portion of our revenues is dependent upon our few customers. The loss of any one or more of our major customers would have a material adverse effect on our business operations and profitability.**

For financial year ending March 31, 2019, our major customers have accounted approximately 21.12% of our total revenue from operations, respectively. We have maintained good and longstanding relationships with our major domestic and international customers; however, we do not have any long-term contract with either of them. Further, some of our major customers are Clean Science & Technology Pvt. Ltd (S), Neogen Chemicals Ltd. (S), Resinova Chemie Ltd. (S) (Guj), Vaishali Pharma Ltd. (S), Reliance Industries Limited (S). We are dependent on our significant customer(s) for our growth in revenues and thereby in our business. The loss of either of significant customer(s) or a significant reduction in their orders would have a materially adverse effect on our income. For further details of sales to our significant customer(s), see section titled “**Financial Statements**” and chapter titled “**Management's Discussion and Analysis of Financial Conditions and Results of Operations**” beginning on page no. 186 and page no. 209 respectively, of this Prospectus.

- 31. If we are unable to collect our receivables from our clients, our results of operations and cash flows could be adversely affected.**

Recovery of our receivables and timely collection of client balances depends on our ability to complete our commitments and bill and collect our contracted revenues. If we are unable to meet our requirements, we might experience delays in collection of and/or be unable to collect our client balances, and if this occurs, our results of operations and cash flows could be adversely affected. In addition, if we experience an increase in the time to bill and collect for our services, our cash flows could be adversely affected.



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

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

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

**33. *The availability of counterfeit drugs, such as drugs passed off by others as our products, could adversely affect our goodwill and results of operations.***

Entities in India and abroad could pass off their own products as ours, including counterfeit or pirated products. For example, certain entities could imitate our brand name, packaging materials or attempt to create look-alike products. As a result, our market share could be reduced due to replacement of demand for our products and adversely affect our goodwill. We may also require to invest in our products to prevent counterfeit versions of our products from being distributed in the markets. Such measures include, monitoring products in the market and initiating actions against counterfeiters, each of which entails incurring significant costs at our end. The proliferation of counterfeit and pirated products, and the time and attention lost to defending claims and complaints about counterfeit products could have an adverse effect on our goodwill and our business, prospects, results of operations and financial condition could suffer.

**34. *Our operations are subject to various employees, health and safety laws and regulations. Our failure to comply with environmental laws and similar regulations in India, including improper handling of raw materials, may result in significant damages and may have an adverse effect our business, financial condition and results of operations.***

Our operations are subject to laws and regulations governing relationships with employees in such areas a minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees, contract labour and work permits. Further, our business and prospects are contingent upon, among other things, receipt of all required health and safety permits, and our ability to comply with any conditions specified in such permits and registrations, on a continuous basis. Changes or concessions required by regulatory authorities may involve significant compliance costs and also result in delays, prevent completion of construction or opening of a plant or result in the loss of an existing license, which may adversely affect our business and results of operations. Further, we are subject to various environmental laws and regulations relating to environmental protection in various locations in India. For example, the discharge or emission of chemicals, dust or other pollutants into the air, soil or water that exceed permitted levels and cause damage may give rise to liabilities towards the government, especially the state pollution control boards and third parties, and may result in expenses to remedy any such discharge or emissions. Stricter laws and regulations, or stricter interpretation of existing laws and regulations may impose new liabilities or require additional investment in environmental protection equipment, either of which could adversely affect our business, financial condition or results of operation. Our failure to obtain required licenses or renew expired licenses or to otherwise comply with various regulatory requirements may have a material adverse effect on our financial conditions and results of operations.



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

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

**36. *Price controls and other factors may prevent us from setting prices for our products at levels high enough to earn an adequate return on our investments in them.***

Though currently, we do not manufacture any formulations that attract the price controls imposed by governments and healthcare providers, we may in future come under the purview of the same. Price controls operate differently in different countries and can cause wide variations in prices between markets. Changes in the pricing environment that affects our products could have a significant impact on our expansion plans, projected revenues and operating profits. The existence of price controls can limit the revenues we earn from our future products and may have an adverse effect on our business and results of operations. In India, various products are subject to pricing regulations under the DPCO. Though none of our products are subject to the Drugs (Prices Control) Order, 2013 ("DPCO 2013"), but formulations that we may manufacture in the future as a result of our future expansion plans, may be subject to the provisions of DPCO 2013 as the number of scheduled drugs and the pricing mechanism for scheduled drugs has been amended. Under the DPCO 2013, the price of scheduled drugs is required to be based on the average market price charged by all companies which have a market share equal to or more than 1.0% of the total market turnover on the basis of moving annual turnover in the relevant drug. The prices of non-scheduled drugs are determined by market forces and primarily based on competitive factors and market penetration of the product and are capped at a maximum of 110.0% of their maximum retail price during the preceding 12 months. The relevant authorities under this regulation have the right to raise demands against us for alleged violations of pricing regulations due to charging of prices higher than those fixed or notified by the Government or otherwise. These demands can be raised even after the passage of a significant amount of time from the date of the alleged violation. There can be no assurance of the eventual impact of the DPCO 2013, and that the same will may materially and adversely affect our future business, expansion prospects, future results of operations and financial condition.

**37. *We are susceptible to product liability claims that may not be covered by insurance and may subject us to substantial expenditure thereby adversely affecting our reputation and if the claim is successful, could require us to pay substantial amounts.***

We face the risk of loss resulting from, and the adverse publicity associated with, product liability lawsuits, whether or not such claims are valid. We may be subject to claims resulting from our manufacturing defects or negligence in storage, packaging or handling which may lead to the deterioration of the APIs and/or FDFs. Even unsuccessful product liability claims would likely require us to incur substantial expenses on litigation, divert management's time, adversely affect our goodwill and impair the marketability of our APIs and FDFs.

We are liable for the quality of the products we manufacture, for the duration of their shelf life. Disputes over non-conformity of the products with prescribed quality standards or specifications including storage specifications are generally referred to independent testing laboratories. If any independent laboratory confirms that the products do not conform to the prescribed or agreed standards and specifications, we may be required to bear the expenses of replacing and testing such products, which could adversely affect our business, results of operations, cash flows and financial condition. Any proved defect in our products could also result in withdrawal of our license for manufacturing, storing and selling the products. Further, our business is dependent on the trust our customers have in the quality of our products. Any negative publicity regarding our Company,



brand, or products or mishaps resulting from the use of our products, or any other unforeseen events could affect our reputation and our results from operations.

Further, we do not have any insurance coverage for product liability and if we are to take the same, it may result in additional expense. From time to time, the pharmaceutical industry has experienced difficulty in obtaining desired product liability insurance coverage. The risk of product liability suits is also likely to increase as we venture into manufacture of other APIs and Formulations at our existing Units. If any product liability claim not covered by insurance were sustained against us, it could adversely affect our business, financial condition, results of operations and cash flows.

**38. *We have not entered into any non-disclosure or confidentiality agreements with our employees or other intermediaries.***

We operate in a highly competitive industry our ability to succeed depends largely on the ability and skill of the workers to create new and creative designs. Although, we have good terms with our employees, we cannot assure that we will have continued relation with them. Although, we believe that our designs may not be compromised, we cannot assure the same as we have not entered any non-disclosure or other confidentiality agreements with them.

**39. *Employee misconduct, errors or fraud could expose us to business risks or losses that could adversely affect our business prospects, results of operations and financial condition.***

Employee misconduct, errors or frauds could expose us to business risks or losses, including regulatory sanctions, penalties and serious harm to our reputation. Such employee misconduct includes breach in security requirements, misappropriation of funds, hiding unauthorized activities, failure to observe our stringent operational standards and processes, and improper use of confidential information. It is not always possible to detect or deter such misconduct, and the precautions we take to prevent and detect such misconduct may not be effective. In addition, losses caused on account of employee misconduct or misappropriation of petty cash expenses and advances may not be recoverable, which we may result in write-off of such amounts and thereby adversely affecting our results of operations. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions in which case, our reputation, business prospects, results of operations and financial condition could be adversely affected.

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

Particulars	As on March 31		
	2019	2018	2017
Net cash from (used in) Operating activities	(101.37)	(0.80)	(158.66)
Net cash from (used in) Investing activities	(349.91)	(2.79)	(31.51)
Net cash from (used in) Financing activities	795.90	(65.78)	238.78
<b>Net Cash Flow</b>	<b>344.61</b>	<b>(69.37)</b>	<b>48.61</b>

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet its capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flow, it may adversely affect our business and financial operations. For further details please refer to the section titled “*Financial Statements*” and chapter titled “*Management's Discussion and Analysis of Financial Conditions and Results of Operations*” beginning on page no. 186 and page no. 209 respectively, of this Prospectus.

**41. *We have certain contingent liabilities that have not been provided for in our Company's financials which if materialised, could adversely affect our financial condition.***

Our contingent liabilities as per our Restated Financial Statements is as under:



(Rs. in Lakhs)

Particulars	As on March 31,		2017
	2019	2018	
Claim against company not acknowledge as debts			
in respect of Income Tax (TDS)	2.58	2.58	2.54
in respect of Commercial Tax	0.00	0.00	0.00
<b>Total</b>	<b>2.58</b>	<b>2.58</b>	<b>2.54</b>

In the event any such contingencies mentioned above were to materialize or if our contingent liabilities were to increase in the future, our financial condition could be adversely affected. For further details, see the section entitled “Restated Financial Statements” on page no. 186 of this Prospectus.

**42. We have issued Equity Shares during the past 1 year at a price below the proposed issue price prior to the date of filing the Prospectus.**

Our Company has issued and allotted Equity Shares at a price which is below the issue price in the past 1 year prior to the date of filing the Prospectus. The details of allotment are as follows:

Date of Allotment/ Transfer	No. of shares Allotted	FV (Rs.)	Issue Price/ Transfer Price/ Acquisition Price (Rs.)	Nature of Consideration/ Allotment/ Acquired/ Transfer	% of the Paid-up Capital	
					Pre-Issue	Post- Issue
08-Mar-18	11,55,556	10.00	18.00 %	Cash Allotment	12.10	8.90
27-Aug-18	33,03,774	10.00	-	Bonus Allotment	34.61	25.44
06-Dec-18	5,78,257	10.00	55.00 %	Cash Allotment	6.06	4.45
09-Jan-19	9,45,285	10.00	55.00 %	Cash Allotment	9.90	7.28

%% The Issue Price for allotment of the said equity shares is based on the Fair Valuation of Equity Shares Report as certified and confirmed by Mr. Bhupendra S. Gandhi, Chartered Accountant (Membership No. 122296) Partner of M/s NGST & Associates, Chartered Accountants (F.R.N: 135159W) having their office at 1111/11th floor, Ghanshyam Enclave, Laljipada Police Chowk, Link Road, Kandivali (W), Mumbai 400067; Tel. No. +91 22 65604535; Email: [contact@ngstca.com](mailto:contact@ngstca.com); Website: [www.ngstca.com](http://www.ngstca.com); vide certificate dated September 29, 2017 is Rs. 18.00 per equity shares. The Fair Value of the equity shares has been calculated based on March 31, 2017 financials.

% The Issue Price for allotment of the said equity shares is based on the Fair Valuation of Equity Shares Report as certified and confirmed by Mr. Bhupendra S. Gandhi, Chartered Accountant (Membership No. 122296) Partner of M/s NGST & Associates, Chartered Accountants (F.R.N: 135159W) having their office at 1111/11th floor, Ghanshyam Enclave, Laljipada Police Chowk, Link Road, Kandivali (W), Mumbai 400067; Tel. No. +91 22 65604535; Email: [contact@ngstca.com](mailto:contact@ngstca.com); Website: [www.ngstca.com](http://www.ngstca.com); vide certificate dated November 10, 2018 is Rs. 55 per equity shares. The Fair Value of the equity shares has been calculated based on September 30, 2018 financials. Further, the Fairness option on the same is obtained from the Merchant Banker.

The price at which Equity Shares have been issued in the past 1 year is not indicative of the price at which Equity Shares may be offered in the Issue or at the price at which they will trade upon listing. For further details, please refer to Section titled “Capital Structure” on page no. 65 of this Prospectus.

**43. Our business is working capital intensive. If we are unable to generate sufficient cash flows to allow us to make required payments on our debt or fund working capital requirements, there may be an adverse effect on our results of operations.**

Our business is working capital intensive including fund requirement for payment for bulk purchases of various products across different brands and product verticals. Hence, major portion of our working capital is utilized towards debtors and inventory. The results of operations of our business are dependent on our ability to effectively manage our inventory (stock of traded goods) and trade receivables. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and purchase new inventory accordingly. However, if our management misjudges expected customer demand, it could cause either a shortage of products or an accumulation of excess inventory. Further, if we fail to sell the inventory we purchase, we may be required to write-down our inventory or pay our suppliers without new purchases, or



create additional vendor financing, all of which could have an adverse impact on our income and cash flows. To effectively manage our trade receivables, we must be able to accurately evaluate the credit worthiness of our customers including small dealers, stockists & retailers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if our management fails to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. A liquidity crunch may also result in increased working capital borrowings and, consequently, higher finance cost which will adversely impact our profitability.

We have a sanctioned limit for working capital of Rs. 1695.00 Lakhs from the existing bankers / financial institutions including unsecured loan from the Promoters, Directors and Relatives. Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations. In the event we are not able to recover our dues from our trade receivables or sell our inventory, we may not be able to maintain our Sales level and thus adversely affecting our financial health. If this situation persists, we may not be able to pay our lenders / creditors and we may be forced to go for Corporate Debt Restructuring (CDR) which may result in adversely affecting our operations and future prospects.

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

Our industry is continually changing due to technological advances and scientific discoveries characterised by high expenses incurred on R&D. These changes result in the frequent introduction of new products and significant price competition. To meet our customers' needs as well as keep pace with our competitors, we regularly update existing technology and acquire or develop new technology for our pharmaceutical manufacturing activities. If our pharmaceutical technologies, such as our branded generics, formulations and drug delivery systems become obsolete, and we are unable to effectively introduce new products, our business and results of operations could be adversely affected. Although we strive to keep our technology, facilities and machinery current with the latest international standards, the technologies, facilities and machinery we currently employ may become obsolete and we may not have the resources to adequately invest in R&D. The cost of implementing new technologies and upgrading our manufacturing facilities as well as R&D would require substantial new capital expenditures and/or write-downs of assets and could adversely affect our business, prospects, results of operations and financial condition.

**45. *We are dependent on the success of our research and development and the failure to develop improved products/new drug delivery systems/process improvements could adversely affect our business.***

Our success depends on our ability to improve our existing products, develop new drug delivery systems, process improvements to give time, quality and cost efficiency. All our units, for APIs as well as FDFs, have in house Quality Control (QC) and Quality Analysis (QA) laboratories where the raw materials dispensed and the finished products manufactured are tested for various quality parameters laid down by FDA, GMP, WHO and various other governing bodies. We have employed well qualified technicians in our labs and also provide them with regular technology upgrades to keep them abreast with the latest technological change in products, drug delivery systems and process improvements. We cannot assure you that the investments made by us in QC / QA and R&D will yield satisfactory results in terms of improved products, or will yield any results at all. The development process for improving our existing products and developing new drug delivery systems is lengthy and costly. Despite investments in this area, our research and development efforts may not result in the discovery or successful development of the products. There can be no assurance that the improved product/new drug delivery system will be commercially successful. Further, if our competitors develop processes that may give them first mover advantage we may be unable to retain our customers, which shall adversely affect our revenues and profitability.

**46. *We are required to incur substantial expenditure for our business operations and if we are not able to manage our financial requirements in the future, we may be required to obtain additional financing which may not be on terms commercially acceptable to us.***

We are required to incur substantial expenditure for conducting our business operations primarily in relation to making advance payments to our suppliers for the bulk quantities of lubricants and various base oils imported by us for our business. Also, substantial expenditure is incurred for certain regulatory and legal fees required for



the trade with customers based in various parts of the country and other day to day miscellaneous expenses. The actual amount and timing of our future capital requirements may differ from estimated requirements as a result of, amongst other things, unforeseen delays in obtaining orders, confirmation of required products and brands from our suppliers, price fluctuations in various products and brands, changes in business plans due to prevailing economic conditions, unanticipated expenses and regulatory changes in the States of our trade. If we are not able to manage our financial requirements from our internal accruals in the future, we may be required to seek additional debt or equity financing. Additional debt financing could increase our interest costs and require us to comply with various restrictive covenants that are generally part of such financing agreements. Additional equity financing could dilute our earnings per Equity Share and your interest in the Company, and could adversely impact the price of our Equity Share.

Our ability to obtain additional financing on favourable terms, if at all, will depend on a number of factors. We cannot assure you that we will be able to raise additional financing on acceptable terms in a timely manner or at all which could adversely impact our planned capital expenditure and our business.

***47. We have not received No Objection Certificate from all the lenders of loans to our company.***

Our company has made an application with our NBFC/ financial institutions to obtain a “No Objection Certificate” (NOC) from them. However, we are yet to obtain the same from them.

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

Some of the debt facilities provided to our Company by our lenders stipulate that the facility shall be secured by a personal guarantee of our Promoters. In event of default on the debt obligations, the personal guarantees may be invoked thereby adversely affecting our Promoters/ Directors / Key Managerial Personnel(s) ability to manage the affairs of our Company and consequently this may impact our business, prospects, financial condition and results of operations. Further, in an event our Promoters withdraws or terminates his/their guarantee/s or security, the lenders for such facilities may ask for alternate guarantee/s or securities or for repayment of amounts outstanding under such facilities or even terminate such facilities. We may not be successful in procuring guarantee/s or collateral securities satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition. For more information, please see the chapter titled “***Statement of Financial Indebtedness***” beginning on page no. 219 of this Prospectus.

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

We have entered into related party transactions with our Promoters, Promoter Group, Its Group Companies/ Entities, Directors and Other Associates. 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 will continue to enter into related party transactions in the near future. For further details regarding the related party transactions, see the disclosure on related party transactions contained in the financial statements included in this Prospectus and, also see the section “***Annexure 31: Statement of Related Party Transactions***” beginning on page no. 206 of this Prospectus.

***50. Our Group Entities operate in the similar line of business as us, which may lead to competition with such Group Entities.***

Our Group Entities, Sudarshan Solvents Industries Limited, Sudarshan Pharma Industries Limited- Hongkong, M/s. Sachin Chemicals (Proprietary firm), M/s. Radhe (Proprietary firm) and Sudarshan Chempharm India LLP (Partnership Firm) are involved in same line of business that may potentially compete with our Company and/ or is authorized to carry out business, similar to that of our Company. We may hence have to compete with our Group Entities for business, which may impact our business, financial condition and results of operations. The interests of our Promoters or Promoter Groups may also conflict in material aspects with our interests or the interests of our shareholders. For further details, please refer “Our Group Entities” beginning on page no. 178 of



this Prospectus. Further, our Promoters may become involved in ventures that may potentially compete with our Company. The interests of our Promoters or Promoter Groups may conflict with the interests of our other Shareholders and our Promoters may, for business considerations or otherwise, cause our Company to take actions, or refrain from taking actions, in order to benefit themselves instead of our Company's interests or the interests of its other Shareholders and which may be harmful to our Company's interests or the interests of our other Shareholders, which may impact our business, financial condition and results of operations.

We have not entered into any non-compete agreement with our Promoters and/or Promoter Groups and/or our Group Entities. We cannot assure you that our Promoters and/or our Group Entities and/or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition.

***51. We have recently incorporated a Company in Hongkong as our Group Company. However, we do not have any prior experience in successfully operating an international Group Company and the same may not provide us the desired business leverage which would in turn affect our operations and financial conditions.***

Our Company is predominantly a trading & distribution Company based in India. We currently export our products through a local third party located in International Market. However, we do not have any direct exports and we continue to evaluate options for building our business sources in international markets.

With this aim, we have recently incorporated a Group Company in Hong Kong under the name of Sudarshan Pharma Industries Limited (SPIL-HK). SPIL-HK has been set-up for the business of trading and distribution of various Chemicals, API's & Drug Intermediates. We believe that a Group Company in Hong Kong would be beneficial in liaising with various suppliers and customers and also aid us in building relations, not only in the Far East but also in other Asian and European countries. However, we do not have any experience in successfully setting up an international group company. If we are not able to successfully operate this group company, it may lead to sunk investment including various expenses incurred for incorporating the same. Successfully establishing and running an international group company will require us to:

- Adequately analyze key risks and other metrics prior to incorporating the group company or commencing operations therein;
- Develop a well trained operations team with relevant systems and processes to handle the unit;
- React effectively to any local Government regulation which prohibits import, export or trade or other such externality which would be having a major impact on our operations;
- Comply with various regulations existing in the region / country pertaining to various regulatory authorities.

Hence, the inability to run successful operations in this new wholly owned subsidiary could adversely affect our ability to achieve our sales and key execution targets and hence adversely impact our future consolidated and standalone results of operations and financial conditions.

***52. Orders placed by customers may be delayed, modified, cancelled or not fully paid for, which may have an adverse effect on our business, financial condition and thereby on our results of operations.***

We may encounter predicaments in executing the orders placed by our customer or executing it on a timely basis. Moreover, there are factors which may be beyond our control or in the control of our customers, including delays or failure to obtain necessary permits, authorizations, permissions and other types of difficulties or obstructions, which may result in the postponement of executing or delivering of the necessary product(s) or cause its cancellation. Further, even though we execute orders as placed by our customers, the order could be cancelled or there could be any changes in delivery of the products. Accordingly, it is difficult to predict with certainty if, when and to what extent the delivery of the orders placed will be made. Failure to deliver our orders on time could lead to customers delaying or refusing to pay the amount, in part or full, which may adversely affect our revenue, cost of operation and thereby our business functioning.

***53. Delays or defaults in client payments could result in reduction of profits.***

If clients default in their payments to which the Company has devoted significant resources or in which it has invested significant resources is delayed, cancelled or does not proceed to completion, it could have an adverse effect on the Company's business, financial condition and results of operations.



**54. *Our Company may require additional capital resources to achieve our expansion plans.***

The rate of our expansion will depend to an extent on the availability of adequate debt and equity capital. Further, the actual expenditure incurred may be higher than current estimates owing to but not limited to, implementation delays or cost overruns. We may, therefore, primarily try to meet such cost overruns through our internal generations and in case if the same is not adequate, we may have to raise additional funds by way of additional term debt from banks/ financial institutions and unsecured loans, which may have an adverse effect on our business and results of operations.

**55. *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 customers. 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.

**56. *We are subject to foreign currency exchange rate fluctuations which could have a material and adverse effect on our results of operations and financial conditions.***

We have recently started exporting our products in some countries and receive sale proceeds against such export sales in foreign currency. Changes in value of currencies with respect to the Rupee may cause fluctuations in our operating results expressed in Rupees. The exchange rate between the Rupee and other currencies is variable and may continue to fluctuate in future. Fluctuations in the exchange rates may affect our Company to the extent of cost of sales in foreign currency terms. Any adverse or unforeseen fluctuations with respect to the unhedged exchange rate of any foreign currency for Indian Rupees may affect our Company's results of operations.

**57. *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 mainly 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.

**58. *The requirements of being a public listed company may strain our resources and impose additional requirements.***

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange(s) which require us to file unaudited financial results on a half yearly basis. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner.

**59. *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

**60. *Our Board of Directors and management may change our operating policies and strategies without prior notice or shareholder approval.***

Our Board of Directors and management has the authority to modify certain of our operating policies and strategies without prior notice (except as required by law) and without shareholder approval. We cannot predict the effect that any changes to our current operating policies or strategies would have on our business, operating results and the price of our Equity Shares.

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

Our Directors and Key Managerial Personnel are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and Key Managerial Personnel may also be interested to the extent of their shareholding in our Company. For further information, see “*Capital Structure*” and “*Our Management*” on page nos. 65 and 155, respectively, of this Prospectus.

**62. *There is no monitoring agency appointed by our Company and the deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by the Audit Committee.***

As per SEBI (ICDR) Regulations, 2018, as amended from time to time, appointment of monitoring agency is required only for Issue size above Rs. 10,000 Lakhs. Since this Issue Size is less than Rs. 10,000 Lakhs, our Company has not appointed any monitoring agency for this Issue. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds.

Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the NSE and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

**63. *We propose to utilize the Net Proceeds for purposes identified in the section titled “Objects of the Issue” in this Prospectus. Any variation in the utilization of the Net Proceeds as disclosed in this Prospectus shall be subject to certain compliance requirements, including prior Shareholders’ approval.***

We propose to utilize the Net Proceeds for purposes identified in the section titled “*Objects of the Issue*” beginning on page no. 80 of this Prospectus. The manner deployment and allocation of such funds is entirely at the discretion of our management and our Board, subject to compliance with the necessary provisions of the Companies Act.

In accordance with Section 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Prospectus without obtaining the shareholder’s approval through a special resolution. In the event of any such circumstances that requires us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the Shareholder’s approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholder’s approval may adversely affect our business or operations. Further, our Promoter or controlling shareholders would be required to provide an exit opportunity to the shareholders who do not agree with our proposal to modify the objects of the Issue as prescribed in the SEBI (ICDR) Regulations, 2018, as amended from time to time. If our Shareholder’s exercise such exit option, our business and financial condition could be adversely affected. Therefore, we may not be able to undertake variation of objects of the Issue to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company, which may restrict our ability to respond to any change in our business or financial condition, and may adversely affect our business and results of operations.

## **RISKS RELATED TO OUR EQUITY SHARES AND EQUITY SHARE HOLDERS**



- 64. *Our Promoters, together with our Promoter Group, will continue to retain majority shareholding in our Company after the proposed Initial Public Issue, which will allow them to exercise significant control over us. We cannot assure you that our Promoters and Promoter Group members will always act in the best interests of the Company.***

After the completion of our Initial Public Issue, our Promoters, along with our Promoter Group members, will hold, approximately 61.78% of our post issue paid up equity capital of our Company. As a result, our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board and determine matters requiring shareholder approval or approval of our Board. Our Promoters may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholder. By exercising their control, our Promoters could delay, defer or cause a change of our control or a change in our capital structure, delay, defer or cause a merger, consolidation, takeover or other business combination involving us, discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company. We cannot assure you that our Promoters and Promoter Group members will always act in our Company's or your best interests. For further details, please refer to the chapters titled "*Capital Structure*" and "*Our Promoter, Promoter Group and Group Companies*", beginning on page no. 65, 171 and 178 respectively, of this Prospectus.

- 65. *Sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.***

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

- 66. *Any future issuance of Equity Shares may dilute your shareholdings, and sales of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.***

Any future equity issuances by our Company may lead to the dilution of investors' shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Issue, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

- 67. *We cannot assure you that we will pay dividend in future.***

We have not paid any dividends on our Equity Shares since inception and there can be no assurance that dividends will be paid in future. The declaration of dividends in the future will be recommended by our Board, at its sole discretion, and will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. There can be no assurance that we will be able to pay dividend in the future. Further, we may be restricted by the terms of our debt financing from making dividend payments, in the event we default in any of the debt repayment installments.

- 68. *Investors may be subject to Indian taxes arising out of capital gains on sale of Equity Shares.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if STT has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. It is pertinent to note that pursuant to the Finance Bill, 2017, it has been proposed, that with effect from April 1, 2017, this exemption would only be available if the original acquisition of equity shares was chargeable to STT. The Central Government is expected to, however notify the transactions which would be exempt from the application of this new amendment. Any gain realized on the sale of equity shares held for more than 12 months, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to applicable short-term capital gains tax in India.



Capital gains arising from the sale of the equity shares will be exempt from taxation in India in cases where the exemption is provided under a treaty between India and the country of which the seller is resident, subject to the availability of certain documents. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. For more details, please refer to "Statement of Tax Benefits" on page no. 94 of this Prospectus.

**69. *We cannot assure you that our Equity Shares will be listed on the SME Platform of NSE-NSE EMERGE in a timely manner or at all, which may restrict your ability to dispose of the Equity Shares.***

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, we are not required to obtain any in-principle approval from SEBI for listing of our Equity Shares. We have only applied to NSE to use its name as the Stock Exchange in this Offer Document for listing our Equity Shares on the SME Platform of NSE-NSE EMERGE. Permission for listing of the Equity Shares will be granted only after the Equity Shares offered in this Issue have been allotted. Approval from NSE will require all relevant documents authorizing the issuing of the Equity Shares to be submitted to it. There could be a failure or delay in listing the Equity Shares on the SME Platform of NSE-NSE EMERGE. Further, certain procedural and regulatory requirements of SEBI and the Stock Exchanges are required to be completed before the Equity Shares are listed and trading commences. Trading in the Equity Shares is expected to commence within 6 Working Days from the Issue Closing Date. However, we cannot assure you that the trading in the Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining the approvals would restrict your ability to dispose off your Equity Shares.

**70. *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. Safal Capital (India) Limited is acting as 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 no. 61 of this Prospectus.

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

Subsequent to listing, our Company may be subject to a daily circuit breaker imposed on listed companies by all stock exchanges in India, which does not allow transactions having crossed certain volatility limit in the price of its 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 Company's circuit breaker is set by the stock exchanges based on certain factors such as the historical volatility in the price and trading volume of the Equity Shares. The stock exchange is not required to inform us of the percentage limit of the circuit breaker from time to time and may change it without our knowledge. This circuit breaker, if imposed, would effectively limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, we cannot assure that the shareholders will be able to sell the Equity Shares at desired prices at any particular time.



## EXTERNAL RISK FACTORS

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

The company is subject to various regulations and policies. For details see section titled “**Key Industry Regulations**” beginning on page no. 138 of this Prospectus. The company’s current businesses and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that it will succeed in obtaining all requisite regulatory approvals in the future for its operations or that compliance issues will not be raised in respect of its operations, either of which could have a material adverse effect on the business, financial condition and results of operations.

**73. *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.

**74. *The nationalized Goods and Services Tax (GST) regimes proposed by the Government of India may have material impact on our operations.***

The Government of India has proposed a comprehensive national goods and service tax (GST) regime that will combine taxes and levies by the Central and State Governments into a unified rate structure. Given the limited liability of information in the public domain covering the GST we are unable to provide/ measure the impact this tax regime may have on our operations.

**75. *Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP and IFRS, which may be material to investors’ assessments of our Company’s financial condition. Our failure to successfully adopt IFRS may have an adverse effect on the price of our Equity Shares. The proposed adoption of IFRS could result in our financial condition and results of operations appearing materially different than under Indian GAAP.***

Our financial statements, including the financial statements provided in this Prospectus, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. For details, see “**Presentation of Financial, Industry and Market Data**” on page no. 10 of this Prospectus. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring 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 Red Herring Prospectus should accordingly be limited.

India has decided to adopt the “Convergence of its existing standards with IFRS” and not the “International Financial Reporting Standards” (“IFRS”), which was announced by the MCA, through the press note dated January 22, 2010. These “IFRS based / synchronized Accounting Standards” are referred to in India as IND (AS). Public companies in India, including our Company, may be required to prepare annual and interim financial statements under IND (AS). The MCA, through a press release dated February 25, 2011, announced that it will implement the converged accounting standards in a phased manner after various issues, including tax related issues, are resolved. Further, MCA Notification dated February 16, 2015, has provided an exemption to the Companies proposing to list their shares on the SME Exchange as per Chapter IX of the SEBI ICDR Regulations and hence the adoption of IND (AS) by a SME exchange listed company is voluntary. Accordingly, we have made no attempt to quantify or identify the impact of the differences between Indian GAAP and IFRS or to quantify the impact of the difference between Indian GAAP and IFRS as applied to its financial



statements. There can be no assurance that the adoption of IND-AS will not affect our reported results of operations or financial condition. Any failure to successfully adopt IND-AS may have an adverse effect on the trading price of our Equity Shares. Currently, it is not possible to quantify whether our financial results will vary significantly due to the convergence to IND (AS), given that the accounting principles laid down in the IND (AS) are to be applied to transactions and balances carried in books of accounts as on the date of the applicability of the converged standards (i.e., IND (AS) and for future periods.

Moreover, if we volunteer for transition to IND (AS) reporting, the same may be hampered by increasing competition and increased costs for the relatively small number of IND (AS)-experienced accounting personnel available as more Indian companies begin to prepare IND (AS) financial statements. Any of these factors relating to the use of converged Indian Accounting Standards may adversely affect our financial condition.

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

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

***77. Instability in financial markets could materially and adversely affect our results of operations and financial condition.***

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets.

The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, NSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

***78. Conditions in the Indian securities market and stock exchanges may affect the price and liquidity of our Equity Shares.***

Indian stock exchanges, which are smaller and more volatile than stock markets in developed economies, have in the past, experienced problems which have affected the prices and liquidity of listed securities of Indian companies. These problems include temporary exchange closures to manage extreme market volatility, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected. Further, a closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of our Equity Shares.



**79. *Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our Company's business.***

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our Company's ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could harm our Company's business and financial performance and ability to obtain financing for capital expenditures.

**80. *Natural calamities and force majeure events may have a negative impact on the Indian economy and cause our business to suffer.***

India has experienced natural calamities such as earthquakes, a tsunami, floods and drought in the past few years. These 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. Further prolonged spells of deficient or abnormal rainfall or other natural calamities in the future could have a negative impact on the Indian economy, adversely affecting our business and the price of the Equity Shares.

**81. *Terrorist attacks, civil unrests and other acts of violence in India and around the region could adversely affect the markets, resulting in loss of consumer confidence and adversely affect the business, results of operations, financial condition and cash flows.***

Terrorist attacks, civil unrests and other acts of violence or war in India and around the region may adversely affect worldwide financial markets and result in a loss of consumer confidence and ultimately adversely affect the business, results of operations, financial condition and cash flows. Political tensions could create a perception that an investment in Indian companies involves higher degrees of risk and on the business and price of the Equity Shares.

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

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

**83. *In future the company may depend on banks and financial institutions and other sources for meeting its short and medium term financial requirements.***

Any delay in the disbursement of funds from these bodies can act as a bottleneck to the project execution capabilities and thereby its results of operations. The company cannot assure that it will be able to do so on commercially reasonable terms. Any increase in interest expense may have a material adverse effect on its business prospects, financial condition and results of operations.

**84. *Increases in interest rates may affect the results of operations.***

Currently, the company does not have any debt, but it cannot be assured that it will not incur indebtedness with a floating rate of interest in the future. As such, increases in interest rates may adversely affect the cost of future borrowings.

The company has not entered into any interest rate hedging or swaps transactions. It cannot be assured to the prospective investor that the company, if it does not enter into any interest rate hedging or swap transactions, will be able to do so on commercially reasonable terms, or that any of such agreements will protect the company fully against interest rate risk. Any increase in interest expense may have an adverse impact on its business, prospects, financial condition and results of operations.



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

While facts and other statistics in this Prospectus relating to India, the Indian economy and the Trading and Distribution industry has been based on various publications and reports from agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled '*Industry Overview*' beginning on page no. 97 of this Prospectus. Due to possibly flawed or ineffective data or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and we have placed our reliance on the report as published by the respective agencies/ authorities. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.



## SECTION IV - INTRODUCTION

### THE ISSUE

Present Issue in terms of this Prospectus:

Particulars	No. of Equity Shares
Equity Shares offered	34,40,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 75/- per Equity Share aggregating Rs. 25,80,00,000 /-.
<b>Of Which:</b>	
Reserved for Market Makers	1,76,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 75/- per Equity Share aggregating Rs. 1,32,00,000/-.
Net Issue to the Public*	32,64,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 75/- per Equity Share aggregating Rs. 24,48,00,000/-.
<b>Of which:</b>	
Retail Investors Portion	16,32,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 75/- per Equity Share aggregating Rs. 12,24,00,000/-.
Non Retail Investors Portion	16,32,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 75/- per Equity Share aggregating Rs. 12,24,00,000/-.
<b>Pre and Post Issue Share Capital of our Company:</b>	
Equity Shares outstanding prior to the Issue	95,46,998 Equity Shares
Equity Shares outstanding after the Issue	1,29,86,998 Equity Shares
Use of Issue Proceeds	For details please refer chapter titled ' <i>Objects of the Issue</i> ' beginning on page no. 80 of this Prospectus.

\* As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue 'the Allocation' is the net issue to the public category shall be made as follows:

- a. Minimum fifty percent (50%) 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.

*Explanation: 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.*

#### Notes:

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time for at least 25% of post issue paid-up equity share capital of our Company, pursuant to Rule 19(2)(b)(i) of the Securities Contracts (Regulations) Rules, 1957 as amended.

1. This Issue of Equity Shares has been authorized by the Board of Directors of our Company at their meeting held on January 22, 2019 and was approved by the Shareholders of the Company by passing a Special Resolution at the Extra Ordinary General Meeting held with a shorter notice on January 25, 2019 in accordance with the provisions of Section 62 (1) (C) of the Companies Act, 2013.
2. The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to chapters titled '**Other Regulatory and Statutory Disclosures**' and "**Issue Structure**" beginning on page no. 232 and 251 of this Prospectus.



## SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information is derived from Restated Audited Financial Statements for the financial year ended on March 31, 2019, 2018 and 2017. These financial statements have been prepared in accordance with the Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations, 2018.

The summary financial information presented below should be read in conjunction with the chapters and notes mentioned therein titled '*Management's Discussion and Analysis of Financial Conditions and Results of Operations*' and '*Restated Financial Statement*' beginning on page no. 209 and 186, respectively of this Prospectus.

### **STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED**

(Rs. in Lakhs)

Particulars	As on March 31,		
	2019	2018	2017
<b>Equity &amp; Liabilities</b>			
<b>Shareholders' Funds</b>			
Share Capital	954.70	471.97	216.97
Share Application Money	0.00	0.00	0.00
Reserve & Surplus	919.68	382.15	104.18
<b>Total (A)</b>	<b>1874.38</b>	<b>854.12</b>	<b>321.14</b>
<b>Non-Current Liabilities</b>			
Long Term Borrowings	445.82	276.89	240.51
Deferred Tax Liabilities (Net)	0.00	0.00	0.00
Long Term Provisions	0.00	0.00	0.00
<b>Total (B)</b>	<b>445.82</b>	<b>276.89</b>	<b>240.51</b>
<b>Current Liabilities</b>			
Short Term Borrowings	1001.71	752.08	336.42
Trade Payables	1600.78	1152.07	1071.37
Other Current Liabilities	10.66	24.93	8.62
Short Term Provisions	80.37	36.27	14.85
<b>Total (C)</b>	<b>2693.52</b>	<b>1965.36</b>	<b>1431.27</b>
<b>Total (D=A+B+C) - TOTAL LIABILITIES</b>	<b>5013.72</b>	<b>3096.37</b>	<b>1992.93</b>
<b>Fixed Assets</b>			
Tangible Asset	354.91	19.96	21.28
Intangible Asset	2.33	2.61	1.50
Non-Current Investments	5.29	4.95	4.72
Long Term Loans & Advances	578.70	593.58	148.11
Other Non-Current Assets	0.00	0.00	3.16
Deferred Tax Assets	(0.97)	1.08	0.52
<b>Total (E)</b>	<b>940.26</b>	<b>622.18</b>	<b>179.28</b>
<b>Current Assets</b>			
Current Investments	-	-	-
Inventories	1041.08	666.78	336.35
Trade Receivables	2591.33	1721.33	1391.25
Cash & Bank Balances	355.93	11.33	80.69
Short Term Loans & Advances	-	-	-
Other Current Assets	85.12	74.76	5.35
<b>Total (F)</b>	<b>4073.46</b>	<b>2474.19</b>	<b>1813.65</b>
<b>Total (G=E+F) - TOTAL ASSETS</b>	<b>5013.72</b>	<b>3096.37</b>	<b>1992.93</b>

*Note: The above statement should be read with the, Significant Accounting Policies and Notes to Accounts appearing in Annexure 04.*



**STATEMENT OF PROFITS AND LOSSES, AS RESTATED****(Rs. in Lakhs)**

Particulars	As on March 31,		
	2019	2018	2017
<b>Revenue</b>			
<b>I. Revenue From Operation</b>			
Sale of Products	13913.02	8814.51	5537.21
II. Other Business Income	86.96	151.02	9.39
III Other Misc. Receipt	1.98	10.89	5.12
<b>Total Revenue (I+II+III)</b>	<b>14001.96</b>	<b>8976.43</b>	<b>5551.72</b>
<b>Expenses</b>			
Purchase of materials	13285.14	8646.68	5452.51
Other Direct Costs	81.17	2.91	30.94
Changes in Inventories	(374.30)	(330.43)	(232.37)
Employee Benefit Expenses	246.85	225.70	77.98
Finance Cost	175.42	115.69	40.97
Depreciation and Amortization Expenses	14.90	5.93	7.75
Other Expenses - Admn., Marketing overhead	246.13	211.07	148.69
<b>Total Expenses</b>	<b>13675.31</b>	<b>8877.56</b>	<b>5526.47</b>
<b>Net profit before Tax - Operating Income</b>	<b>326.65</b>	<b>98.87</b>	<b>25.25</b>
<b>Provision for Taxes</b>			
1. Current taxes	89.80	25.46	8.38
2. Tax adjustment of earlier years	0.00	0.00	1.47
3. MAT Credit Entitlements	0.00	0.00	-
4. Deferred tax (Assets)\ Liabilities	2.05	(0.56)	0.23
<b>Profit after tax and before extraordinary items</b>	<b>234.80</b>	<b>73.98</b>	<b>15.63</b>
Extraordinary items & Adj.	0.00	0.00	0.00
<b>Net Profit after extraordinary items available for appropriation</b>	<b>234.80</b>	<b>73.98</b>	<b>15.63</b>
Proposed Dividend	0.00	0.00	0.00
Dividend distribution tax	0.00	0.00	0.00
<b>Net profit carried to Balance sheet</b>	<b>234.80</b>	<b>73.98</b>	<b>15.63</b>

*Note: The above statement should be read with the, Significant Accounting Policies and Notes to Accounts appearing in Annexure 04.*

**STATEMENT OF CASH FLOWS, AS RESTATED****(Rs. in Lakhs)**

Particulars	As on March 31,		
	2019	2018	2017
<b>A. Cash Flows From Operating Activities</b>			
Net Profit before Tax	326.65	98.87	25.25
<b>Adjustments for:</b>			
Depreciation	14.90	5.93	7.75
Share Issue Expenses	-	-	-
Interest & Finance charges	175.42	115.69	40.97
Interest Income	-	-	-
Operating Cash Generated Before Working Capital Changes	516.97	220.49	73.97
Decrease (Increase) in Current Investments	-	-	-
(Increase) / Decrease in Inventory	(374.30)	(330.43)	(232.37)
(Increase)/ Decrease in Receivables	(869.99)	(330.08)	(737.04)
(Increase) / Decrease in Loans and Advances	-	-	-



Particulars	As on March 31,		
	2019	2018	2017
(Increase)/Decrease in Other current assets	(10.36)	(69.41)	(0.92)
Increase/(Decrease) in Short term borrowing	249.63	415.65	251.09
Increase/(Decrease) in Trade Payable	448.71	80.70	478.40
Increase/(Decrease) in Other Liabilities	(14.27)	16.31	7.98
Increase / (Decrease) in Short Term Provisions	44.09	21.42	10.08
Net Changes in working capital	(526.49)	(195.83)	(222.78)
Less : Tax	91.85	25.46	9.85
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(101.37)</b>	<b>(0.80)</b>	<b>(158.66)</b>
<b>B. Cash Flows From Investing Activities</b>			
Sale / (Purchase) of Fixed Assets (Net)	(349.57)	(5.72)	(27.46)
Sale / (Purchase) of Non-Investments (Net)	(0.34)	(0.24)	(1.82)
Sale / (Purchase) of Non-current asset	0.00	3.16	(2.23)
Interest Income	0.00	0.00	0.00
<b>Net Cash Generated From Investing Activities (B)</b>	<b>(349.91)</b>	<b>(2.79)</b>	<b>(31.51)</b>
<b>C. Cash Flow From Financing Activities</b>			
Proceeds from Issue of Share Capital(including Share Premium)	837.85	459.00	289.00
Share Application Money Received	-	-	-
Proceeds / (Repayment) of Long Term Borrowings	168.93	36.38	113.51
Increase/(Decrease) in Unsecured Loans	-	-	-
Share Issue Expenses	(52.48)	-	-
Differed Revenue \ Amortized	2.05	-	-
Decrease (Increase) in Long Term Loans & Advances	14.88	(445.47)	(122.77)
Interest Expenses	(175.42)	(115.69)	(40.97)
Dividend Paid (including Div Tax)	0.00	0.00	-
<b>Net Cash from Financing Activities [C]</b>	<b>795.90</b>	<b>(65.78)</b>	<b>238.78</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)</b>	<b>344.61</b>	<b>(69.37)</b>	<b>48.61</b>
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>11.33</b>	<b>80.69</b>	<b>32.08</b>
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>355.93</b>	<b>11.33</b>	<b>80.69</b>

*Note: The above statement should be read with the, Significant Accounting Policies and Notes to Accounts appearing in Annexure 04.*



## SECTION V- GENERAL INFORMATION

Our Company was originally incorporated under the Companies Act, 1956 vide certificate of incorporation dated July 23, 2008 issued by the Registrar of Companies, Mumbai. Later in the year 2016, the name of the company was changed from “Sudarshan Specialty Chemsolve Private Limited” to “Sudarshan Pharma Industries Private Limited” under the Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on November 25, 2016 and vide certificate of incorporation dated December 17, 2016 issued by the Registrar of Companies, Mumbai. Thereafter, Our Company was converted in to a public company pursuant to a special resolution passed by our shareholders at the EGM held on December 12, 2016 and consequently name was changed to “Sudarshan Pharma Industries Limited” (SPIL) vide fresh certificate of incorporation dated January 15, 2017 issued by Registrar of Companies, Mumbai. For details pertaining to the changes of name of our company and change in the registered office, please refer to the chapter titled ‘*History and Certain Corporate Matters*’ beginning on page no. 151 of this Prospectus.

### Registered Office of our Company

**CIN** : U51496MH2008PLC184997  
**Address** : 301, 3rd Floor, Aura Biplax, Above Kalyan Jewellers, S V Road, Borivali (West),  
Mumbai – 400 092, Maharashtra, India  
**Tel No.** : +91 22 242221111  
**Email Id** : [compliance@sudarshanpharma.com](mailto:compliance@sudarshanpharma.com)/ [compliance.spil@gmail.com](mailto:compliance.spil@gmail.com)  
**Website** : [www.sudarshanpharma.com](http://www.sudarshanpharma.com)  
**Contact Person** : Mr. Anubhav Jain

### Corporate Office of our Company

**Address** : 55/547, MHB Colony, Mahavir Nagar, Kandivali West, Mumbai - 400 067,  
Maharashtra, India  
**Tel No.** : +91 22 42505600  
**Email Id** : [compliance@sudarshanpharma.com](mailto:compliance@sudarshanpharma.com)/ [compliance.spil@gmail.com](mailto:compliance.spil@gmail.com)  
**Website** : [www.sudarshanpharma.com](http://www.sudarshanpharma.com)  
**Contact Person** : Mr. Vinay Singh Rajput

### Address of the Registrar of Companies

**Address** : 100, Everest, Marine Drive, Mumbai 400002, Maharashtra, India  
**Tel No.** : +91 22 22812627/22020295/22846954  
**Fax No.** : +91 22 22811977  
**Email Id** : [roc.mumbai@mca.gov.in](mailto:roc.mumbai@mca.gov.in)

## DESIGNATED STOCK EXCHANGE

Our Company proposed to list its Equity Shares on the **SME Platform of National Stock Exchange Limited known as NSE EMERGE** located at

Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051

### ISSUE PROGRAMME

<b>Issue Opening Date</b>	: June 12, 2019; Wednesday
<b>Issue Closing Date</b>	: June 17, 2019; Monday
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	: On or Before June 20, 2019; Thursday
<b>Initiation of Allotment / Refunds / Unblocking of Funds</b>	: On or Before June 21, 2019; Friday
<b>Credit of Equity Shares to demat accounts of Allottees</b>	: On or Before June 24, 2019; Monday
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	: June 25, 2019; Tuesday



## OUR BOARD OF DIRECTORS

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

Sr. No.	Name and Designation	Age in Yrs	DIN	PAN Card No.	Address
1.	Mr. Hemal V. Mehta; Managing Director	41	02211121	ADRRPM4657P	1601, Bldg Aura Biplax Habitate, Ram Nagar, Opp. Vijay Sales, Borivali (West), Mumbai – 400092
2.	Mr. Sachin V. Mehta; Joint Managing Director	34	02211178	AICPM1154H	1602, Aura Biplax Habitate, Ram Nagar, Opp. Vijay Sales, Borivali (West), Mumbai – 400092
3.	Mr. Chetan K. Mehta; Executive Director	47	00341556	AAIPM2802J	801-802, Balaji Krupa, Plot No. 312, Telang Road, Opp. Lakhamshi Nappoo Hall, Matunga (East), Mumbai -400019
4.	Ms. Ujwala V. Salvi; Independent Non-Executive Director	48	02855240	AMTPS1046H	A/ 1403, Oberoi Woods, Mohan Gokhale Road, Goregaon (East), Mumbai – 400063
5.	Mr. Hetang A. Shah; Independent Non-Executive Director	46	02710970	ALWPS7329F	301, Ashthasiddhi Appt, 25 Mahadev Nagar Co-op Society, Stadium Rd., Navrangpura; Ahmedabad -380014
6.	Mr. Sandeep R. Mehta; Additional Director (Independent Non-Executive Director)	34	08351606	AICPM9371Q	Sargam / 203, Vasant Complex CHSL, Mahavir Nagar, Near Link Road Signal, Kandivali (West), Mumbai – 400067

For detailed profile of our Board of Directors, refer to chapter titled **‘Our Management’** on page no. 155 of this Prospectus.

## COMPANY SECRETARY & COMPLIANCE OFFICER

**Name** : **MR. ANUBHAV JAIN**  
**Address** : 301, 3rd Floor, Aura Biplax, Above Kalyan Jewellers, S V Road, Borivali (West), Mumbai – 400 092, Maharashtra, India  
**Tel No.** : +91 22 242221111  
**Email Id** : [compliance@sudarshanpharma.com](mailto:compliance@sudarshanpharma.com)/ [compliance.spil@gmail.com](mailto:compliance.spil@gmail.com)  
**Website** : [www.sudarshanpharma.com](http://www.sudarshanpharma.com)

## CHIEF FINANCIAL OFFICER

**Name** : **MR. SACHIN V. MEHTA**  
**Address** : 301, 3rd Floor, Aura Biplax, Above Kalyan Jewellers, S V Road, Borivali (West), Mumbai – 400 092, Maharashtra, India  
**Tel No.** : +91 22 242221111  
**Email Id** : [sachin@sudarshanpharma.com](mailto:sachin@sudarshanpharma.com)/ [compliance@sudarshanpharma.com](mailto:compliance@sudarshanpharma.com)  
**Website** : [www.sudarshanpharma.com](http://www.sudarshanpharma.com)

## Note:

Investors may contact the Company and/or the Registrar to the Issue, i.e. Karvy Fintech Private Limited and/ or the Lead Manager, i.e. First Overseas Capital Limited, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account or UPI linked account number, or/and non-receipt of funds by electronic mode etc.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediaries to whom the Application was submitted (at ASBA Bidding Locations), giving



full details such as name of the sole or first Applicant, address of the applicant, number of Equity Shares applied for, Application Amount blocked, ASBA Account number and the Designated Branch of the relevant SCSBs to whom the ASBA Application Form was submitted.

Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

#### **LEAD MANAGER FOR THE COMPANY**

**Name** : **FIRST OVERSEAS CAPITAL LIMITED**  
**Registered Office** : 1-2 Bhupen Chambers, Ground Floor, Dalal Street, Mumbai-400 001  
**Tel No.** : +91 22 40509999  
**Fax No.** : N.A.  
**Email Id** : [rushabh@focl.in](mailto:rushabh@focl.in) / [satish@focl.in](mailto:satish@focl.in) / [mala@focl.in](mailto:mala@focl.in)  
**Contact Person** : Mr. Rushabh Shroff/ Mr. Satish Sheth/ Ms. Mala Soneji  
**Website** : [www.focl.in](http://www.focl.in)  
**SEBI Registration No.** : INM000003671  
**CIN** : U67120MH1998PLC114103

#### **REGISTRAR TO THE ISSUE**

**Name** : **KARVY FINTECH PRIVATE LIMITED**  
**Address** : Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, India  
**Tel No.** : + 91 40 6716 2222/ 1-800-3454001  
**Fax No.** : +91 40 2343 1551  
**Email Id** : [einward.ris@karvy.com](mailto:einward.ris@karvy.com)  
**Contact Person** : Mr. M Murali Krishna  
**Website** : [www.karisma.karvy.com](http://www.karisma.karvy.com)  
**SEBI Registration No.** : INR000000221  
**CIN** : U74140TG2003PTC041636

#### **LEGAL ADVISOR TO THE COMPANY**

**Name** : **MS. POOJA SHARMA**  
**Address** : 8/14, Malad Co-op Hsg Society Ltd, Poddar Park, Malad East, Mumbai-400097  
**Tel No.** : +91 9022869773  
**Email Id** : [poojalegalventures@gmail.com](mailto:poojalegalventures@gmail.com)

#### **PEER REVIEW/ INDEPENDENT AUDITOR OF THE COMPANY**

**Name** : **M/s NGST & ASSOCIATES, CHARTERED ACCOUNTANTS**  
**Address** : 1111/11th floor, Ghanshyam Enclave, Laljipada Police Chowk, Link Road, Kandivali (W), Mumbai 400067  
**Tel No.** : +91 22 6692453  
**Email Id** : [contact@ngstca.com](mailto:contact@ngstca.com)  
**Contact Person** : Mr. Bhupendra S. Gandhi  
**Membership No.** : 122296  
**Firm Registration No.** : 135159W  
M/s NGST & Associates, Chartered Accountants, holds valid Peer Review Certificate Number 009464 dated January 11, 2017 issued by Peer Review Board of the Institute of Chartered Accountants of India. However, our certificate is under the process of renewal and we have already applied for renewal with ICAI.

#### **STATUTORY AUDITOR OF THE COMPANY**

**Name** : **M/s NGST & ASSOCIATES, CHARTERED ACCOUNTANTS**  
**Address** : 1111/11th floor, Ghanshyam Enclave, Laljipada Police Chowk, Link Road, Kandivali (W), Mumbai 400067  
**Tel No.** : +91 22 6692453



**Email Id** : [contact@ngstca.com](mailto:contact@ngstca.com)  
**Contact Person** : Mr. Bhupendra S. Gandhi  
**Membership No.** : 122296  
**Firm Registration No.** : 135159W

#### **BANKER(S) TO THE COMPANY**

**Name** : **UNION BANK OF INDIA**  
**Address** : Centrium Mall, Lokhandwala Branch, Kandivali East, Mumbai 400101  
**Tel No.** : +91 22 229650010  
**Email Id** : [lokhandwalakdvli@unionbankofindia.com](mailto:lokhandwalakdvli@unionbankofindia.com)  
**Contact Person** : Mr. Milid Pai  
**Website** : [www.unionbankofindia.co.in](http://www.unionbankofindia.co.in)  
**CIN** : U99999MH1919PTC000615

**Name** : **HDFC BANK LIMITED**  
**Address** : 8/9/10/11, Pranik Garden, Pranik Shopping Arcade, Mahavir Nagar, Kandivali (W), Mumbai – 400067  
**Tel No.** : +91 8080798992, +91 22 66753939  
**Email Id** : [Mehul.Shah3@hdfcbank.com](mailto:Mehul.Shah3@hdfcbank.com)  
**Contact Person** : Mr. Mehul Shah  
**Website** : [www.hdfcbank.com](http://www.hdfcbank.com)  
**CIN** : L65920MH1994PLC080618

#### **UNDERWRITER (S) TO THE ISSUE**

**Name** : **FIRST OVERSEAS CAPITAL LIMITED**  
**Address** : 1-2 Bhupen Chambers, Ground Floor, Dalal Street, Mumbai-400 001  
**Tel No.** : +91 22 40509999  
**Fax No.** : N.A.  
**Email Id** : [rushabh@focl.in](mailto:rushabh@focl.in)/ [satish@focl.in](mailto:satish@focl.in)/ [mala@focl.in](mailto:mala@focl.in)  
**Contact Person** : Mr. Rushabh Shroff/ Mr. Satish Sheth/ Ms. Mala Soneji  
**Website** : [www.focl.in](http://www.focl.in)  
**SEBI Registration No.** : INM000003671  
**CIN** : U67120MH1998PLC114103

#### **MARKET MARKER(S) TO THE ISSUE**

**Name** : **SAFAL CAPITAL (INDIA) LIMITED**  
**Address** : 201, Palika Plaza, Phase-II, M.T.H. Compound, Indore-452007 Madhya Pradesh, India  
**Tel No.** : + 91 731 4008220-21-22/ M-9926027028  
**Fax No.** : +91 731-2432849  
**Email Id** : [mansi@safalcapital.in](mailto:mansi@safalcapital.in)  
**Contact Person** : Mansi Vejani-Company Secretary and Compliance Officer  
**Website** : [www.safalcapital.in](http://www.safalcapital.in)  
**SEBI Registration No.** : SMEMM0029627012016  
**CIN** : U67110MP2000PLC014099

#### **BANKER(S) TO THE ISSUE/ SPONSOR BANK/ ESCROW COLLECTION BANK/ PUBLIC ISSUE BANK/ REFUND BANK**

**Name** : **HDFC BANK LIMITED**  
**Address** : FIG OPS Department, Lodha I, Think Techno campus, Level O-3, Opp. Crompton Greaves, Next to Kanjurmarg Railway Station, Kanjurmarg (E), Mumbai – 400 042  
**Tel No.** : +91 22 3075 2928/29/2914  
**Fax No.** : +91 22 2579 9801  
**Email Id** : [vincent.dsouza@hdfcbank.com](mailto:vincent.dsouza@hdfcbank.com), [siddharth.jadhav@hdfcbank.com](mailto:siddharth.jadhav@hdfcbank.com),



	<a href="mailto:prasanna.uchil@hdfcbank.com">prasanna.uchil@hdfcbank.com</a>
<b>Contact Person</b>	: Mr. Vincent Dsouza / Mr. Siddharth Jadhav/ Mr. Prasanna Uchil
<b>Website</b>	: <a href="http://www.hdfcbank.com">www.hdfcbank.com</a>
<b>SEBI Registration No.</b>	: INBI00000063
<b>CIN</b>	: L65920MH1994PLC080618

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

The list of Designated Branches that have been notified by SEBI to act as SCSB for the ASBA process is provided on <http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>. For more information on the Designated Branches collecting ASBA Forms, see the above mentioned SEBI link.

### **Registered Brokers**

Investors can submit Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and email address, is provided on the websites of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time. For details on Registered Brokers, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

### **Registrar to Issue and Share Transfer Agents**

The list of the RTAs eligible to accept Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, as updated from time to time.

### **Collecting Depository Participants**

The list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchanges, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time.

### **Credit Rating**

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

### **Trustees**

This is being an Issue of Equity Shares; the appointment of trustee is not mandatory.

### **IPO Grading**

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

### **Inter-Se Allocation of Responsibilities**

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

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

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



## Appraisal and Monitoring Agency

As per Regulation 262(1) of SEBI (ICDR) Regulations, the requirement of Monitoring Agency is not mandatory if the issue size is below Rs. 10,000 Lakhs. Since this Issue Size is less than Rs. 10,000 Lakhs, our Company has not appointed any monitoring agency for this Issue. However, as per the Section 177 of the Companies Act, 2013, the Audit Committee of our Company would be monitoring the utilization of the proceeds of the Issue.

## Expert Opinion

Except the report of the Auditor on statement of special tax benefits and report on restated financials for the financial year ended March 31, 2019, 2018 and 2017 as included in this Prospectus, our Company has not obtained any expert opinion.

## Filing of Prospectus and Prospectus

The Prospectus shall not be filed with SEBI, nor shall SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR), 2018. However, pursuant to Regulation 246(5), the soft copy of Prospectus shall be submitted to SEBI. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus and Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus and Prospectus along with the with due diligence certificate including additional confirmations required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Company situated at 100, Everest, Marine Drive, Mumbai 400002, Maharashtra, India.

## Changes in Auditors during the last Three Financial Years

Except as mentioned below, there have been no changes in the Auditors in last three financial years preceding the date of filing this Prospectus:

Particulars of previous Auditor	Particulars of new Auditor	Effective Date	Reason
<b>M/s. Dharmesh Muni &amp; Co., Chartered Accountants</b> <b>Address:</b> C/1504, Clover Grove, Chikoo Wadi, Boriwali West, Mumbai 4000092 <b>Tel No.:</b> +91 22 28641271 <b>Email:</b> <a href="mailto:dharmeshmuni@gmail.com">dharmeshmuni@gmail.com</a> <b>Contact Person:</b> Mr. Dharmesh Muni <b>Membership No.:</b> 103795 <b>Firm Registration No:</b> 117629W <b>Peer Review Number:</b> NA	<b>M/s. NGST &amp; Associates, Chartered Accountants</b> <b>Address:</b> 1111/11th floor, Ghanshyam Enclave, Laljipada Police Chowk, Link Road, Kandivali (W), Mumbai 400067 <b>Tel No.:</b> +91 22 65604535 <b>Email:</b> <a href="mailto:contact@ngstca.com">contact@ngstca.com</a> <b>Contact Person:</b> Mr. Bhupendra S. Gandhi <b>Membership No.:</b> 122296 <b>Firm Registration No:</b> 135159W <b>Peer Review Number:</b> 009464 %	M/s. NGST & Associates is appointed for 5 years w.e.f. April 01, 2018.	Resignation w.e.f. August 01, 2018 due to Pre-Occupation

%M/s NGST & Associates, Chartered Accountants, holds valid Peer Review Certificate Number 009464 dated January 11, 2017 issued by Peer Review Board of the Institute of Chartered Accountants of India. However, our certificate is under the process of renewal and we have already applied for renewal with ICAI

## Underwriting Agreement

This Issue is 100% Underwritten. The Underwriting agreement is dated February 27, 2019. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriters	No. of Equity Shares underwritten *	Amount Underwritten (In Rupees)	% of the total Issue Size Underwritten
First Overseas Capital Limited	34,40,000	25,80,00,000	100.00



Details of the Underwriters	No. of Equity Shares underwritten *	Amount Underwritten (In Rupees)	% of the total Issue Size Underwritten
1-2 Bhupen Chambers, Ground Floor, Dalal Street, Mumbai-400 001 Tel No.; +91 22 40509999 Fax No.: N.A. Email Id: <a href="mailto:rushabh@focl.in">rushabh@focl.in</a> / <a href="mailto:satish@focl.in">satish@focl.in</a> / <a href="mailto:mala@focl.in">mala@focl.in</a> Contact Person: Mr. Rushabh Shroff/ Mr. Satish Sheth/ Ms. Mala Soneji Website: <a href="http://www.focl.in">www.focl.in</a> SEBI Registration No.: INM000003671 CIN No: U67120MH1998PLC114103			
<b>Total</b>	<b>34,40,000</b>	<b>25,80,00,000</b>	<b>100.00</b>

*\*Includes 1,76,000 Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.*

As per Regulation 260(2) of SEBI (ICDR) Regulations, 2018, the Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account.

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

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

Our Company and the Lead Manager have entered into an agreement dated February 27, 2019, with the following Market Maker, duly registered with SME Platform of NSE- NSE EMERGE to fulfill the obligations of Market Making:

**Name** : **SAFAL CAPITAL (INDIA) LIMITED**  
**Address** : 201, Palika Plaza, Phase-II, M.T.H. Compound, Indore-452007 Madhya Pradesh, India  
**Tel No.** : + 91 731 4008220-21-22/ M-9926027028  
**Fax No.** : +91 731-2432849  
**Email Id** : [mansi@safalcapital.in](mailto:mansi@safalcapital.in)  
**Contact Person** : Mansi Vejani-Company Secretary and Compliance Officer  
**Website** : [www.safalcapital.in](http://www.safalcapital.in)  
**SEBI Registration No.** : SMMM0029627012016  
**CIN** : U67110MP2000PLC014099

**SAFAL CAPITAL (INDIA) LIMITED**, registered with SME segment of NSE will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018, and its amendments thereto and the circulars issued by the NSE 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 Stock Exchange. Further, the Market Maker shall inform Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
2. The minimum depth of the quote shall be Rs.1,00,000/-. However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he/she sells his/her entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. After completion of the first (3) three months of market making period, the market maker would be exempted to provide quote if the Shares of Market Maker in our Company reaches to 20% of Issue Size (Including the 1,76,000 Equity Shares out to be allotted under this Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 35,200 Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 19% of Issue Size, the Market Maker will resume providing 2-way quotes.
4. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process, the concerned Stock Exchange may intimate the same to SEBI after due verification.
5. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and SME Platform of NSE- NSE EMERGE from time to time.
6. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by them.
7. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME Platform of NSE (in this case currently the minimum trading lot size is 1,600 Equity Shares; however, the same may be changed by the SME Platform of NSE from time to time).
8. The prices quoted by the Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of the SME Platform of NSE and SEBI from time to time.
9. The Market Maker shall not be responsible to maintain the price of the Equity Shares of the Issuer Company at any particular level and is purely supposed to facilitate liquidity on the counter of Sudarshan Pharma Industries Limited via its 2-way quotes. The price of the Equity Shares shall be determined and be subject to market forces.
10. There would not be more than (5) five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Safal Capital (India) Limited is acting as the sole Market Maker.
11. The Market Maker shall start providing quotes from the day of the listing / the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the SME Platform of NSE.
12. 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.
13. The Market Maker may also be present in the opening call auction, but there is no obligation on him to do so.
14. The securities of the company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity share on the Stock Exchange.



15. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of NSE Limited and market maker will remain present as per the guidelines mentioned under NSE Limited and SEBI circulars.
16. The Market Maker has to act in that capacity for a period of three years.
17. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
18. The Market Maker(s) shall have the right to terminate said arrangement by giving three or one month notice or on mutually acceptable terms to the Lead Manager/Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).
19. 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/Merchant Banker to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager/Merchant Banker reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particulars 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.
20. Risk containment measures and monitoring for Market Makers: NSE SME will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
21. Punitive Action in case of default by Market Makers: SME Platform of NSE – NSE EMERGE 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.
22. 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.
23. 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 Rs. 250 Crores, the applicable price bands for the first day shall be:
  - In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

The following spread will be applicable on the SME Exchange Platform.

Sr. No.	Market Price Slab (in Rs.)	Proposed spread (in % to sale price)
1.	Up to 50	9



<b>Sr. No.</b>	<b>Market Price Slab (in Rs.)</b>	<b>Proposed spread (in % to sale price)</b>
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

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

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

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

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



## SECTION VI- CAPITAL STRUCTURE

The Equity Share capital of our Company, as on the date of this Prospectus is set forth below:

(Amt in Rs.)			
Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Issue price
<b>A.</b>	<b>Authorized Share Capital</b>		
	1,29,99,999 Equity Shares of Rs. 10/- each	12,99,99,990	-
<b>B.</b>	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>		
	95,46,998 Equity Shares of Rs. 10/- each	9,54,69,980	-
<b>C.</b>	<b>Present Issue in terms of this Prospectus</b>		
	Issue of 34,40,000 Equity Shares of face value of Rs. 10/- each at a Issue price of Rs. 75/- per Equity Share	3,44,00,000	25,80,00,000
	<i>Which comprises:</i>		
	<b>(a) Reservation for Market Maker(s)</b> 1,76,000 Equity Shares of face value of Rs. 10/- each reserved as Market Maker portion at a price of Rs. 75/- per Equity Share	17,60,000	1,32,00,000
	<b>Net Issue to the Public</b> of 32,64,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 75/- per Equity Share	3,26,40,000	24,48,00,000
<b>#</b>	<b>Of the Net Issue to the Public</b>		
	16,32,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 75/- per Equity Share shall be available for allocation for Investors applying for a value of upto Rs. <b>2.00 Lakhs (Retail Individual Investors)</b>	1,63,20,000	12,24,00,000
	16,32,000 Equity Shares of face value of Rs. 10/- each at a price of Rs. 75/- per Equity Share shall be available for allocation for Investors applying for a value of upto Rs. <b>2.00 Lakhs (Other Than Retail Individual Investors)</b>	1,63,20,000	12,24,00,000
<b>D.</b>	<b>Issued, Subscribed and Paid-up Share Capital after the Issue</b>		
	1,29,86,998 Equity Shares of Rs. 10/- each	12,98,69,980	97,40,24,850
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue		6,33,11,340
	After the Issue		28,69,11,365

*# Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. 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 affected in accordance with applicable laws, rules, regulations and guidelines. For detailed information on the Net Issue and its allocation various categories, please refer chapter titled “The Issue” on page no. 51 of this Prospectus.*

The Present Issue has been authorized pursuant to a resolution of our Board dated January 22, 2019 and by Special Resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Extra-Ordinary General Meeting of our shareholders held on January 25, 2019.

### Class of Shares

The company has only one class of shares i.e. Equity shares of Rs. 10.00/- each only and all Equity Shares are ranked pari-passu in all respect. All Equity Shares issued are fully paid-up as on date of the Prospectus.

Our Company does not have any outstanding convertible instruments as on the date of the Prospectus.



## NOTES TO THE CAPITAL STRUCTURE

### 1. Details of change in Authorized Share Capital of our Company:

Since the incorporation of our Company, the authorized Share Capital of our Company has been altered in the manner set forth below:

Sr. No.	Date of the Meeting	Particulars (No. of Equity Shares)		Type of Meeting
		From	To	
1.	23/07/2008	---	1,00,000 Equity Shares of Rs. 10 each	On Incorporation
2.	01/12/2015	1,00,001 Equity Shares of Rs. 10 each	10,00,000 Equity Shares of Rs. 10 each	EGM
3.	01/03/2016	10,00,001 Equity Shares of Rs. 10 each	20,00,000 Equity Shares of Rs. 10/- each	EGM
4.	20-09-2016	20,00,001 Equity Shares of Rs. 10 each	30,00,000 Equity Shares of Rs. 10/- each	EGM
5.	15-12-2017	30,00,001 Equity Shares of Rs. 10 each	50,00,000 Equity Shares of Rs. 10/- each	EGM
6.	02-01-2018	50,00,001 Equity Shares of Rs. 10 each	80,00,000 Equity Shares of Rs. 10/- each	EGM
7.	23-08-2018	80,00,001 Equity Shares of Rs. 10/- each	1,10,00,000 Equity Shares of Rs. 10/- each	AGM
8.	25-01-2019	1,10,00,001 Equity Shares of Rs. 10/- each	1,29,99,999 Equity Shares of Rs. 10/- each	EGM

### 2. Paid-up Share Capital History of our Company

Sr. no.	Date of Allotment of Equity Shares	No. of shares Allotted	Cumulative No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Consideration (Cash, Bonus, Consideration other than cash)	Cumulative Share Capital (Rs.)	Nature of / Reasons for Allotment
1.	23-July-08	10,000	10,000	10.00	10.00	Cash Allotment	1,00,000	Subscription to MOA
<b>Issue of Equity Shares in the last two(2) years</b>								
2.	20-Sept-16	1,50,000	1,60,000	10.00	-	Bonus Allotment	16,00,000	Further Allotment
3.	01-Oct-16	15,09,681	16,69,681	10.00	15.50 <sup>^</sup>	Cash Allotment	1,66,96,810	Further Allotment
4.	18-Feb-17	5,00,000	21,69,681	10.00	11.00 <sup>^^</sup>	Cash Allotment	2,16,96,810	Further Allotment
5.	29-Dec-17	4,88,889	26,58,570	10.00	18.00 <sup>#</sup>	Cash Allotment	2,65,85,700	Further Allotment
6.	30-Jan-18	9,05,556	35,64,126	10.00	18.00 <sup>#</sup>	Cash Allotment	3,56,41,260	Further Allotment
7.	08-Mar-18	11,55,556	47,19,682	10.00	18.00 <sup>#</sup>	Cash Allotment	4,71,96,820	Further Allotment
8.	27-Aug-18	33,03,774	80,23,456	10.00	-	Bonus Allotment	8,02,34,560	Bonus Allotment
9.	06-Dec-18	5,78,257	86,01,713	10.00	55.00 <sup>%</sup>	Cash Allotment	8,60,17,130	Further Allotment
10.	09-Jan-19	9,45,285	95,46,998	10.00	55.00 <sup>%%</sup>	Cash Allotment	9,54,69,980	Further Allotment

<sup>^</sup> The Issue Price for allotment of the said equity shares is based on the Fair Valuation of Equity Shares Report as certified and confirmed Mr. Bhupendra S. Gandhi, Chartered Accountant (Membership No. 122296) Partner of M/s NGST & Associates, Chartered Accountants (F.R.N: 35159W) having their office at 1111/11th floor, Ghanshyam Enclave, Laljipada Police Chowk, Link Road, Kandivali (W), Mumbai 400067;



Tel. No. +91 22 66924535; Email: [contact@ngstca.com](mailto:contact@ngstca.com); Website: [www.ngstca.com](http://www.ngstca.com); vide certificate dated September 01, 2016 is Rs. 15.50 per equity shares. The Fair Value of the equity shares has been calculated based on March 31, 2016 financials.

- ^^ The Issue Price for allotment of the said equity shares is based on the Fair Valuation of Equity Shares Report as certified and confirmed Mr. Bhupendra S. Gandhi, Chartered Accountant (Membership No. 122296) Partner of M/s NGST & Associates, Chartered Accountants (F.R.N: 35159W) having their office at 1111/11th floor, Ghanshyam Enclave, Laljipada Police Chowk, Link Road, Kandivali (W), Mumbai 400067; Tel. No. +91 22 66924535; Email: [contact@ngstca.com](mailto:contact@ngstca.com); Website: [www.ngstca.com](http://www.ngstca.com); vide certificate dated January 31, 2017 is Rs. 11.00 per equity shares. The Fair Value of the equity shares has been calculated based on December 31, 2016 financials;
- # The Issue Price for allotment of the said equity shares is based on the Fair Valuation of Equity Shares Report as certified and confirmed Mr. Bhupendra S. Gandhi, Chartered Accountant (Membership No. 122296) Partner of M/s NGST & Associates, Chartered Accountants (F.R.N: 135159W) having their office at 1111/11th floor, Ghanshyam Enclave, Laljipada Police Chowky, Link Road, Kandivali (W), Mumbai 400067; Tel. No. +91 22 66924535; Email: [contact@ngstca.com](mailto:contact@ngstca.com); Website: [www.ngstca.com](http://www.ngstca.com); vide certificate dated September 29, 2017 is Rs. 18.00 per equity shares. The Fair Value of the equity shares has been calculated based on March 31, 2017 financials.
- % The Issue Price for allotment of the said equity shares is based on the Fair Valuation of Equity Shares Report as certified and confirmed by Mr. Bhupendra S. Gandhi, Chartered Accountant (Membership No. 122296) Partner of M/s NGST & Associates, Chartered Accountants (F.R.N: 135159W) having their office at 1111/11th floor, Ghanshyam Enclave, Laljipada Police Chowky, Link Road, Kandivali (W), Mumbai 400067; Tel. No. +91 22 66924535; Email: [contact@ngstca.com](mailto:contact@ngstca.com); Website: [www.ngstca.com](http://www.ngstca.com); vide certificate dated November 10, 2018 is Rs. 55 per equity shares. The Fair Value of the equity shares has been calculated based on September 30, 2018 financials. Further, the Fairness option on the same is obtained from the Merchant Banker.
- %% The Issue Price for allotment of the said equity shares is based on the Fair Valuation of Equity Shares Report as certified and confirmed by Mr. Bhupendra S. Gandhi, Chartered Accountants (F.R.N: 135159W) having their office at 1111/11th floor, Ghanshyam Enclave, Laljipada Police Chowky, Link Road, Kandivali (W), Mumbai 400067; Tel. No. +91 22 66924535; Email: [contact@ngstca.com](mailto:contact@ngstca.com); Website: [www.ngstca.com](http://www.ngstca.com); vide certificate dated November 30, 2018 is Rs. 55 per equity shares. The Fair Value of the equity shares has been calculated based on September 30, 2018 financials. Further, the Fairness option on the same is obtained from the Merchant Banker.

## 2.1 Initial Subscribers to Memorandum of Association are:

Sr. No.	Name of the Allottee's	No. of shares Allotted
1.	Mr. Hemal V. Mehta	4,900
2.	Mr. Sachin V. Mehta	5,100
	<b>Total</b>	<b>10,000</b>

- 2.2 Further Allotment of 1,50,000 Equity Shares by way of Bonus Issue to the existing shareholders in the ratio of 1 equity shares for every 15 equity share held by capitalizing Rs. 15,00,000 out of the free reserves of our Company and pursuant to the approval of the Directors at their Board meeting held on September 20, 2016. The details of the allotment is as follows:

Sr. No.	Name of the Allottee's	No. of shares Allotted
1.	Mr. Sachin V. Mehta	76,500
2.	Mrs. Devangi H. Mehta	73,500
	<b>Total</b>	<b>1,50,000</b>

- 2.3 Further Allotment of 15,09,681 Equity Shares of face value of Rs. 10 each fully paid issued at Rs. 15.50 per equity share (including a premium of Rs. 5.50 per share) on October 01, 2016 to following Allottee's:

Sr. No.	Name of the Allottee's	No. of shares Allotted
1.	Mr. Hemal V. Mehta	66,93,54
2.	Mr. Sachin V. Mehta	60,94,15
3.	Mrs. Namrata Mehta	64,515
4.	Mr. Sachin Mehta HUF	64,515
5.	Mr. Hemal Mehta HUF	64,515



Sr. No.	Name of the Allottee`s	No. of shares Allotted
6.	Mr. Vasantrai Mehta	12,903
7.	Mrs. Devangi H. Mehta	11,564
8.	Mrs. Indumati Mehta	6,450
9.	Mr. Jatin Mehta	6,450
	<b>Total</b>	<b>15,09,681</b>

- 2.4 Further Allotment of 5,00,000 Equity Shares of face value of Rs. 10 each fully paid issued at Rs. 11 per equity share (including a premium of Rs. 1 per share) on February 18, 2017 to following Allottee`s:

Sr. No.	Name of the Allottee`s	No. of shares Allotted
1.	Mr. Hemal V. Mehta	2,50,000
2.	Mr. Sachin V. Mehta	2,50,000
	<b>Total</b>	<b>5,00,000</b>

- 2.5 Further Allotment of 4,88,889 Equity Shares of face value of Rs. 10 each fully paid issued at Rs. 18 per equity share (including a premium of Rs. 8 per share) to Mr. Sachin V. Mehta as on December 29, 2017.

- 2.6 Further Allotment of 9,05,556 Equity Shares of face value of Rs. 10 each fully paid issued at Rs. 18 per equity share (including a premium of Rs. 8 per share) on January 30, 2018 to following Allottee`s:

Sr. No.	Name of the Allottee`s	No. of shares Allotted
1.	Mr. Hemal V. Mehta	4,16,667
2.	Mr. Sachin V. Mehta	4,88,889
	<b>Total</b>	<b>9,05,556</b>

- 2.7 Further Allotment of 11,55,556 Equity Shares of face value of Rs. 10 each fully paid issued at Rs. 18 per equity share (including a premium of Rs. 8 per share) to Mr. Hemal V. Mehta as on March 08, 2018.

- 2.8 Further Allotment of 33,03,774 Equity Shares by way of Bonus Issue to the existing shareholders in the ratio of 7 equity shares for every 10 equity shares held by capitalizing Rs. 3,30,37,740 out of the free reserves of our Company and pursuant to the approval of the Directors at their Board meeting held on August 27, 2018. The details of the allotment is as follows:

Sr. No.	Name of the Allottee`s	No. of shares Allotted
1.	Mr. Hemal V. Mehta	17,44,103
2.	Mr. Sachin V. Mehta	13,43,155
3.	Mr. Hemal Mehta HUF	45,160
4.	Mr. Sachin Mehta HUF	45,160
5.	Mrs. Devangi H. Mehta	62,974
6.	Mrs. Namrata Mehta	45,160
7.	Mr. Vasantrai Mehta	9,032
8.	Mrs. Indumati Mehta	4,515
9.	Mr. Jatin Mehta	4,515
	<b>Total</b>	<b>33,03,774</b>

- 2.9 Further Allotment of 5,78,257 Equity Shares of face value of Rs. 10 each fully paid issued at Rs. 55 per equity share (including a premium of Rs. 45 per share) on December 06, 2018 to following Allottee`s:

Sr. No.	Name of the Allottee`s	No. of shares Allotted
1.	Mr. Manoj M Dand	80,000
2.	Mrs. Jagruti A Khimani	50,000
3.	Mr. Pratit Nayan Patel	27,000
4.	Mr. Pruthvi A Bapotra	27,000
5.	Mr. Vasantben A Bapotra	27,000
6.	Mr. Arvindbhai Manubhai Bapotara	27,000
7.	Mrs. Kalpana Sudhir Bheda & Mr. Sudhir Bheda	25,000



Sr. No.	Name of the Allottee`s	No. of shares Allotted
8.	Mrs. Ekta Mahajan	25,000
9.	Mr. Rakesh Kumar Mahajan	25,000
10.	Mr. Chandrakant R Chheda	20,000
11.	Mr. Narendra C Gandhi	18,000
12.	Mr. Parag B. Chaudhari	18,000
13.	Mrs. Nirvisha M. Thaker	12,500
14.	Mr. Murli N. Thaker	12,500
15.	Mr. Suhas D. Sawat	11,091
16.	Mrs. Bhavna M. Dand	10,000
17.	Mrs. Jyoti P Gala	10,000
18.	Mr. Vishal B Dhillia	10,000
19.	Mr. Harsh M Dand	10,000
20.	Mr. Rasiklal R. Parekh	10,000
21.	Mr. Renuka R. Parekh	10,000
22.	Mr. Umesh Shah	10,000
23.	Mr. Saurabhbhai B. Shah (Saurabhbhai B. Shah HUF)	10,000
24.	M/s Parekh Shares & Securities/ Mr. Jasmin R. Parekh	10,000
25.	Mr. Jignesh M Patel	5,455
26.	Mr. Pramod R. Mashete	5,324
27.	Mr. Keval Muni	5,324
28.	Mr. Rajesh Muni	5,324
29.	Mr. Hitesh Muni HUF	5,324
30.	Mr. Rajesh Kanodia & Mrs. Ramauta A. Kanodia	5,000
31.	Mrs. Kusum Kanodia & Mr. Rajesh Kanodia	5,000
32.	Mrs. Priyanka N Parekh	5,000
33.	Mr. Nimish R. Parekh HUF	5,000
34.	Mrs. Neelam Sethia	5,000
35.	Mr. Mukesh Sethia HUF	5,000
36.	Mr. Ramniklal Modi HUF	5,000
37.	Mr. Chetan Parmar	3,549
38.	Mr. Sable R Tukaram	3,549
39.	Mr. Shankar T Sable	3,549
40.	Mrs. Suchi B. Ghelani	2,500
41.	Mrs. Dhara J Ghelani	2,500
42.	Mr. Ashish D Pattni/ J G Shah Fin Con Pvt. Ltd.	2,218
43.	Mr. Rupesh Gadre	1,775
44.	Mrs. Hina G Dalal	1,775
	<b>Total</b>	<b>5,78,257</b>

2.10 Further Allotment of 9,45,285 Equity Shares of face value of Rs. 10 each fully paid issued at Rs. 55 per equity share (including a premium of Rs. 45 per share) on January 09, 2019 to following Allottee`s:

Sr. No.	Name of the Allottee`s	No. of shares Allotted
1.	Mrs. Hetal C. Mehta	5,00,000
2.	Mr. Anand A Shroff	1,00,000
3.	Mr. Nilesh N. Mehta	54,546
4.	Mr. Prakash M Vora	54,546
5.	Mr. Manish I Pancholi HUF	50,000
6.	Mr. Prakash M Mehta	26,620
7.	Mr. Vrinda S Mehta	20,000



<b>Sr. No.</b>	<b>Name of the Allottee`s</b>	<b>No. of shares Allotted</b>
8.	Mr. Prakash B Pandya	15,000
9.	Mrs. Nidhi V Pandya	15,000
10.	Mr. Girish Shah	13,309
11.	Mrs. Rashmiben Shah	13,309
12.	Mr. Parin P Pandya	10,000
13.	Mr. Vinesh P Pandya	10,000
14.	Mr. Ashok Sonurlekar	9,000
15.	Mr. Pankaj N. Gandhi	8,873
16.	Mrs. Nisha Patel	6,000
17.	Mr. Jignesh Vastani	2,000
18.	Mr. Jignesh Vastani HUF	2,000
19.	Mr. Dalsukhrai Vastani	2,000
20.	Mrs. Asha Pansurya	2,000
21.	Mr. Laljibhai Pansurya	2,000
22.	Mrs. Jyoti Vastani	2,000
23.	Mr. Hemal M. Mehta	1,775
24.	Mr. Mahendra K. Mehta	1,775
25.	Mr. Jayesh Sanghrajka	1,775
26.	Mrs. Bindiya Sanghrajka	1,775
27.	Mrs. Manjiri Desai	1,775
28.	Mrs. Binaben K Maniar	1,775
29.	Mrs. Hasumati Malkan	1,775
30.	Mr. Sankalchand J Patel	1,775
31.	Mr. Arvindbhai Patel	1,775
32.	Mr. Yogeshchandra A. Dave	1,775
33.	Mr. Harshil Dave	1,775
34.	Mr. Vishal Mehta	1,775
35.	Mr. Ramanbhai Patel	1,775
36.	Mr. Bharatbhai Patel	1,775
37.	Mr. Rajesh Dholakia	887
38.	Mr. Hemang Marfatia	617
39.	Mrs. Monica Sorathia	364
40.	Mr. Raju Sanghvi	364
	<b>Total</b>	<b>9,45,285</b>

**3. Equity Shares issued for consideration other than cash by Our Company:**

Except for as mentioned above in the notes to capital structure under point numbers 2 (2.2) and 2(2.8) of ‘Share Capital History of the Company’, our Company has not issued any other equity shares for consideration other than cash.

**4. Equity Shares issued in the preceding two(2) years:**

Except for as mentioned above in the notes to capital structure under point number 2- ‘Share Capital History of the Company, our Company has not issued any equity shares during a period of two (2) year preceding the date of the Prospectus.

5. Our Company has not revalued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation of reserves.
6. Our Company has not made any allotment of Equity Shares pursuant to any scheme approved under Section Sections 391 to 394 of the Companies Act, 1956 or Section 230-240 of the Companies Act, 2013 as on the date of the Prospectus.
- 7. Equity Shares issued at a price lower than the Issue Price during a period of one year preceding the date of the Prospectus:**



- Except for as mentioned above in the notes to capital structure under point numbers 2 (2.7), 2(2.9) and 2 (2.10) of 'Share Capital History of the Company' and as mentioned in the table below, our Company has not issued Equity Shares at a price lower than the Issue Price during a period of one year preceding the date of the Prospectus. The details of equity shares allotted at a price lower than the Issue Price during a period of one year preceding the date of the Prospectus is as follows:

Sr. no.	Date of Allotment of Equity Shares	No. of shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Consideration (Cash, Bonus, Consideration other than cash)
1.	08-Mar-18	11,55,556	10.00	18.00	Cash Allotment
2.	06-Dec-18	5,78,257	10.00	55.00	Cash Allotment
3.	09-Jan-19	9,45,285	10.00	55.00	Cash Allotment

- Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Plan for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
- As on the date of filing of this Prospectus, there are no partly paid-up shares, outstanding convertible securities, warrants or outstanding warrants, options or rights to convert debentures in our Company or loans or other financial instruments into our equity shares.
- There are no equity shares against which depository receipts have been issued.
- Other than the equity shares, there are no other class of securities issued by our Company.
- All the equity shares of our Company are fully paid up as on the date of this Prospectus. Further, since the entire application money in respect of the Issue is being called on application, all the successful applicants will be allotted fully paid-up equity shares only.
- Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.

#### 14. Capital Buildup of our Promoter's shareholding in the Company

As on the date of this Prospectus, our Promoters- Mr. Sachin V. Mehta and Mr. Hemal V. Mehta together hold 74,97,628 Equity Shares of our Company which is 78.53 % of our Pre-Issue Paid-Up Capital.

Name of the Allottee's	Date of Allotment/ Transfer	No. of Equity Shares Allotted	FV (Rs.)	Issue Price/ Transfer Price/ Acquisition Price (Rs.)	Nature of Consideration/ Allotment/ Acquired/ Transfer	% of the Paid-up Capital	
						Pre-Issue	Post-Issue
<b>Mr. Hemal V. Mehta</b>	23-Jul-08	4,900	10.00	10.00	Subscription to MoA	0.051	0.04
	31-Mar-13	(4,900)	10.00	10.00	Transfer to Mrs. Devangi Mehta	(0.05)	(0.04)
	01-Oct-16	6,69,354	10.00	15.50	Cash Allotment	7.01	5.15
	18-Feb-17	2,50,000	10.00	11.00	Cash Allotment	2.62	1.93
	30-Jan-18	4,16,667	10.00	18.00	Cash Allotment	4.36	3.21
	8-Mar-18	11,55,556	10.00	18.00	Cash Allotment	12.10	8.90
	27-Aug-18	17,44,103	10.00	-	Bonus Allotment	18.26	13.43
	<b>Total</b>	<b>42,35,680</b>				<b>44.37</b>	<b>32.61</b>
<b>Mr. Sachin V. Mehta</b>	23-Jul-08	5,100	10.00	10.00	Subscription to MoA	0.05	0.04
	20-Sept-16	76,500	10.00	-	Bonus Allotment	0.80	0.59
	01-Oct-16	6,09,415	10.00	15.50	Cash Allotment	6.38	4.69



Name of the Allottee's	Date of Allotment/ Transfer	No. of Equity Shares Allotted	FV (Rs.)	Issue Price/ Transfer Price/ Acquisition Price (Rs.)	Nature of Consideration/ Allotment/ Acquired/ Transfer	% of the Paid-up Capital	
						Pre-Issue	Post-Issue
	18-Feb-17	2,50,000	10.00	11.00	Cash Allotment	2.62	1.93
	29-Dec-17	4,88,889	10.00	18.00	Cash Allotment	5.12	3.76
	30-Jan-18	4,88,889	10.00	18.00	Cash Allotment	5.12	3.76
	27-Aug-18	13,43,155	10.00	-	Bonus Allotment	14.07	10.34
	<b>Total</b>	<b>32,61,948</b>				<b>34.17</b>	<b>25.12</b>
<b>Total Promoter Holding</b>		<b>7,497,628</b>				<b>78.54</b>	<b>57.73</b>

All the Equity Shares held by our Promoter were and is fully paid-up on the respective dates of acquisition and/or transfers and/or allotment of such Equity Shares. As on the date of this Prospectus, none of the Equity Shares held by our Promoters is pledged.

Further, Our Promoters confirm that the acquisition and/or transfers and/or allotment of the Equity Shares forming part of the Promoter's Contribution has been financed from personal funds/internal accruals and no loans or financial assistance from any banks or financial institution has been availed by our Promoters for this purpose.

#### 15. Capital Buildup of the Promoter Group shareholding in the Company

As on the date of this Prospectus, our Promoter Group members together hold 5,03,893 Equity Shares of our Company which is 5.28 % of our Pre-Issue Paid-Up Capital.

Name of the Allottee's	Date of Allotment/ Transfer	No. of Equity Shares Allotted	FV (Rs.)	Issue Price/ Transfer Price/ Acquisition Price (Rs.)	Nature of Consideration/ Allotment/ Acquired/ Transfer	% of the Paid-up Capital	
						Pre-Issue	Post-Issue
<b>Mr. Vasantrao R. Mehta #</b>	01-10-16	12,903	10.00	15.50	Cash Allotment	0.14	0.10
	27-Aug-18	9,032	10.00	-	Bonus Allotment	0.09	0.07
	<b>Total</b>	<b>21,935</b>				<b>0.23</b>	<b>0.17</b>
<b>Mrs. Devangi Mehta</b>	31-Mar-2013	4,900	10.00	10.00	Transfer from Mr. Hemal Mehta	0.05	0.04
	20-Sept-2016	73,500	10.00	NA	Bonus Allotment	0.77	0.57
	01-Oct-2016	11,564	10.00	15.50	Cash Allotment	0.12	0.09
	27-Aug-18	62,974	10.00	-	Bonus Allotment	0.66	0.48
	<b>Total</b>	<b>1,52,938</b>				<b>1.60</b>	<b>1.18</b>
<b>Mrs. Namrata Mehta</b>	01-Oct-2016	64,515	10.00	15.50	Cash Allotment	0.68	0.50
	27-Aug-18	45,160	10.00	-	Bonus Allotment	0.47	0.35
	<b>Total</b>	<b>1,09,675</b>				<b>1.15</b>	<b>0.84</b>
<b>Mrs. Indumati Mehta</b>	01-Oct-2016	64,515	10.00	15.50	Cash Allotment	0.07	0.05
	27-Aug-18	4,515	10.00	-	Bonus Allotment	0.05	0.03
	<b>Total</b>	<b>10,965</b>				<b>0.11</b>	<b>0.08</b>
<b>Mr. Jatin Mehta</b>	01-10-16	6,450	10.00	15.50	Cash Allotment	0.07	0.05
	27-Aug-18	4,515	10.00	-	Bonus Allotment	0.05	0.03
	<b>Total</b>	<b>10,965</b>				<b>0.11</b>	<b>0.08</b>
<b>Sachin Mehta HUF</b>	01-10-16	64,515	10.00	15.50	Cash Allotment	0.68	0.50
	27-Aug-18	45,160	10.00	-	Bonus Allotment	0.47	0.35
	<b>Total</b>	<b>1,09,675</b>				<b>1.15</b>	<b>0.84</b>
<b>Hemal Mehta HUF</b>	01-10-16	64,515	10.00	15.50	Cash Allotment	0.68	0.50
	27-Aug-18	45,160	10.00	-	Bonus Allotment	0.47	0.35
	<b>Total</b>	<b>1,09,675</b>				<b>1.15</b>	<b>0.84</b>
<b>Total Promoter Group</b>		<b>5,25,828</b>				<b>5.51</b>	<b>4.05</b>



Name of the Allottee's	Date of Allotment/ Transfer	No. of Equity Shares Allotted	FV (Rs.)	Issue Price/ Transfer Price/ Acquisition Price (Rs.)	Nature of Consideration/ Allotment/ Acquired/ Transfer	% of the Paid-up Capital	
						Pre-Issue	Post-Issue
Shareholding							

# As per Pan Card, Voter's ID Card, Driving License and Aadhar Card copy provided by Mr. Vasant Rai R. Mehta, he confirms that his name is spelled as Mr. Vasant Rai Ratilal Mehta in Pan Card, Voter's ID Card and Driving License and as Mr. Vasant Rai Ratilal Mehta in the Aadhar Card. Further, he also confirm that his name in NSDL and CDSL is disclosed as Mr. Vasant Rai Ratilal Mehta.

#### ***Details of Promoters' contribution and Lock-in***

As per Regulation 236 and 238 of the SEBI (ICDR) Regulations, 2018, and in terms of the aforesaid table, an aggregate of 20% of the fully diluted post-issue equity share capital of our Company held by our Promoter shall be provided towards minimum promoters' contribution and locked in for a period of 3 (Three) years from the date of Allotment ('Minimum Promoters' Contribution'). 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. The Promoters' contribution has been brought in to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoter under the SEBI (ICDR) Regulations, 2018.

Our Promoters have given written consent to include such number of Equity Shares held by them and subscribed by them as a part of Promoters' Contribution constituting 20.67% of the Post Issue Equity Shares of our Company and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution, for a period of three years from the date of allotment in the public Issue. The Equity Shares which are being locked in for three (3) years from the date of Allotment are as follows:

Name of the Promoter	Date of Allotment of Fully Paid-up Shares	No. of Equity Shares Locked-in	Nature of Issue/ Acquisition	FV (Rs.)	Issue Price (Rs.)	% of the Paid-up Capital	
						Pre-Issue	Post-Issue
<b>Mr. Hemal V. Mehta</b>	01-Oct-2016	6,69,354	Cash Allotment	10.00	15.50	7.01	5.15
	18-Feb-2017	2,50,000	Cash Allotment	10.00	11.00	2.62	1.93
	30-Jan-18	4,16,667	Cash Allotment	10.00	18.00	4.36	3.21
	<b>Total</b>	<b>13,36,021</b>				<b>13.99</b>	<b>10.29</b>
<b>Mr. Sachin V. Mehta</b>	01-Oct-2016	609,415	Cash Allotment	10.00	15.50	6.38	4.69
	18-Feb-2017	2,50,000	Cash Allotment	10.00	11.00	2.62	1.93
	29-Dec-2017	4,88,889	Cash Allotment	10.00	18.00	5.12	3.76
	<b>Total</b>	<b>13,48,304</b>				<b>14.12</b>	<b>10.38</b>
<b>Total Lock-in</b>		<b>26,84,325</b>				<b>28.12</b>	<b>20.67</b>

The Minimum Promoters' contribution has been brought in to the extent of not less than the specified minimum lot and has been contributed by the persons defined as Promoter under the SEBI (ICDR) Regulations, 2018. The Equity Shares that are being locked-in are eligible for computation of Promoter Contribution under Regulation 237 of SEBI ICDR Regulations. In this connection, our Company hereby confirms that the Equity Shares locked-in do not consist of:

- Equity Shares acquired during the preceding three (3) years from the date of filing this Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus shares issued out of revaluations reserves or unrealized profits of the Company or bonus issue against equity shares which are otherwise ineligible for computation of Promoter's Contribution;
- Equity Shares acquired during the preceding one (1) year from the date of filing this Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Issue;
- Equity Shares issued to the Promoters upon conversion of a partnership firm during the preceding one year at a price less than the Issue Price;



- d) Equity Shares held by the Promoters and offered for minimum Promoters' contribution are subject to any pledge;
- e) Equity Shares for which specific written consent has not been obtained from the respective Promoters for inclusion of their subscription in the Promoters' Contribution subject to lock-in; and
- f) All the Equity Shares of our Company held by the Promoter are in the process of being dematerialized.

***Equity shares locked-in for one year***

Other than the Equity Shares mentioned above that would be locked-in for three (3) years, the entire pre-Issue capital of our Company would be locked-in for a period of one (1) year from the date of Allotment in the Issue pursuant to Regulation 238(b) and 239 of SEBI ICDR Regulations, 2018.

**Other requirements in respect of 'Lock-In'**

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

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the share certificates for the equity shares held in physical form, which are subject to lock-in, shall carry the inscription '**non-transferable**' and the non-transferability details shall be informed to the Depositories.

***Pledge of Locked in Equity Shares:***

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoters, as specified above can be pledged with any scheduled commercial banks or public financial institutions as collateral security for loans granted by such scheduled commercial banks or financial institutions provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution for 3 years under Regulation 242(a) of the SEBI ICDR Regulations, may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.

Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the specified securities till the lock-in period stipulated in these regulations has expired.

***Transferability of Locked in Equity Shares:***

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by our Promoters which are locked in as per the provisions of Regulation 238 of the SEBI (ICDR) Regulations, 2018, may be transferred to and amongst Promoters or persons/ members of the Promoter Group or to a new promoter or persons in control of our Company, subject to continuation of lock-in in the hands of transferees for the remaining period and compliance of Takeover Code, as applicable.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018, the Equity Shares held by persons other than the Promoters and Promoter Group prior to the Issue may be transferred to any other person holding the Equity Shares which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018, 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.



## 16. OUR SHAREHOLDING PATTERN

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (LODR) Regulations, 2015, as on the date of this:

Category	Category of Shareholders	No. of Shareholders	No. Of Fully Paid-up Equity Shares held	No. Of Partly Paid-up Equity Shares held	No. of Shares underlying Depository Receipts	Total No. Of Equity Shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No. of Voting Rights held in each class of securities *		No. of Shares Underlying Outstanding Convertible Securities (including Warrants)	Shareholding as a % assuming full convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	No. of Locked in shares **		Shares Pledged or otherwise encumbered		No. of equity shares held in dematerialized form
								No. of Voting Rights	Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
I	II	III	IV	V	VI	VII=IV+V+VI	VIII	IX		X	XI=VII+X	XII		XIII		XIV
A	Promoter & Promoter Group	10	85,23,456	-	-	85,23,456	89.29				89.29	-	-	-	-	85,23,456
B	Public	81	10,23,542	-	-	10,23,542	10.72	-	-	-	10.72	-	-	-	-	10,23,178
C	Non Promoter-Non Public	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
1	Shares underlying DRs	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	Shares held by Employee Trusts	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>91</b>	<b>95,46,998</b>	<b>-</b>	<b>-</b>	<b>95,46,998</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>95,46,634</b>

Note:

- 1) As on the date of this Prospectus 1 Equity Shares holds 1 vote.
- 2) PAN of all shareholders will be provided to the stock exchange by our Company prior to Listing of Equity Share on the Stock Exchange.
- 3) Our Company will file the shareholding pattern of our Company, in the form prescribed under SEBI (LODR) Regulations, 2015, as amended from time to time, one day prior to the listing of Equity Shares. The shareholding pattern will be uploaded on the website of Stock Exchanges before commencement of trading of such Equity Shares.
- 4) The term "Encumbrance" has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- 5) All Pre-IPO Equity Shares of Our Company will be locked in prior to Listing of Shares on SME Platform of NSE- NSE Emerge.



17. Following is the details of the aggregate shareholding of Our Promoters and Promoter Group before and after the Issue is set forth below:

Sr. No.	Name of the Shareholders	Pre-Issue		Post-Issue	
		No. of equity shares	As a % of Pre-Issued Capital	No. of equity shares	As a % of Post- Issue Capital
<b>A</b>	<b>Promoters</b>				
1.	Mr. Hemal V. Mehta	42,35,680	44.37	42,35,680	32.61
2.	Mr. Sachin V. Mehta	32,61,948	34.17	32,61,948	25.12
	<b>Total (A)</b>	<b>74,97,628</b>	<b>78.54</b>	<b>74,97,628</b>	<b>57.73</b>
<b>B</b>	<b>Promoter Group &amp; Relatives</b>				
1.	Mr. Vasantrai R. Mehta <sup>#</sup>	21,935	0.23	21,935	0.17
2.	Mrs. Devangi Mehta	1,52,938	1.60	1,52,938	1.18
3.	Mrs. Namrata Mehta	1,09,675	1.15	1,09,675	0.84
4.	Mrs. Indumati Mehta	10,965	0.11	10,965	0.08
5.	Mr. Jatin Mehta	10,965	0.11	10,965	0.08
6.	Sachin Mehta HUF	1,09,675	1.15	1,09,675	0.84
7.	Hemal Mehta HUF	1,09,675	1.15	1,09,675	0.84
	<b>Total (B)</b>	<b>5,25,828</b>	<b>5.51</b>	<b>5,25,828</b>	<b>4.05</b>
<b>C</b>	<b>Other Associates Acting in Concert</b>				
1.	Mrs. Hetal C Mehta	5,00,000	5.24	5,00,000	3.85
	<b>Total (C)</b>	<b>5,00,000</b>	<b>5.24</b>	<b>5,00,000</b>	<b>3.85</b>
<b>D</b>	<b>TOTAL (A+B+C)</b>	<b>85,23,456</b>	<b>89.29</b>	<b>85,23,456</b>	<b>65.63</b>

# As per Pan Card, Voter's ID Card, Driving License and Aadhar Card copy provided by Mr. Vasantrai R. Mehta, he confirms that his name is spelled as Mr. Vasantray Ratilal Mehta in Pan Card, Voter's ID Card and Driving License and as Mr. Vasantrai Ratilal Mehta in the Aadhar Card. Further, he also confirm that his name in NSDL and CDSL is disclosed as Mr. Vasantray Ratilal Mehta.

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

Name of the Promoter	No. of Shares held	Average cost of acquisition (In
Mr. Sachin V. Mehta	32,61,948	9.15
Mr. Hemal V. Mehta	42,35,680	9.78

19. The members of the Promoter Group, our Directors or the relatives of our Directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the 6 (Six) months preceding the date of this Prospectus.
20. Except as disclosed in the notes to capital structure under point number 14 & 15 '*Share Capital History of the Company*' on page no. 66 of this Prospectus and mentioned in the table below, none of the Promoters, members forming a part of Promoter Group, Promoter Group Companies/Entities, Directors and their immediate relatives have purchased or sold or transferred any Equity shares of our Company within the last 6 (Six) months immediately preceding the date of this Prospectus:

Name of the Shareholder	Name of the Director & Designation	Relationship between Shareholder & Director	Date of Allotment /Transfer	No. of Equity Shares Allotted/ Transferred	FV. (In Rs.)	Transfer Issue Price/ (In Rs.)	Nature of Transaction
Mrs. Hetal C. Mehta	Mr. Chetan K. Mehta; Executive Director	Wife of the Mr. Chetan K. Mehta	09-Jan-2019	5,00,000	10.00	55.00	Cash Allotment
Mrs. Vrinda S Mehta	Mr. Sandeep R. Mehta; Additional Director (Independent Non-Executive	Wife of the Mr. Sandeep R. Mehta	09-Jan-2019	20,000	10.00	55.00	Cash Allotment



Name of the Shareholder	Name of the Director & Designation	Relationship between Shareholder & Director	Date of Allotment /Transfer	No. of Equity Shares Allotted/ Transferred	FV. (In Rs.)	Transfer Issue Price/ (In Rs.)	Nature of Transaction
	Director)						

21. For the details of transactions entered between our Company and members forming a part of the Promoter Group and/ or Group Companies/Entities for financial years ended on March 31, 2019, 2018 and 2017 refer to '**Annexure 31: Statement of Related Parties' Transactions**' on page no. 206 of this Prospectus under the chapter titled '**Restated Financial Statement**' beginning on page no. 186 of this Prospectus.
22. Our Company shall ensure that transactions in the Equity Shares by the Promoters and members forming a part of the Promoter Group and/ or Group Companies/Entities between the date of filing this Prospectus and the Issue Closing Date shall be reported to the Stock Exchanges within twenty-four hours of such transaction.
23. As on date of this Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoter or shareholders or any other person any option to receive Equity Shares after the Issue.

**24. Particulars of top ten shareholders:**

*(a) As on the date of this Prospectus:*

Sr. No.	Name Of The Shareholders	Category of Shareholder	No. Of Shares	% of the Pre-Issue Capital
1.	Mr. Hemal V. Mehta	Promoter	42,35,680	44.37
2.	Mr. Sachin V. Mehta	Promoter	32,61,948	34.17
3.	Mrs. Hetal C. Mehta	PAC	5,00,000	5.237
4.	Mrs. Devangi H. Mehta	Promoter Group	1,52,938	1.602
5.	Mrs. Namrata Mehta	Promoter Group	1,09,675	1.149
6.	Sachin Mehta HUF	Promoter Group	1,09,675	1.149
7.	Hemal Mehta HUF	Promoter Group	1,09,675	1.149
8.	Mr. Anand A. Shroff	Public	1,00,000	1.047
9.	Mr. Manoj M. Dand	Public	80,000	0.84
10.	Mr. Nilesh M. Mehta	Public	54,546	0.57
	<b>Total</b>		<b>87,14,137</b>	<b>91.28</b>

*(b) 10 days prior to the date of this Prospectus:*

Sr. No.	Name Of The Shareholders	Category of Shareholder	No. Of Shares	% of the Pre-Issue Capital
1.	Mr. Hemal V. Mehta	Promoter	42,35,680	44.37
2.	Mr. Sachin V. Mehta	Promoter	32,61,948	34.17
3.	Mrs. Hetal C. Mehta	PAC	5,00,000	5.237
4.	Mrs. Devangi H. Mehta	Promoter Group	1,52,938	1.602
5.	Mrs. Namrata Mehta	Promoter Group	1,09,675	1.149
6.	Sachin Mehta HUF	Promoter Group	1,09,675	1.149
7.	Hemal Mehta HUF	Promoter Group	1,09,675	1.149
8.	Mr. Anand A. Shroff	Public	1,00,000	1.047
9.	Mr. Manoj M. Dand	Public	80,000	0.84
10.	Mr. Nilesh M. Mehta	Public	54,546	0.57
	<b>Total</b>		<b>87,14,137</b>	<b>91.28</b>

*(c) 2 years prior to the date of filing this Prospectus:*

Sr. No.	Name Of The Shareholders	Category of Shareholder	No. Of Shares	% of the Pre-Issue Capital
1.	Mr. Sachin V. Mehta	Promoter	9,41,015	9.86
2.	Mr. Hemal V. Mehta	Promoter	9,19,354	9.63
3.	Mrs. Devangi H. Mehta	Promoter Group	89,964	0.94
4.	Mrs. Namrata Mehta	Promoter Group	64,515	0.68
5.	Sachin Mehta HUF	Promoter Group	64,515	0.68
6.	Hemal Mehta HUF	Promoter Group	64,515	0.68



Sr. No.	Name Of The Shareholders	Category of Shareholder	No. Of Shares	% of the Pre-Issue Capital
7.	Mr. Vasantrai Mehta	Promoter Group	12,903	0.14
8.	Mrs. Indumati Mehta	Promoter Group	6,450	0.07
9.	Mr. Jatin Mehta	Promoter Group	6,450	0.07
	<b>Total</b>		<b>21,69,681</b>	<b>22.73</b>

25. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as mentioned below and as stated in the chapter titled '*Our Management*' beginning on page no. 155 of this Prospectus.

Sr. No.	Name of the KMP's	Designation	No. of Shares held in our Company	% of pre-issue paid-up Equity Share Capital
1.	Mr. Hemal V. Mehta	MD	42,35,680	44.37
2.	Mr. Sachin V. Mehta	Jt. MD & CFO	32,61,948	34.17
	<b>Total</b>		<b>71,97,628</b>	<b>78.54</b>

26. 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 the date of this Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of 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 exchangeable, directly or indirectly, for our equity shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use equity shares as a currency for acquisition or participation in such joint ventures or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
27. Except as mentioned below, there are no other persons belonging to the category "Person Acting in Concert" is holding the securities (including shares, warrants, convertible securities of our Company more than 5% of the total number of shares as on the date of this Prospectus:

Name of the Shareholders	No. of Share held	% of Shares Pre-Issue Share Capital
Mrs. Hetal C. Mehta	5,00,000	5.24

28. There are no other persons belonging to the category "Public" who are holding the securities (including shares, warrants, convertible securities of our Company more than 5% of the total number of shares as on the date of this Prospectus.
29. Except as mentioned below, there are no persons belonging to the category "Public" is holding the securities (including shares, warrants, convertible securities of our Company more than 1% of the total number of shares as on the date of this Prospectus.

Name of the Shareholders	No. of Share held	% of Shares Pre-Issue Share Capital
Mr. Anand A Shroff	1,00,000	1.05

30. Our Company, our Promoters, our Directors and the Lead Manager to the Issue have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.
31. There are no safety net arrangements for this Public Issue.
32. An oversubscription to the extent of 10% of the Issue can be retained for the purposes of rounding off to the minimum allotment lot, while finalizing the Basis of Allotment. Consequently, the actual Allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of Allotment so made. In such an event, the Equity Shares held by our Promoters and subject to lock-in shall be suitably increased; so as to ensure that a minimum of 20% of the post issue paid-up capital is locked in.



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. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under “**Basis of Allotment**” in the chapter titled “**Issue Procedure**” beginning on page no. 273 of this Prospectus.
35. In case of over-subscription in all categories the allocation in the Issue shall be in accordance with the requirements of regulation 253(1) of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
36. Under-subscription in the net issue, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines
37. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
38. The unsubscribed portion, if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.
39. As per RBI regulations, OCBs are not allowed to participate in the Issue.
40. The Issue is being made through Fixed Price method.
41. None of the other Promoters and members of our Promoter Group will participate in this Issue.
42. Our Company has not raised any bridge loan against the proceeds of the Issue.
43. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
44. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
45. An Applicant cannot make an application for more than the number of Equity Shares being issued through the Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.
46. No payment, direct or indirect in the nature of discount, commission and allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in the Issue.
47. We have 91 shareholders as on the date of filing of this Prospectus.
48. Our Company has not made any public issue (including any rights issue to the public) since its incorporation.
49. Neither the Lead Manager, nor their associates hold any Equity Shares of our Company either directly or indirectly as on the date of this Prospectus.
50. 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 the Prospectus.



## SECTION V – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

The Fresh Issue includes a public Issue of 34,40,000 Equity Shares of our Company at an Issue Price of Rs. 75/- per Equity Share.

This Issue is being undertaken to meet the objects, as set forth herein, and to realize the benefits of listing of our Equity Shares on Stock Exchanges, which in our opinion would enhance our Company's visibility, brand name and enable us to avail of future growth opportunities. The other Objects of the Issue also include creating a public trading market for the Equity Shares of our Company by listing them on NSE Emerge Platform.

The Net Proceeds from the Issue are proposed to be utilized by our Company for the following objects:

- 1) To set up a dedicated manufacturing facility for Pharmaceutical Business;
- 2) Distribution and Warehousing Centre's & Purchase of Corporate Office;
- 3) Additional Working Capital;
- 4) General Corporate Expenses; and
- 5) To meet the expenses of the Issue.

Further, we believe that the listing of our Equity Shares will enhance our visibility and brand name among existing and potential customers.

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.

#### Issue Proceeds

The details of the issue proceeds are summarized below:

Particulars	Amount (Rs. In Lakhs)
Gross Proceeds from the Issue	<b>2,580.00</b>
Less: Issue related expenses	(75.00)
<b>Net Proceeds</b>	<b>2,505.00</b>

#### Utilization of Net Proceeds:

We intend to utilize the proposed net proceeds in the manner set forth below:

(Rs. In Lakhs)			
Sr. No.	Particulars	Amount	% of the Gross Proceeds
1.	To set up a dedicated manufacturing facility for Pharmaceutical Business	1,250.00	48.45
2.	Distribution and Warehousing Centre's & Purchase of Corporate Office	450.00	17.44
3.	Additional Working Capital	525.00	20.35
4.	General Corporate Expenses	280.00	10.85
	<b>Total</b>	<b>2,505.00</b>	<b>97.09</b>

#### Means of Finance

We propose to meet the requirement of funds for the stated objects of the Issue from the Issue/IPO Proceeds only. Hence, no amount is required to be raised through means other than the Issue Proceeds.

(Rs. In Lakhs)					
Sr. No.	Objects of the Issue	Amount Required	IPO Proceeds	Internal Accruals	Working Capital Facility from the Bank
1.	To set up a dedicated manufacturing facility for Pharmaceutical Business	1,250.00	1,250.00	-	-
2.	Distribution and Warehousing Centre's & Purchase of Corporate Office	450.00	450.00	-	-



Sr. No.	Objects of the Issue	Amount Required	IPO Proceeds	Internal Accruals	Working Capital Facility from the Bank
3.	Additional Working Capital	525.00	525.00	-	-
4.	General Corporate Expenses	280.00	280.00	-	-
5.	To meet the expenses of the Issue	75.00	75.00	5.00	-
	<b>Total</b>	<b>2,580.00</b>	<b>2,580.00</b>	<b>5.00</b>	-

Accordingly, the requirements under Regulation 230(1)(e) of the SEBI ICDR Regulations and Clause 9 (C) of Part A of Schedule VI of the SEBI ICDR Regulations which requires our Company/ Issuer Company to make firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals are not applicable to our Company.

### Fund Requirements

Our fund requirements and deployment are based on the estimates of our management. These are based on current plans and circumstances of our business and are subject to change in light of changes in external circumstances or costs, or in our financial condition and business or strategy. Further, these estimates have not been appraised and/or verified by the Lead Merchant Banker or any bank or financial institution or any other external agency.

Our management, in response to the competitive and dynamic nature of the industry and specifically that of our business, will have the discretion to revise its business plan and expenditure from time to time and consequently our funding requirement and deployment of funds may also change. This may, subject to compliance with applicable laws and regulations also include rescheduling and/ or revising the proposed utilization of Proceeds and increasing or decreasing expenditures for a particular object vis-à-vis the utilization of Proceeds.

### Schedule of Implementation and Deployment of Funds:

We propose to deploy the Net Proceeds for the aforesaid purposes in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below.

### Deployment of Funds

(Rs. In Lakhs)					
Sr. No.	Objects of the Issue	Amount to be funded from the Net Proceeds	Funds already deployed	Estimated Utilization of Net Proceeds (for FY 2019-20)*	Estimated Utilization of Net Proceeds (for FY 2020-21)*
1.	To set up a dedicated manufacturing facility for Pharmaceutical Business	1,250.00	-	1,250.00	-
2.	Distribution and Warehousing Centre's & Purchase of Corporate Office	450.00	-	300.00	150.00
3.	Additional Working Capital	525.00	-	525.00	-
4.	General Corporate Expenses	280.00	-	280.00	-
5.	To meet the expenses of the Issue	75.00	5.00	70.00	-
	<b>Total</b>	<b>2,580.00</b>	<b>5.00</b>	<b>2425.00</b>	<b>150.00</b>

\* To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Object, as per the estimated schedule of deployment specified above; our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Object.

The funds deployed up to May 28, 2019 pursuant to the object of the fresh Issue as certified by the Auditors of our Company, viz. M/s. NGST & Associates, Chartered Accountants pursuant to their certificate dated May 29, 2019.

### Note:

As on the date of this Prospectus, our Company has not deployed any funds towards the objects of the Fresh Issue. The amount deployed so far toward issue expenses shall be recouped out of the Fresh Issue Proceeds.



While we intend to utilize the Fresh Issue Proceeds in the manner provided above, in the event of a surplus, we will use such surplus towards general corporate purposes including meeting future growth requirements. In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue.

In the event of any shortfall in the Net Proceeds or in case of delay in raising funds through the IPO, our Company may deploy certain amounts towards any of the above mentioned Object of Issue through a combination of Internal Accruals and/ or seeking additional debt from existing and future lenders. However, we confirm that except as mentioned in “*Statement of Financial Indebtness*” on page no. 219 of this Prospectus, no other secured/ unsecured / bridge financing/ etc has been availed as on date of filing this Prospectus for the above mentioned objects, which shall be subject to being repaid from the Issue Proceeds.

We further confirm that no part of the Issue Proceed shall be utilized for repayment of any part of outstanding unsecured loan as on date of filing the Prospectus.

### Schedule of Implementation

Sr. No.	Objects of the Issue	Status as on 31-05-2019	Proposed Schedule
1.	<b>To set up a dedicated manufacturing facility for Pharmaceutical Business</b>		
1.1	Lease Land	Lease Agreement entered between the company and owners	Already Entered
1.2	Civil Work-Plan Approval, Construction, Infrastructure	Architect certificate, Quotations from Civil Contractors obtained	Plan to commence by July, 2019 and complete by March, 2020
1.3	Order for Plant and Machines	Quotation obtained	December , 2019
1.4	Delivery and Installation of Equipment's	-	Plan to commence by September 2019 & Complete by December, 2019
1.5	Plant and Machinery; F& D Facility; Furniture-Fixtures & Laboratory Equipment	-	December, 2019
1.6	Commercial Production	-	February, 2020
2.	<b>Distribution and Warehousing Centre's- Our Company has identified 1 centre at each of the following locations and the expected time of commencement of operations of the warehousing &amp; purchase of Corporate office:</b>		
2.1	Bhiwandi, Maharashtra	-	April, 2020
2.2	Chennai, Tamil Nadu	-	June, 2020
2.3	Ahmedabad, Gujarat	-	July, 2020
2.4	Delhi	-	July, 2020
2.5	Purchase of Corporate Office	-	March, 2020
3.	Additional Working Capital	-	March, 2020
4.	General Corporate Expenses	-	March, 2020

### DETAILS OF THE OBJECTS OF THE ISSUE

#### I. TO SET UP A DEDICATED MANUFACTURING FACILITY FOR PHARMACEUTICAL BUSINESS

Our management intends to utilize 48.45% of the Net Proceeds i.e., Rs. 1,250.00 Lakhs for setting up of manufacturing facility with Semi and Fully Automatic equipment's & technology to manufacture the wide range of Pharmaceutical Finished Formulation with Formulation and Development (F & D) with requisite infrastructure.

The manufacturing facility and F & D facility will be located at Plot no. 282/21, Neharoli, Tal. Wada, Dist. Palghar Maharashtra – 421303 having a land up area of 4,905 sq. mtrs. Our company has entered in to Lease Agreement dated November 09, 2017 with M/s Sudarshan Chempharma LLP for 5 years w.e.f. November 01, 2017 to October 31, 2022.



The details break-up for fund utilization for setting up the manufacturing and F & D facility is as follows:

(Rs. In Lakhs)

Sr. No.	Particulars	Amount @	Internal Accrual's	% of the Net Proceeds
A.	Lease Deposit Payable- one time	-	1.00 @	-
B.	Lease Rent Payable p.m.	-	0.66 @	-
C.	Building & Structure with Infra facility for Pharma Formulation Unit including Civil Work, Foundation, Structures, Interiors and Internal foundation for machines and Safety Device	625.00 %	-	24.22
D.	Plant and Machinery & F & D Facility	493.40	-	19.12
E.	Furniture-Fixtures & Laboratory Equipment	131.60	-	5.10
	<b>Total</b>	<b>1,250.00</b>	<b>1.66</b>	<b>48.45</b>

% The cost has been calculated and approved by the Architect & Engineers Consultant viz, M/s Vastu Nirmiti (Registration License No. 879/E/2010) having his registered office at Wada, Khandeshwari, Naka Vishninagar, Amey Complex, "B" Ground Floor, at Po. Taluka Wada, Thane 421303; Tele. No.:+91 9637399157; Email Id.;vastunirmiti2110@gmail.com; pursuant to his letter dated 15/1/2019.

@ please note that the cost mentioned is an estimate quotation as obtained from the respective parties and excludes GST, interest rate and inflation cost.

#### A. Lease Deposit Payable- one time

As per the Lease Agreement dated November 09, 2017, the security deposit payable by our company is Rs. 1.00 Lakh. This deposit is the refundable and shall be payable via the company's internal accrual's. Rs. 1.00 has been paid by our company to M/s Sudarshan Chempharma LLP on November 09, 2017 via cheque.

#### B. Lease Rent Payable.

As per the Lease Agreement dated November 09, 2017, the rent payable by our company is Rs. 66,000 p.m. This rent shall be payable via the company's internal accrual's.

Further, as per the agreement, our company is required to pay a monthly license fee of Rs. 5,000 p.m. to M/s Sudarshan Chempharma LLP. This fee is also payable via the company's internal accrual's.

#### C. Outlay of the manufacturing facility and F & D facility is as follows:

Based on the decision of our management and on the project report as planned, designed and drawn by the Project Consultant and Licensed Surveyor viz, M/s Vastu Nirmiti, (Architect & Engineers Consultant viz, M/s Vastu Nirmiti (Registration License No. 879/E/2010) having his registered office at Wada, Khandeshwari, Naka Vishninagar, Amey Complex, "B" Ground Floor, at Po. Taluka Wada, Thane 421303; Tele. No.: 91 9637399157; Email Id.;vastunirmiti2110@gmail.com; pursuant to his Certificate and Report dated 15/1/2019; the manufacturing facility and F & D facility shall comprise of the followings:

Sr. No.	Particulars	Allocated Area	Facility Area Used for
1.	Land Area	4,905 Sq. Mtrs.	To set up the manufacturing facility and F & D facility
2.	Permissible Construction Area	2,777.70 Sq. Mtrs.	
3.	Building Reinforced cement concrete (RCC) type- Ground plus first floor	2147.96 Sq. Mtrs.	
4.	Ground Floor	1073.98 Sq. Mtrs.	Setting up of Pharmaceutical Formulation division for Tablet, Capsule, Liquids, Dry Syrup and Administrative Department
5.	First Floor	1073.98 Sq. Mtrs.	Setting up of - Quality Control Department; - Formula & Development Area;



Sr. No.	Particulars	Allocated Area	Facility Area Used for
			- Manufacturing facility for Ointment; and - Administrative Department.

Based on the civil construction report as prepared and certified by M/s. Rasika Construction and Developers Registration License No. \_27761167119C) having his registered office at Gala 4, Rakhamai Complex, Wada-Bhiwandi Road, Nehroli, Taluka Wada, District Palghar, 421312; Tele. No.: +91 9423353075/ 927226435; Email Id.; ranjanrtpatil@gmail.com; pursuant to his Certificate and Report dated 15/1/2019, the detailed break-up for fund utilization for Civil Construction is as follows:

Sr. No.	Particulars	Amount (Rs. In Lakhs) @
1.	Construction and Civil Works including Foundation, RCC, Flooring, water proofing and interiors for Manufacturing unit	564.00
2.	Lift and Material handling Equipment's	24.00
3.	Electrical works and panel	20.00
4.	Government Fees, plan pass and Architect fees	17.00
	<b>Total</b>	<b>625.00</b>

@ please note that the cost mentioned is an estimate quotation as obtained from the respective parties and includes GST but excludes interest rate and inflation cost.

#### D. Plant and Machinery & F&D Facility

Our Company intends to utilize 19.12 % of the Net Proceeds in purchasing of machineries used for manufacturing of Pharmaceutical Formulation – Tablet, Capsule, Liquids, Dry Syrup and Administrative Department. The company shall purchase the following equipment's and the approximate quotations for the same are as follows:

Sr. No.	Description/ Nature of Equipment	Suppliers Name	Amount (Rs. In Lakhs) @
1.	2000 Litre liquid manufacturing Plant (line)	NU Pharma Engineers & Consultant	36.44
2.	Air Handling Unit (.4200 CFM)	NU Pharma Engineers & Consultant	11.16
3.	Bottle Filling Machine	Multipack Machinery	6.08
4.	Bottle washing machine	NU Pharma Engineers & Consultant	6.90
5.	Coating machine 36"	NU Pharma Engineers & Consultant	10.38
6.	Coating solution preparation tank 50 litre	NU Pharma Engineers & Consultant	0.77
7.	Colloidal mill jacketed	Prism Pharma Machinery	3.58
8.	Complete line with inspection belt & vacuum facility	Captech System	5.61
9.	Cone blender	MediPharma	5.02
10.	De-rubbing & de Dusting machine	Falcon Machineries	0.83
11.	De-rubbing & de Dusting machine	Falcon Machineries	0.83
12.	De-rubbing & de Dusting machine	Falcon Machineries	0.83
13.	De-rubbing & de Dusting machine	Falcon Machineries	0.83
14.	Dust Collectors/ Extractor	NU Pharma Engineers & Consultant	3.37
15.	Fluid Bed Dryer with 2 Bowl 300 kg	NU Pharma Engineers & Consultant	23.70
16.	Full Double RO System With EDI Plant	GIECL	76.70
17.	Fully automated Alu-Alu blister packing machine model: Excel 44	Accurate Machines	52.20
18.	Fully automated Blister packing machine-240 plus	Accurate Machines	15.69
19.	Fully automated Blister packing machine-250 EVO	Accurate Machines	28.37
20.	LAF & RLAF SS304	Chemistron	4.11
21.	Liquid filling machine	NU Pharma Engineers &	11.51



Sr. No.	Description/ Nature of Equipment	Suppliers Name	Amount (Rs. In Lakhs) @
		Consultant	
22.	Multi Mill	NU Pharma Engineers & Consultant	1.38
23.	Octagonal blender	NU Pharma Engineers & Consultant	4.30
24.	Octagonal blender	NU Pharma Engineers & Consultant	6.13
25.	Octagonal Blender 600 litre	NU Pharma Engineers & Consultant	6.13
26.	Packing inspection belt	NU Pharma Engineers & Consultant	2.76
27.	Packing inspection belt	NU Pharma Engineers & Consultant	1.53
28.	Packing inspection belt (Alu-Alu)	NU Pharma Engineers & Consultant	2.76
29.	Packing inspection belt (Blister-240)	NU Pharma Engineers & Consultant	2.76
30.	Packing inspection belt (Conveyer)	NU Pharma Engineers & Consultant	2.76
31.	Past Kettle 150 litre	NU Pharma Engineers & Consultant	4.53
32.	Paste Kettle	Medi Pharma	1.83
33.	Pouch filling & sealing machine 20gm to 50 gm	Shree Chamunda Micro Industries	2.30
34.	Pouch filling & sealing machine 10 gm to 20gm	Shree Chamunda Micro Industries	1.95
35.	Pouch filling & sealing machine 20gm to 50 gm	Shree Chamunda Micro Industries	2.30
36.	Pouch filling & sealing machine 10 gm to 20gm	Shree Chamunda Micro Industries	1.95
37.	Pouch filling & sealing machine 20gm to 50 gm	Shree Chamunda Micro Industries	2.30
38.	Rapid Mixer Granulator 600litre	NU Pharma Engineers & Consultant	25.85
39.	Rotatory Tablet machine 16 Station	Falcon Machineries	6.69
40.	Rotatory Tablet machine 23 Station	Falcon Machineries	7.20
41.	Rotatory Tablet machine 27 Station	Falcon Machineries	10.54
42.	Rotatory Tablet machine 35 Station	Falcon Machineries	10.90
43.	Sealing machine	NU Pharma Engineers & Consultant	10.74
44.	Semi-automatic capsule filling	Captech System	12.86
45.	Shrink Tunnel machine	NU Pharma Engineers & Consultant	1.81
46.	SS storage tank	NU Pharma Engineers & Consultant	2.77
47.	SS storage tank 2000 jacketed with stirrer	NU Pharma Engineers & Consultant	4.31
48.	Sticker labeling machine	NU Pharma Engineers & Consultant	5.02
49.	Strapping machine	NU Pharma Engineers & Consultant	2.07
50.	Strapping machine	NU Pharma Engineers & Consultant	2.07
51.	Strip pack Machine M/ C	NU Pharma Engineers & Consultant	12.04
52.	Tablet Inspection Belt (machine)	Medi Pharma	1.95
53.	Turn Table	NU Pharma Engineers & Consultant	1.53
54.	Turn Table	NU Pharma Engineers &	1.53



Sr. No.	Description/ Nature of Equipment	Suppliers Name	Amount (Rs. In Lakhs) @
		Consultant	
55.	Vibro Sifter 36''single deck	NU Pharma Engineerings & Consultant	2.07
	<b>Total</b>		<b>493.40</b>

@ please note that the cost mentioned is an estimate quotation as obtained from the respective parties and excludes GST, interest rate and inflation cost.

Our management confirms that as on the date of filing this Prospectus:

- Our company has not entered into any agreement with local Vendor for purchase of Plant and Machineries and hence there can be no assurance that the same Vendor would be engaged to eventually supply the plant and machineries or at the same cost or higher or lower cost.
- Plant and Machineries that are being purchased locally may affect the cost of the Plant and Machineries at the time of purchase due to change in GST, Transport cost and any other cost as applicable as per the government authority.
- Our company shall not install or purchase any second hand plant & machinery.

#### E. Furniture-Fixtures & Laboratory Equipment's

Our Company intends to utilize 5.10 % of the Net Proceeds in purchasing of furniture and fixtures and laboratory equipment's. The company shall purchase the following furniture and fixtures and laboratory equipment's and the approximate quotations for the same are as follows:

Sr. No.	Description Furniture & Fixtures	Suppliers Name	Amount (Rs. In Lakhs) @
1.	Apron Cabinet	NU Pharma Engineers & Consultant	0.47
2.	Apron Cabinet with UV	NU Pharma Engineers & Consultant	0.56
3.	Die & Punch	NU Pharma Engineers & Consultant	3.45
4.	Main Scrap Trolley	NU Pharma Engineers & Consultant	1.14
5.	Pass Boxes	NU Pharma Engineers & Consultant	0.14
6.	Shoes Locker	NU Pharma Engineers & Consultant	0.45
7.	SS Cage Trolley	NU Pharma Engineers & Consultant	0.57
8.	SS Cage Trolley (16 SWG)	NU Pharma Engineers & Consultant	1.78
9.	SS cross overbench (gents Change room - Exit ) 2700long	NU Pharma Engineers & Consultant	1.63
10.	SS cross overbench (gents Change room - in) 1700 long	NU Pharma Engineers & Consultant	1.10
11.	SS cross overbench (Ladies Change room - in) 2400 long	NU Pharma Engineers & Consultant	1.50
12.	SS cross overbench (Ladies Change room - Exit ) 2600long	NU Pharma Engineers & Consultant	1.63
13.	SS Cupboard	NU Pharma Engineers & Consultant	0.30
14.	SS Cupboard	NU Pharma Engineers & Consultant	1.96
15.	SS Cupboard for Documents	NU Pharma Engineers & Consultant	0.97
16.	SS Cupboard for garments	NU Pharma Engineers & Consultant	0.77
17.	SS long Pallets (16 SWG)	NU Pharma Engineers & Consultant	0.32
18.	SS Multi purpose trolley	NU Pharma Engineers & Consultant	0.69
19.	SS pallets (16 SWG)	NU Pharma Engineers & Consultant	0.53
20.	SS wash Basin	NU Pharma Engineers & Consultant	0.30
	<b>Total</b>		<b>20.25</b>

@ please note that the cost mentioned is an estimate quotation as obtained from the respective parties and excludes GST, interest rate and inflation cost.

The company shall purchase the following laboratory equipment's and the approximate quotations for the same are as follows:

Sr. No.	Description Furniture & Fixtures	Suppliers Name	Amount (Rs. In Lakhs) @
1.	Analytical Balance (82/220g)	First Source	3.66
2.	Analytical Balance (Micro weigh)	Contech Instruments	1.44



Sr. No.	Description Furniture & Fixtures	Suppliers Name	Amount (Rs. In Lakhs) @
3.	Autoclave verticle fully automatic 95 litre	NU Pharma Engineers & Consultant	1.03
4.	Balance	First Source	0.92
5.	Balance	First Source	0.92
6.	Balance	Contech Instruments	0.91
7.	Balance (230gm )	Contech Instruments	0.97
8.	Basic scoop for 500gm	NU Pharma Engineers & Consultant	0.40
9.	Basic scoop for 1 kg	NU Pharma Engineers & Consultant	0.32
10.	Basic scoop for 250 gm	NU Pharma Engineers & Consultant	0.65
11.	Basic scoop for 2kg	NU Pharma Engineers & Consultant	0.35
12.	Basic scoop for 5kg	NU Pharma Engineers & Consultant	0.67
13.	BOD INCUBATOR GMP MODEL	HAMCO	2.26
14.	Centrifuge	First Source	0.97
15.	Colony Counter	NU Pharma Engineers & Consultant	0.14
16.	Disintegration test apparatus	LABINDIA	1.30
17.	Disintegration test apparatus	LABINDIA	1.30
18.	Dissolution test apparatus	LABINDIA	2.99
19.	Friability test apparatus	LABINDIA	0.96
20.	Friability test apparatus	LABINDIA	0.96
21.	Hardness tester	LABINDIA	4.72
22.	Hardness tester	LABINDIA	4.72
23.	Hot Air Oven	First Source	1.44
24.	Hot Plate	First Source	2.12
25.	Hot Plate with Magnetic Stirrer	ContechIntruments	1.62
26.	HPLC	NU Pharma Engineers & Consultant	15.19
27.	Incubator 1000	KESAR	4.18
28.	Incubator 800	KESAR	3.84
29.	KF Titrator	LABINDIA	2.68
30.	Laminar Air Flow	Chemitron Clean tech	4.11
31.	Leak test apparatus	Vinsyst technology	0.76
32.	Melting Point Apparatus	First Source	1.48
33.	Microscope	First Source	1.21
34.	Muffle Furnace	First Source	0.89
35.	pH Meter	Labindia	0.95
36.	pH/Con Meter	LABINDIA	0.95
37.	Polarimeter	First Source	0.78
38.	Refractometer	Optics Technology	3.36
39.	Refrigerator 600litre GMP Model	HAMCO	2.22
40.	Stability Chamber 1000	KESAR	5.19
41.	Stability Chamber 600	KESAR	4.25
42.	Stability Chamber 800	KESAR	5.02
43.	U.V. Cabinet	Superfit	0.26
44.	Ultrasonic Bath	First Source	1.26
45.	UV-VIS Spectrophotometer (UV 3200)	LABINDIA	5.02
46.	Vacuum Oven	First Source	1.44
47.	Venire caliper	NU Pharma Engineers & Consultant	0.03
48.	Viscometer	LABINDIA	3.54
49.	Viscometer Adaptor for low sample	LABINDIA	1.48
50.	Viscometer Adaptor for small sample	LABINDIA	1.36
51.	Water Bath	First Source	1.18
52.	Weighing Balance (230gm )	Contech Instruments	0.97
53.	Weighing Balance (230gm )	Contech Instruments	0.91
	<b>Total</b>		<b>111.35</b>

@ please note that the cost mentioned is an estimate quotation as obtained from the respective parties and excludes GST, interest rate and inflation cost.



Our management confirms that as on the date of filing this Prospectus:

- Our company has not entered into any agreement with local Vendor for purchase of Furniture & Fixtures and Laboratory Equipment's and hence there can be no assurance that the same Vendor would be engaged to eventually supply the Furniture & Fixtures and Laboratory Equipment's or at the same cost or higher or lower cost.
- Furniture & Fixtures and Laboratory Equipment's that are being purchased locally may affect the cost of the Furniture & Fixtures and Laboratory Equipment's at the time of purchase due to change in GST, Transport cost and any other cost as applicable as per the government authority.
- Our company shall not install or purchase any second hand Furniture & Fixtures and Laboratory Equipment's.

## II. DISTRIBUTION AND WAREHOUSING CENTRE'S & PURCHASE OF CORPORATE OFFICE

Our Company shall to utilize Rs. 450.00 Lakhs, i.e., 17.44% of the Net Proceeds in the following manner:

Sr. No.	Particulars	Amount (Rs. In Lakhs) @
1.	Purchase of Corporate Office (on ownership)	250.00
1.1	Furniture and Fixtures in Corporate office	50.00
2.	Distribution and Warehousing Centre's: Our Company has identified 1 centre at each at following locations to set up its distribution and warehousing centre: a) Bhiwandi, Maharashtra; b) Chennai, Tamil Nadu; c) Ahmedabad, Gujarat; and d) Delhi	150.00
	<b>Total</b>	<b>450.00</b>

@ please note that the cost mentioned is an estimate quotation as obtained from the respective parties and excludes GST, interest rate and inflation cost.

### Purchase of Corporate Office:

Our Management shall set up corporate office in Mumbai having a build up area 1,000 sq. ft. However, as on the date of filing this Prospectus, our management is in progress of identifying the location within Mumbai and confirms that the location shall be finalized by March 2020. Our company and management also confirms that as on the date of filing this Prospectus, it has not entered into any definitive agreements \ MOU with premise owner or broker.

The details break-up for fund utilization for setting up the Corporate Office is as follows:

Sr. No.	Particulars	Amount (Rs. In Lakhs) @
1.	Approximate cost payable on purchase of 1,000 sq. ft. in Mumbai	200.00
2.	Approximate cost payable on Stamp Duty	12.00
3.	Any other cost payable on purchase of premises	38.00
4.	Approximate Furniture and Fixtures and other expenses	50.00
	<b>Total</b>	<b>300.00</b>

@ please note that the cost mentioned is an estimate quotation as obtained from the respective parties and excludes GST, interest rate and inflation cost.

### Distribution and Warehousing Centre's

Our Management has identifies 4 locations to set up its Distribution and Warehousing Centre's within India. The identified 4 locations are: a) Bhiwandi, Maharashtra; b) Chennai, Tamil Nadu; c) Ahmedabad, Gujarat; and d) Delhi.

Within each of these locations, our company shall have 1 Distribution centre and 1 Warehousing centre. These centre' will be on lease basis and shall act as a centre point for storage of our Pharmaceuticals and speciality chemicals products and for distribution within western, southern and northern parts of India.



However, as on the date of filing this Prospectus, our management is in progress of identifying the specific location within each of the identified 4 locations as mentioned above. Our Management confirms that it shall finalized the specific location within each of the identified 4 locations by April, 2020, June, 2020, July, 2020 and July, 2020, respectively. Further, Our company and management also confirms that as on the date of filing this Prospectus, it has not entered into any definitive agreements \ MOU with premise owner or broker.

The details break-up for fund utilization for setting up the Distribution and Warehousing Centre's is as follows:

(Rs. In Lakhs)			
Sr. No.	Particulars	Per centre cost @	Total cost for setting up all each centre in all 4 locations @
1.	Approximate Lease Deposit and rent Payable	1.25	5.00
2.	Approximate Furniture and Fixtures and other expenses	36.25	145.00
	<b>Total</b>	<b>37.50</b>	<b>150.00</b>

@ please note that the cost mentioned is an estimate quotation as obtained from the respective parties and excludes GST, interest rate and inflation cost.

### III. ADDITIONAL WORKING CAPITAL

The Company's business is working capital intensive and the Company avails majority of its working capital requirement in the ordinary course of its business from its internal accruals, unsecured loan and through Bank Finance. As on March 31, 2019 the Company's net working capital consisted of Rs. 2,381.65 Lakhs.

Considering the existing and future growth of our Company, the total working capital needs of our Company, as assessed based on the internal workings by our Management is expected to reach 3110.00 Lakhs for FY 2019-2020.

As of the date of this Prospectus, the company meets its working capital facility through internal accruals, short term loans, unsecured loans from Promoters, Directors and relatives etc. and cash credit facilities from banks. Keeping in mind, the continuous growth of the business and growing demand of Pharma and Speciality Chemical products, we require additional working capital primarily for financing the various project, work in progress in these two business verticals in the long run.

*Basis of estimation of working capital requirement and estimated working capital requirement:*

(Rs. In Lakhs)				
Particulars	2016-17 (Audited)	2017-18 (Audited)	2018-19 (Audited)	2019-20 (Estimated)
<b>Current Assets</b>				
Inventories	336.35	666.78	1,041.08	1,600.00
Cash and Cash Equivalents	80.69	11.33	355.93	45.00
Trade Receivables	1,391.25	1,721.33	2,591.33	3,200.00
Short-term Loan and Advances	-	-	-	-
Other Current Asset	5.35	74.76	85.12	100.00
<b>TOTAL CURRENT ASSETS (A)</b>	<b>1,813.65</b>	<b>2,474.19</b>	<b>4,073.45</b>	<b>4,945.00</b>
<b>Current Liabilities</b>				
Other Current Liabilities	-	24.93	10.66	35.00
Trade Payables	1,071.37	1,152.07	1,600.78	1,700.00
Short-term Provisions	23.48	36.27	80.37	100.00
<b>TOTAL CURRENT LIABILITIES (B)</b>	<b>1,094.84</b>	<b>1,213.28</b>	<b>1,691.80</b>	<b>1,835.00</b>
<b>TOTAL WORKING CAPITAL REQUIREMENTS (A-B)</b>	<b>718.80</b>	<b>1,260.91</b>	<b>2,381.65</b>	<b>3,110.00</b>
<b>Funding Pattern:</b>				
Working Capital Facilities from Banks- CC Limits	336.42	752.08	1,001.71	1,100.00
Internal Accruals & Equity	382.38	508.84	1,379.94	1,485.00
<b>Issue Proceeds</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>525.00</b>

*Assumptions for Working Capital Cycle*



Particulars	Number of days outstanding or holding level			
	2016-17 (Audited)	2017-18 (Audited)	2018-19 (Audited)	2019-20 (Estimated)
<b>Current Assets</b>				
<b>Inventories</b>				
Finished Goods	22	27	27	32
Trades Receivables	90	70	69	64
<b>Current Liabilities other than short-term borrowings</b>	2	3	3	3
Trade Payables	71	48	45	41

Note: While the trade receivables, is in terms of number of days of 'Sales', the other parameters namely inventories and current liabilities other than short-term borrowings are in terms number of days of 'cost of sales'.

#### ***Basis of estimation of working capital requirement***

Particulars	No. of Days	
Inventory: Material & Finished Stock	32	Inventories expected for March 31, 2020 has been estimated based on inventory turnover days i.e. 32 days
Debtors	64	Trade Receivables expected for March 31, 2020 has been estimated based on inventory turnover days i.e. 64 Days
Creditors	41	Trade Payables for March 31, 2020 has been estimated based on inventory turnover days i.e. 41 Days

#### **IV. GENERAL CORPORATE EXPENSES**

Our management, in accordance with the policies of our Board, will deploy Rs. 280.00 Lakhs from Net Proceeds towards the general corporate expenses to drive our business growth.

In accordance with the policies set up by our Board, we have flexibility in utilizing the remaining Net Proceeds not exceeding 25% of the amount raised by our Company through this Issue, for general corporate purpose including but not restricted to, meeting operating expenses, branding, promotion, advertisements and meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

Further, our management confirms that

- any issue related expenses shall not be considered as a part of General Corporate Purpose; and
- the amount deployed towards general corporate expense, as mentioned above in this Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

#### **V. TO MEET THE EXPENSES OF THE ISSUE**

The total expenses of the Issue are estimated to be approximately Rs. 75.00 Lakhs which is 2.91%. The expenses of this include, among others, underwriting and management fees, printing and distribution expenses, advertisement expenses, legal fees and listing fees. The estimated Issue expenses are as follows:

(Rs. In Lakhs)		
Sr. No.	Particulars	Amount @
1.	Lead Manger Fees including Underwriting Commission	18.00
2.	Market Making Charges for first year of Listing	3.50
3.	Fees Payable to Registrar to the Issue	0.75
4.	Fees Payable to Advertising and Marketing Expenses	35.00
5.	Fees Payable to Regulators including Stock Exchanges	1.50
6.	Payment for Printing & Stationery, Distribution, Postage, etc	2.00
7.	Others (Fees Payable to Peer Review Auditor, Fees to Legal Advisors, Marketing Expenses, Brokerage, Processing Fees for Application and Miscellaneous Expenses)	14.25
	<b>Total</b>	<b>75.00</b>

@ please note that the cost mentioned is an estimate quotation as obtained from the respective parties and excludes GST, interest rate and inflation cost.

**Note:**



- 1. Up to May 27, 2019, Our Company has deployed/incurred expense of Rs. 5.00 Lakhs towards Issue Expenses out of internal accruals duly certified by Statutory Auditor M/s. NSGT & Associates., Chartered Accountants vide its certificate dated May 29, 2019.*
- 2. All expenses incurred towards aforesaid issue related expenses will be reimburse/recouped out of the gross proceeds of the issue.*

### **Bridge Financing Facilities**

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

### **Appraisal by Appraising Agency**

The fund requirements and deployment is based on internal management estimates and has not been appraised by any banks or financial institutions.

### **Interim Use of Funds**

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act, 1934, as amended from time to time. Such deposits will be approved by our management from time to time.

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

### **Monitoring of Issue Proceeds**

As the size of the Fresh Issue does not exceed Rs. 10,000 Lakhs, in terms of Regulation 262 of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and the management will monitor the utilization of the Net Proceeds through its audit committee.

Pursuant to 32 of the SEBI (LODR) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Prospectus.

### **Variation in Objects**

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

### **Other Confirmations**

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoter, Promoter Group, our Directors, Associates, Key Management Personnel or Group Companies, except as may be required in the normal course of business and in compliance with the applicable law.



## BASIS FOR ISSUE PRICE

The Issue Price is determined by our Company in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is Rs. 10 and Issue Price is Rs. 75.00/- per Equity Share and is 7.5 times the face value.

The financial data presented in this section are based on our Company's restated financial statements. Investors should also refer to the sections titled '**Risk Factors**', '**Our Business**' and '**Financial Statements**' on page nos. 24, 118 and 186, respectively, of this Prospectus to get a more informed view before making the investment decision.

### QUALITATIVE FACTORS

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

- Experienced Promoters and Management Team
- Scalable Business Model
- Wide and diverse range of product offerings
- Strategic Location of Manufacturing Units
- Strong sales, marketing and distribution capabilities

For details of Qualitative factors please refer to the paragraph '**Our Competitive Strengths**' in the chapter titled '**Business Overview**' beginning on page no. 118 of this Prospectus.

### QUANTITATIVE FACTORS

Our Company was incorporated on July 23, 2008. Therefore the information presented below relating to the Company is based on the restated financial statements of the Company for Financial Years ending March 31, 2019, 2018 and 2017 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

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

Period	Basic and Diluted EPS (In Rs.)	Weights
FY 2016-17	1.62	1
FY 2017-18	2.90	2
FY 2018-19	2.79	3
<b>Weighted Average</b>	<b>2.63</b>	

#### Notes:

- (i) The figures disclosed above are based on the restated financial statements of the Company.
- (ii) The face value of each Equity Share is Rs. 10.00.
- (iii) Earnings per Share has been calculated in accordance with Accounting Standard 20 – "Earnings per Share" issued by the Institute of Chartered Accountants of India.
- (iv) The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure 04 on page no.193.
- (v) Basic Earnings per share = Net profit/ (loss) after tax, as restated attributable to equity shareholders /Weighted average number of shares outstanding during the year/ period.
- (vi) Diluted Earnings per share = Net profit after tax, as restated / Weighted average number of diluted equity shares outstanding during the year/ period.
- (vii) Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. [(EPS x Weight) for each fiscal] / [Total of weights].

#### 2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 75:

Particulars	P/E at the Issue Price of Rs. 75:
Based on the Basic and Diluted FY 2018-19	26.88
Based on the Weighted Average Basic and Diluted EPS	28.50
<b>Industry P/E</b>	
Highest (Strides Pharma Science Ltd)	210.30
Lowest (Vivimed Labs Limited)	2.50
Average	106.40

Note:



(i) Source for industry P/E: Capital Market, Vol. XXXIII/26; Feb11-24, 2019.

(ii) P/E Ratio = Issue Price/ EPS

3. **Average Return on Net Worth (RoNW):**

Period	Return on Net Worth (%)	Weights
As on March 31, 2017	4.87	1
As on March 31, 2018	8.66	2
As on March 31, 2019	12.53	3
<b>Weighted Average</b>	<b>9.96</b>	

Note:

(i) The RONW has been computed by dividing net profit after tax(excluding exceptional income, if any) as restated, by Net Worth (excluding revaluation reserve, if any) as at the end of the year/ period excluding miscellaneous expenditure to the extent not written off.

(ii) Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. [(RoNW x Weight) for each fiscal] / [Total of weights].

4. **Net Asset Value (NAV) per Equity Share:**

Particulars	NAV (in Rs.)
As on March 31, 2019	19.63
NAV after the Issue	34.30
Issue Price	75.00

Note:

- NAV per Equity Share will be calculated as net worth divided by number of equity shares outstanding at the end of the year.

5. **Comparison of Accounting Ratios with Peer Group Companies:**

Sr. No.	Particulars	Face Value (In Rs.)	EPS (In Rs.)	P/E Ratio	RONW (%)	NAV (In Rs.)
1.	<b>Sudarshan Pharma Industries Limited</b>	<b>10.00</b>	<b>2.79</b> <sup>1</sup>	<b>26.88</b> <sup>2</sup>	<b>12.53</b> <sup>1</sup>	<b>19.63</b>
2.	Alembic Limited	2.00	1.50	24.10	11.40	13.20
3.	Shilpa Medicare Limited	1.00	11.70	29.90	9.20	142.40
4.	TTK Healthcare Limited	10.00	12.90	36.90	9.50	166.20
5.	Biocon Limited	5.00	5.60	57.60	6.70	95.10
6.	Torrent Pharmaceuticals Limited	5.00	37.80	38.10	14.30	279.80

Notes:

(i) Source: Capital Market, Vol. XXXIII/26; Feb11-24, 2019

(ii) <sup>1</sup> Based on March 31, 2019 restated financial statement (non-annualized)

(iii) <sup>2</sup> Price Earning (P/E) Ratio in relation to the Issue Price of Rs. 75/-.

(iv) The peer group identified is broadly based on the different product lines that we are into, but their scale of operations is not necessarily comparable to us.

(v) Considering the nature and size of business of the Company, the peer is not strictly comparable. However, the same has been included for broad comparison.

6. The face value of Equity Shares of our Company is Rs. 10 per Equity Share and the Issue Price of Rs. 75/- per Equity Share is 7.5 times the face value.
7. The Issue Price of Rs. 75 is determined by our Company in consultation with the Lead Manager and is justified based on the above accounting ratios. For further details, please refer to the section titled '**Risk Factors**', and chapters titled '**Business Overview**' and '**Restated Financial Statement**' beginning on page no. 24, 118 and 186, respectively of this Prospectus.



## STATEMENT OF TAX BENEFITS

To,  
The Board of Directors,  
**Sudarshan Pharma Industries Limited**  
301, 3rd Floor, Aura Biplax, Above Kalyan Jewellers,  
S V Road, Borivali (West), Mumbai – 400 092,  
Maharashtra, India

**Sub: Statement of possible special tax benefits (“the Statement”) available to Sudarshan Pharma Industries Limited (“the Company”) and its shareholders is prepared in accordance with the requirements in Point No. 9 (L) of Part A of Schedule VI of the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended (“the Regulations”)**

**Ref.: Proposed Public Issue of 34,40,000 Equity Shares of face value of Rs. 10.00 each for cash at a price of Rs. 75.00 (Including Share Premium of Rs. 65.00/- per Equity Share) per Equity Share aggregating Rs. 2580.00 Lakhs through the fixed price route**

Dear Sir/Madam,

We hereby report that this certificate along with the annexure (hereinafter referred to as “**The Statement**”) states the possible special tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 (‘IT Act’) (read with Income Tax Rules, Circulars and Notifications) as amended by the Finance Act, 2019 (i.e. applicable to F.Y. 2019-20 relevant to A.Y. 2020-21) (hereinafter referred to as the “IT Regulations”) and under the Goods And Service Tax Act, 2017 (read with Goods And Service Tax [GST] Rules, Circulars and Notifications), presently in force in India. The Statement has been prepared by the management of the Company in connection with the proposed Public Issue, which we have initialed for identification purposes only.

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the said relevant provisions of the tax laws and regulations applicable to the Company. Hence, the ability of the Company or its shareholders to derive the special tax benefits, if any, is dependent upon fulfilling such conditions which based on business imperatives which the Company may or may not choose to fulfill or face in the future.

The benefits discussed in the enclosed annexure cover only special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company or its shareholders. Further, the preparation of enclosed statement and the contents stated therein is not exhaustive and is the responsibility of the Company’s management. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. A shareholder is advised to consult his/her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed public issue, particularly in view of ever changing tax laws in India. Further, we give no assurance that the income tax authorities/ other indirect tax authorities/courts will concur with our views expressed herein.

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

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

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

Our views are based on facts indicated to us, the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any such events subsequent, which may have a material effect on the discussions herein. Our views are exclusively for the limited use of the captioned Company in connection with its proposed public issue referred to herein above and shall not, without our prior written consent, be disclosed to any other person.

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



This certificate along with the annexure is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

**Yours faithfully,**

**For NGST & Associates**

**Chartered Accountants**

**Firm Registration No.: 135159W**

**Bhupendra S Gandhi**

**Membership No.122296**

**Partner**

**Place: Mumbai**

**Date: May 29, 2019**



## **ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS**

Outlined below are the possible special tax benefits available to the Company and its shareholders under the current direct tax laws in India for the Financial Year 2019-20. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

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

### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

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

### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDERS**

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

#### **Notes:**

- 1) All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
- 2) The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
- 3) The above statement of possible special tax benefits are as per the current direct tax laws relevant for the F.Y. 2019-20 relevant to A.Y. 2020-21.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the offer document.



## SECTION VIII – ABOUT US

### INDUSTRY OVERVIEW

*The information in this section has not been independently verified by us or any other person connected with the Issue or by any of our or their respective affiliates or advisors. This section also includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. The data may have been re-classified by us for the purposes of presentation. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Accordingly, investment decisions should not be based on such information. Further, the Investors should read the entire Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements” and related notes beginning on page no. 24 and 186 respectively of this Prospectus before deciding to invest in our Equity Shares.*

The chemicals industry can be classified based on various parameters such as value addition (basic/specialty), end-use (water treatment/construction/agrochemicals), process (batch/continuous), etc. If we focus on value addition, the chemicals industry can be classified into two broad segments -basic and specialty.

Basic chemicals are generally high-volume and low-value products that are sold to other industries for further processing. Typically, basic chemicals are more likely to be manufactured in continuous process plants and there is no major product differentiation among several manufacturers. Sales of basic chemicals are primarily driven by price.

On the other hand, specialty chemicals are low-volume and high-value products sold on the basis of their quality or utility, rather than composition. Thus, they may be used primarily as additives or to provide a specific attribute to the end product.

Specialty chemicals are more likely to be prepared and processed in batches. The focus is on value addition to the end-product and the properties or technical specifications of the chemical. Specialty chemicals are an important group, but classifying a particular chemical as ‘basic’ or ‘specialty’ has been somewhat contentious.

Source: <https://www.jmfl.com/docs/default-source/default-document-library/indian-specialty-chemicals---growth-catalysts.pdf?sfvrsn=0>

**Specialty Chemicals** are a group of “relatively high value low volume chemicals, known for its end use performance enhancing applications”. They are recognized for “what they do” rather than “what they are” as in the case of Basic Chemicals. They provide “solutions “to customer applications, are knowledge based and known to deliver much more returns as compared to Basic chemicals. The critical success in this industry depends upon understanding customer’s needs and product/application development to meet the same at a favorable price-performance ratio.

Source: <https://www.maiervidorno.com/glimpse-indian-specialty-chemicals-industry/>

Specialty chemicals are mainly used to add value to the finished product, they are primarily sold on a B2B basis. Specialty chemicals can be further divided into various sub-segments on the basis of end-use and application. In this report, we have classified specialty chemicals into ten sub-segments. These sub-segments are **1) Agrochemicals, 2) Colourants, 3) Construction chemicals, 4) Flavours & Fragrances, 5) Paints & Coatings, 6) Personal care, 7) Polymer additives, 8) Surfactants, 9) Textile chemicals and 10) Water treatment chemicals.**

Source: <https://www.jmfl.com/docs/default-source/default-document-library/indian-specialty-chemicals---growth-catalysts.pdf?sfvrsn=0>

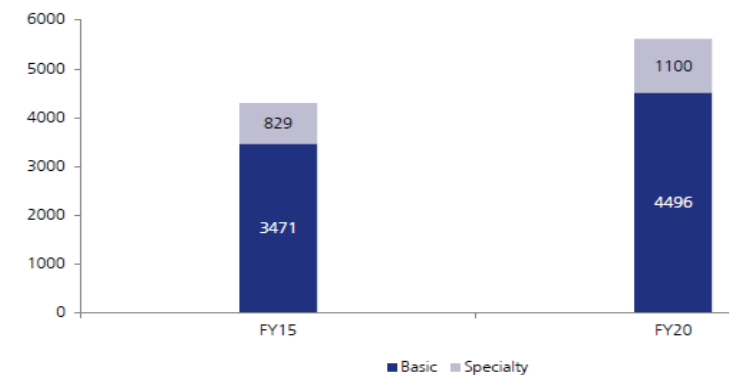
**An overview of the global specialty chemicals industry**



Globally, the chemical industry recorded sales of c.USD 4.3trn in FY15, of which specialty chemicals (including agrochemicals) recorded sales of c.USD 829bn (or c.20% of the global chemical industry sales). Industry estimates indicate that the chemical industry could record a CAGR of c.5.4% to reach c.USD 5.6trn by end- FY20, while specialty chemicals could grow at a slightly faster rate, recording c.5.8% CAGR to reach USD 1.1trn by end -FY20.

Source: <https://www.jmfl.com/docs/default-source/default-document-library/indian-specialty-chemicals---growth-catalysts.pdf?sfvrsn=0>

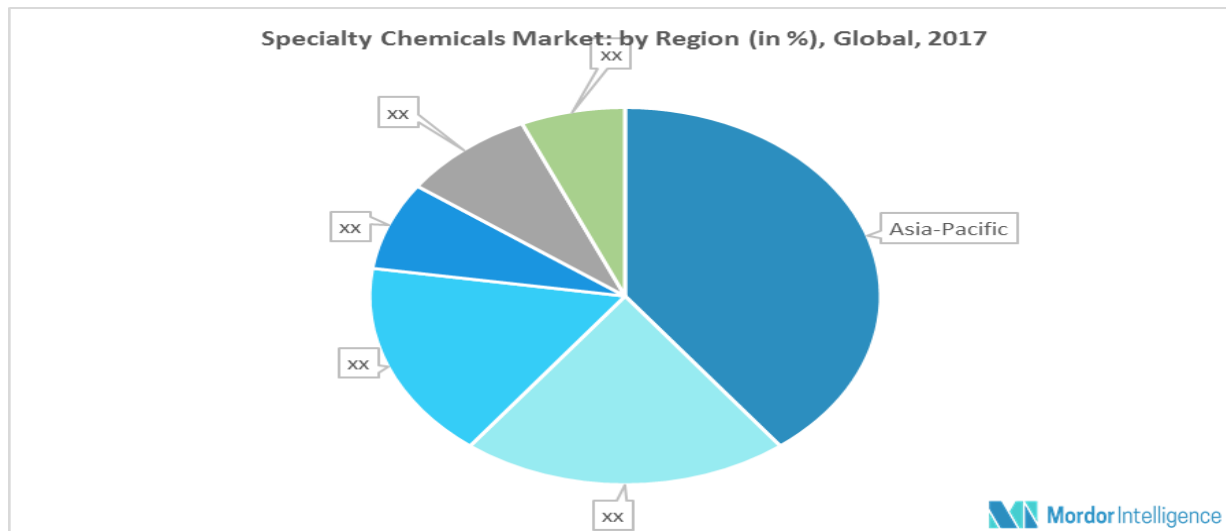
**Exhibit 3. Global basic and specialty chemicals market size (USD bn)**



Source: TSMG-FCCL, Global Market Insights, JM Financial

Asia-Pacific had the highest market share of around 42% of global specialty chemicals market in 2017. The electronics market of Asia-Pacific has experienced a surge in the recent past with innovations and advanced technology implementations, driving the specialty chemicals market in the region. The major sealants manufacturing companies have their manufacturing plants in China, which accounts for 59% of the Asia-Pacific region. All the above factors, when added up with high development in manufacturing and construction industry, helps the Asia-Pacific region to dominate the market, as these are major consumers of specialty chemicals.

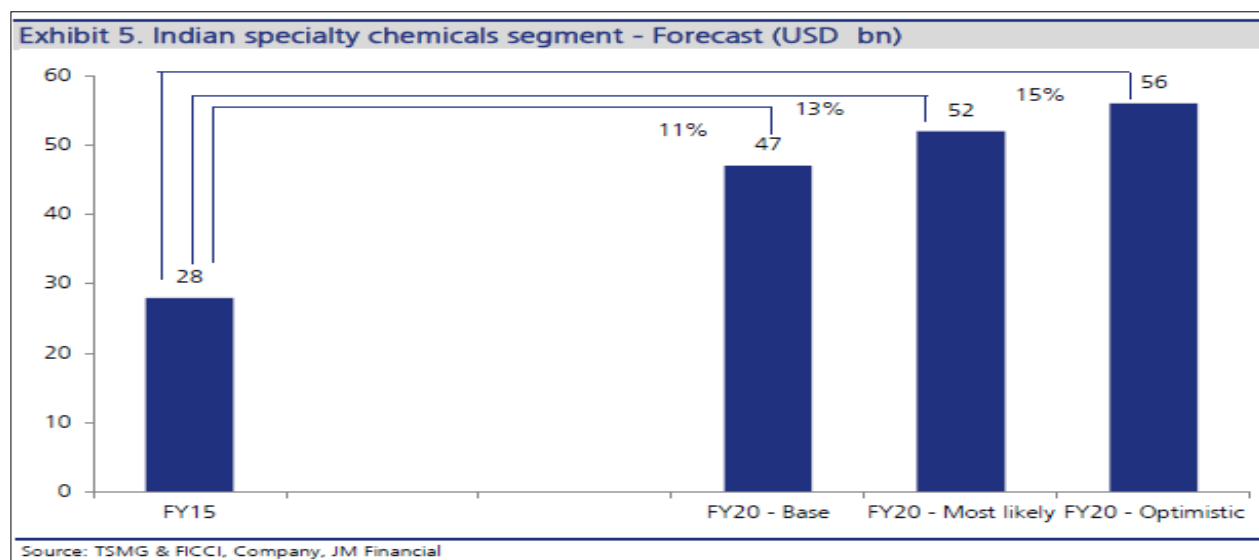
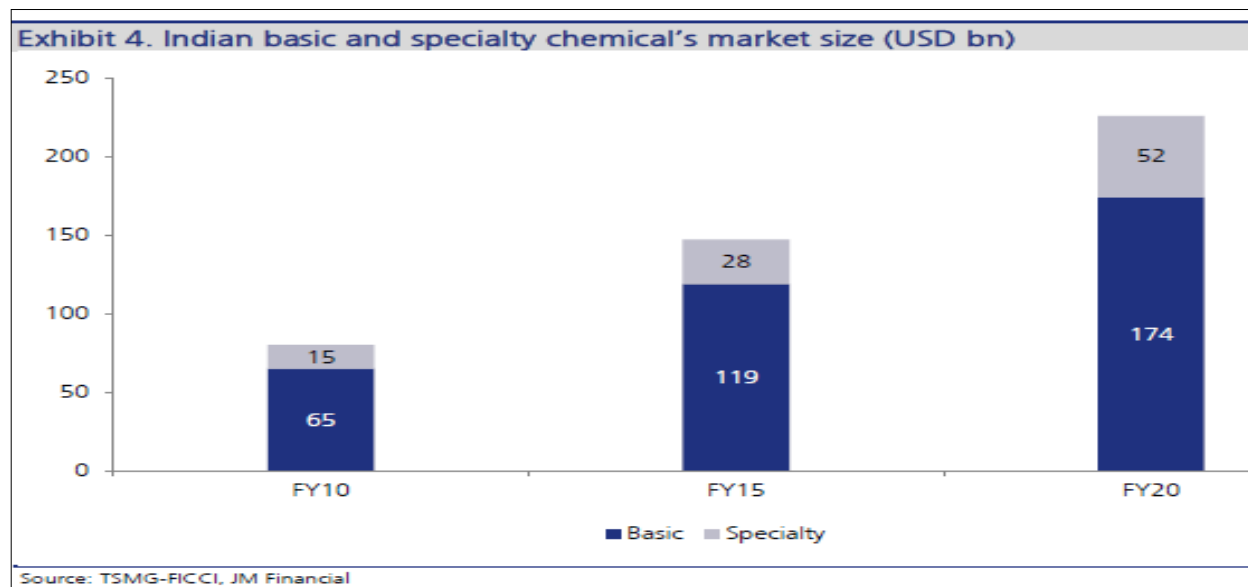
Source: <https://www.mordorintelligence.com/industry-reports/specialty-chemicals-market>



## An overview of the Indian specialty chemicals industry



In FY15, Indian chemical industry's revenue was c.USD 147bn, implying a less-than-4% share of the global chemical industry (c. USD 4.3trn). This is despite strong CAGR of c.13% during FY10-FY15. The Indian specialty chemicals industry at c.USD 28bn (Exhibit 4) accounted for c.3.4% of the global specialty chemicals industry and c.20% of the Indian chemical industry in FY15. The Indian specialty chemicals industry reported annual growth of 14% during FY10-FY15 implying that growth in specialty chemicals was slightly stronger than growth in the overall chemicals industry.

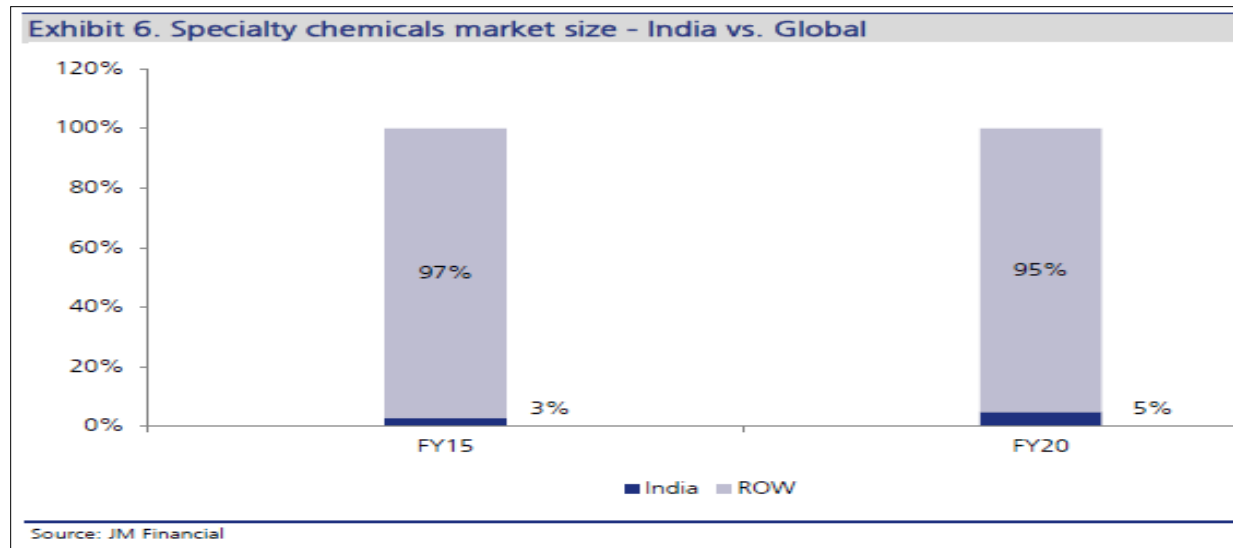


According to TSMG-FICCI, specialty chemicals industry could grow c.13% per annum during FY15-FY20 (on the back of increasing consumption and high growth in end-use industries), leading to a market size of c.USD 52bn by 2020. If India's specialty chemicals industry grows at 13% as estimated above, against the global growth rate of c.6%, India's share in the specialty chemicals global market could increase to c.5% by end-FY20 from c.3.4% in FY15.

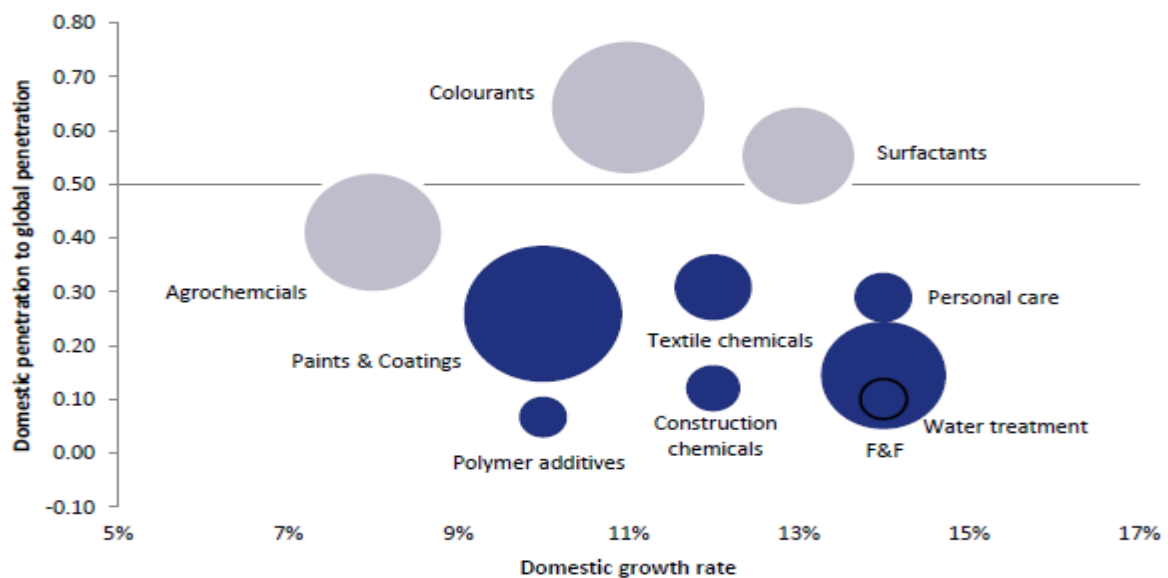
Among specialty chemicals sub-segments, water treatment, polymer additives, flavours & fragrances and construction chemicals have a lower penetration ratio (<0.15). With increased focus on improving the quality of construction, per capita consumption of specialty chemicals in India could grow faster than the industry rate. Thus, a rapidly expanding end-use industry, coupled with low penetration, would help specialty chemicals grow faster than the end-use industry.



Source: <https://www.maiervidorno.com/glimpse-indian-specialty-chemicals-industry/>



**Exhibit 13. Penetration ratio of Indian specialty chemicals**



Source: Industry, Company, JM Financial

### Growth drivers for the specialty chemicals industry

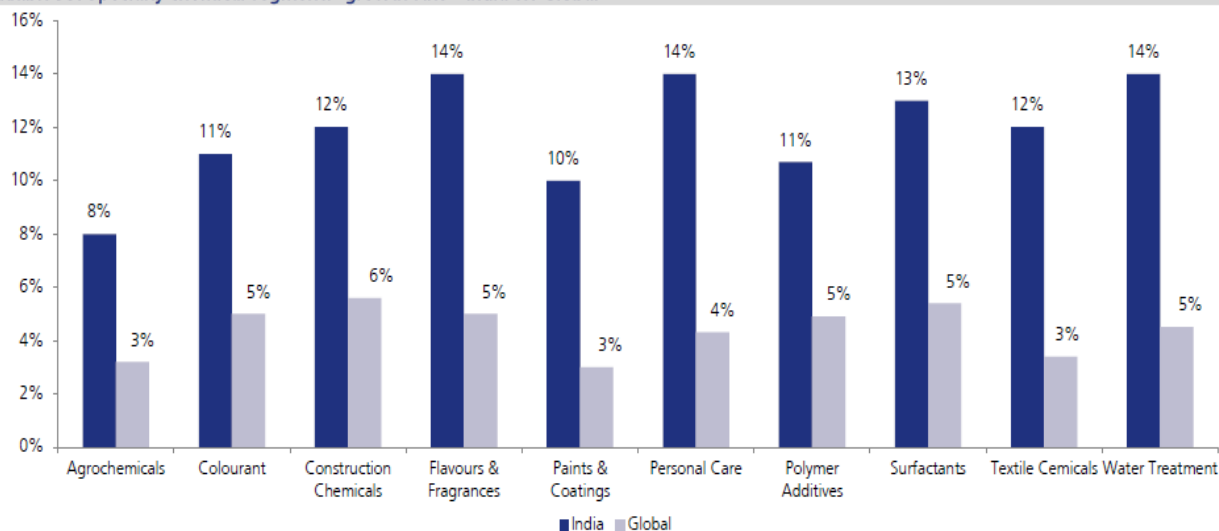
- 1) Domestic availability of raw material at competitive prices,
- 2) Strong demand growth in the consumer industry and a domestic industry that supports 'premiumisation' of products,



- 3) Competitive cost of manufacturing,
- 4) Investment in R&D and
- 5) An ecosystem to support industry and innovation.

The Indian specialty chemicals market is smaller than global peers' in most of the subsegments. However, in some sub-segments (such as agrochemicals, colourants, paints & coatings) India accounts of 5%-10% of the respective global market sizes. India is also one of the largest exporting countries for agrochemicals and colourants, and has significantly boosted its market share over the years. Exhibit 33 illustrates the expected growth rate comparison of the domestic vs. global specialty chemicals segments.

**Exhibit 33. Specialty chemical segments' growth rate - India vs. Global**



Source: Global Market Insights, Industry, JM Financial, Company

Exhibit 34 indicates the major drivers that would boost growth rates in the specialty chemicals segment. Apart from the key drivers mentioned above, other notable factors common to most of the segments are increasing urbanisation, increasing per capita income, growing middle class population (NCAER projected 267 million mid-income population in 2016 vs. 50 million in 2005), lower penetration ratio, increasing consumerism and premiumisation. However, there are other specific factors driving these segments. For instance, agrochemicals' growth rate will also be affected by volatile weather (including the El Nino phenomenon and prolonged weak rainfall) as well as low agri-commodity prices.



**Exhibit 34. Specialty segments growth rate – An Analysis**

Segments	Growth rate (FY10-15)	Key Drivers - growth	Drivers - growth rate (FY10-15)	Drivers - Multiple (x)	Estimated growth rate (FY15-20)	Exp. growth rate over FY15-FY20 (driver multiple)	Expected Growth rate (FY15-20)
Agrochemicals	9%	GDP	6.8%	1.32x	7.3%	10%	8%
		Exports demand	12%	0.75x	9%	7%	
		Food demand	8%	1.13x	9%	10%	
Colourant	10%	GDP	6.8%	1.47x	7.3%	11%	11%
		Textile industry	7%	1.43x	8.7%	12%	
		Paints and coatings	12.9%	0.78x	12%	9%	
		Global colorants	4.2%	2.38x	5%	12%	
Construction Chemicals	14%	GDP	6.8%	2.06x	7.3%	15%	12%
		Real estate	10%	1.4x	11.2%	15.7%	
Flavours & Fragrances	10.2%	GDP	6.8%	1.5x	7.3%	11%	14%
		Packaged food	15.6%	0.65x	16%	10%	
		Beauty & personal Care sector	13%	0.78x	16%	13%	
		Toiletries & Household care	14%	0.73x	17.42%	13%	
Paints & Coatings	9.3%	GDP	6.8%	1.37x	7.3%	10%	10%
		Automobile industry	5.5%	1.69x	4.9%	8%	
		Real estate	10%	0.93x	11.2%	10%	
Personal Care ingredients	11.8%	GDP	6.8%	1.74x	7.3%	13%	14%
		Beauty & personal Care sector	13%	0.91x	16%	15%	
Polymer Additives	10%	GDP	6.8%	1.47x	7.3%	11%	11%
		Consumer durables	9%	1.11x	15%	17%	
		Automobile industry	5.5%	1.8x	4.9%	9%	
		Real Estate	10%	1x	11.2%	11%	
Surfactants	11%	GDP	6.8%	1.62x	7.3%	12%	13%
		Beauty & personal Care sector	13%	0.85x	16%	14%	
		Toiletries & Household care	14%	0.79x	17.42%	14%	
Textile Chemicals	9.5%	GDP	6.8%	1.4x	7.3%	10.2%	11.55%
		Textile industry	7%	1.43x	8.7%	12%	
Water Treatment	12%	GDP	6.8%	1.76x	7.3%	13%	14%
		Urbanisation	2.37%	5.06x	2.32%	12%	
		Water & waste water Capex by industry	14.7%	0.82x	10%	8.2%	

Source: World bank, Bloomberg, FICCI-TSMG, Company, IBEF, IPA, PR News wire, CMIE, Ken research, JM Financial

Source: <https://www.jmfl.com/docs/default-source/default-document-library/indian-specialty-chemicals---growth-catalysts.pdf?sfvrsn=0>

**More End Use demand:** With increased GDP, Indian middle class household is expected to grow to 148 million by 2030 from 31 million in year 2008. Urban population is expected to increase by 275 million people by 2030, leading to a consumption led double digit growth in key market. Need for better performance products, supported by service will be the key factor. (e.g.: Clean municipal water, construction chemicals increased use).

#### End User Industry growth drivers:

Sector	Demand Driver
Paints & Coatings	Increasing urbanization, middle income households increasing, High replacement demand Increased per capita income
Textile	Increased Indian Export, Increased urbanization and higher disposal income
Construction	Current expenditure on admixtures in India is 50% of China and 25% of cost in USA
Home care	Penetrated category leading to moderate growth

#### Increased Intensity of consumption:

Compared to countries like USA or China, the current penetration of specialty chemicals is low (e.g. construction chemicals) With an increased focus, improved products and customer awareness, the use of specialty chemicals will increase (e.g. Construction Chemicals, Pesticides use in India )



**Improved Consumption Standards:**

Consumption standards are policies implemented by the government to prompt the safe use of products. These standards are necessary for both improving society's standard of living and enhancing consumer safety. With the developing economy, India has started to regulate products more stringently, strengthen consumption standards, which in turn is leading to increased consumption of specialty chemicals (e.g. solvent based paints vs. water based paints)

**INR depreciation:**

As compared to Chinese RMB (appreciated steadily in last 5 years), INR, on the other hand has depreciated by nearly 22%. This is beneficial to companies wanting to shift/start production in India.

**IPR Protection:**

Although, the IPR protection is still in its infancy, it's much stronger than many countries (e.g. China). International Property Rights index, India ranks 55 of 130 countries compared to China which ranks at 59. In legal terms also, India ranks 71 against China at 77. This makes it a better for R&D intensive, early technology lifecycle production.

**Indian Specialty Chemical Industry sub –segment:**



Sub Segment	Growth Driver	User Industry
Paints and Coatings	Has grown at 1.5-2X GDP growth rate with CAGR of 13.5% in last five years and is likely to maintain over 15%	Construction, Automotive
Specialty Polymers	Growth in plastic demands resulting from increased usage in packaging, construction and automotive	Packaging, Automotive
Construction Chemicals	Current expenditure on admixtures is very low in India as compared to other countries	Infrastructure, Real estate
Paper Chemicals	Paper industry is expected to grow at 8-10% on growing demand	Printing, Packaging
Textile Chemicals	Industry has benefited from currency depreciation and has strong growth potential	Apparel, Technical Textile
Water Chemicals	Growing urbanization has led to higher needs for water purification and treatment	Industrial water, Municipal water
Cosmetic chemical	Personal care is getting extremely sophisticated and increasing awareness and evolving consumer driven growth	Bath, Shower, Hair Care
Flavors & Fragrances	India is lagging behind but rapidly catching up	Food Processing, Personal Care
Agro Chemicals	Strong growth in CRAMS and domestic agrochemical industry as pesticide consumption is low in India	Agriculture, Exports
Home Care Surfactants	Growth is primarily driven by increased consumption	Laundry Care, Dishwashing
Colorants	Exports from India is about 80% of total consumption	Textile, Exports

The chart below has a few stringent standards which Indian have started to implement:

Industry	Potential Customer Standards in India	Comparable standards in other countries
Automotive	- Implementation on stricter emission norms - Fuel efficiency standards to improve fuel economy of vehicles	- EU has specified CO2 emission norms for cars - US CAFE standards specify minimum fuel efficiency
Construction	- Mandating energy conservation and building code guidelines - Banning mixing and production of concrete at site in urban areas	- Germany's EnEV is one of the most stringent energy conservation code - China has banned concrete site mixing in 240 cities
Water Treatment	- Re-usability norms for all types of waste Water - Shifting to pollution load –based norms from concentration –based norms	- Industries are incentivized to use Singapore's NEWater (recycled water) - US EPA sets effluent emission guidelines for each industry
Paints and Coatings	- Tighter emission norms for VOC - Mandatory use of lead free pigments	- USA has set 250gpl as limit for VOC in paints - USA has a norm of maximum 90ppm of lead in paint
Flavors and Fragrances	- Moving from negative list to positive list - Mandating the usage norms by IFRA (International Fragrance Association)	- EU has "E numbers" for food additives that has been assessed for use (Positive list) - Majority of developed world follows the IFRA guidelines

### Key Industries driving the growth of Specialty Chemicals:

#### Automotive Sector:

Indian focus of small cars is changing to midlevel cars, thereby increasing demands. Current production of automotive is growing on the average at 9-10%. The need for components, using such coatings is also increasing (current production of approx. 2million cars, 3million 2/3 wheeler, 0.3million LCV/HCV and unknown number of bicycles).

Most of global majors are present in India, therefore, related TIER I and II vendors. These companies follow norms of rest of the world, making it mandatory for others to follow. Automotive Component export is a major segment of user industry, using specialty chemicals to meet the production standards of rest of the world. International community is looking at India as a manufacturing base for reasons of manufacturing economy, knowledge of common language (English), multi directional technically skilled manpower.

#### Construction Chemicals:



Construction industry is growing at approx.16% annually, to be recognized as an industry worth US\$ 100bn by end of XII five year plan. Specialty chemicals account for only 0.4% of total construction spends as compared to a possible 1%, which is the norm in developed economies (paints, coating material, reinforcing fibers, admixtures and others). The key factor is, to have/developing products and adopting advanced coating, ceiling and reinforcing material like polyurethane base coating, silicon and polymer based re enforcing material.

#### **Water Chemicals:**

The demand for water is growing, thereby putting pressure on availability of water for irrigation, drinking and industrial use. Chemicals for conserving this resource seem to be on priority list. Recycling/conservation of water has become a must. Water treatment chemicals for reducing in-process industrial applications, to reduce BOD /COD, disinfecting water for potable purpose offers potential beyond doubts.

#### **Textile Chemicals:**

With the growth of demand, in both domestic and export market for textiles, the chemicals like dyes and pigments offer never reducing requirements.

#### **Personal Care:**

With growing affluence, Indians are able to spend more on hygiene and personal care products. Increasing demand for wide range of cosmetic chemicals, health care products and well as hygiene products using specialty chemicals , polymers and oleo chemicals. This segment's growth is expected to surpass the growth of other segments.

#### **Valuation of specialty chemical segment:**

The nature of specialty chemical industry is very complex and therefore, while valuation, this must be considered. This industry provides stable margins in stark contrast to basic chemical industry. Specialty chemicals do not go through the stringent regulatory approvals, as in case of pharma, agrochemicals or food industry but supplies critical material used in these industries. These small volume/high value products contribute a small percentage to the total cost, enjoying a high level of client's stickiness.

The sector is poised for a strong growth to both, top and bottom line, there by offering reentry opportunity.

#### **Comparative Industry Valuation:**

Parameters	Pharma	Agrochemical	Organic Chemical	Inorganic Chemical	Color Alkali	Dyes & Pigments	Specialty Chemicals
Entry Barriers	Very Strong	Very strong	Weak	Weak	Weak	Weak	Very strong
Regulatory Approvals	High	High	Low	Low	Low	Low	Low
Customer Profile	Toll manufacturing	Toll/open arrangements	Open market	Open market	Open market	Open markets to sticky customers	Toll/open arrangement
Customer Stickiness	Very high	Very high	Low	Low	Low	Moderate	Very high
Pricing	Fixed arrangements	Fixed arrangements with pass on clause	Market driven	Market driven	Market Driven	Fixed arrangements with market forces	Fixed arrangements with pass on clause
No of suppliers for same product	Limited ( 1-3) with main supplier catering to 70-80% of requirement	Limited ( 1-3) with main supplier catering to 70-80% of requirement	Many suppliers	Many suppliers	Many suppliers	Many suppliers	2-4 suppliers , key supplier catering to 80-90%

#### **Indian Government's measures to improve competitiveness:**

- Industrial Licensing has been done with in most sectors, except for a very small list of hazardous chemicals
- Approval is granted for FDI up to 100% in chemical sector



- Government is continuously reducing the list of reserved chemical items for production in small scale sector, there by assisting greater investments in technology up gradation and modernization.
- Policies have been initiated to set up integrated Petroleum, Chemicals and Petroleum Investment Regions (PCPIR). PCPIR will be an investment region, spread over 250 sq. km for manufacturing of domestic and export oriented products of petroleum, chemicals and petrochemicals.
- These initiatives are expected to attract large investments, both domestic and foreign, with requisite improvements in infrastructure and competition.

### **Strengths and Opportunities:**

This segment has immense potential for growth, driven by growing end user industry. Technology & Innovation will play a major role in growth. India has a large pool of English speaking technical man – power as well as scientists and researchers.

### **Risks and Concerns:**

**Currency Appreciations:** Significant appreciation in Indian Currency could impact growth as competitive advantages vis a vis China could decline, thereby possibly slowing down the shift of base. Some products, prices at IPP, could also have an impact on significant currency appreciation.

**Slow Down in User Industry Growth:** Slowdown in growth on user industry such as paints and coatings, specialty polymers, construction chemicals etc. could impact the overall growth for the sector.

**Slow Down in Global Growth:** Global slowdown could have an impact on the industry segment, as exports contribute substantially to the segment. Any slowdown in global growth impacting the end user industry growth will have as adverse impact on the overall growth for the sector.

**Pollution Control Norms in the company:** All companies have invested heavily on pollution control equipment meeting the pollution control norms. Any further tightening of norms by either Government or State Pollution Control Bodies will call for further investments, which may have a negative impact on the industry.

Source: <https://www.maiervidorno.com/glimpse-indian-specialty-chemicals-industry/>

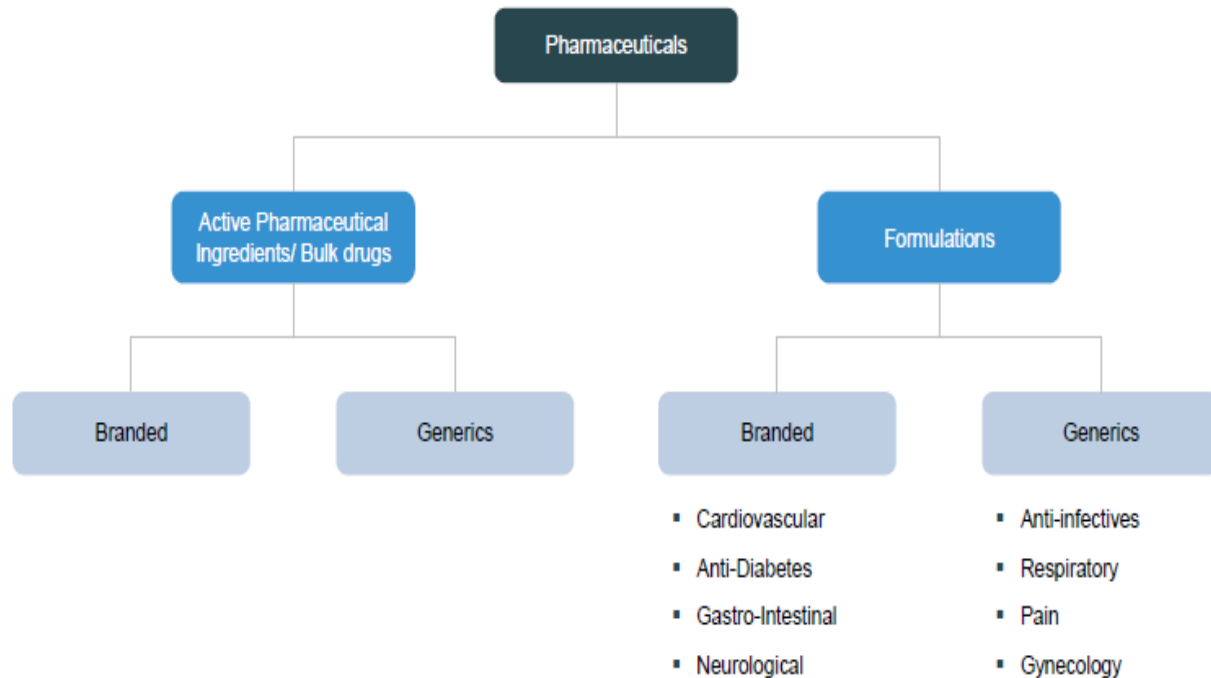
### **Introduction**

India is the largest provider of generic drugs globally. Indian pharmaceutical sector industry supplies over 50 per cent of global demand for various vaccines, 40 per cent of generic demand in the US and 25 per cent of all medicine in UK.

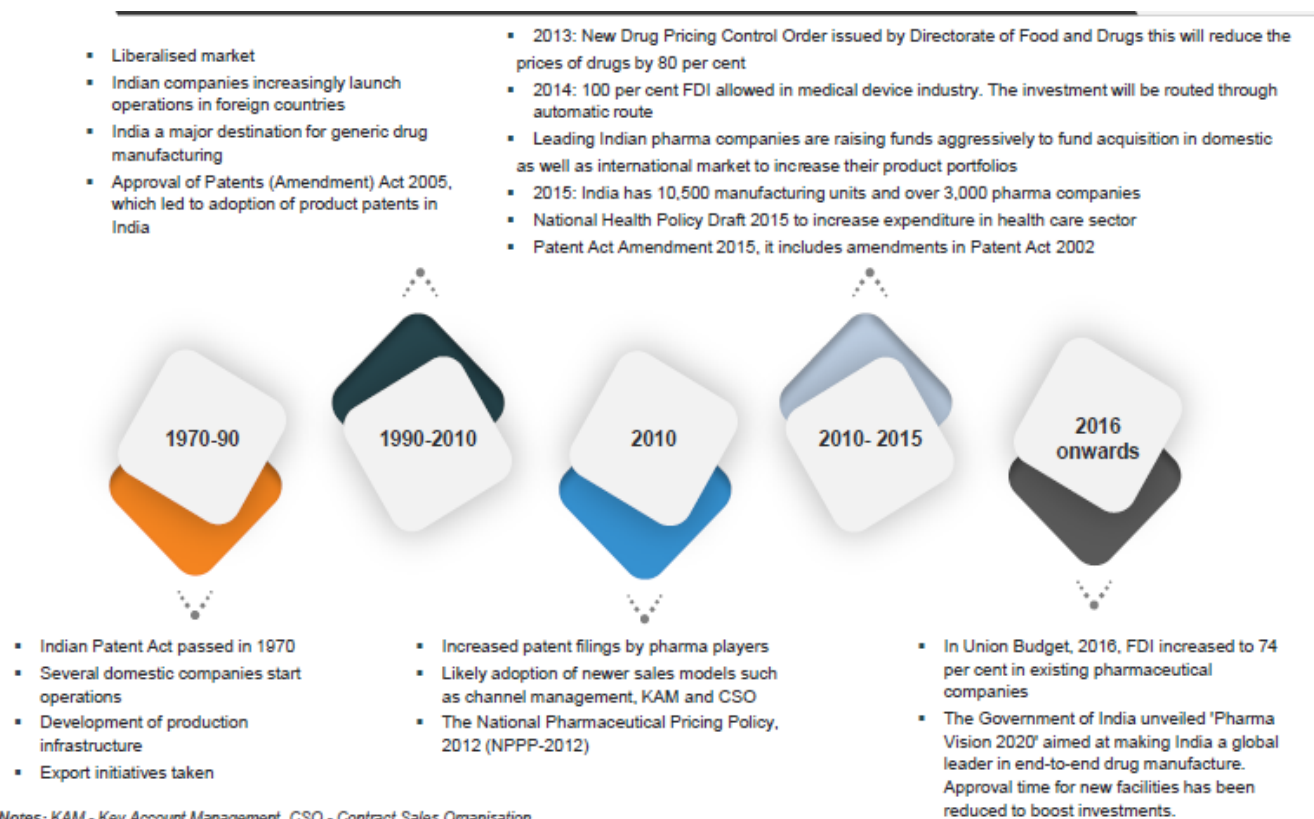
India enjoys an important position in the global pharmaceuticals sector. The country also has a large pool of scientists and engineers who have the potential to steer the industry ahead to an even higher level. Presently over 80 per cent of the antiretroviral drugs used globally to combat AIDS (Acquired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



## Structure of Pharma Sector in India

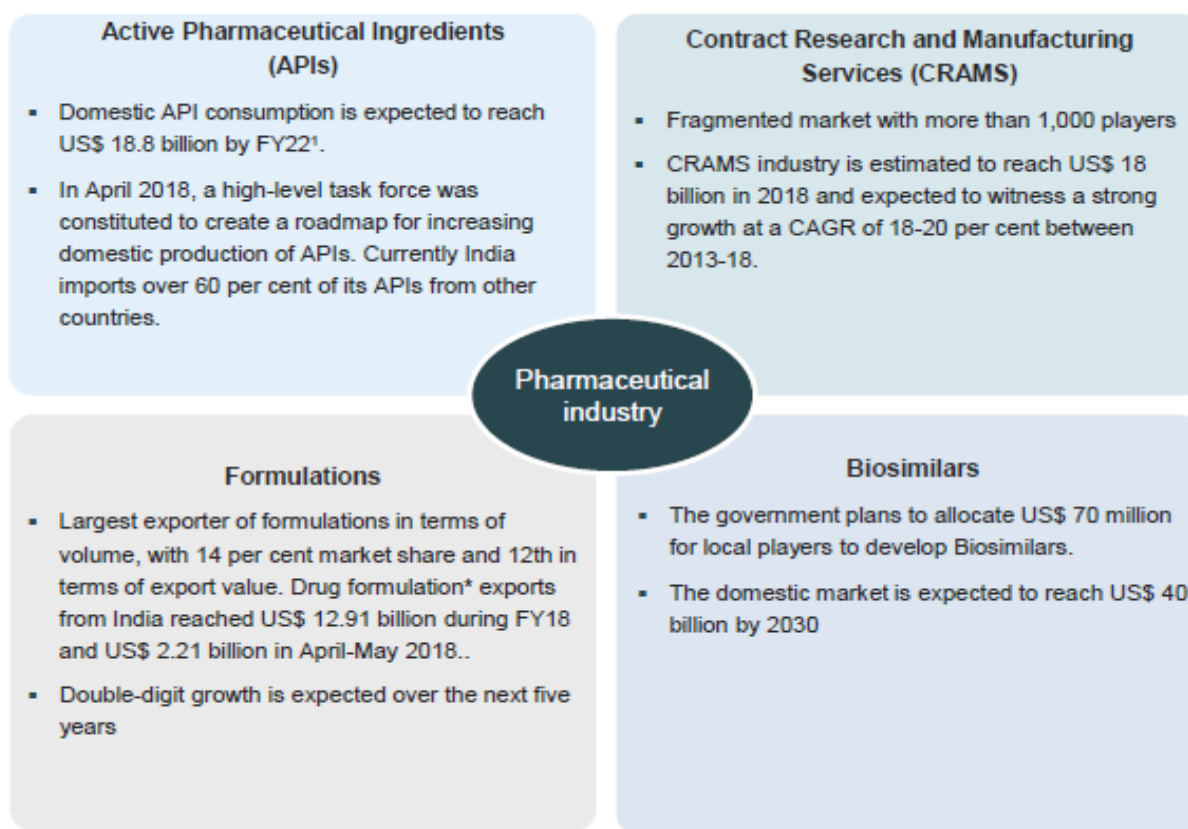


## Evolution of Indian Pharmaceutical Sector



## Important Segments in Indian Pharmaceutical Sector





## Demand Drivers

<i>Growing &amp; ageing global population</i>	<i>Growing sick population</i>	<i>Rising incidence of non-communicable &amp; infectious diseases</i>	<i>Improved access to healthcare</i>	<i>Higher affordability</i>
<ul style="list-style-type: none"> <li>In 2010, there were an estimated 6.9 billion people in the world. By 2020 the world population will be more than 7.6 billion<sup>11</sup></li> <li>By 2020, more than 13% of the population in the world will be 60 or older<sup>12</sup>.</li> </ul>	<ul style="list-style-type: none"> <li>Patients are demanding better treatment.</li> <li>Sedentary lifestyle and age are causing many illnesses.</li> </ul>	<ul style="list-style-type: none"> <li>World Health Organisation predicts that, by 2020, non-communicable diseases will account for 44 million deaths a year – 15% more than in 2010<sup>13</sup>.</li> </ul>	<ul style="list-style-type: none"> <li>More people have access to healthcare than ever before.</li> <li>Emerging economies are working hard to improve access to healthcare.</li> <li>China is on track with a 125 billion USD programme to extend health insurance cover to more than 90% of the population by the end of 2012<sup>14</sup>.</li> </ul>	<ul style="list-style-type: none"> <li>The growing middle-class population with higher disposable income is able to afford quality healthcare.</li> <li>By 2020, more than 40% of all households in China, India and Indonesia will be 'middle-class' – defined as those with annual incomes of between 5,000 and 15,000 USD<sup>15</sup>.</li> </ul>



## Market Size

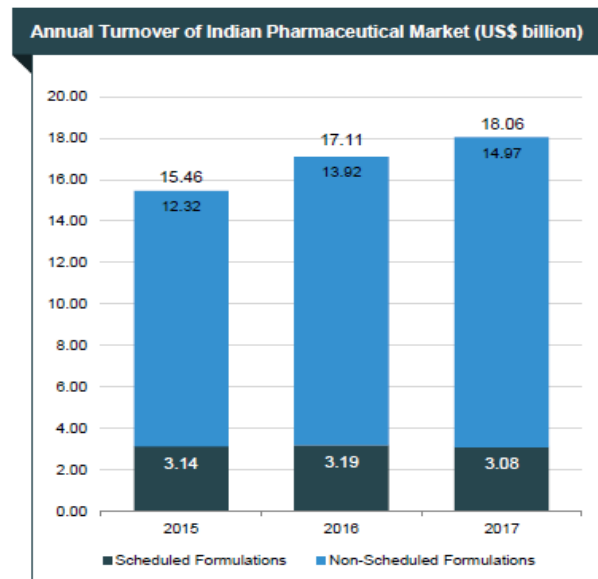
The pharmaceutical sector was valued at US\$ 33 billion in 2017. The country's pharmaceutical industry is expected to expand at a CAGR of 22.4 per cent over 2015–20 to reach US\$ 55 billion. India's pharmaceutical exports stood at US\$ 17.27 billion in 2017-18 and are expected to reach US\$ 20 billion by 2020.

Indian companies received 304 Abbreviated New Drug Application (ANDA) approvals from the US Food and Drug Administration (USFDA) in 2017. The country accounts for around 30 per cent (by volume) and about 10 per cent (value) in the US\$ 70-80 billion US generics market.

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

Indian pharmaceutical market grew 5.5 per cent in CY2017 in terms of moving annual turnover. With a turnover of Rs 1.16 trillion (US\$ 18.06 billion). In September 2018, the market grew by 12.8 per cent year-on-year with turnover of Rs 10,460 crore (US\$ 1.56 billion). Medicine spending in India is expected to increase at 9-12 per cent CAGR between 2018-22 to US\$ 26-30 billion. India's cost of production is significantly lower than that of the US and almost half of that of Europe. It gives a competitive edge to India over others.

Increase in the size of middle class households coupled with the improvement in medical infrastructure and increase in the penetration of health insurance in the country will also influence in the growth of pharmaceuticals sector.



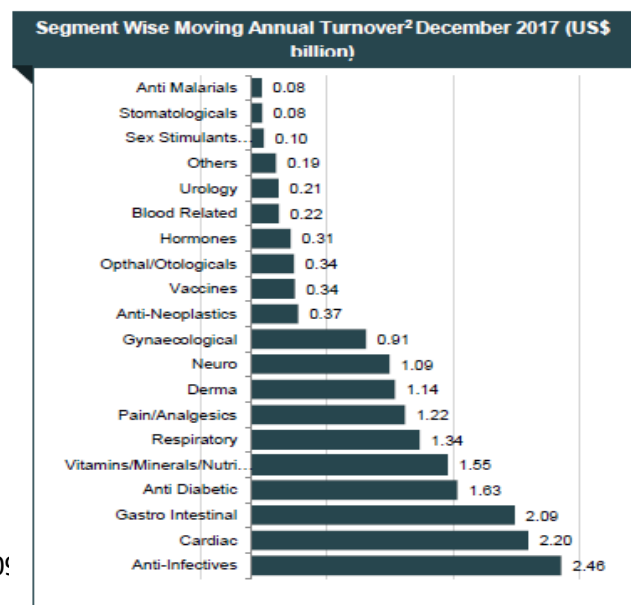
Source: <https://www.ibef.org/industry/pharmaceutical-india.aspx>;  
<https://www.ibef.org/download/Pharmaceuticals-Report-July-2018.pdf>

## The Indian Pharma Industry

The Indian pharma industry has been consistently growing at a CAGR of more than 15% over the last five years. The healthy growth reflects the inherent strengths of the industry and improving healthcare standards in the country. If this trend continues, the Indian pharma industry is likely to be one of the top 10 global markets by value by 2020.

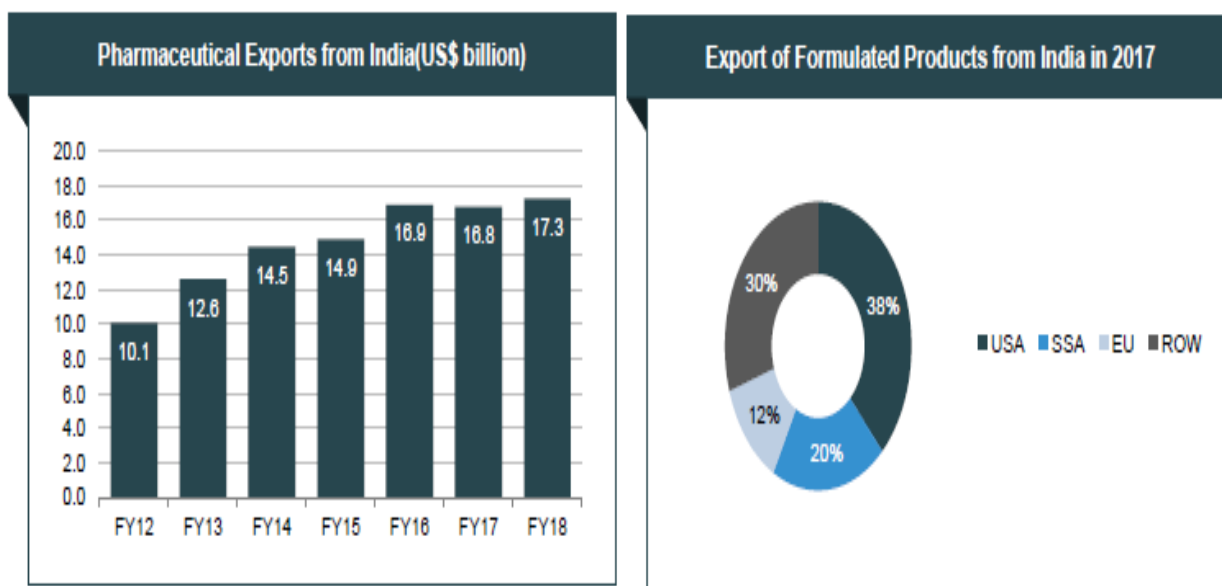
## Composition of Indian Pharma Market

With 70 per cent of market share (in terms of revenues), generic drugs form the largest segment of the Indian pharmaceutical sector. Over the Counter (OTC) medicines and patented drugs constitute 21 per cent and 9 per cent, respectively. The share of generic drugs is expected to continue increasing; domestic generic drug market is expected to reach US\$ 27.9 billion in 2020. Due to their competence in generic drugs, growth in this market offers a great opportunity for Indian firms. Based on moving annual turnover, Anti-infectives, Cardiac, Gastro Intestinal had the biggest market share in the Indian pharma market in 2017.





## Pharma Export to Continue Witnessing Positive Growth



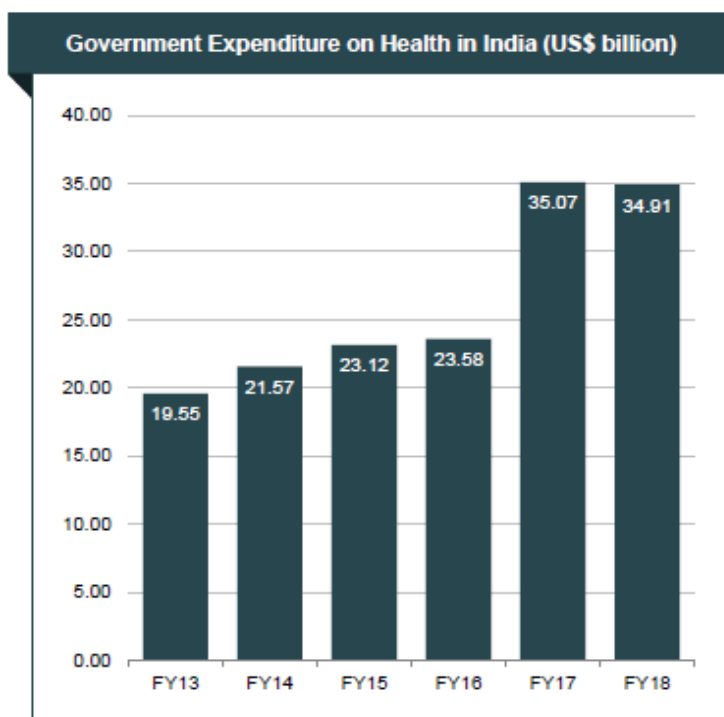
India is the world's largest provider of generic medicines; the country's generic drugs account for 20 per cent of global generic drug exports (in terms of volumes). Indian drugs are exported to more than 200 countries in the world, with the US as the key market. Indian pharma companies are capitalising on export opportunities in regulated and semi-regulated markets. Pharmaceutical exports from India reached US\$ 17.27 billion in FY18. The biggest export destination for Indian pharma product is the US. In 2017, 38 per cent of India's formulated product exports were to the US, followed by 20 per cent to sub-Saharan Africa. In FY18, 31 per cent of total pharma exports from India went to the US.

## Government Expenditure in the Pharma Sector on an Uptrend

Government expenditure on health increased from Rs 1.26 lakh crore (US\$ 19.55 billion) in FY12 to Rs 2.25 lakh crore (US\$ 34.91 billion) in FY18, implying a CAGR of 12.3 per cent. Medical technology park in Vishakhapatnam, Andhra Pradesh has already been set up with an investment of US\$ 183.31 million. States like Himachal Pradesh, Gujarat, Telangana and Maharashtra are showing interest for making investments in these parks. German technical services provider TUV Rheinland's Indian subsidiary has partnered with Andhra Pradesh MedTech Zone (AMTZ) to create an infrastructure for Electro-Magnetic Interference (EMI/EMC) at an investment of US\$ 12.64 million over a course of four to five years.

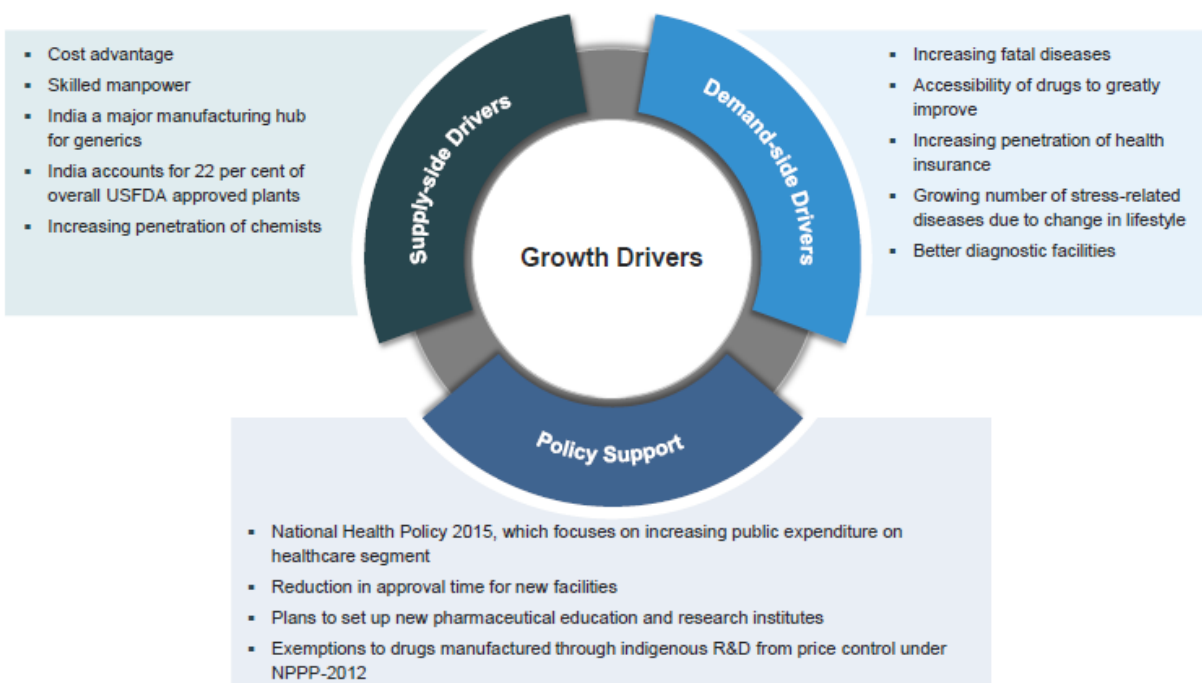
Source:

<https://www.ibef.org/industry/pharmaceutical-india.aspx>;  
<https://www.ibef.org/download/Pharmaceuticals-Report-July-2018.pdf>;  
<https://www.pwc.in/assets/pdfs/pharma/pharma-summit-report-31-10-12.pdf>





**Growth in the market will be driven by the following factors:**



Notes: BPL - Below Poverty Line, USFDA - United States Food and Drug Administration, NPPP-2012-The National Pharmaceutical Pricing Policy, 2012  
Source: Pharmaceutical Export Promotion Council

**Changing disease profile and favourable demographics:** In India, socio-economic changes and urbanisation along with sedentary lifestyle are leading to rapid epidemiological transition. As a result, the Indian population is becoming affluent, living longer and increasingly suffering from lifestyle-related ailments such as obesity, heart disease, stroke, cancer and diabetes. The number of Indian people suffering from these diseases is set to double by 2020. This change in patient demographics will fuel the demand for quality and affordable treatment in the domestic market.

**Active participation by foreign pharma companies:** Over the years, foreign pharma companies have tapped the Indian pharma market through a series of major acquisitions, launches of new products (especially in the branded segment with India-centric pricing) and expansion of field force. Further, MNCs have adopted India centric strategies such as differential pricing strategy to strengthen their presence in India and address the issue of affordability. MNCs are launching patent-protected drugs in India at lower price points than those in developed markets. Drugs such as Diovan (Novartis), Januvia (Merck, Sharp & Dohme), and Galvus (Novartis) are being sold at 20% of global prices.

**Exports to regulated and semi regulated markets:** Exports have made significant contribution to Indian pharma industry's growth story, with the critical market of US generics driving the growth. 148 billion USD worth of patent expiries are expected between 2012 and 2018. In addition, the healthcare reforms initiated by the US government, aimed at reducing healthcare spending and covering a larger proportion of population under public healthcare, are also likely to provide impetus to growth in the generics market.

Apart from the developed markets, the Indian pharma companies have strengthened considerable presence in some of the other fast-growing semi-regulated markets of Russia, South Africa and some in Latin American countries (Brazil, Mexico, etc.) and South-East Asia. These emerging markets offer strong growth prospects for Indian players given that some of these are branded generics markets, with high out-of pocket expenditure on healthcare (unlike developed markets). Some markets have relatively easier regulatory pathway.

**Growing alliances in emerging markets:** Indian companies have also been partnering with MNCs in emerging markets. Such alliances benefit from the R&D (formulation development) and manufacturing capabilities of the Indian partners and the extensive marketing and distribution footprint of the MNCs in those markets. There is also an increasing trend among MNCs for partnering in the domestic market, where marketing and distribution footprint of Indian companies and the product portfolio of MNCs is being leveraged upon. Hence, going forward, India

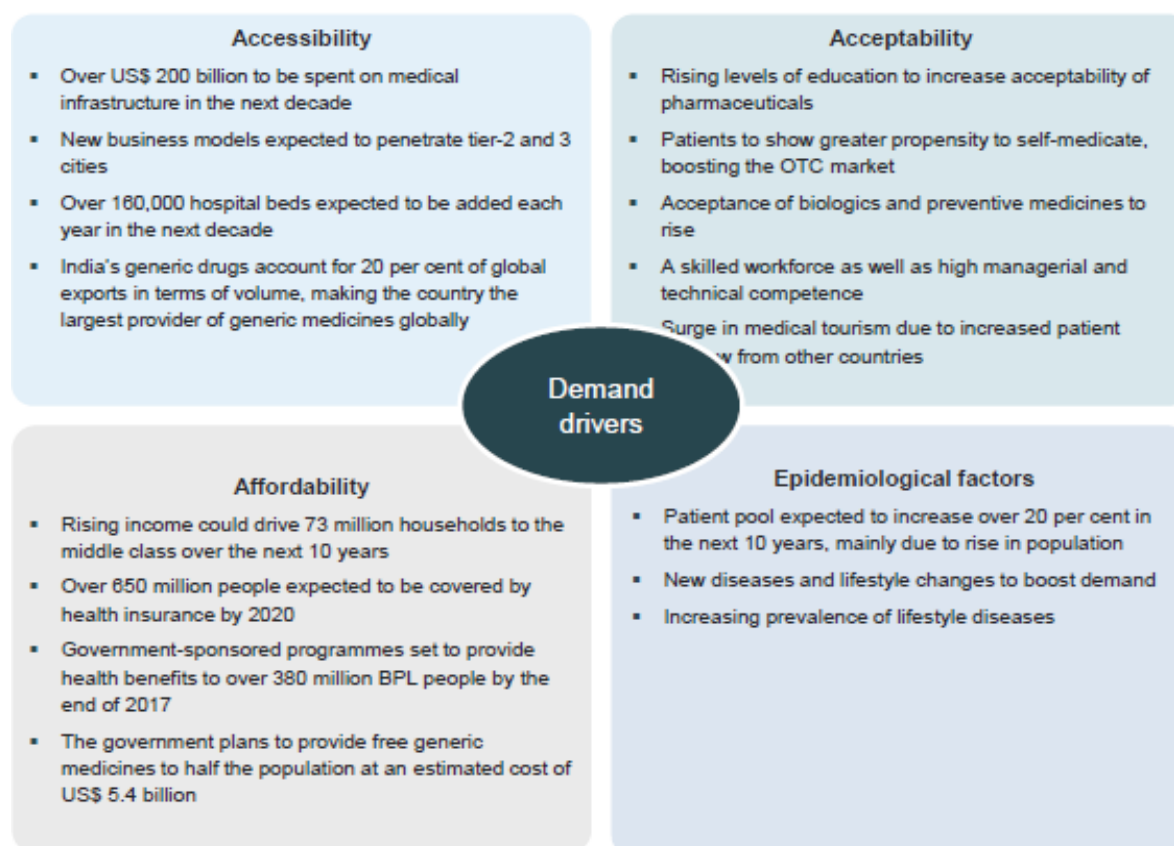


should leverage its strengths in the supply of low-cost, quality medicines across the world and partner with foreign companies to drive growth and play a larger role in global pharma market.

### Supply-Side Drivers of Indian Pharma Sector

Launch of patented drugs	<ul style="list-style-type: none"> <li>Following the introduction of product patents, several multinational companies are expected to launch patented drugs in India</li> <li>Growth in the number of lifestyle diseases in India could boost the sale of drugs in this segment</li> <li>High Court allowing to export patent drugs, to foreign players in the Indian market.</li> </ul>
Medical infrastructure	<ul style="list-style-type: none"> <li>Pharma companies have increased spending to tap rural markets and develop better medical infrastructure</li> <li>Hospitals' market size is expected to increase by US\$ 200 billion by 2024</li> <li>Medical devices industry in India has been growing 17 per cent annually and was valued at US\$ 4.9 billion in 2017.</li> </ul>
Scope in generics market	<ul style="list-style-type: none"> <li>India's generic drugs account for 20 per cent of global exports in terms of volume, making it country the largest provider of generic medicines globally. The generics drug market accounts for around 70 per cent of the India pharmaceutical industry and it is expected to reach US\$ 27.9 billion by 2020</li> </ul>
Over-The-Counter (OTC) drugs	<ul style="list-style-type: none"> <li>India's OTC drugs market is estimated to have grown at a CAGR of 16.3 per cent to US\$ 6.6 billion over 2008–16 and is further expected to grow on the account of increased penetration of chemists, especially in rural regions. Indian OTC market is expected to grow at a CAGR of 9 per cent from 2016-26 to cross Rs 44,115 crore (US\$ 6.81 billion).</li> </ul>
Patent Expiry	<ul style="list-style-type: none"> <li>About 120 drugs are expected to go off-patent over the next 10 years; with expected worldwide revenue between US\$ 80 to 250 billion</li> </ul>

### Demand Drivers of Indian Pharma Sector





Source: <https://www.ibef.org/industry/pharmaceutical-india.aspx>;  
<https://www.ibef.org/download/Pharmaceuticals-Report-July-2018.pdf>;  
<https://www.pwc.in/assets/pdfs/pharma/pharma-summit-report-31-10-12.pdf>

### Industry continues to face the classic problems:

- **The 'patent cliff':** Between 2012 and 2018, generic erosion will wipe an estimated 148 billion USD off the pharma industry's revenues.
- **Rising drug discovery cost :** Developing new medicines is becoming an increasingly expensive business Annual output of the pharma industry has effectively flatlined over the past years.
- **Increasing government pressure with harsher price controls and taxes:** The rules governing the development and manufacturing of medicines are getting tighter. Both the European Medicines Agency (EMA) and the US Food and Drug Administration (FDA) now focus more heavily on risk management. The FDA is building an active surveillance system to monitor the safety of all medicines in the US market.
- **Greater collaboration of the regulators across the world:** Regulators around the globe are working closely with each other, which means that a product rejected in one region is more likely to be rejected in others.
- **Changing marketing and sales model:** The traditional marketing and sales model is becoming completely inadequate in large parts of the world.
- **Spiralling healthcare cost:** Healthcare expenditure as a percentage of gross domestic product (GDP) is rising. The steepest rise is seen in the mature markets, where the industry has historically earned most of its revenue.

Source: <https://www.pwc.in/assets/pdfs/pharma/pharma-summit-report-31-10-12.pdf>

### Investments

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

The drugs and pharmaceuticals sector attracted cumulative FDI inflows worth US\$ 15.59 billion between April 2000 and December 2017, according to data released by the Department of Industrial Policy and Promotion (DIPP). Some of the recent developments/investments in the Indian pharmaceutical sector are as follows:

- In 2017, Indian pharmaceutical sector witnessed 46 merger & acquisition (M&A) deals worth US\$ 1.47 billion.
- The exports of Indian pharmaceutical industry to the US will get a boost, as branded drugs worth US\$ 55 billion will become off-patent during 2017-2019.#

### Government Initiatives

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

- The National Health Protection Scheme is largest government funded healthcare programme in the world, which is expected to benefit 100 million poor families in the country by providing a cover of up to Rs 5 lakh (US\$ 7,723.2) per family per year for secondary and tertiary care hospitalisation. The programme was announced in Union Budget 2018-19.
- In March 2018, the Drug Controller General of India (DCGI) announced its plans to start a single-window facility to provide consents, approvals and other information. The move is aimed at giving a push to the Make in India initiative.
- The Government of India is planning to set up an electronic platform to regulate online pharmacies under a new policy, in order to stop any misuse due to easy availability.
- The Government of India unveiled 'Pharma Vision 2020' aimed at making India a global leader in end-to-end drug manufacture. Approval time for new facilities has been reduced to boost investments.



- The government introduced mechanisms such as the Drug Price Control Order and the National Pharmaceutical Pricing Authority to deal with the issue of affordability and availability of medicines.

Pharma Vision 2020	<ul style="list-style-type: none"> <li>▪ Pharma Vision 2020 by the government's Department of Pharmaceuticals aims to make India a major hub for end-to-end drug discovery</li> </ul>
Reduction in approval time for new facilities	<ul style="list-style-type: none"> <li>▪ Steps taken to reduce approval time for new facilities</li> <li>▪ NOC for export licence issued in two weeks compared to 12 weeks earlier</li> </ul>
Single-window clearance	<ul style="list-style-type: none"> <li>▪ As per NBDS, a proposal has been made to set up the National Biotechnology Regulatory Authority (NBRA) to provide a single-window clearance mechanism for all bio-safety products to create efficiencies &amp; streamline the drug approval process</li> </ul>
Support for technology upgrades and FDIs	<ul style="list-style-type: none"> <li>▪ Government is planning to relax FDI norms in the pharmaceutical sector</li> <li>▪ In March 2017, the government decided to create a digital platform to regulate and track the sale of quality drugs, and it can be used by people living in the country as well as abroad</li> </ul>
Bulk Drug Parks	<ul style="list-style-type: none"> <li>▪ Government of India is planning to set up mega bulk drug parks in order to reduce industry's dependency on raw material imports.</li> </ul>
Online Pharmacies	<ul style="list-style-type: none"> <li>▪ Government of India is planning to set up an electronic platform to regulate online pharmacies under a new policy</li> </ul>
National Biopharma Mission	<ul style="list-style-type: none"> <li>▪ The Industry – Academia mission was launched in June 2017 to boost development of biopharmaceuticals in India.</li> </ul>

Union Budget 2018-19	<ul style="list-style-type: none"> <li>▪ The allocation to the Ministry of Health and Family Welfare has increased by 11.5 per cent to Rs 52,800 crore (US\$ 8.16 billion).</li> <li>▪ The National Health Protection Scheme is largest government funded healthcare programme in the world, which is expected to benefit 100 million poor families in the country by providing a cover of up to Rs 5 lakh (US\$ 7,723.2) per family per year for secondary and tertiary care hospitalisation.</li> <li>▪ The government has allocated Rs 1,200 crore (US\$ 185.36 million) towards the National Health Policy 2017 under which 150,000 health and wellness centres, will provide healthcare closer to homes of the people.</li> <li>▪ The increased expenditure on healthcare is expected to benefit the pharmaceutical sector as well</li> </ul>
Biotechnology Industry Research Assistance Council	<ul style="list-style-type: none"> <li>▪ BIRAC has been established to promote research &amp; innovation capabilities in India's biotech industry. The council will provide funding to biotech companies for technology &amp; product development.</li> <li>▪ BIRAC under Small Business Innovation Research Initiative (SBIRI) scheme supports innovations in biotechnology.</li> </ul>
Biotechnology Based Programme for Women	<ul style="list-style-type: none"> <li>▪ Programme on application of biotechnology for women was done to provide employment, skill development, awareness generation, health improvement &amp; socio-economic upliftment of the women population</li> </ul>

Source: <https://www.ibef.org/industry/pharmaceutical-india.aspx>;  
<https://www.ibef.org/download/Pharmaceuticals-Report-July-2018.pdf>

## Road Ahead



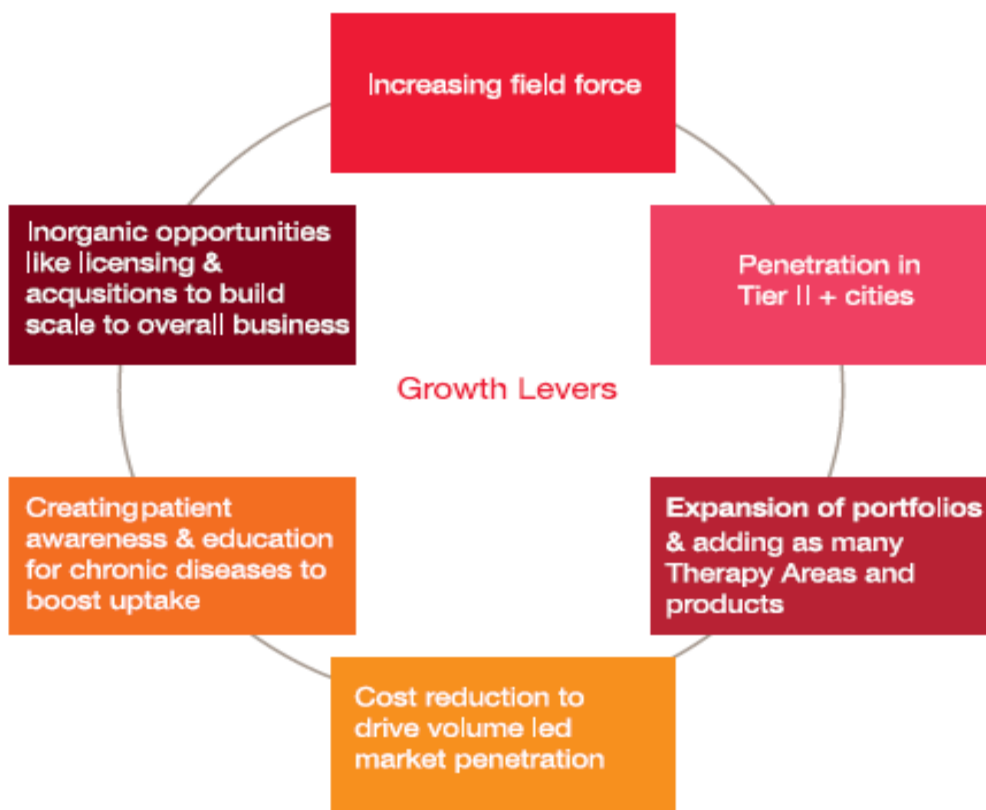
Over the years, pharma companies have grown inorganically through acquisitions, but due to higher valuations seen in the sector over the last two years, they have been exploring newer methods of partnerships such as joint ventures and licensing of innovator products and technologies.

Companies are focusing on improving operational efficiencies and have also used the traditional growth levers to drive growth (see the side chart). These initiatives have yielded results but some have also brought in new set of challenges, which companies will have to address for achieving profitable and sustainable growth.

For instance, companies have traditionally increased the field force to penetrate newer markets. This has helped companies to expand but sometimes below expectations. As increase in field force has not yielded expected productivity, it is becoming difficult for the companies to derive a fair return on investment (ROI) due to reduced profitability and higher cost. For example, from 2008 to 2011, the sales of top pharma companies grew by approximately 16 % and the number of sales representatives increased by almost 11 % but the productivity per representative grew only by 4.5 %.

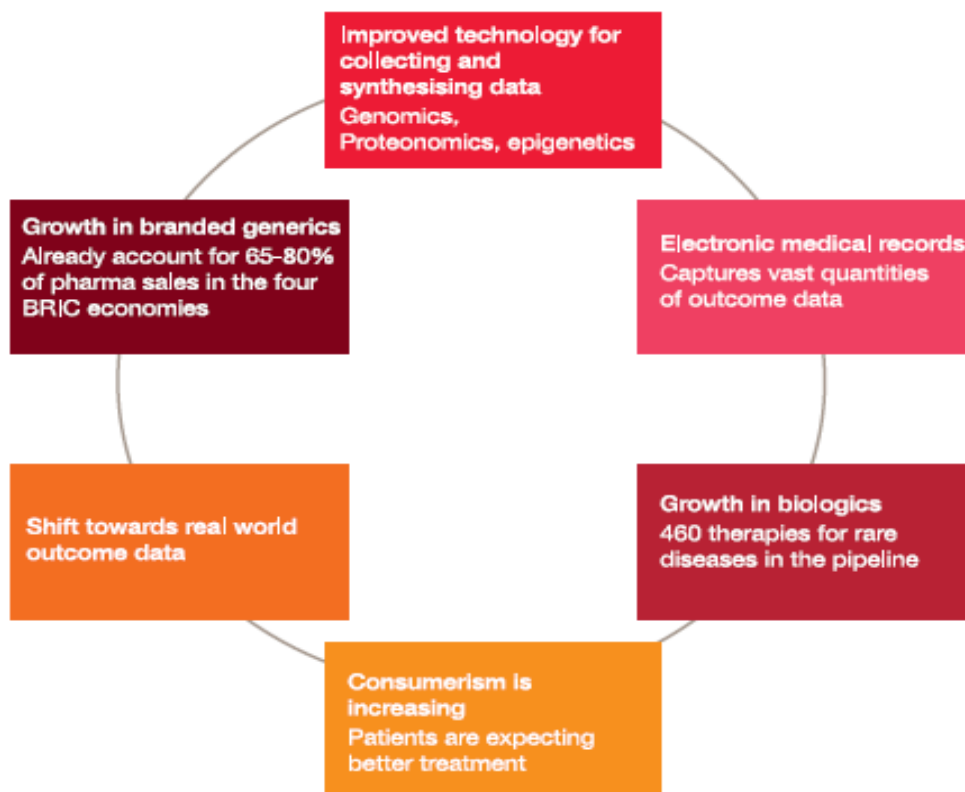
In another such instance, companies have looked at portfolio expansion for gaining a larger share in the Indian market. However, this has not only led to a wider portfolio, but also one with a portfolio with a large tail with more than 80 to 90% of brands not even crossing the INR 1 crore (0.2 million USD) mark. As a result, companies are now worried about future growth and have started planning strategies that would provide the required growth in this competitive market.

### Growth levers





## Newer trends benefiting the pharma industry



**To register robust growth in the future companies need to think through the following:**

**Higher volumes through lower prices:** As we have seen that chronic diseases are setting in early, a large majority of the population will be still working, and this is going to increase the burden on the patients. Pharma companies will have to work around a pricing strategy that will try and reduce the prices appropriately, so that they can rely more on volumes, with larger population suffering from chronic diseases. The chances of ‘penetration strategy’ working successfully would be determined by ‘higher volumes through lower prices. Some MNCS have looked at differential pricing while launching their global drugs in India.

**Collaboration with new stakeholders in the super-speciality and speciality segments:** Companies will have to work closely with key stakeholders like the payers and providers to improve patient compliance especially in speciality and super-speciality segments. In a country like India, the diagnosis rate is low and a compliance rate is lower in the treatment of almost all chronic diseases. Creating awareness about the disease and its implications will improve the diagnosis rate and improved efforts from companies through key stakeholders will improve compliance drastically. Improved compliance will dramatically increase sales of some drugs and, in turn, will drive growth for the companies.

**Customising for Indian market:** Indian market is different from the developed markets in terms of epidemiology, awareness, treatment protocols, and compliance and, above all, pricing. The innovator companies when launching new products will have to customise their strategies for the Indian market in order to make the product accessible and affordable to the masses.

**Shifting towards prevention:** The market will change from treatment to prevention, like other evolved markets. Indian companies will have to look into the healthcare management, work with various stakeholders, and use advanced technology to reach out to more patients. These include use of information and communication technologies such as mobile phones.



**Launching patient programmes:** In India the awareness and literacy rates are on the rise. The patient is more informed, aware and well read than before. As a result, the treatment modality is changing from doctors to self care. So when the treatment is shifting from hospital to primary care or from doctor to self care, there is a tremendous need to connect directly with the patient and pass more information to them. Patients will require new services such as home delivery, etc. Companies will have to come up with innovative ideas to service these patients which, in turn, will increase the patient base and boost sales and growth.

**Realigning field force strategy:** In order to improve sales force productivity, companies will have to revisit the field force strategy, make changes if required and build in new skill-sets. For instance, they will need to provide employees skill sets such as serving patients as customers, look for penetration into newer geographies by piggy-riding on the experience of other industries like FMCG, etc. Thus, in this changing market scenario, the companies will have to change their strategies, adopt newer business models, modify or re-visit the old models and look for incremental growth from areas, wherever possible.

Source: <https://www.pwc.in/assets/pdfs/pharma/pharma-summit-report-31-10-12.pdf>

Medicine spending in India is expected to increase at 9-12 per cent CAGR between 2018-22 to US\$ 26-30 billion, driven by increasing consumer spending, rapid urbanisation, and raising healthcare insurance among others. Going forward, better growth in domestic sales would also depend on the ability of companies to align their product portfolio towards chronic therapies for diseases such as such as cardiovascular, anti-diabetes, anti-depressants and anti-cancers that are on the rise.

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

#### Opportunities abound in Clinical Trials and High-End Drugs

Clinical trials market	High-end drugs	Penetration in rural market	CRAMS
<ul style="list-style-type: none"> <li>India is among the leaders in the clinical trial market</li> <li>Due to a genetically diverse population and availability of skilled doctors, India has the potential to attract huge investments to its clinical trial market</li> <li>From 2009 to 2015, 3043 clinical trial has been carried out in India.</li> <li>As of June 2017, the Clinical Trials Registry – India had 8,950 trials registered.</li> </ul>	<ul style="list-style-type: none"> <li>Due to increasing population and income levels, demand for high-end drugs is expected to rise</li> <li>Growing demand could open up the market for production of high-end drugs in India</li> </ul>	<ul style="list-style-type: none"> <li>With 70 per cent of India's population residing in rural areas, pharma companies have immense opportunities to tap this market</li> <li>Demand for generic medicines in rural markets has seen a sharp growth. Various companies are investing in the distribution network in rural areas</li> </ul>	<ul style="list-style-type: none"> <li>The Contract Research and Manufacturing Services industry (CRAMS) – estimated at US\$ 9.3 billion in 2014, is expected to reach US\$ 19 billion by 2018.</li> <li>The market has more than 1,000 players</li> </ul>

Source: <https://www.ibef.org/industry/pharmaceutical-india.aspx>;  
<https://www.ibef.org/download/Pharmaceuticals-Report-July-2018.pdf>



## BUSINESS OVERVIEW

*The following information is qualified in its entirety by, and should be read together with, the detailed financial and other information included in this Prospectus, including the information contained in the section titled 'Risk Factors', beginning on page no.24 of this Prospectus.*

*This section should be read in conjunction with, and is qualified in its entirety by, the detailed information about our Company and its financial statements, including the notes thereto, in the section titled 'Risk Factors', 'Financial Statement' beginning on page no. 24 and 186 respectively, of this Prospectus.*

*Unless otherwise stated or the context otherwise requires, in relation to business operations, in this section of this Prospectus, all references to "we", "us", "our" and "our Company" are to Sudarshan Pharma Industries Limited. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Financial Statements.*

### OVERVIEW OF OUR BUSINESS

Our Company was originally incorporated under the Companies Act, 1956 vide certificate of incorporation dated July 23, 2008 issued by the Registrar of Companies, Mumbai. Later in the year 2016, the name of the company was changed from “Sudarshan Specialty Chemsolve Private Limited” to “Sudarshan Pharma Industries Private Limited” under the Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on November 25, 2016 and vide certificate of incorporation dated December 17, 2016 issued by the Registrar of Companies, Mumbai. Thereafter, Our Company was converted in to a public company pursuant to a special resolution passed by our shareholders at the EGM held on December 12, 2016 and consequently name was changed to “Sudarshan Pharma Industries Limited” (SPIL) vide fresh certificate of incorporation dated January 15, 2017 issued by Registrar of Companies, Mumbai. The CIN of the Company is U51496MH2008PLC184997.

Our company was promoted by Mr. Hemal V. Mehta & Mr. Sachin V. Mehta. Our promoters have a combined experience of over 25 years in the Special Chemical, Bulk drug and Pharmaceutical Industry. Driven by passion for building an integrated chemical and pharmaceutical company, backed by their more than two decades of individual experience, our Promoters have been the pillars of our Company's growth since inception and have built a strong value system for our Company. With their enriching experience and progressive thinking, we aim to continue to grow in the chemical and pharmaceutical industry in India and abroad.

#### **Our Core business is as follows:**

**Specialty Chemicals, Intermediates & Active Pharmaceuticals Ingredients** – We outsource our manufacturing facility, deal in Import and Exports, indenting and Supply in Specialty chemicals, API & its intermediate. As per the clients need and requirement, we provide order and get them manufactured from various suppliers in India and abroad regularly. Specialty chemicals and Intermediates having wide application in pharma, paint, food and adhesive Industry.

We are also involved in **Contract Manufacturing**, outsource & Supply of Generic Pharma formulation and medicines to healthcare institution, Government, NGO and Hospitals.

We carry about **Ethical marketing of Pharmaceutical formulation & products** in the Domestic and International market through our own distribution network and Sales force under our own brand.

Our Company & its executives have developed the skill and expertise in innovation in specialty chemical, bulk drugs, API and pharmaceutical formulation to provide the products having wide application in pharma, paint, food and adhesive industry. We also offer services of QC and Formulation Development to provide customised solutions to our customers and assist them in sourcing the innovative products as per their needs. We aim to develop our Brand & goodwill for quality products in API, bulk drug and pharma industry and developed the technique to make all products as “Make in India” and provide competition to China and other Markets.

Our Pharma & Specialty Chemical business operations are supported by various manufacturers having facilities which are approved by the FDA, WHO and other relevant authorities. We typically enter into contract manufacturing agreements for periods ranging from one to three years with the manufacturer of Pharma products.



Presently, our company has a Contract Manufacturing Agreement with four pharmaceutical companies. Our company has also joined hands with regular suppliers having FDA and WHO approved plant to supply pharma formulation and more than 100 generic pharma products. These units manufacture tablets, capsules, dry powder, dry injections powder, liquids, Injections & dry injections for our own brands.

We have launched wide products range in pharma formulation such as Jivan Kit, Setdown, Pulmo relief, Fix Pollen, Flupimac and many more as well as have established goodwill for quality products and have regular clients for the same. Further our company also supplies generic pharmaceutical formulation as – Make to order – for bulk supply to the hospital, Health Centre of Corporate, Municipality and exports.

Under the guidance and vision of management, SPIL is regular in participating trade fair and exhibition in India and abroad especially Europe and the Gulf nation to have a presence in the international market. We also have dedicated sales and marketing team under the “VIMAC HEALTHCARE Division” and an extensive domestic distribution network. This dedicated marketing team which oversees the marketing of different types of Specialty Chemicals, APIs and Formulations for various geographical locations. For details on our sales, marketing and distribution, please refer to the heading “Sales, Marketing and Distribution” on page no, 132 under the chapter titled “**Business Overview**” beginning on page no. 118 of this Prospectus.

Our Company has entered into MOU / Agreements with Storage Houses / Warehouses facility providers at Bhiwandi- Thane, Maharashtra, Wada- Palghar, Maharashtra and Baddi, Himachal Pradesh for using their premises for the stock keeping of our products. Our company has entered into Lease Agreement with our group company named Sudarshan Chempharm LLP for using its premises and land to set up proposed Manufacturing and Storage/ Warehouse Facility at Wada, Maharashtra. For further details on the Registered Office, Corporate Office, Storage/ Warehouse Facility and other related properties, please refer to “Our Business – Properties” on page no. 118 of this Prospectus.

We operate both in domestic and international markets. Presently, we are supplying Active Pharmaceutical Ingredients (APIs), Intermediates Finished Dosage Formulations (FDFs) and Specialty Chemicals (SCs) in the domestic markets. We have exported to countries like Uzbekistan, Bangladesh, Taiwan, Sultanate of Oman, (Muscat) Dubai, (UAE) & UK. Further, our company has a product pipeline ready for exports in countries like South East Asia, Middle East & North Africa (MENA Region).

In domestic Pharmaceuticals markets, currently, we have a presence in 5 States and are servicing these states through a Supply Chain Network of Consignee Agents with our products range. Further, we are offering customised solutions to our customers for their requirement of Drug Intermediates and Specialty Chemicals. We also provide onsite support & assistance to our clients using our Drug Intermediates and Specialty Chemicals.

To develop our export business, we are in the process of applying for 16 formulation registrations in countries like Ghana, Georgia, Cambodia, Myanmar, Nigeria, Kenya, Malaysia & MINA region. The product registrations will boost our exports and Pharma business operations. We will expand our business by continuing to file product registrations in international markets for business growth. With our long-standing operations and quality products, we have built a strong relationship with our customers for Specialty Chemicals, APIs and FDFs. Some of our major clients for our pharmaceuticals and specialty chemicals include domestic as well as international customers like-Suan Hong Trading Ltd- Taiwan, Muscat Pharmaceuticals Mfg. Co- Oman, Nikapharma- Uzbekistan, Remex-Bangladesh, Rose Chemicals Ltd- UK to name a few.

Our Management is planning for business expansion by having its own state of the art manufacturing facility at Wada, near Mumbai, Maharashtra. It shall comply with the FDA, WHO and international standards to manufacture the pharmaceutical formulation and F & D facility. It also plans to develop distributor network & logistic facility in Mumbai, Delhi, Hyderabad and Ahmedabad. This shall also support E-commerce and Online marketing of the company's products.

We shall be equipped with ultra-modern facilities to execute all types of manufacturing activities from manufacturing of tablets, capsules, dry powder, liquids to R&D, QC & packaging, etc. Our Company is consistent in supplying quality products around the year as customized products are made available to them as per the market demand. Our products comply with the required safety standards. As a quality conscious company, we provide a high-performance oriented range of products. We undertake extremely stringent quality checks at every level. We are continually striving to expand our line of products, and we are always on the lookout for complementary



products that will add to our solution bouquet. We would seek product lines which have better scope for value addition and therefore offer us higher than average margins.

Our Promoters with their rich experience of more than 25 years have been prominent in growing the Pharma & Bulk drug business in a more organized manner thereby expanding their horizon to various sectors. For further information on our Promoters and on their experience, please refer to the chapter titled “***Our Promoters***” beginning on page no. 171 of this Prospectus.

## **OUR COMPETITIVE STRENGTHS**

### **Experienced Promoters and Management Team**

Our Promoters have played a key role in guiding, developing and growing our business. Under the leadership and experience of our Promoters, our company has seen significant growth in the overall business since 2008. We believe that leadership is the result of teamwork where a consensus is arrived at for implementation of new ideas & business practices to widen our competitive advantage. Our Promoters, who also form part of the Board of Directors of our Company, have a proven background and experience in the manufacturing of chemical and finished pharmaceutical formulations.

Also, our Company is managed by a team of industry experienced members in domestic and international markets. The team comprises of personnel having technical, operational and business development experience in chemical and pharmaceutical industries. We believe that our management team's experience and their understanding of the industry, regulatory affairs, manufacturing, quality control, sales, marketing and finance will enable us to continue to take advantage of both current and future market opportunities within India and Abroad.

We believe our Promoters and Management's overall experience and vision will enable us to manage and grow our business in the existing markets and to enter new geographies with our competitive advantage. This will help us in addressing and mitigating various risks inherent in our business, including technical problems, facing the competitive landscape changes in global economy resulting in fluctuations in chemical and pharmaceutical pricing across the globe, etc.

For further details of our Promoter's experience and background, please refer to the chapter titled “Our Promoter and Promoter Group” on page no. 171 of this Prospectus.

### **Scalable Business Model**

We believe that we have a scalable business model as our business model is customer-centric and order driven, and requires optimum utilisation of our existing resources, assuring quality supply and achieving consequent economies of scale. The business scale generation is basically due to the development of new markets and products in both domestic and international markets by exploring customer needs, marketing expertise and consistent product quality.

### **Wide and diverse range of product offerings**

Our Company has a wide product portfolio comprising of pharmaceuticals, cosmetics and nutraceutical. At present, we are supplying products in the form of capsules, oral and dry syrups, tablets and liquid injections. We propose to enhance our product basket by introducing OTC products in the segment of lifestyle diseases. We manufacture various types of Pharmaceutical products which are used as Neuro-Psychiatric drugs and other drugs that are used for the treatment of Pain management, Orthopedic treatment, Iron Deficiency Anemia (IDA) Constipation, Erectile dysfunction, Respiratory Ailments (Anti Allergic & Broncho Dilatory Drugs). The FDFs manufactured by us include various therapeutic segments like Anti-Infective, Anti-Ulcer, Antihistamines/Antibiotics, Anti-Hypertensive, Vitamins & Iron Supplements etc.

We also manufacture products on the basis of needs and requirements of the clients and our market. We believe that we have necessary resources, experience and network to launch additional products in future. With an operating history of more than three years in the finished dosages segment, we are primarily known for our range of formulations.

### **Strategic Location of Manufacturing Units**



Our Company has contract manufacturing facility arrangements with four companies to manufacture our formulations. These manufacturing facilities are located in Maharashtra, Uttarakhand, Himachal Pradesh and Gujarat. As regards our Specialty Chemicals and pharma formulation business is concerned, we have regular manufacturers who supply bulk drugs and formulation as per the specific order. Our company has selected the contract manufacturing facilities and suppliers as there are strategically located.

### **Diversified business operations and revenue base**

Our business is diversified in terms of geographies and therapeutic areas in the pharmaceutical industry and Specialty Chemicals in the chemical industry. In terms of geographical diversity, we have marked our presence in India and international markets. We have exported to the UK, Australia, Uzbekistan, Syria, Oman, Taiwan, & MENA Regions. In terms of products, we have multiple brands across various therapeutic areas in the Pharmaceuticals industry and Specialty/Performance-enhancing products in the chemical industry. Our diversified revenue base enables us to mitigate the risk of income concentration by spreading revenue across multiple sources and opens opportunities to new prospects of growth. For further details regarding revenue earned, please refer '*Annexure 20: Statement of Revenue from Operation*' appearing on page 203 of this Prospectus under Chapter titled "*Restated Financial Information*" beginning on Page no. 186 of this Prospectus.

### **Strong sales, marketing and distribution capabilities**

We have been supplying our products Pan India and hence are not dependent on any particular region. We believe that our widespread domestic presence not only mitigates the risk of dependence on a few regions but also helps us to leverage our brand value. We have dedicated sales and marketing team under the "VIMAC Healthcare Division" and an extensive domestic distribution network for Pharma business. This division focuses on generating significant demand for our products in India. This division also works on maintaining the existing clients and acquiring new clients for our products.

### **OUR BUSINESS STRATEGY**

We intend to strengthen our position in India and further expand our operations internationally in regulated and semi-regulated markets to achieve long-term sustainable growth, increase brand value, achieve operational excellence, strengthen existing services, customer satisfaction, innovation and marketing etc. Our principal strategies and initiatives to achieve these objectives are set out below:

#### **Focus on increasing our global sales**

Our company has focused on the direct export of our Specialty Chemicals and Pharma Products. We have exported one consignment of Specialty Chemicals (Sodium Acetate Trihydrate) to Australia. We expect more orders in the future.

To develop our export operations, we are in the process of applying for formulation registrations of our pharmaceutical products in MINA and African market. The product registrations will boost our exports and business operations. Our aim will be to expand our business by continuing to file product registrations in international markets for business growth. With our long-standing operations and quality products, we have built a strong relationship with our customers for Specialty Chemicals, APIs and FDFs. However, our growth strategy will vary from country to country depending on applicable regulatory norms.

#### **Increasing Operational efficiency**

We will continue to invest in increasing our operational efficiency throughout the organisation. Higher operational effectiveness results in greater production volumes and higher sales, and therefore allows us to spread fixed costs over a higher number of units sold, thereby increasing profit margins. We further intend to continue and invest in our in-house technical capabilities to develop customised systems and processes and ensure effective management control over our critical resources for optimal utilisation.

#### **Broaden and Deepen presence in the existing product portfolio**

We intend to continue consolidating our position in our key therapeutic areas for the domestic markets such as Anti-Infective, Gastrointestinal, Anti-Allergic, Anti-Histamines, Iron Deficiency –Anemia (IDA), Treatment of Infertility



and Respiratory Diseases. For exports, we aim to pursue therapeutic areas such as Anti-Cancer, Gastrointestinal, Antibiotics, Anti-allergic, Nutraceuticals & Ayurvedic formulations.

**Our overall Market share will be increased through the following initiatives:**

- Identifying gaps in our product portfolio to introduce new products;
- Enhancing the productivity and efficiency of our sales and marketing personnel through training & development.
- Launching new innovation-driven products to add value to our product/Sales mix;
- Strengthening our position with the focus on marketing value-based products through our Vimac Division with a target to penetrate those states/countries where we are not represented.

**Increase by targeting unexplored markets**

As part of our growth strategy, we intend to target regulated markets as well as enhance our presence in existing geographies. We want to obtain approvals for launching our newer products in the Africa, South-East Asia & MENA region. Our growth strategy will vary from country to country depending on applicable regulatory norms. The commercialisation of products under registration will add to the growth. We will continue to evaluate additional markets and product opportunities, including potential acquisitions and relationships which we believe will be beneficial to increase our presence in Domestic Markets as well as Export markets.

**Expand our scope by adding more products**

We currently manufacture, market and sell different therapeutic segments like Analgesics, Antipyretic, Neurotonics, Antibiotics (Cephalosporins, Carbapenems and Beta Lactum range) Anti Diabetics, Antifungal, Multivitamins and Steroids and SCs products like Dyes & Pigments, Polymers & additives, Water Chemicals, Textile Chemicals & Surfactants. With our current and proposed products, we plan to increase our product range further and thus cater to more specific segments while enhancing our reach to diversified customers. Our Company believes that expanding and launching our product range will enable us to utilise our capacities, manpower and other resources better. The marketing of the new products will be aided by our existing customer base, long-standing trade relations and overall goodwill in the pharmaceutical industry.

**SWOT ANALYSIS OF OUR COMPANY**

**Strengths:**

- Quality & Innovative product gives a market edge for most of the suppliers.
- Reliable Contact Manufacturing & sourcing of Formulation, API and drugs.
- Rising Demand for API and Formulation.
- Competitive edge in terms of quality and bidding.
- Good marketing & distribution network.
- Vast Experience of Promoter in the Field.

**Weaknesses:**

- Dependent upon growth in Pharma and API industry & competition from China and International suppliers.
- The requirement of Finance to cater to at a national level.
- Limited market share & presence in a few segments.
- Customers supply door to door on a national level.
- Competitors can offer similar products quickly.

**Opportunities:**

- Growing acceptance by consumers of new and innovative formulation and awareness.
- Rising in demand for products in emerging areas and export.
- Growing E-commerce and Online sale enabling to cater on a national level easily.
- Huge demand for the development of special products suitable for Pharma and API.

**Threats:**



- Changes in government policies.
- Fluctuations in raw material prices.
- Rising labour wages.
- Change of behaviour of consumer demand.
- Increase in Input cost can cause upward pricing.
- Too many players entering and exiting the market.


## OUR BUSINESS VERTICALS & PRODUCTS

Specialty Chemicals, Intermediates & API	Pharma and Formulation – Generics and Bulk supply	Pharma and Formulation – Ethical and own branding – Domestic
Indenting, sourcing, make to order outsource & Supply of Speciality chemical, bulk drugs and API for domestic and international clients in Pharma, Paint & food industry	Sourcing, supply and make to order outsource of Pharma and formulation products to supply 0Institution, wholesale, hospital and health care centres of NGO and Government organisation	Vimac Healthcare as division for Ethical Pharma products ranges Manufactures under contract manufacturing facility & vendors Own sales and distribution networks

### *Specialty Chemicals, Intermediates & Active Pharmaceuticals Ingredients ( API )*

Our company has developed the team and network for sourcing, indenting, make to order facility with suppliers to supply the bulk drug, specialty chemical, API.

We focus on products suitable for and have wide applications in

	Pharmaceuticals, Finished Formulations, Key Starting Materials for API		Pesticides and Agro Chemicals
	Bulk Drugs and Intermediates		Fibrr, PVC and Adhesives
	Paints, Coatings, Corrosive, Inhibitors & Inks		Cosmetic and Detergents
	Food, Fragrance & Perfumes		

### List of Products we dealt in API, Specialty Chemical and Bulk Drugs

<b>Specialty Chemicals &amp; Performance Chemicals</b>	<ol style="list-style-type: none"> <li>1. Oxy strong</li> <li>2. Potassium carbonate powder Fine Grade &amp; Purity.,</li> <li>3. PEG 400 Special Grade</li> <li>4. Octanol (Deformer)</li> <li>5. 2-methyl THF</li> <li>6. TETRA BUTYL AMMONIUM BROMIDE</li> <li>7. Alpha Methyl Styrene</li> </ol>
<b>Intermediates</b>	<ol style="list-style-type: none"> <li>1. 4 TRI FLUORO METHYL BENZYL ALCOHOL</li> </ol>



	2. 2 chloro benzoic acid 3. 1,6-Hexanol 4. 2,6-dichloro benzaldehyde 5. 2-Isopropoxyethanol 6. 3-Fluoro-4-morpholino aniline 7. 5,6-Dihydro -4H-6-methylthiopyran-4-one (Dorz-V)
<b>API</b>	1. Pantoprazole Sodium, USP/Ph. Eur. 2. Doxycycline, USP/Ph. Eur. 3. Celecoxib (In-House) 4. Glimepiride 5. Carbocisteine BP, EP 6. Ritonavir, USP (Form-1) 7. Levomilnacipra Hydrochloride 8. Nebivolol Hydrochloride 9. Aceclofenac IP/BP 10. Levocetirizine Dihydrochloride 11. Fluconazole USP 12. Mesalamine 13. Linezolid 14. Sevelamer Hydrochloride 15. Entecavir 16. Cilnidipine 17. Torsemide 18. Bupropion Hcl

#### ***Pharmaceutical and Finished Formulation – Bulk supply***

Our company deals in pharmaceutical formulation and generic medicines suitable for the following treatment

- Orthopaedic
- Diabetic / Cardiac
- Gynaecology
- Infertility (IVF)
- Paediatrics
- Neuropsychiatric
- MD, Physician & GP Range
- Oncology
- Gastrointestinal

The products are sourced and Manufactured by Pharmaceutical Manufacturers on a Principal to Principal basis (P2P) business model for institution, hospital, NGO and wholesalers. SPIL also has a contract manufacturing facility arrangement with four companies for Pharma Formulations and medicines. These facilities are approved as per FDA, GMP/GLP & WHO-GMP. We also have manufacturers having GLP, GMP & WHO Certified approvals to cater unregulated markets for Rest of World (ROW) region.

**We have made Contract manufacturing Facility to source and supply few Generic formulation from below mentioned company:**

<b>Vendor/Contractor</b>	<b>Location</b>	<b>Accreditation</b>	<b>Products</b>
Betamax Remedies Pvt. Ltd	Plot No24-25, Industrial Area Phase -1, Tahiwal Dist., Una, Himachal Pradesh.	GMP/GLP	General Tablets, Capsule & Liquids.
Tulip Formulation Pvt. Ltd	1084, B-Wing, Oberoi Garden Estate, Next to Chandivali	GMP	Dry Injection



Vendor/Contractor	Location	Accreditation	Products
	Studio, Andheri(east), Mumbai, Maharashtra 400072		
Ved Lifesavers Pvt. Ltd	Plot No. A-3, Sara industrial estate rampur, Selaqui Dist., Dehradun, Uttarakhand	WHO-GMP	General Tablets & Capsule
Nest Healthcare Pvt. Ltd	Plot 300, GIDC, B/H. Vallabhnagar school, NR. Nari Sanrakshan Gruh, Odhav, Ahmedabad -382415	WHO-GMP	General Tablets, Capsule, Liquids & Powders

**We exports the Generic Formulation in Export market as follows:**

Sr. No.	Country	Name of customers	Products in brief	Date of Agreement
1.	Georgia	Tishom Ltd	Omeprazole 20 mg capsule ciprofloxacin 500mg	For 5 years w.e.f. March 10, 2018
2.	Ghana	Astra investment ltd	Ciprofloxacin + dexamethasone eye drop Neomycin sulphate & dexamethasone sodium eye & ear drop	For 5 years w.e.f. November 06, 2017
3.	Cambodia	Corex Bio Pharm	Meropenem injection 1000 mg Meropenem injection 500 mg Ceftriaxone injection 750 mg Cefuroxime injection 750 mg Imipenem & cilastatin injection 1g	For 5 years w.e.f. February 26, 2018
4.	Malaysia	M/S Synercam (M) SDN BHD	Herbal Cough Syrup	For 5 years w.e.f. May 11, 2017
5.	Egypt	Hyper All Pharmaceutical	Work Is on Veterinary products	For 5 years w.e.f. February 25, 2018
6.	Togo	TEKANA Pharma Import & Distribution of Pharma Products	1.Cefepime Inj 2.Cefepime- FCL+ Tazobactam Sodium Inj 3.Ceftriaxone Sodium+ Sulbactam Sodium Inj 4.Herbal Cough Syrup	For 5 years December 21, Dec 2018
7.	Uzbekistan	Medcorp Trade Ltd- (Hong Kong)	Albendazole -API & Fluconazole API	For 5 years w.e.f. March 1, 2018
		LAXISAM» LLC	Cefoprazole + Sulbatcum Injection 1 gm Ciprofloxacin Tablets 250mg Ciprofloxacin Tablets 500mg	For 5 years w.e.f. August 10, 2017
8.	Myanmar	Prosperity 6 Pharmaceuticals (Baddi, Himachal Pradesh, India)	Cefepime+ Tazobactam inj (without WFI) Ceftiaxone Sodium+ Sulbactam Sodium (Without WFI)	For 5 years w.e.f. December 06, 2017
		Amethyst Co Ltd.	Cefepime+ Tazobactam inj (without WFI) Ceftiaxone Sodium+	



Sr. No.	Country	Name of customers	Products in brief	Date of Agreement
			Sulbactam Sodium (Without WFI)	
		Reddy's International Pte.Ltd.	Mactum injection	For 5 years w.e.f. September 09, 2017
			Merucef injection	

**List of organization where our company is registered as Vendors to supply Generic Medicines:**

Sr. No.	Name of organization, location	Products we supply
1.	Vasai Virar Municipal Corporation (Virar, Maharashtra)	Tab famotidine 40 mg
		Tab misoprostol 600 mcg
		Cap. Nifedepin 5 mg
		Cap progesterone 200 mg
		Inj. Amikacine 250 mg /2 ml
		Inj human anti –D immunoglobulin 300 mcg (IM use)
		Injanawin 5% 50 mg
2.	Dhule Municipal Corp, Maharashtra	Tab Ciprofloxacin 250 mg
		Tab Azithromycine 250 mg
		Inj penthazocine
		Cap Amoxycillin 250 mg + 500 mg
		Cap Ampicilline 250 mg
		Tab Norfloxacin 400 mg
		Inj Augmentin 1.2 mg
		Inj gentamycine 80 mg
		Syrup B complex 100 ml
		Syrup cough Expectorant 4.5 ltr
3.	Amalner Nagar Parishad	Tab Oflox 200 mg
		Tab semi tribet 2
		Cap amoxicillin 500 mg
		Injamikacin 500 mg
		Anticold syrup

**Pharma and Formulations – Ethical business with our own brand for Domestic and Export markets**

Our division “Vimac Healthcare” was created for Ethical marketing of Pharma formulation and medicines. It was started as a pilot project in 2016, and gradually formulation products were launched in a phased manner after receiving a good response from the Market.

SFIL has 50 Pharma Formulations which is supplied in the form of tablets, capsules, ointment and injectable. Our Pharma & formulations are suitable for:

- Orthopaedic
- Diabetic / Cardiac
- Gynaecology
- Infertility (IVF)
- Paediatrics
- Neuropsychiatric
- MD, Physician & GP Range
- Oncology
- Gastrointestinal

**Our list of formulation, brand Name and it treatment – application as follows:**

Sr. No.	Brand Name	Formulation	Application – treatment
1.	AZIMAC 250	Azithromycin 250 mg	Anti-Infective's
2.	AZIMAC 500	Azithromycin 500 mg	Anti-Infective's



Sr. No.	Brand Name	Formulation	Application – treatment
3.	BENZOMAC 15	Cyclobenzaprine Hcl 15 mg	Muscle relaxant & blocking nerve impulses or pain sensations
4.	BENZOMAC 30	Cyclobenzaprine Hcl 30 mg	Muscle relaxant & blocking nerve impulses or pain sensations
5.	BROMEHEAL	Trypsin 48 mg, Bromelain 90 mg, Rutoside Trihydrate 100 mg Tab.	Reduce Swelling & Inflammatory Conditions
6.	BROMEHEAL D	Trypsine + Bromelain + Rutoside + Diclofenac	Reduce Swelling & Inflammatory Conditions
7.	CLANIMOX 625MG TAB.	Amoxycillin 500 + Clavulanic acid 125 (625) Tab	Anti-Infective
8.	CLANIMOX BD	Amoxycillin 200 + Clavulanic acid 28.5 (228.5) Dry syrup	Anti-Infective
9.	CLANIMOX DS	Amoxycillin 400 + Clavulanic acid 57 (457) DRY SYRUP	Anti-Infective
10.	COFNEU AM	Ambroxol 15 mg + Guaiphenesin 50 mg + Terbutaline 1.25 mg + Menthol 2.5 mg / 5 ml, 100 ml cough Expectorant	Respiratory Wet Cough
11.	COFNEU-D	Ambroxol 15 mg + Guaiphenesin 50 mg + Terbutaline 1.25 mg + Menthol 2.5 mg / 5 ml, 100 ml cough Dry syrup	Respiratory Wet Cough
12.	ENAMOL GEL	Diclofenac, Linseed Oil, Menthol, Methyl Salicylate	Pain Management
13.	ENAMOL S	Aceclofenac 100 serratiopeptidase 15	Pain Management
14.	ENAMOL SP	Aceclofenac 100 paracetamol 325 serratiopeptidase 15	Pain Management
15.	ENAMOL TAB	Aceclofenac 100 mg + Paracetamol 325 mg Tab	Pain Management
16.	ENAMOL-INJ	Diclofenac 75 mg/ ml INJ	Pain Management
17.	FIXPOLLEN 120	Faxofenadin 120 mg Tab	Respiratory Anti-Allergic
18.	FIXPOLLEN 180	Faxofenadin 180 mg Tab	Respiratory Anti-Allergic
19.	FIXPOLLEN M	Faxofenadin 120 mg + Montelukast 10 mg Tab	Respiratory Anti-Allergic
20.	FLUPIMAC	Flupirtine Maleate Capsule 100 mg	Pain Management
21.	INFORT Q 10	Coenzyme Q 10 with Lycopene, selenium and Omega 3 Fatty Acid	Infertility Cure
22.	INFORT Q10 PLUS	Coenzyme Q 10 300 mg with Lycopene, selenium, Omega 3 Fatty Acid and Zinc	Infertility Cure
23.	IREN INJ	IRON SUCROSE-INJ 10 MG	Iron Deficiency - Anemia
24.	IREN SYRUP	Ferrous Ascorbate & Folic Acid Suspension	Iron Deficiency - Anemia



Sr. No.	Brand Name	Formulation	Application – treatment
25.	IREN TAB	Ferrous ascorbate 100 mg + folic acid 1 mg + Cynocobalamine 7.5 mcg + Vit D3 1000 IU Tab	Iron Deficiency - Anemia
26.	JIVANRAS	Each hard gelatin capsules contains unique formulation of Aswagandha, Satavary, Galo, Vidarikhand, etc.	General tonic for immunity booster
27.	JIVANSAR	Each hard gelatin capsules contains unique formulation of Avipatikarchurna, Saprankho, KauchnarGuggul	General tonic for immunity booster
28.	JIVANSUDHA	Each hard gelatin capsules contains unique formulation of Rohitak, Vayarano, Galo, Punarnava, Sunth, Tulsi	General tonic for immunity booster
29.	MAC PPI DSR	Pantaprazole(EC)+Domperidone (SR)	Anti-Ulcer therapy
30.	MAC PPI TAB	Pantoprazole 40 mg Tab	Anti-Ulcer therapy
31.	METFOCAL	Cal. Carbonate 500 mg, Calcitriol 0.25 mcg, Methylcobalamin 1500 mcg, Folic acid 1.5 mg, Vit B6 - 3 mg	Orthopedic
32.	MINTAVIT SYRUP	Vitamin A Palmitate (Liquid) Ip , Vitamin D3 I.P. , Vitamin E Acetate Liquid , Vitamin B1 I.P. Vitamin B2 I.P. Vitamin B6 Bp Vitamin B12 I.P. Niacinamide Ip (Vit.B3) Vitamin C Plain D-Panthenol Usp L-Lysine Mono Hcl Ipferrous Gluconate Ip Zinc Gluconate Usp Magnesium Gluconate Usp	Vitamin Tonic
33.	MINTAVIT-PLUS	Pyridoxine HCl IP 3mg, Vitamin B12 IP 15mcg, Vitamin D3 400 IU, Folic Acid IP 1 mg, Niacinamide I.P. 50mg, Biotin B.P. 30mcg, Dried Ferrous Sulphate IP 136mg, Lycopene (10% Dispersion) USP 1mg, Vanadium Sulphate 10mcg, Calcium Ascorbate BP 75mg , Choline Bitartrate USP 20mg, Glycine BP 25mg, L-glutamin acid BP 25mg, Zinc Sulphate Monohydrate IP eq to elemental Zinc 15mg, Magnesium Oxide IP 10mg, Chromium Chloride USP eq to Chromium 65mcg, Sodium selenite BP 60mcg, Beta Carotene (20% Dispersion) BP 10mg, Di Calcium Phosphate IP 162mg, Cupric Oxide 2.5mg, Manganese Chloride USP 1.4mcg	Vitamin Tonic
34.	MINTAVIT-TAB	Vitamins: Vitamin B3 – 13mg, Vitamin E – 5mg, Vitamin B5 – 3mg, Vitamin B2 – 1.2mg, Vitamin B6 – 1mg, Vitamin B1 – 1mg, Minerals: Manganese Chloride (Tetrahydrate) – equivalent to Elemental Manganese – 1.5mg, Zinc Gluconate – equivalent to Elemental Zinc – 200mcg, Potassium Iodide – equivalent to Elemental Iodine – 90mcg, Sodium Selenate – equivalent to Elemental Selenium – 30mcg, Sodium Molybdate Dihydrate - equivalent to Elemental Molybdenum -22mcg	Vitamin Tonic
35.	NITROPURE SR	Nitrofurantoin 100 mg	Anti-Infective
36.	PATTA PAPPAYA	Carica papaya leaf extract syrup	Dengue Management
37.	PULMORELIE F AX	Doxofylline 400 mg + Ambroxole 30 mg Tab	Respiratory Bronchodialator
38.	PULMORELIE	Doxofylline 400 mg Tab	Respiratory



Sr. No.	Brand Name	Formulation	Application – treatment
	F TAB		Bronchodialator
39.	RDMAC DSR	Rabeprazole Sodium +Domperidone (SR)	Anti-Ulcer Therapy
40.	RIPRO L	Rabeprazole 20mg (Enteric Coated Pellets + levosulpiride 75mg (Sustained Release pellets) Capsule	Anti-Ulcer Therapy + Gi Prokynetic
41.	SETDOWN	Docusate Sodium 100mg + SenaGlucoside 17.2 mg tablet	Bowel Regulator
42.	VIMACTHRO 250	Azithromycin 250mg	Antibiotics
43.	VIMACTHRO 500	Azithromycin 500 mg	Antibiotics
44.	VXIME 500	CefuroxineAxetil Tablets I.P. 500mg	Antibiotics
45.	LOVEBIRD BREATH FRESHENER	Cool mint breath freshener	Mouth Freshener
46.	LOVEBIRD TAD 20	Tadalafil 20mg oral Disintegrating strip	Infertility Cure
47.	SAFETY 72	Levonorgestrel tablets 1.5mg	Emergency Contraceptive Pill
48.	SD MAC	Sildenafil citrate & dapoxetine Tablets	Infertility Cure
49.	INFORT Q 10	Soft gelatin capsules of coenzyme Q10 with lycopene selenium & Omega 3 fatty acids	Infertility Cure
50.	LOVEBIRD AYUR	Energy capsule for power & stamina	Immunity Booster

**We have made Contract manufacturing Facility to source and supply few Generic formulation from below mentioned company on continuously basis:**

Our Company has entered into a contract manufacturing agreement with various units wherein each unit is dedicated to manufacturing certain products in Specialty Chemicals, APIs, Intermediates and Formulations as per the terms of the agreement. We typically enter into contract manufacturing agreements for periods ranging from one to three years. These units are approved as per GMP/GLP, WHO-GMP and ISO certified to cater to a different market in India and overseas. These manufacturing units are located in Maharashtra, Utrakhand, Himachal Pradesh, Gujarat and Goa.

Under contract manufacturing arrangements, we will be responsible for supplying the raw material and technical know-how for manufacturing of our Specialty Chemical and Pharma products and any quality related issues in the products till expiry. All the raw materials are procured from both domestic as well as the international market at very competitive prices from various suppliers. In the Specialty Chemicals business, our price advantage for the procurement of raw materials is our USP.

Vendor/Contractor	Location	Accreditation & FDA License No.	Products
Betamax Remedies Pvt. Ltd	Plot No 24-25, Industrial Area Phase -1, Tahiwal Dist. Una, Himachal Pradesh.	GMP/GLP; NL-MNB/2q15/180 NL-MB/2o1s/181	General Tablets, Capsule & Liquids.
Tulip Formulation Pvt. Ltd	1084, B-Wing, Oberoi Garden Estate, Next to Chandivali Studio, Andheri(east), Mumbai, Maharashtra 400072	GMP	Dry Injection
Ved Lifesavers Pvt. Ltd	Plot No. A-3, Sara Industrial Estate Rampur, Selaqui, Dist. Dehradun, Uttarakhand	WHO-GMP; 35/UA/LL/2017 34/UA/LL/SC/2017	General Tablets & Capsule



Vendor/Contractor	Location	Accreditation & FDA License No.	Products
Nest Healthcare Pvt. Ltd	Plot 300, GIDC, B/H. Vallabhnagar school, NR. Nari Sanrakshan Gruh, Odhav, Ahmedabad – 382415	WHO-GMP; G/25A/4865-A G/28A/5945-A	General Tablets, Capsule, Liquids & Powders

**Our regular supplier of Pharma Formulation on Principle to Principle basis as follows:**

Sr. No.	Manufactured By	Address	Drug License Number
1.	Adhya Pharmaceuticals Private Limited	Klhtadsr. A No.197, Village-Raipur, Bhagwanpur, Roorkee Distt. Haridwar (U.K.)	70/UA/2007 & 74/UA/SC/P-2007
2.	Affy Parentals	Village : Gullarwala, Baddi, Himachal Pradesh India	10914011000439
3.	Aqua Parental	Village-Khari, MouzaOgli, Kala AMB	S-MNB/10/75 & S-MB/10/76, S-COS/10
4.	Ashoka Medicos	Shop No.2, Jassi Market, Maqsudan Chowk, Jalandhar 144008 (Punjab)	20B/121844 & 21B/121845
5.	Betamax Remedies Pvt Ltd	Plot No. 24-25, Industrial Area, PH-I, Phase-I, Tahaliwal, Dist:-UNA, Himachal Pradesh	MB/08/694 & MNB/08/693
6.	Captab Biotec Unit – II	Plot No. 125, E.P.I.P. Road, Mauja, Jharmajri Baddi, Himachal Pradesh	MB/09/787
7.	DSR Life Care	Khasra No 124,125 Village Gullarwala, P.O. Karuana, Tehsil Baddi, Dist., Solan (H.P)-173205	MNB/16/935 & MB/16/936
8.	Hetal Pharmaceuticals	145, Nr. Vrundavan Society Petlad, Nadiyad Road, Gujarat	GA/658
9.	Kaalinga Pharmaceuticals - Solan HP	Opp. Mansadevi Complex, 1st Floor Barotiwala Road Baddi, Dist. Solan (Himachal Pradesh.)	10916011000164
10.	Om Pharmaceuticals	77/26, Near Antaliatalav At. Antalia Bilimora, Gujarat	GA/1820
11.	Safe Lifer Care	SCO No. 2., 2nd Floor, Modern Complex., Sai Road, Baddi., Teh . Nalagarh, Dist., Solan, (Himachal Pradesh)	12385 & 12386
12.	Titanes Pharma	Village Bathu, Tehsil Haroli, Distt. Una (Himachal Pradesh)-174301	NNZ/2016/95 & BNZ/2016/96
13.	Ved Life Saver	Plot No. A-3, Sara Industrial Estate, Selaqul, District:- Dehradun, Uttarakhand	12/UA/SC/P-2012 & 13/UA/2012
14.	Vidhyasha Pharmaceuticals	Plot No.28, Industrial Area, Trilokpur Road, Kala Amb, Dist. Sirmour, Himachal Pradesh, Pin- 173030	N-MNB/14/146 & N-MB/14/147
15.	Welcome Pharma	Sco.28, Modern Complex, Sai Road, Tehsil - Nalagarh, Dist. Solan, Himachal Pradesh, Pin- 173205	20B/13740 & 21B/13741

### Future business plan

Considering the experience of promoters in chemical, API and Pharmaceutical Formulation and growth in API & Pharma Industry, Management has planned to expand in Pharma Industry in the following stages and areas:

- Set up dedicated Manufacturing Plant in Wada near Mumbai with high-tech fully-automated machines duly approved by FDA and WHO to manufacture Pharmaceutical Formulation.
- Set up Warehousing and distribution centre at additional 4 locations to cater the Indian Market.
- Conduct R&D for Cardiac and Chronicle diseases, Gyney, Gastrointestinal, Oncology, Thyroid.
- Introduce Cardiac First Aid Heart Kit and New drug delivery system called as NDDS Mouth dissolving strip medicine and Thyroid treatment medicine.



- Develop new Pharma formulations and medicine in Domestic and Export market.
- Develop the brand and confidence of doctors for Pharma formulation.
- Takeover the existing established Manufacturing unit as well pharma marketing firm having a presence in PAN India.
- Develop own sales and distribution network pan India and for export.

**Management has plans to focus on Pharma formulation and generic medicines as follows:**

- Launch the Formulation in Chronic diseases, Gyney, Gastrointestinal, Oncology, Thyroid Bio – Metabolic, Ortho, and Anti Allergic treatments.
- Expand the secondary sales team for Ethical Marketing and sales.
- Expand and have presence in 9 states with deeper penetration.
- Organise and participate in Medical Association Programmes and Conferences.
- Invest in F&D for formulation in Gastric and Generic Medicines.
- Expand the warehousing and distribution channel.

**Raw Materials and Packing materials**

We source the material from vendors and manufacturers of chemical and formulation as per the order and specification. Our products are available in India and is imported from Europe, China, Japan and far east countries.

For our Pharmaceutical business, our manufacturing activity is done on a P2P (Principal to Principal) basis where the Principal Entity does the procurement of raw material and packing material. For our Specialty Chemical business, our raw materials are purchased from a list of approved vendors who match our quality & service parameters in line with the best in the Industry. The major raw materials used for our Specialty Chemical products include Potassium Bromide, Copper (II) Sulphate, Chemicals Salts, Triethylenediamine, Butanol, Benzene, Phenol, Potassium Carbonate granules, Acetic Acid Catalyst, etc. Packing materials like high-grade polythene bags and plastic drums are sourced from established vendors.

We carefully assess the reliability of all materials purchased to ensure that the regulatory and legal requirements are complied with, and they comply with the rigorous quality and safety standards required for our products. In an effort to manage risks associated with raw materials supply, we work closely with our suppliers to help ensure availability and continuity of supply while maintaining quality and reliability as well as identifying any potential for improvement.

We source our raw material through domestic as well as international markets on competitive prices. Generally, there are multiple sources that can supply the raw materials that we require. Our raw material sourcing is not dependent on a single source of supply, and we have access to alternate sources for our procurement of raw materials.

For the fiscal year 2019, purchases from our top 10 suppliers constituted 55.01% respectively of our total purchases during the said period. We do not have any long term contracts with our external suppliers, and prices are typically negotiated for each purchase order.

**(Rs. in Lakhs)**

Particulars	Purchases/ Cost of Goods *					
	FY 2018-19	%	FY 2017-18	%	FY 2016-17	%
Top 5 Suppliers	6310.49	47.50	4599.71	53.20	3277.49	60.11
Top 10 Suppliers	7307.96	55.01	5725.43	66.71	3836.79	70.37

\* Please note that the above cost of goods have been purchased through our international and domestic suppliers

**Sales, Marketing and Distribution**

The backbone of our revenue from Pharmaceutical operations is “VIMAC HEALTHCARE Division”- our marketing team and our distribution network. Within a span of 2 years, we have established a strong customer base and a yielding marketing setup. We have a dedicated marketing team which oversees the marketing of different types of Specialty Chemicals, APIs and Formulations for various geographical locations. We adopt product-wise, client-wise, location-wise and geographic-wise approach for selling and marketing our products. Our marketing team also works on maintaining the existing clients and acquiring new clients for our products. Our marketing team



focuses on increasing our market share through the addition of new & unique products which have huge business potential & are a game changer. Further, we are conducting trials with potential customers for our unique SC's product which provides a solution for cleaning sewage water & converting it to potable water.

We have dedicated sales and marketing team under the "VIMAC HEALTHCARE Division" and an extensive domestic distribution network. We generate significant demand for our products in India through a field force of medical representatives employed by us and our distributors who also appoint their own medical representatives. The medical representatives promote our products amongst medical practitioners & medical therapy specialists. We also have a strong network of retail pharmacies and distributors for the availability of our product. Further, to enhance our market presence and recognition, we arrange CME (Continuous Medical Education) and Conferences for our medical fraternity to enhance & update their knowledge. Our sales and marketing team comprise of 70 field force, medical representatives & 15 Senior Sales team, a total of 85 members.

### **Marketing Strategy**

SPIL has plans to frame the marketing strategy which allows more OTC products and create a brand value of formulation in the long run. SPIL follows certain internal strategy as follows:

- Post Marketing Surveillance - Create Secondary marketing sales team and review the response from Doctors, patients and Medical stores.
- Prescribe Events Monetary – Review the prescription given by doctors and Patient feedback for quality, cost and effectiveness.
- Fact on file – Create the database and feedback from doctors for effects, side effects and recovery systems.
- Unrestricted Market and Brand creation – Participate in Events, conference and seminars for health awareness, educate about the new R&D and treatment systems to doctors and the general public.

### **Marketing Plan**

Management has made separate division – Vimar Healthcare to focus on Branding of Pharmaceutical Formulation and medicines.

#### **Vimar Healthcare market the formulations in three areas:**

- Ethical & Secondary marketing through MR to doctors.
- Institutional Supply - Hospital, Healthcare centres, Municipality & NGO.
- Exports to EU, Gulf and African markets.

#### **Vimar Healthcare has plans to launch formulation in Phase manner following areas:**

- Cardiac Division with patented Cardiac Kit (For Loading dose of MI cases).
- Bio-Metabolic Division for chronic Diseases like Diabetes, Hypertension, Thyroid malfunction.
- Pediatric Division.
- Gastroenterology Division.
- Gynecology Division.

### **Distribution and Sales Network**

#### **Ethical and Secondary Sales**

- Presently Vimar Healthcare has a presence in 5 states – Maharashtra, West Bengal, Chhattisgarh, Uttar Pradesh (UP) and Gujarat with a sales force of 110 Territory Business Manager, 21 Area Business Manager, 5 Regional Manager, 2 Sales Manager.
- 5 Sales Consignee Agent for the respective States with 300 plus Stockists. These Stockists will supply the medicine to respective 5000 retail chemist shop.
- We Plan to expand in 3 new states and penetrate more in existing states by an increase in field staff.

#### **Institutional Sales**

- Presently SPIL is registered vendor and supply to few hospitals, Municipality and NGO in Mumbai and Maharashtra.
- A separate team is developed to have focus in Vendor Registration, Tender and Bulk sales to NGO.
- We plan to develop Surgical and Disposable aprons and implant, injectable and serine.



We also market and sell our products through distributors based on distribution agreement/ appointment letters for marketing and distributing our products across India. For our distribution channel, we have more than 77 distributors/trade partners as on August 31, 2018, for marketing and distributing our products across India. These distributors/trade partners are focused towards North, East & West of India. Our distributor with the able support of our marketing team is involved in the distribution and promotion of our products in their respective territories. All the distributors are bound by a legal undertaking & detailed agreement which gives information about their deliverables to our Company in lieu of an agreed consideration.

Besides this, we also have C&Fs (carrying & forwarding agents) at 5 States with two central warehouses at Bhiwandi in Mumbai and Baddi in Himachal Pradesh. We are also an approved vendor & lead supplier of high-quality medical products and Chemicals to many Government institutions like Indian Railways, Vasai Virar Municipal Corporation, Dhulia & Amalner Municipal Corporations. Our company is a member of the India Trade Promotion Organisation (ITPO), Pharmaceuticals Export Promotion Council (Pharmexcil) as well as actively participates in business delegation and trade fairs including overseas exhibitions to expand our international reach. Also, we analyse the market trend through market research data that keep us updated with respect to the product portfolio and their target geographies.

For the international markets, we enter into exclusive and product-exclusive marketing agreements for our products. Customarily, these agreements are exclusive and product-exclusive in nature and have specific performance clauses for both the parties, wherein either party may terminate the agreements if the mutually agreed milestones are not fulfilled by either party. Pricing arrangement of such agreements depends on market dynamics, and it is revised periodically. As we have gained substantial experience working closely with our supply agreement counterparties over the years, we believe that we have been able to establish prudent business practices and procedures to cater to the international markets.

Some of our top clients include Cipla, Larsen & Toubro (Aeronautical division), Berger, Gujarat Insecticides, Huntsman, Navin Flourine Industries, Insecticides India Ltd, Isia (Asia) Agrochemicals Pvt Ltd SRF Ltd, Clean Science and Technology Pvt Ltd, Songwon Speciality Chemicals-India Pvt. Ltd to name a few. For the fiscal year 2019, revenues from our top 10(ten) customers constituted 64.14 % of our total income during the said period. The percentage of income derived from our top customers in the last three financial years are given below:

**(Rs. in Lakhs)**

Particulars	Revenues*					
	FY 2018-19	%	FY 2017-18	%	FY 2016-17	%
Top 5 Customers	7468.30	53.67	5803.63	65.84	2988.64	53.97
Top 10 Customers	8923.13	64.14	6851.79	77.73	3859.18	69.69

\* Please note that the above revenues have been earned through our domestic customers only.

### **Our presence in International Markets**

From this FY 2018-19, our company has entered the International Markets with an aim to expand our business thereby creating an international brand name for our products. Currently, we are selling only Drug Intermediaries. The first shipment of API and Formulations was done in May 2018 to the UK and second shipment SCs & API to Australia, Uzbekistan, Bangladesh, Taiwan, Sultanate of Oman, (Muscat) Dubai, (UAE) & UK. Further, our company has a pipeline to export FDF's and API to countries like South East Asia, Middle East & North Africa (MENA Region). Product registrations for 14 formulations are under process, and trial order book for a range of products is being done in these countries.

### **HUMAN RESOURCE**

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

As of March 31, 2019, we had a total of 108 employees. The table below shows the functional breakdown of our employees:

Functions	Number of Employees
Senior Management & KMP	5
Middle Management	3



Others	100
<b>Total</b>	<b>108</b>

In addition to our own employees, our operations also involve additional workers who are hired on a contract labour basis.

We have encountered no significant work disruptions to date and we believe that we have maintained good relations with our employees.

## **COMPETITION**

Our Company operates in the Chemical and pharmaceutical sector which faces competition from domestic as well as international players. Competition emerges from both organised and unorganised sector including private and public companies. The primary competitive factors consist of quality, technology, prompt delivery, price, size of product portfolio and customer service. Our competitors also may obtain other regulatory approvals for their products more rapidly than we may obtain approval for our products, which could result in our competitors establishing a stronger market position before we are able to enter the market. Many of the companies against which we are competing, or against which we may compete in the future, have significantly greater financial resources and expertise in research and development, manufacturing, obtaining regulatory approvals and marketing approved products than we do. Moreover, as we seek to diversify into new geographical areas globally, we may face competition from local companies, multinational corporations and companies from other emerging markets operating in such markets. We compete with our competitors on the basis of product quality, brand image, price and reliability. We continuously strive to increase our distribution channel to increase our domestic presence and increase our global reach. We intend to continue competing vigorously to capture more market share and manage our growth in an optimal way by improving our brand image, increasing our product offerings, satisfying customer demands, achieving operating efficiencies, and more.

## **CORPORATE SOCIAL RESPONSIBILITY**

We demonstrate our commitment towards our communities by committing our resources and energies to social development through our Trust. We have aligned our CSR programs with Indian legal requirements. Training programme of CPR procedure is being given to many institutions and general public to create awareness for giving first aid in case of cardiac arrest which also involves operating the AED (Automatic Electric Defibrillator) & administering Loading Dosage to affected patients.

## **COLLABORATIONS**

We have not entered into any technical or financial or any other collaboration agreement as on the date of filing the Prospectus.

## **INFRASTRUCTURE**

Our registered office and corporate office is well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities, which are required for our business operations to function smoothly.

Our company in the near future proposes to set up its own in-house manufacturing facility at Wada (Palghar District). For detailed information, please refer to chapter titled “*Objects of the Issue*” on page no. 80 of this Prospectus.

## **PLANT & MACHINERY**

Since, our products are manufactured through a third party via the contract manufacturing agreement; our company does not own any specific plant and machinery for manufacturing our products except as required to run the day to day business.

Since our company will be setting up its own manufacturing facility at Wada, our company will be purchasing various plant and machineries also. For detailed information, please refer to chapter titled “*Objects of the Issue*” on page no. 80 of this Prospectus.

## **IMPORTS-EXPORTS AND IMPORT-EXPORT OBLIGATIONS**

There are no Import- Export Obligation as on date of filing this Prospectus.



## OUR PROPERTIES

Our Registered office, corporate office and Storage/Warehouses are leased by our Company. The detail of our property is as follows:

Sr. No.	Lease Date	Name of the Owner	License/ Leased/ Owned	Location of the Property	Period	Area	Purpose
1.	05/01/2018	Mr. Hemal V Mehta and Mr. Sachin V Mehta #	Leased	301, 3rd Floor, Aura Biplax, Above Kalyan Jewellers, S V Road, Borivali (West), Mumbai – 400 092	3 years w.e.f. 15/09/2017 to 14/09/2020	1,036 Sq. Ft.	Used as Registered office
2.	05/01/2018	Mr. Sachin V Mehta #	Leased	55/547, MHB Colony, Mahavir Nagar, Kandivali West, Mumbai - 400 067	3 years w.e.f. 15/09/2017 to 14/09/2020	310 Sq. Ft.	Used as Corporate office
3.	01/03/2019	M/s Shree Ganraya Storage	Leased	Bhamre Compound, Rehnal Bus Stop, Gosarani Compound, Near Mahavir Compound, Valagoan, Bhiwandi, District Thane 421302, India	3 years w.e.f. 01/03/2019 to 31/03/2022	1,200 Sq. Ft.	Used as Storage/ Warehouses
4.	01/04/2019	M/s Deshmukh Warehousing	Leased	Shree Datta Compound & Laxmi Compound, Rehnal Village, Bhiwandi, Thane 421302, India	3 year w.e.f. 01/04/2019 to 31/03/2022	1,500 Sq. Ft.	Used as Storage/ Warehouses
5.	01/03/2019	M/s Ronak Warehousing Services	Leased	D2-21, Jay Shree Ram Complex, Nr. Nadali Talao, Opp. JK petrol pump, purna village, Bhiwandi, Thane 421302, India	3 year w.e.f. 01/03/2019 to 31/03/2022	3,000 Sq. Ft.	Used as Storage/ Warehouses
6.	01/03/2019	M/s Ronak Warehousing Services	Leased	D-2,17 to 21, C2 to 12, F19/20, A9, B9, E22, 23, Jay Shree Ram Complex, Near Nadali Talao, Opp. J. K. Petrol Pump, Purna Village, Bhiwandi, Thane 421302, India	3 years w.e.f. 01/03/2019 to 31/03/2022	3,000 Sq. Ft.	Used as Storage/ Warehouses
7.	01/03/2019	M/s Ronak Warehousing Services	Leased	D-Building Gala No.2/3/4/5; B-Building Gala No.10.; C-Building Gala No.14/20/22, Gopinath estate Near A.M. Kata, Nr. Asali Bypass, Gujarat	3 years w.e.f. 01/03/2019 to 31/03/2022	3,000 Sq. Ft.	Used as Storage/ Warehouses
8.	01/03/2019	M/s. Kavasakhi Warehouse	Leased	Gala No.1,2,3,4,5, Shila Dal Mill Compound Road, Opp J. K. Petrol pump, Purna Village, Bhiwandi, Thane	3 years w.e.f. 01/03/2019 to 31/03/2022	1,450 Sq. Ft.	Used as Storage/ Warehouses
9.	01/04/2018	M/s. R. R. Strong	Leased	Godown No 6 Oswal Compound, Near Centre	5 years w.e.f.	1,500 Sq. Ft.	Used as Storage/



Sr. No.	Lease Date	Name of the Owner	License/ Leased/ Owned	Location of the Property	Period	Area	Purpose
		Corporation		Point Hotel, Purna Village, Bhiwandi, Thane-4213021	01/04/2018 to 31/03/2023		Warehouses
10.	01/04/2018	M/s. R. R. Strong Corporation	Leased	Godown No 7, Oswal Compound, Near Centre Point Hotel, Purna Village, Bhiwandi, Thane-4213021	3 years w.e.f. 01/04/2018 to 31/03/2021	1,500 Sq. Ft.	Used as Storage/ Warehouses
11.	01/03/2019	M/s. Shreeji Warehouse	Leased	Gala No.1 to14, Govind & Ramchandra Compound, Behind R.C. Bapu Petrol Pump, Rahnal Village, Bhiwandi, Thane 421302	3 years w.e.f. 01/03/2019 to 31/03/2022	1,600 Sq. Ft.	Used as Storage/ Warehouses
12.	09/11/2017	Sudarshan Chempharm India LLP	Leased	Godown no. 282/A, Opp. Talathi Office, Taluka Wada, District Palghar, Thane 421312	5 years w.e.f. 01/11/2017 to 31/10/2022	550 Sq. Ft.	Used for Commercial Purpose
13.	05/01/2018	Sudarshan Chempharm India LLP	Leased	Godown no. 282/21, Wada Road, Nehroli Village, Palghar, Thane 421312	3 years w.e.f. 15/09/2017 to 14/09/2020	4962.45sq mtrs	Used for Commercial Purpose

#### INSURANCE POLICIES

Our Company maintains insurance against various risks inherent in our business activities. While we believe that the insurance coverage which we maintain is in keeping with industry standards and would be reasonably adequate to cover the normal risks associated with the operation of our businesses, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. The following are the details of the insurance policies obtained by our Company:

Sr. No.	Name of the Insurance Policy	Type of Policy	Policy No.	Validity Period	Description of the cover under the policy	Sum Insured	Premium p.a.
1.	New India Assurance Co. Ltd.	Fire Floater Policy	13100 01118 03000 00115	29/3/2019 to 28/3/2020	All types of Chemicals, Solvents, Colors, Raw Materials, Stocks, Stocks in process, Finished –Semi finished goods, Stock in trade, Packing & packaging material, Stocks in Trust/Comm/Deposit including stocks pert to Insured trade in Shed, open compound, at above LOC Block:-Building, Plant& Machinery & accessories Furniture &Fixtures, fittings, fixtures, Stocks as mentioned above Add on Cover:-Earthquake (fire and shock)	Rs. 8.00 Crores	Rs. 5.98 Lakhs



Sr. No.	Name of the Insurance Policy	Type of Policy	Policy No.	Validity Period	Description of the cover under the policy	Sum Insured	Premium p.a.
2.	Tata AIG Insurance	Marine Cargo Insurance Policy	086507791401	26/2/2019 to 25/2/2020	Consignments said to contain All types of Chemicals, Pharmaceuticals and Raw Materials, Medicines, Solvents, Pharmaceuticals Products, Finished Products pertaining to the Insured s trade	Rs. 3.00 Crores	Rs. 24,781
3.	Tata AIG General Insurance Company Ltd	Cyber Risk Protect or Insurance Policy	2309003705	14/11/2018 to 13/11/2019	Multi-Media Liability, Cyber/Privacy Extortion, Network Interruption, Forensic Services and General Policy Retention	Rs. 1.00 Crores	Rs. 1,88,000
4.	Tata AIG General Insurance Company Ltd	Corporate Guard – Crime Manager Complete Insurance Policy	2309003666	14/11/2018 to 13/11/2019	Fraud or dishonesty committed by any employee (acting alone or in collusion with others); or A fraudulent act committed by any other person;	Rs. 1.00 Crores	Rs. 2,24,00
5.	New India Assurance Co. Ltd.	Burglary (Floater) Insurance Policy	13100046180100000344	30/03/2019 to 29/03/2020	Stocks in Trade; goods stored in the godown; Furniture, Fixture, Fittings & Office Equipments	Rs. 8.00 Crores	Rs. 1.15 Lakhs

Please note that the premium payable is inclusive of GST.

## INTELLECTUAL PROPERTY

As on the date of the Prospectus, our Company has made application for registering 48 trademarks. For details of registered and applied trademarks, please refer the chapter titled “*Government and Other Statutory Approvals*” beginning on page no. 225 of this Prospectus.

## FINANCIAL INDEBTEDNESS OF THE COMPANY

As on the date of this Prospectus, our Company has availed unsecured loans. For further details, please refer to the section “*Statement of Financial Indebtness*” beginning on page no. 219 of this Prospectus.



## KEY INDUSTRY REGULATIONS AND POLICIES

*The following description is a summary of the relevant sector-specific laws, regulations and policies as prescribed by the Government of India, and other regulatory bodies that are applicable to our business. The information detailed in this Chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities 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 statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals and other approvals obtained by us, see the section titled “Government and Other Approvals” beginning on page no. 225 of this Prospectus.*

*The Company requires the sanction of the concerned authorities under the relevant Central, State legislation and local bye-laws for conducting its business activities. The following is an overview of some of the important laws, bye-laws, regulations and policies, which are relevant to our business & industry.*

### **Key Industry and Business Related Regulations**

#### ***The Drugs and Cosmetics Act, 1940 (“DCA”)***

The DCA regulates the import, manufacture, distribution and sale of drugs and cosmetics in India as well as aspects relating to labelling, packing and testing. The DCA also provides the procedure for testing and licensing of new drugs. The DCA also prohibits the import of certain categories of drugs and cosmetics. It further mandates that every person holding a license must keep and maintain such records, registers and other documents as may be prescribed which may be subject to inspection by the relevant authorities. Under the DCA, the Government may, by notification in the official gazette, regulate or prohibit the manufacture, sale or distribution of a drug, if it is satisfied that in the public interest, it is necessary or expedient to do so or that the use of such drug is likely to involve any risk to human beings or animals or that it does not have the therapeutic value claimed or purported to be claimed for it or contains ingredients and in such quantity for which there is no therapeutic justification. Penalties in terms of fine and imprisonment are prescribed under the DCA for contravention of its provisions.

#### ***The Drugs and Cosmetics Rules, 1945***

The Drugs and Cosmetics Rules, 1945 (the “DCA Rules”) have been enacted to give effect to the provisions of the DCA Act to regulate the, manufacture, distribution and sale of drugs and cosmetics in India. The DCA Rules prescribe the procedure for submission of report to the Central Drugs Laboratory, of samples of drugs for analysis or test, the forms of Central Drugs Laboratory’s reports thereon and the fees payable in respect of such reports. The DCA Rules also prescribe the drugs or classes of drugs or cosmetics or classes of cosmetics for the import of which a licence is required, and prescribe the form and conditions of such licence. Further, the DCA Rules provide for the cancellation or suspension of such licence in any case where any provisions or rule applicable to the import of drugs and cosmetic is contravened or any of the conditions subject to which the licence is issued is not complied with. The DCA Rules further prescribe the manner of labelling and packaging of drugs.

#### ***The Drugs (Control) Act, 1950 (“DC Act”)***

The DC Act was enacted to provide for the control of sale, supply and distribution of drugs. The DC Act empowers the Central Government to inter alia declare any drug to be a drug to which this act shall apply and to fix maximum prices and maximum quantities thereof, which may be held or sold, by a dealer or producer. The DC Act also provides for penalties arising due to contraventions of any of the provisions of this Act or of any direction made under authority conferred by this Act, which shall be punishable with imprisonment for a term which may extend to three years, or with fine, or with both.

#### ***National Pharmaceutical Pricing Policy 2012***

In December 2012, the Government issued the National Pharmaceutical Pricing Policy, 2012 (“NPPP 2012”) has replaced the Drug Policy of 1994. The objective of the NPPP 2012 is to put in place a regulatory framework for pricing of drugs so as to ensure availability of essential medicines at reasonable prices while providing sufficient



opportunity for innovation and competition to support the growth of industry. The regulation of prices of drugs under the NPPP 2012 is on the basis of regulating the prices of formulations and is different from the earlier principle of regulating the prices of specified bulk drugs and their formulations under the Drug Policy 1994. The National Pharmaceuticals Pricing Authority (“NPPA”) will be the implementation authority for the NPPP 2012. The NPPP 2012 provides for certain principles for drug price control and determination, which, inter-alia, include the following:

- a. Price regulation is on the basis of ‘essentiality’ of the drug as laid down in the National List of Essential Medicines – 2015 (“NLEM 2015”), declared by the Ministry of Health and Family Welfare, in public interest;
- b. Price regulation is applied only to formulations;
- c. The Span of Price Control is as per the dosages and strengths as listed in NLEM 2011;
- d. The methodology of fixing a ceiling price of essential medicines, is done by adopting the simple average price of all the brands having market share (on the basis of moving annual turnover) more than and equal to one percent of the total market turnover of that medicine.
- e. The formulations are to be priced only by fixing a ceiling price. Manufacturers would be free to fix any price for their products equal to or below the ceiling price. The ceiling price would be fixed on the dosage basis, such as per tablet, capsule, standard injection volume, as listed in NLEM 2011;
- f. The ceiling price will be fixed on the basis of readily monitorable market based data which would be available with IMS Health (IMS). Since the IMS data gives price figures for stockist level prices, in order to arrive at ceiling price (being the maximum retail price), the price derived from IMS data would be further increased by 16% as margin to the retailer so as to arrive at a reasonable ceiling price chargeable from the consumers. For drugs not in the IMS data, NPPA would collect data by commissioning the same.
- g. The prices of such essential medicines will be allowed an annual increase as per the ‘Wholesale Price Index’ as notified by the Department of Industrial Policy & Promotion;
- h. The prices of non-essential drugs are to be monitored by the Government on a regular basis and where the price of such drugs increases at a rate of above 10% per annum, the Government is empowered to have the price of these drugs reduced below the limit, for the next 12 months; and
- i. The ceiling prices determined for drugs under the NPPP 2012 are also be applicable to imported drugs.

The NPPP 2012 further, in order to promote innovation and R&D, provides for certain exemptions, to which price control does not apply, such as:

- a. A product or process patented under the Indian Patent Act, 1970, if developed through indigenous R&D, is eligible for exemption from price control for a period of five years from the date of commencement of its commercial production; and
- b. A formulation involving a new delivery system developed through indigenous R&D is also eligible for exemption from price control for a period of 5 (five) years from the date of its market approval in India. The certification of innovation and R&D may be provided by the office of DCGI.

### ***The National List of Essential Medicines, 2015 (“NLEM”)***

The National List of Essential Medicines, 2015 has been introduced to replace the National List of Essential Medicines, 2011. Essential medicines are those that satisfy the priority healthcare needs of majority of the population. The medicines mentioned under the list should be available at affordable cost and with assured quality. The Government of India, Ministry of Health & Family Welfare (MOHFW) is mandated to ensure the quality healthcare system by assuring availability of safe and efficacious medicines for its population. The primary purpose of NLEM is to promote rational use of medicines considering the three important aspects i.e. cost, safety and efficacy. Furthermore it promotes prescription by generic names. Healthcare delivery institutions, health insurance bodies, standards setting institutions for medicines, medicine price control bodies, health economists and other healthcare stakeholders will be immensely benefitted in framing their policies. The first NLEM was prepared in the year 1996 and was subsequently revised in 2003. The lists of medicines are divided into 29 sections therapeutic area wise. This new list has added a total number of 160 medicines and has deleted 70 medicines, which now contains a total of 376 medicines. The essentiality of a medicine has been considered in terms of its dosage form and strength.

### ***The Essential Commodities Act, 1955 (“ECA”)***

The ECA provides for the control of the production, supply and distribution of, and trade and commerce in certain commodities. The ECA gives powers to the Government amongst others, to control production, supply and distribution of essential commodities for maintaining or increasing supplies and for securing their equitable



distribution and availability at fair prices. Using the powers under it, various ministries/departments of the Government have issued control orders for regulating production, distribution, quality aspects, movement and prices pertaining to the commodities which are essential and administered by them. The State Governments have issued various control orders to regulate various aspects of trading in essential commodities such as food grains, edible oils, pulses kerosene, sugar and drugs. The Collector of the District or the concerned authority has the power to confiscate the commodity if it contravenes the order.

### ***The Drugs (Prices Control) Order, 2013 (“DPCO, 2013”)***

In May 2013, the Central Government in exercise of its powers under the Essential Commodities Act, 1955 issued the Drugs Prices (Control) Order, 2013 which will replace the Drugs Prices (Control) Order, 1995. The NPPA will be the implementation authority for the new Drug Prices (Control) Order, 2013. The DPCO is passed under section 3 of the ECA and is to be read with the DCA. The DPCO, inter alia, provides the list of price controlled drugs, procedures for fixing the prices of drugs, method of implementation of prices fixed by Government and penalties for contravention of provisions and formulations which fall within the purview of the legislation. The DPCO provides for the formulae for calculation of ceiling prices and retail prices of drug formulation and there are penal provisions for violation of any rules and regulations under the ECA. As per section 7 of the ECA, the penalty for contravention of the DPCO is minimum imprisonment of 3 (three) months, which may extend to seven years and the violator is also liable to pay a fine. The DPCO provides that the Government may, in extraordinary circumstances, if it considers necessary to do so in the light of public interest, fix the ceiling price or retail price of any drug for such period as it may consider fit, and where the ceiling price or retail price is already fixed and notified, it may allow an increase or decrease in the ceiling price or the retail price as the case may be, irrespective of the annual wholesale price index for that year. Under the provisions of the DPCO, every manufacturer of a schedule formulation intended for sale shall display in indelible print mark, on the label of container of the formulation and the minimum pack thereof offered for retail sale, the maximum retail price of that formulation based on the ceiling price notified in the Official Gazette or ordered by the Government in this behalf with the words "Maximum Retail Price" preceding it and the words 'inclusive of all taxes' succeeding it. The provisions of this order do not apply to a manufacturer producing a new drug patented under the Indian Patent Act, 1970 (product patent) and not produced elsewhere, if developed through indigenous Research and Development, for a period of five years from the date of commencement of its commercial production in the country or a manufacturer producing a new drug in the country by a new process developed through indigenous Research and Development and patented under the Indian Patent Act, 1970 for a period of five years from the date of the commencement of its commercial production in the country or a manufacturer producing a new drug involving a new delivery system developed through indigenous Research and Development for a period of five years from the date of its market approval in India.

### ***The Food Safety and Standards Act, 2006 (“FSSA”)***

The FSSA was enacted on August 23, 2006 with a view to consolidating the laws relating to food and to establish the Food Safety and Standards Authority of India (“Food Authority”), for laying down science based standards for articles of food and to regulate their manufacture, storage, distribution, sale and import, to ensure availability of safe and wholesome food for human consumption. The Food Authority is required to provide scientific advice and technical support to the Government of India and the state governments in framing the policy and rules relating to food safety and nutrition. The FSSA also sets out requirements for licensing and registration of food businesses, general principles of food safety, and responsibilities of the food business operator and liability of manufacturers and sellers, and adjudication by ‘Food Safety Appellate Tribunal’. In exercise of powers under the FSSA, the Food Authority has framed the Food Safety and Standards Rules, 2011 (“FSSR”) which have been operative since August 5, 2011. The FSSR provides the procedure for registration and licensing process for food business and lays down detailed standards for various food products. The FSSR also sets out the enforcement structure of ‘commissioner of food safety’, ‘food safety officer’ and ‘food analyst’ and procedures of taking extracts, seizure, sampling and analysis. The FSSA provides for the Food Authority to be aided by several scientific panels and a central advisory committee to lay down standards for food safety.

The standards will include specifications for ingredients, limit of quantities of contaminants, tolerance limits of pesticide drugs residue, biological hazards and labels; The Food Authority has also framed the following food safety and standards regulations in relation to various food products and additives:

- Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011;
- Food Safety and Standards (Packaging and Labelling) Regulations, 2011;
- Food Safety and Standards (Food Product Standards and Food Additives) Regulations, 2011;
- Food Safety and Standards (Prohibition and Restriction on Sales) Regulations, 2011;



- Food Safety and Standards (Contaminates, Toxins and Residues) Regulations, 2011; and
- Food Safety and Standards (Laboratory and Sampling Analysis) Regulations, 2011.

### ***The Narcotic Drugs and Psychotropic Substances Act, 1985***

The Narcotic Drugs and Psychotropic Substances Act, 1985 makes stringent provisions for the control and regulation of operations relating to narcotic drugs and psychotropic substances, to provide for the forfeiture of property derived from, or used in, illicit traffic in narcotic drugs and psychotropic substances, to implement the provisions of the International Convention on Narcotic Drugs and Psychotropic Substances and for matters connected therewith. The Act authorizes the Central Government to take all such measures as it deems necessary or expedient for the purpose of preventing and combating abuse of narcotic drugs and psychotropic substances. The Narcotic Drugs and Psychotropic Substances Act, 1985 prohibits the production, manufacture, possess, sell, purchase, transport, warehouse, use, consume, import inter-State, export inter-State, import into India, export from India or transport any narcotic drug or psychotropic substance, except for medical or scientific purposes as provided. Narcotic Drugs and Psychotropic Substances (Amendment) Bill, 2011 was introduced before the Parliament and referred to the Standing Committee in September, 2011. The Bill lays down that whoever consumes any narcotic drug or psychotropic substance in contravention of any provision of the Act or any rule or order made thereunder shall be punishable with imprisonment for a term which may extend to six months or with fine which may extend to ten thousand rupees or with both. The Bill also enhances the penalty for offences committed after previous convictions.

### ***The Pharmacy Act, 1948***

The Pharmacy Act, 1948 was enacted to regulate the profession of pharmacy. The Pharmacy Act, 1948 provides for the Constitution and Composition of Central Pharmacy Council and State Pharmacy Council as well as the Registration of Pharmacists. The Central Council is empowered to make education regulations prescribing the minimum standard of education required for qualification as a pharmacist. The Pharmacy Act, 1948 also provides for the registration of pharmacists with the State Government. The following are the rules and regulations which are applicable to the Company:

- Pharmacy Practice Regulations, 2015
- Maharashtra State Pharmacy Rules, 1969

### ***The Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954 (“DMRA”)***

The Drugs and Magic Remedies (Objectionable Advertisements) Act, 1954 seeks to control advertisements of drugs in certain cases and prohibits advertisements of remedies that claim to possess magic qualities and provides for matters connected therewith. For the purposes of this Act, advertisements include any notice, circular, label, wrapper, or other document or announcement. The schedule to the Act specifies ailments for which no advertisement is allowed. It prohibits advertisements that misrepresent, make false claims or mislead.

### ***The Poisons Act, 1919***

The Poisons Act, 1919 restricts the use of poisons and these include aconite, arsenic, morphine, heroin, essential oils of almonds, oxalic acid, poppies, chloroform, zinc chloride etc. The Poisons Act, 1919 empowers the Central Government to prohibit the importation into India across any customs frontier defined by the Central Government of any specified poison and regulate the grant of licenses.

### ***Legal Metrology Act, 2009***

The Legal Metrology Act, 2009 (“L.M. Act”) governs the standards/units/denominations used for weights and measures as well as for goods which are sold or distributed by weight, measure or number. It also states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the L.M. Act. Moreover, the L.M. Act prohibits any person from quoting any price, issuing a price list, cash memo or other document, in relation to goods or things, otherwise than in accordance with the provisions of the L.M. Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in the Rules made by each State. The Act also provides for Legal Metrology (General) Rules, 2011, which may be followed for due compliance, if the respective State does not provide for Rules in this regard.



### ***Good Manufacturing Practice Guidelines (GMP)***

These guidelines are provided under 'Schedule T' of Drug and Cosmetic Act, 1940. Good manufacturing practices (GMP) are the practices required in order to confirm the guidelines recommended by agencies that control authorization and licensing for manufacture and sale of food, drug products, and active pharmaceutical products. These guidelines provide minimum requirements that a pharmaceutical or a food product manufacturer must meet to assure that the products are of high quality and do not pose any risk to the consumer or public. Good manufacturing practices, along with good laboratory practices and good clinical practices, are overseen by regulatory agencies in various sectors in India.

### ***Standards of Weights and Measures Act, 1976 and Standards of Weights and Measures (Packaged Commodities) Rules, 1977***

The Standards of Weights and Measures Act, 1976 aims at introducing standards in relation to weights and measures used in trade and commerce. The rules made thereunder, particularly the Standards of Weights and Measures (Packaged Commodities) Rules, 1977 lay down the norms to be followed, in the interests of consumer safety, when commodities are sold or distributed in packaged form in the course of inter-state trade or commerce. This Act and rules formulated thereunder regulate inter alia inter-state trade and commerce in weights and measures and commodities sold, distributed or supplied by weights or measures.

### ***The Sales Promotion Employees (Conditions of Service) Act, 1976 ("Sales Promotion Act")***

The Sales Promotion Act regulates the conditions of service of sales promotion employees and applies to pharmaceutical industry. It provides the conditions of appointment, leave and maintenance of registers and other documents of such employees. It provides enabling provision for application of the provisions of labour laws including The Workmen's Compensation Act, 1923, The Industrial Disputes Act, 1947, The Minimum Wages Act, 1948, The Maternity Benefit Act, 1961, The Payment of Bonus Act 1965 and The Payment of Gratuity Act, 1972 to sales promotion employees. The Sales Promotion Act provides monetary penalties for breach of its provisions.

### ***The Clinical Establishments (Registration and Regulation) Act, 2010***

The Clinical Establishments (Registration and Regulation) Act, 2010 enacted by the Central Government to provide for registration and regulation of all clinical establishments in the country with a view to prescribing the minimum standards of facilities and services provided by them. The Act is applicable to all kinds of clinical establishments from the public and private sectors, of all recognized systems of medicine including single doctor clinics. The only exception will be establishments run by the Armed forces.

### ***The Explosives Act, 1884***

The Explosives Act, 1884 (the "Explosives Act") has been enacted to regulate the manufacture, possession, use, sale, transport and importation of explosives. The Explosives Act stipulates as follows:

- i) No person is who has not completed the age of 18 years;
- ii) who has been sentenced on conviction of any offence involving violence or moral turpitude for a term of not less than 6 months, at any time during a period of 5 years after the expiration of the sentence;
- iii) who has been ordered to execute under Chapter VIII of the Code of Criminal Procedure, 1973 (2 of 1974), a bond for keeping the peace or for good behaviour, at any time during the term of the bond; or
- iv) whose licence under this Act has been cancelled, whether before or after the commencement of the Indian Explosives(Amendment) Act, 1978 (32 of 1978) for contravention of the provisions of this Act or the Rules made thereunder, at any time during a period of 5 years from the date of cancellation of such licence shall:
  - a. manufacture, sell, transport, import or export any Explosive; or
  - b. possess any such Explosive as the Central Government may, having regard to the nature thereof, by notification in the Official Gazette, specify.

Further, no person shall import, export, transport, manufacture, possess, use or sell any explosive which is not an authorised explosive. The Explosives Act also prescribes safety standards and qualifications required in order to obtain a license for the manufacture, use, possession, sale etc., of explosives.

### ***The Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974 (COFEPOSA)***



COFEPOSA came into force for the reason to provide preventive detention and to protect and augment the guidelines of foreign exchange. The Act also aims to control smuggling activities and other issues in relation to these activities. COFEPOSA confers power on the Central and the State Governments to issue orders for detaining a person if it is satisfied that the person has acted detrimental to the protection and intensification of foreign exchange. The Government shall also issue order of detention on the ground that the person has engaged in the activity of smuggling goods, assists any person in smuggling goods, transports or conceals such goods, harboring any person employed in the smuggling activities or does any other activity related with smuggling. Such an order shall be issued by the Joint Secretary to the Central Government or Secretary to the State Government or any senior officer authorized by the Government.

### ***The Medicinal and Toilet Preparations (Excise Duties) Act, 1955 (“MTP Act”)***

MTP Act came into force on 27th April, 1955. MTP Act is applicable to the whole of India. The objective of MTP Act is to levy and collect excise duties on medicinal and toilet preparations consisting of alcohol, opium, Indian hemp and narcotic substances. The seventh schedule also lists the same. Entry 84 of the Union List, which falls under seventh schedule of the Constitution of India, provides that the Union government would be the regulating authority for the imposition of excise duty on medicinal and toilet preparations consisting of alcohol, opium, Indian hemp and narcotic substances. Excise duty is a source of revenue for Government and is a form of indirect tax. It is charged on excisable goods produced and manufactured in India. The duty is not upon sale of goods. Therefore, MTP Act came into existence to manage and curb the alcohol and related goods consumption and to use it in an effective way.

### ***Himachal Pradesh Industrial Policy 2013***

The policy aims at achieving average annual industrial growth rate of 15%, aligned with the target of 9% per annum growth in state GDP. The Policy intends to clearly enunciate the State Government’s vision, approach and strategy for “Retention” of existing industry and for the “promotion” of new investments in the manufacturing and allied sectors in the state. The Policy aims at achieving an average annual industrial growth rate of 15% per annum, aligned with the target of 9% per annum annual growth in state GDP as envisaged in the 12th Five Year Plan, with the manufacturing sector contributing at least 25% of the state GDP by the year 2022

### ***Gujarat Industrial Policy, 2015***

Gujarat has witnessed strong growth in Micro, Small & Medium Enterprises (MSMEs) sector which covers the medium sector of Gujarat. MSME sector has a special importance as this is the sector which belongs to common man. Gujarat Government wishes to strengthen the sector by making it more technology-driven. This type of support will come by way of interest subsidy for manufacturing and service sector, venture capital assistance, quality certification, technology acquisition fund, patent assistance for national and international, energy and water conservation audit, market development assistance and support, MSMEs for credit rating, raising capital through MSE exchange, reimbursement of CGTSME scheme for collateral free loan, state awards under MSMEs and skill development etc. Support would also be extended for development of ancillary and auxiliary enterprises for labour intensive industries.

The Government of Gujarat, will constitute separate awards for MSMEs. The awards will be for achieving excellence through growth and production profit, quality improvement measures, Environment improvement measures and Innovation and new product/process/technology development. The policy encourages adoption of new and innovative technologies by providing financial support will be provided to each cluster for every innovative technology, setting up R&D Institutions, setting new laboratories, financial support through partial reimbursement of cost for filing domestic patents and international patents.

Gujarat government shall be taking market development initiatives with the intention of giving enhanced visibility to local produce from large industries and specifically from MSMEs. Government of Gujarat stresses on “Zero Defect” to produce globally-competitive, locally manufactured goods. One of the expansive marketing practices around the globe is participation in international and domestic trade fairs to show one’s products or wares. Government of Gujarat will make market credit available to MSMEs.

Quality improvement is strongly envisaged in the new industrial policy. The assistance will be granted by national (approved by quality council of India) and international certification. The policy also intends to encourage use of



enterprise resources planning system (ERP) for MSMEs. Government of Gujarat also provides assistance for raising capital through SME exchange on one time basis.

#### ***The Gujarat Prohibition Act, 1949 (“Gujarat Prohibition Act”)***

The Gujarat Prohibition Act prohibits the sale of alcohol without obtaining a license in terms of its provisions. The licenses provided under the Gujarat Prohibition Act can be suspended or cancelled in terms of the provisions of Section 54 or 56 of the Gujarat Prohibition Act.

#### ***The Maharashtra Shops and Establishments Act, 1948***

The Company has its registered and corporate office situated in Mumbai, Maharashtra. Accordingly, the provisions of the Maharashtra Shops and Establishments Act, 1948 are applicable to the Company. The provisions of the Maharashtra Shops and Establishments Act, 1948 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.

#### ***The Bureau of Indian Standards Act, 1986 (“BIS Act”)***

The BIS Act provides for the establishment of bureau for the standardization, marking and quality certification of goods. Functions of the bureau include, inter-alia, (a) recognizing as an Indian standard, any standard established by any other institution in India or elsewhere, in relation by any other institution in India or elsewhere, in relation to any article or process; (b) specifying a standard mark to be called the Bureau of Indian Standards Certification Mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) make an inspection and take such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license.

#### ***Consumer Protection Act, 1986***

The Consumer Protection Act, 1986 seeks to provide better protection of interests of the consumers and for that purpose to make provision for establishment of consumer councils and other authorities for the settlement of consumer’s disputes and for matters connected therewith. It seeks to promote and protect the rights of consumers. To provide steady and simple redressal to consumers’ disputes, a quasi-judicial machinery is sought to be set up at the district, state and central levels. The quasi-judicial bodies will observe the principles of natural justices and have been empowered to give relieves of a specific nature and to award wherever appropriate compensation to consumers. Penalties for non-compliance of the orders given by the quasi-judicial bodies have also been provided.

#### ***The Micro, Small and Medium Enterprises Development Act, 2006***

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the act is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and regulation) Act, 1951 as “micro enterprise”, where the investment in plant and machinery does not exceed twenty-five Lakhs rupees; “Small enterprise”, where the investment in plant and machinery is more than twenty-five Lakhs rupees but does not exceed five Crores rupees; or a medium enterprise, where the investment in plant and machinery is more than five Crores but does not exceed ten Crores rupees and in the case of the enterprise engaged in the services, “Micro – enterprise”, where the investment in equipment does not exceed ten Lakhs rupees, “Small Enterprise” where the investment in equipment is more than ten Lakhs rupees but does not exceed two Crores rupees, or “Medium Enterprise” where the investment in equipment is more than two Crores rupees but does not exceed five Crores rupees.

#### ***Foreign Trade (Development and Regulation) Act, 1992 (“FTA”)***

In India, the main legislation concerning foreign trade is the Foreign Trade (Development and Regulation) Act, 1992 (“FTA”). The FTA read along with relevant rules provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. As per the provisions of the Act, the Government:- (i) may make provisions for facilitating and controlling



foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorized to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorized to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export-Import ("EXIM") Policy. FTA read with the Indian Foreign Trade Policy provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

### ***Foreign Exchange Management Act, 1999***

Foreign investment in Indian companies 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 September 7, 2016. The FDI Circular consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till September 6, 2016. All the press notes, press releases, clarifications on FDI issued by DIPP till September 6, 2016 stand rescinded as on September 7, 2016. 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 September 7, 2016 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, 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.

### ***FEMA Regulations***

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

### ***Competition Act, 2002***

The Competition Act, 2002 ("Competition Act") 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.

### ***Indian Contract Act, 1872***

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

The Specific Relief Act is complimentary to the provisions of the Contract Act and the T.P. Act, as the Act applies both to movable property and immovable property. The 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.

### ***The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013***

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

## **STATUTORY LEGISLATIONS**

### ***The Companies Act, 1956***

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

### ***The Companies Act, 2013 (To the extent notified)***

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 (Ninety Eight) Sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. A further 183 (One Eighty Three) Sections have been notified on March 26, 2014 and have become applicable from April 1, 2014. The Companies (Amendment) Act, 2015 has inter-alia amended various Sections of the Companies



Act, 2013 to take effect from May 29, 2015. Further, vide the Companies (Amendment) Act, 2015, Section 11 of the Companies Act, 2013 has been omitted and Section 76A has been inserted in the Companies Act, 2013. 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.

### ***Industrial (Development and Regulation) Act, 1951***

has been liberalized under the New Industrial policy dated July 24, 1991 and all industrial undertaking are exempted from licensing except for certain industries such as distillation and brewing of alcoholic drinks, cigars and cigarettes of Tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defense equipment, industrial explosives including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and those reserved for small scale sector. An industrial undertaking, which is exempt from licensing, is required to file an Industrial Entrepreneurs Memorandum (“IEM”) with Secretariat for Industrial Assistance, Department of industrial Policy and Promotion

## **TAX RELATED LEGISLATIONS**

### ***Income Tax Act, 1961***

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its —Residential Status and —Type of Income involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 31<sup>st</sup> October of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Fringe Benefit Tax, Advance Tax, and Minimum Alternative Tax and the like are also required to be complied by every Company.

### ***Goods and Services Tax Act, 2017 (the “GST Act”)***

Goods and Services Tax (GST) is considered to be the biggest tax reform in India since independence. It will help realize the goal of “One Nation-One Tax-One Market.” GST is expected to benefit all the stakeholders – industry, government and consumer. Goods and Services Tax (GST) is an indirect tax throughout India and was introduced as The Constitution (One Hundred and Twenty Second Amendment) Act 2017, following the passage of Constitution 122nd Amendment Bill. The GST is governed by GST Council and its Chairman is Union Finance Minister of India - Arun Jaitley. This Act has been made applicable with effect from 1st July 2017.

With the introduction of GST all central, state level taxes and levies on all goods and services have been subsumed within an integrated tax having two components – central GST and a state GST. Thus there will be a comprehensive and continuous mechanism of tax credits.

The Central government passed four sets of GST Acts in the Budget session this year. These were Central GST Act, 2017; Integrated GST Act, 2017; Union Territory GST Act, 2017 and GST (Compensation to States) Act, 2017. The Acts were approved by the Parliament after they were introduced as the part of the Money Bill. Following the passage of GST Acts, the GST council has decided 4 tax rate slabs viz., 5%, 12%, 18% and 28% on supply of various goods and services.

India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single State will be levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that State. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax, therefore, taxes are paid to the State where the goods or services are consumed and not the State in which they were produced.

### ***Value Added Tax (“VAT”) Act and Rules, 2008***

The levy of Sales Tax within the state is governed by the Value Added Tax Act and Rules 2008 (—the VAT Act) of the respective states. The VAT Act has addressed the problem of Cascading effect (double taxation) that were being levied under the hitherto system of sales tax. Under the current regime of VAT the trader of goods has to pay the tax (VAT) only on the Value added on the goods sold. Hence, VAT is a multi-point levy on each of the entities in the supply chain with the facility of set-off of input tax—that is the tax paid at the stage of purchase of goods by a trader



and on purchase of raw materials by a manufacturer. Only the value addition in the hands of each of the entities is subject to tax. Periodical returns are required to be filed with the VAT Department of the respective States by the company.

### ***Central Sales Tax Act, 1956***

In accordance with the Central Sales Tax Act, every dealer registered under the Act shall be required to furnish a return in Form I (Monthly/ Quarterly/ Annually) as required by the State sale Tax laws of the assessee authority together with treasury challan or bank receipt in token of the payment of taxes due.

### ***The Central Excise Act, 1944***

The Central Excise Act, 1944 (Central Excise Act) consolidates and amends the law relating to Central Duties of Excise on goods manufactured or produced in India. Excisable goods under the Act means goods specified in the Schedule to the Central Excise Tariff Act, 1985 as being subject to duty of excise. Factory means any premises, including the precincts thereof, wherein or in any part of which excisable goods are manufactured, or wherein or in any part of which any manufacturing process connected with the production of these goods being carried on or is ordinarily carried out. Under the Act a duty of excise is levied on all excisable goods, which are produced or manufactured in India as and at the rates, set forth in the First Schedule to the Central Excise Tariff Act, 1985.

### ***Customs Act, 1962***

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get itself registered and obtain an IEC (Importer Exporter Code).

### ***Service Tax (Finance Act, 1994)***

In accordance with Rule 6 of Service tax Rules the assessee is required to pay Service tax in TR 6 challan by fifth of the month immediately following the month to which it relates. Further under Rule 7 (1) of Service Tax Rules, the company is required to file a half yearly return in Form ST 3 by twenty fifth of the month immediately following the half year to which the return relates.

## **INTELLECTUAL PROPERTY RIGHTS LEGISLATIONS**

The laws relating to intellectual property will also apply to the Company.

### ***The Trade Marks Act, 1999***

The Trade Marks Act, 1999 (“Trademark Act”) governs the statutory protection of trademarks in India. In India, trademarks enjoy protection under both statutory and common law. Indian trademarks law permits the registration of trademarks for goods and services. Certification trademarks and collective marks are also registrable under the Trade Mark Act. An application for trademark registration may be made by any person claiming to be the proprietor of a trademark and can be made on the basis of either current use or intention to use a trademark in the future. The registration of certain types of trademarks is absolutely prohibited, including trademarks that are not distinctive and which indicate the kind or quality of the goods.

Applications for a trademark registration may be made for in one or more international classes. Once granted, trademark registration is valid for 10 years unless cancelled. If not renewed after 10 years, the mark lapses and the registration for such mark has to be obtained afresh.

While both registered and unregistered trademarks are protected under Indian law, the registration of trademarks offers significant advantages to the registered owner, particularly with respect to proving infringement. Registered trademarks may be protected by means of an action for infringement, whereas unregistered trademarks may only be protected by means of the common law remedy of passing off. In case of the latter, the plaintiff must, prior to proving passing off, first prove that he is the owner of the trademark concerned. In contrast, the owner of a registered trademark is prima facie regarded as the owner of the mark by virtue of the registration obtained.



### ***The Patents Act, 1970***

The Patents Act, 1970 ('Patents Act') is the primary legislation governing patent protection in India. In addition to broadly requiring that an invention satisfy the requirements of novelty, utility and non obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria. The term of a patent granted under the Patents Act is for a period of twenty years from the date of filing of application for the patent. The Patents Act deems that computer programs per se are not 'inventions' and are therefore, not entitled to patent protection. This position was diluted by The Patents Amendment Ordinance, 2004, which included as patentable subject matter:

1. Technical applications of computer programs to industry; and
2. Combinations of computer programs with the hardware.

However, the Patents Amendment Act, 2005, does not include this specific amendment and consequently, the Patents Act, as it currently stands, disentitles computer programs per se from patent, may disentitle the said invention to patent protection on grounds of lack of novelty. Under the Patents Act, an invention will be regarded as having ceased to be novel (and hence not patentable), inter alia, by the existence of:

1. Any earlier patent on such invention in any country;
2. Prior publication of information relating to such invention;
3. An earlier product showing the same invention; or
4. A prior disclosure or use of the invention that is sought to be patented.

Following its amendment by the Patents Amendment Act, 2005, the Patents Act permits opposition to grant of a patent to be made, both pre-grant and post-grant. The grounds for such patent opposition proceedings, inter alia, include lack of novelty, inventiveness and industrial applicability, non-disclosure or incorrect mention of source and geographical origin of biological material used in the invention and anticipation of invention by knowledge (oral or otherwise) available within any local or indigenous community in India or elsewhere. The Patents Act also prohibits any person resident in India from applying for patent for an invention outside India without making an application for the invention in India. Following a patent application in India, a resident must wait for six weeks prior to making a foreign application or may obtain the written permission of the Controller of Patents to make foreign applications prior to this six week period. The Controller of Patents is required to obtain the prior consent of the Central Government before granting any such permission in respect of inventions relevant for defense purpose or atomic energy. This prohibition on foreign applications does not apply, however, to an invention for which a patent application has first been filed in a country outside India by a person resident outside India.

### ***The Designs Act, 2000***

Designs are protected in India under the Designs Act, 2000 ("**Design Act**") read with the Design Rules, 2011, as amended from time to time. A design means the features of shape, configuration, pattern, ornament or composition of lines or colours applied to any article whether two dimensional or three dimensional or in both forms, by any industrial process or means, whether manual, mechanical or chemical, separate or combined, provided that the design is new or original, distinguishable from known designs, must be applicable on an article such as paper and be appealing to the eye, not containing any scandalous or obscene matter, is not merely a mechanical contrivance and is not contrary to public order or morality. India has adopted the Locarno Classification of industrial designs. Any design that is registered is valid for a period of ten years which is extendable for another five years from the date of expiration of the original registration.

### ***Copyright Act, 1957***

The Copyright Act, 1957 ("Copyright Act") protects original literary, dramatic, musical and artistic works, Cinematographic films and sound recordings from unauthorized use of such works. Unlike the case with patents, copyright protects the expressions and not the ideas. There is no copyright in an idea. The object of copyright law is to encourage authors, artists and composers to create original works by rewarding them with exclusive right for a fixed period to reproduce the works for commercial exploitation. Copyrights subsist in following class of works:

- a) Original literary, musical, dramatic and artistic works
- b) Cinematograph films
- c) Sound recordings



Under the copyright law the creator of the original expression in a work is its author who is vested with a set of exclusive rights with respect to the use and exploitation of the work. The author is also the owner of the copyright, unless there is a written agreement by which the author assigns the copyright to another person or entity, such as a publisher, where work is done under a 'work for hire' agreement, the copyright vests with the hirer, i.e., the person providing the work. The owner of copyright in a work can assign or license his copyright to any person, such as publisher, under a written agreement. Copyright subsists in a work since the time it comes into being. Therefore, registration of copyright neither creates any rights nor precludes enforcement of the existing ones. However, owing to its evidentiary value, a registered copyright is easier to establish in the court of law. The term of copyright varies across different types of works. In the case of broadcasts, the Act grants "broadcast reproduction rights" to broadcasting organizations which subsist for 25 years.

## **LABOUR AND ENVIRONMENTAL LEGISLATIONS**

Depending upon the nature of the activities undertaken by our Company, applicable labour and environmental laws and regulations include the following:

- Contract Labour (Regulation and Abolition) Act, 1970;
- Factories Act, 1948;
- Payment of Wages Act, 1936;
- Payment of Bonus Act, 1965;
- The Maternity Benefit Act, 1961
- Employees' State Insurance Act, 1948;
- Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- Employees Deposit Linked Insurance Scheme, 1976;
- The Employees Pension Scheme, 1995;
- Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001;
- The Industrial Disputes Act, 1947 ;
- The Public Liability Insurance Act, 1991;
- Payment of Gratuity Act, 1972;
- Minimum Wages Act, 1948;
- Workmen's Compensation Act, 1923
- Equal Remuneration Act, 1979
- Child Labour (Prohibition and Regulation) Act, 1986
- Maharashtra Minimum Wages Rules, 1963
- Environment Protection Act, 1986;
- Water (Prevention and Control of Pollution) Act, 1974;
- Air (Prevention and Control of Pollution) Act, 1981;
- National Environmental Policy, 2006;
- Hazardous Wastes (Management, Handling and Trans-boundary Movement) Rules, 2008;
- Bio-Medical Waste (Management and Handling) Rules, 1998, as amended ("BMW Rules"); and
- The Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989 ("Hazardous Chemical Rules").



## HISTORY AND CERTAIN CORPORATE MATTERS

### History of our Company

Our Company was originally incorporated under the Companies Act, 1956 vide certificate of incorporation dated July 23, 2008 issued by the Registrar of Companies, Mumbai. Later in the year 2016, the name of the company was changed from “Sudarshan Specialty Chemsolve Private Limited” to “Sudarshan Pharma Industries Private Limited” under the Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on November 25, 2016 and vide certificate of incorporation dated December 17, 2016 issued by the Registrar of Companies, Mumbai. Thereafter, Our Company was converted in to a public company pursuant to a special resolution passed by our shareholders at the EGM held on December 12, 2016 and consequently name was changed to “Sudarshan Pharma Industries Limited” (SPIL) vide fresh certificate of incorporation dated January 15, 2017 issued by Registrar of Companies, Mumbai. The CIN of the Company is U51496MH2008PLC184997.

Our company was promoted by Mr. Hemal V. Mehta & Mr. Sachin V. Mehta. Our promoters have a combined experience of over 25 years in the Special Chemical, Bulk drug and Pharmaceutical Industry. Driven by passion for building an integrated chemical and pharmaceutical company, backed by their more than two decades of individual experience, our Promoters have been the pillars of our Company's growth since inception and have built a strong value system for our Company. With their enriching experience and progressive thinking, we aim to continue to grow in the chemical and pharmaceutical industry in India and abroad.

### Our Core business is as follows:

**Specialty Chemicals, Intermediates & Active Pharmaceuticals Ingredients** – We outsource our manufacturing facility, deal in Import and Exports, indenting and Supply in Specialty chemicals, API & its intermediate. As per the clients need and requirement, we provide order and get them manufactured from various suppliers in India and abroad regularly. Specialty chemicals and Intermediates having wide application in pharma, paint, food and adhesive Industry.

We are also involved in **Contract Manufacturing**, outsource & Supply of Generic Pharma formulation and medicines to healthcare institution, Government, NGO and Hospitals.

We carry about **Ethical marketing of Pharmaceutical formulation & products** in the Domestic and International market through our own distribution network and Sales force under our own brand.

For details on the government approvals, please refer to the chapter titled “**Government and Other Approvals**” on page no. 225 of this Prospectus.

For further details of our Company's activities, services and the growth of our Company, please refer to the chapters titled ‘**Business Overview**’ and ‘**Management's Discussion and Analysis of Financial Conditions and Results of Operations**’ beginning on page no. 118 and 209 respectively of this Prospectus.

The total number of members of our Company as on the date of filing of this Prospectus is Ninety One (91 Only). For further details, please refer the chapter titled ‘**Capital Structure**’ beginning on page no. 65 of this Prospectus.

### Changes in our Registered Office

Our Company's Registered Office is currently situated at 301, 3rd Floor, Aura Biplax, Above Kalyan Jewellers, S V Road, Borivali (West), Mumbai – 400 092.

Except as mentioned below, there is no change in the registered office address as on the date of filing this Prospectus.

Date	From Address	To Address	Reasons for Change
On Incorporation	-	55/547, MHB Colony, Mahavir Nagar, Kandivali West, Mumbai - 400 067	-
January 22, 2019	55/547, MHB Colony, Mahavir Nagar, Kandivali	301, 3rd Floor, Aura Biplax, Above Kalyan Jewellers, S V Road, Borivali	For Administrative Purpose



Date	From Address	To Address	Reasons for Change
	West, Mumbai - 400 067	(West), Mumbai – 400 092	

Please note that since January 22, 2019, the registered office address has remained the same and there is no change in the registered office address as on the date of filing this Prospectus. For further details of our Properties, please refer to the chapter titled 'Business Overview' beginning on page no. 118 of this Prospectus.

### Main Objects of our Company

The object clauses of the Memorandum of Association of our Company enable us to undertake our present activities. The main objects of our Company are:

1. To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biological, nutraceuticals, healthcare, Ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, solvents, dry salters, mineral waters, wines, cordials, liquors, soups, broths, medical instrument, measuring instruments, all types of surgical items, PVS moldings, HDPE moldings & other moldings and other restoratives or foods and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc. and also to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockiest of all kinds of pharmaceuticals and allied products.
2. To carry on business of providing services in the field of drugs and pharmaceuticals, chemicals, pharmaceutical ingredients and items of similar nature, and to conduct clinical and bioequivalence trials, to undertake tests and experiments, scientific and technical investigations, analytical, research and innovation work of all kinds and descriptions as researchers, developers, collaborators, creators of intellectual property rights, consultants, contractors, medical and health care specialist in India or abroad and to carry on any other allied activities in connection with the business of the Company.

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

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

Sr. No.	Changes In M.O.A	Date & Type of Meeting
<b>A.</b>	<b>Change in Authorized capital</b>	
1)	Increase in authorized capital from Rs. 11.00 Crores to Rs. 13.00 Crores	25-01-2019; EGM
2)	Increase in authorized capital from Rs. 8.00 Crores to Rs. 11.00 Crores	23-08-2018; AGM
3)	Increase in authorized capital from Rs. 5.00 Crores to Rs. 8.00 Crores	02-01-2018; EGM
4)	Increase in authorized capital from Rs. 3.00 Crores to Rs. 5.00 Crores	15-12-2017; EGM
5)	Increase in authorized capital from Rs. 2.00 Crores to Rs. 3.00 Crores	20-09-2016; EGM
6)	Increase in authorized capital from Rs. 1.00 Crores to Rs. 2.00 Crores	01-03-2016; EGM
7)	Increase in authorized capital from Rs. 10.00 Lakhs to Rs. 1.00 Crores	01-12-2015; EGM
<b>B.</b>	<b>Change in Object Clause</b>	
1)	Alteration of MoA due to change in the Object Clause	25-01-2019; EGM
2)	Alteration of MoA due to change in the Object Clause	12-12-2016; EGM
3)	Alteration of MoA due to change in the Object Clause	25-11-2016; EGM
<b>C.</b>	<b>Alternation In AoA</b>	
1)	Alteration of AoA due to adoption of new set of Articles of Association	23-08-2018; AGM
2)	Alteration of AoA due to adoption of new set of Article of Association consequent to the conversion	12-12-2016; EGM



Sr. No.	Changes In M.O.A	Date & Type of Meeting
3)	Alteration of AoA due to conversion from private limited company to Limited Company	25-11-2016; EGM
<b>D.</b>	<b>Change in Name of the Company</b>	
1)	Alteration of MoA due to conversion to limited company from “Sudarshan Pharma Industries Private Limited” to “Sudarshan Pharma Industries Limited”	12-12-2016; EGM
2)	Alteration of MoA due to conversion to change in the name of the Company to “Sudarshan Pharma Industries Private Limited” from “Sudarshan Speciality Chemsolve Private Limited”	25-11-2016; EGM

### **Adopting New Articles of Association of the Company**

Our Company has adopted a new set of Articles of Association of the Company, in the Extra-Ordinary General Meeting of the Company dated August 23, 2018.

### **Subsidiaries and Holding Company**

Our Company is not a subsidiary of any company. Further, as on the date of this Prospectus our Company does not have any subsidiary company.

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

### **Joint Ventures**

As on the date of this Prospectus, there are no joint ventures of our Company.

### **Mergers and acquisitions in the history of Our Company**

There has been no merger or acquisition of businesses or undertakings in the history of our Company and we have not acquired any business/undertakings as on the date of filing of the Prospectus.

### **Other declarations and disclosures**

Our Company is not a listed entity and its securities have not been refused listing at any time by any recognized stock exchange in India or abroad. Further, our Company has not made any Public Issue or Rights Issue (as defined in the SEBI (ICDR) Regulations) in the past. No action has been taken against our Company by any Stock Exchange or by SEBI. Our Company is not a sick company within the meaning of the term as defined in the Sick Industrial Companies (Special Provisions) Act, 1985. Our Company is not under winding up nor has it received a notice for striking off its name from the relevant Registrar of Companies.

### **Fund raising through equity or debt**

For details in relation to our fund-raising activities through equity and debt, please refer to the chapters titled '*Restated Financial Statement*' and '*Capital Structure*' beginning on page no. 186 and 65, respectively, of this Prospectus.

### **Revaluation of Assets**

Our Company has not revalued its assets since its incorporation.

### **Changes in the activities of Our Company having a material effect**

Other than as mentioned above in the chapters titled '*Business Overview*' and '*History and Certain Corporate Matters*' beginning on page no. 118 and 151, respectively, of this Prospectus, there has been no change in the activities being carried out by our Company which may have a material effect on the profits/ loss of our Company,



including discontinuance of the current lines of business, loss of projects or markets and similar factors in the last five years.

#### **Injunctions or Restraining Orders**

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

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

There have been no Defaults or Rescheduling of borrowings with financial institutions/banks as on the date of this Prospectus.

#### **Divestment of Business or Undertaking**

Our company has not divested any of its business or undertaking in last 10 years from the date of this 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 Prospectus, our employees are not unionized.

#### **Time and cost overruns**

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

#### **Number of Shareholder in the Company**

As on the date of this Prospectus, the total number of holders of our Equity Shares is 91. For further details of our shareholding pattern, please see '*Capital Structure*' on page no. 65 of this Prospectus.

#### **Shareholders' agreement:**

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

#### **Other Agreements:**

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

#### **Strategic Partners:**

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

#### **Financial Partners:**

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

#### **Collaboration:**

As on the date of this Prospectus, Our Company has not entered into any collaboration with any third party.



## OUR MANAGEMENT

As per the Articles of Association of our Company, we are required to have not less than three Directors and not more than fifteen Directors on its Board, subject to the applicable provisions of the Companies Act.

As on date of this Prospectus, our Board consists of 6 (six) Director's. Mr. Hemal V. Mehta is the Managing Director, Mr. Sachin V. Mehta is the Joint Managing Director, Mr. Chetan K. Mehta is the Executive Director of our Company, 3 (three) Independent Non-Executive Directors.

### The Board of Directors of our Company

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

Name, Age, Designation/Occupation, Address, Din No., Term of Office, Occupation & Nationality	Date Of Appointment	Other Directorships
<b>Mr. Hemal V. Mehta</b> S/o Mr. Vasant Rai R. Mehta <b>Age:</b> 41 yrs <b>Designation:</b> Managing Director <b>Address:</b> 1601, Bldg Aura Biplax Habitate, Ram Nagar, Opp. Vijay Sales, Borivali (West), Mumbai – 400092, Maharashtra, India <b>DIN:</b> 02211121 <b>Term:</b> 5 years <b>Occupation:</b> Business <b>Nationality:</b> Indian	Appointed as Director w.e.f. 23-07-2008  Resignation from Directorship w.e.f. 19-03-2012  Appointed as Executive Director w.e.f. 16-01-2015  Change in designation as Managing Director w.e.f. 08-11-2018	<ul style="list-style-type: none"> <li>▪ Sudarshan Solvents Industries Ltd;</li> <li>▪ Sudarshan Chempharma India LLP;</li> <li>▪ M/s Sachin Chemicals (Proprietary Firm);</li> <li>▪ M/s Avlon Exim (Proprietary Firm); and</li> <li>▪ Sudarshan Pharma Industries Ltd-HK</li> </ul>
<b>Mr. Sachin V. Mehta</b> S/o Mr. Vasant Rai R. Mehta <b>Age:</b> 34 yrs <b>Designation:</b> Joint Managing Director <b>Address:</b> 1602, Aura Biplax Habitate, Ram Nagar, Opp. Vijay Sales, Borivali (West), Mumbai – 400092, Maharashtra, India <b>DIN:</b> 02211178 <b>Term:</b> 5 years <b>Occupation:</b> Business <b>Nationality:</b> Indian	Appointed as Director w.e.f. 23-07-2008  Change in designation as Joint Managing Director w.e.f. 08-11-2018	<ul style="list-style-type: none"> <li>▪ Sudarshan Solvents Industries Ltd</li> <li>▪ Sudarshan Chempharma India LLP;</li> <li>▪ M/s Radhe (Proprietary Firm); and</li> <li>▪ Sudarshan Pharma Industries Ltd-HK</li> </ul>
<b>Mr. Chetan K. Mehta</b> s/o Mr. Kantilal Mehta <b>Designation:</b> Executive Director <b>Age:</b> 47 years <b>Address:</b> 801-802, Balaji Krupa, Plot No. 312, Telang Road, Opp. Lakhamshi Nappoo Hall, Matunga (East), Mumbai - 400019 <b>DIN :</b> 00341556 <b>Term:</b> Liable to retire by rotation <b>Occupation:</b> Business <b>Nationality:</b> Indian	Appointed as an Additional Director w.e.f. 08-11-2018  Change in designation - Appointed as Executive Director w.e.f. 12-11-2018	<ul style="list-style-type: none"> <li>▪ Gatsby Commerce Private Limited</li> <li>▪ CM Securities Private Limited</li> </ul>
<b>Mrs. Ujwala V. Salvi</b> W/o Mr. Vilas Salvi <b>Designation:</b> Independent Non-Executive Director <b>Age:</b> 48 yrs <b>Address:</b> A/ 1403, Oberoi Woods, Mohan Gokhale Road, Goregaon (E), Mumbai 400063, India <b>DIN:</b> 02855240 <b>Term:</b> 5 years	Appointed as an Independent Non-Executive Director w.e.f. 27-07-2018  Regularization of designation as Independent, Non-	<ul style="list-style-type: none"> <li>▪ Anushka Molds &amp; Dies Private Limited</li> <li>▪ Nucleon Therapeutics LLP</li> </ul>



Name, Age, Designation/Occupation, Address, Din No., Term of Office, Occupation & Nationality	Date Of Appointment	Other Directorships
<b>Occupation:</b> Professional <b>Nationality:</b> Indian	Executive Director w.e.f. 23-08-2018	
<b>Mr. Hetang A. Shah</b> s/o Mr. Arunkumar S. Shah <b>Designation:</b> Independent, Non-Executive Director <b>Age:</b> 46 years <b>Address:</b> 301, Ashthasiddhi Appt, 25 Mahadev Nagar Co-op Society, Stadium Rd., Navrangpura, Ahmedabad -380014 <b>DIN:</b> 02710970 <b>Term:</b> 5 years <b>Occupation:</b> Advisor <b>Nationality:</b> Indian	Appointed as an Independent Non-Executive Director w.e.f 11-12-2018  Regularization of designation as Independent, Non-Executive Director w.e.f. 12-12-2018	▪ NIL
<b>Mr. Sandeep R. Mehta</b> s/o Mr. Rameshchandra Mehta <b>Designation:</b> Additional Director (Independent Non-Executive Director) <b>Age:</b> 34 years <b>Address:</b> Sargam / 203, Vasant Complex CHSL, Mahavir Nagar, Near Link Road Signal, Kandivali (West), Mumbai - 400067 <b>DIN:</b> 08351606 <b>Term:</b> 5 years <b>Occupation:</b> Business <b>Nationality:</b> Indian	Appointed as an Additional Director (Independent Non-Executive Director) w.e.f 05-02-2019	▪ NIL

Note: For further details on their qualification, experience etc., please see their respective biographies under the heading “**Brief Profile of the Directors of our Company**” as mentioned on page no. 157 of this Prospectus.

**Confirmations as on the date of this Prospectus:**

1. None of the above mentioned Directors are on the RBI List of willful defaulters as on date of this Prospectus.
2. None of the above mentioned Directors have been and/or are being declared as fugitive economic offenders as on date of this Prospectus.
3. None of the Promoters, persons forming part of our Promoter Group, our Directors or persons in control of our Company or Our Company are debarred by SEBI from accessing the capital market.
4. None of the Promoters, Directors or persons in control of our Company, have been or are involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
5. Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) during the (5) five years prior to the date of filing the Prospectus or (b) delisted from the stock exchanges.
6. There are no arrangements or understandings with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a Director or member of the senior management.
7. The Directors of our Company have not entered into any service contracts with our Company which provide for benefits upon termination of employment.
8. No proceedings/ investigations have been initiated by SEBI against any Company, the board of directors of which also comprises any of the Directors of our Company. No consideration in cash or shares or otherwise has



*been paid or agreed to be paid to any of our Directors or to the firms of Companies in which they are interested by any person either to induce him to become or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or Company in which he is interested, in connection with the promotion or formation of our Company.*

### **Relationship between Directors**

Except for Mr. Sachin V. Mehta and Mr. Hemal V. Mehta being brother to each other; none of the other directors are related to each other and have any family relationships as per section 2(77) of the Companies Act, 2013.

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

#### **Mr. Hemal V. Mehta– Managing Director**

**Mr. Hemal V. Mehta**, aged 41 years, is Diploma Holder in Chemistry from Pune University (Maharashtra) and holds a Master's Degree in Marketing from Mumbai University. He has around 15 years of experience in Sourcing and Supply of Specialty chemicals, Intermediates, API, Bulk Drugs & entered into Pharmaceuticals in the last 2 years. He attends Business Excellence Programs conducted by leading business trainers on a regular basis. Under his leadership, since the year 2008, SPIL has participated in Trade Exhibitions like CPHI, IPEX, Chemspec and Pharmec. Currently, he is the head of functions of Marketing, Business Development and Customer relationship management. He is also into Corporate Development & New Business Ventures to achieve the growth & business plans of the Company. Further, he is responsible for entering into trade alliances & partnership arrangement with leading API manufacturers for purchase of all kinds of Chemicals on a regular basis from SPIL.

#### **Mr. Sachin V. Mehta– Joint Managing Director**

**Mr. Sachin V. Mehta**, aged 34 years, has completed his Bachelor in Chemistry from Gujarat University. He is holding a Diploma in Exports & Import Management from Indian Merchant Chambers, Mumbai & has attended Business Excellence programs conducted by leading Business Trainers. Since 2002, he has been involved in sourcing of Specialty Chemicals, Intermediates & Basic Solvents from Korea, Taiwan, China and Japan for the Company. In 2008, under his leadership the Company developed new products of Specialty intermediates through Organic Research. He has a track record for Customer Development like Hetero drugs, Aurobindo Pharma, Sun Pharma (formerly Ranbaxy) & Lupin Ltd for the Specialty Business Vertical. In 2014, under his leadership the Company entered the export markets of Countries like Myanmar, Uzbekistan, Somalia, Ghana, Cambodia, and Latin America & African for all finished formulations. Currently, he is the heading discovery of new chemical entities, exports & chemicals supply and trading business of the companies.

#### **Mr. Chetan K. Mehta – Executive Director**

**Mr. Chetan K. Mehta**, aged 47 years, is an expert in Financial Re-engineering. He is credited for the turn-around of various Companies through financial intermediation. He is a founder & CMD of C M Securities Pvt. Ltd and also a director of Gatsby Commerce Pvt. Ltd as Director. His experience of over 27 years in the Capital & Securities Market coupled with a wide business network, rich experience & immense knowledge will add value to the Board & strengthen its working in the Financial markets.

#### **Mrs. Ujwala V. Salvi - Independent Non-Executive Director**

**Mrs. Ujwala V. Salvi**, aged 48, has done her education in Executive MBA in Healthcare/ Finance from Indian Institute of Management (IIM), Kolkata and a Doctorate (Ph.D) in Applied Biology from University of Mumbai. She has over 15 years of experience across the global and local Pharmaceutical/CRO, Tier I Medical Devices and a BPO industry. She is trained in Six Sigma Black Belt and various Project management tools, with core Experience in a wide range of Therapeutic areas and worked at all stages of Clinical Development from Phase II to production of clinical documentation necessary for product license applications.

She has worked with large global companies like Chiltern International Pvt. Ltd- Mumbai, Cognizant Technology Solutions-Mumbai, Nicholas Piramal (I) Ltd, Macleods Pharma & Cadila Pharmaceuticals-Mumbai wherein she used to handle global operations, managed strategic relationships, played a key role in winning new business, setting up off-shored partnerships and in identifying new BU service lines and growing existing ones. She has wide experience in the Pharmaceutical Industry and her being on the company's board will add value to our company.



### Mr. Hetang A. Shah- Independent Non-Executive Director

Mr. Hetang Shah, aged 46 years, is a commerce graduate from Gujarat University. He has an experience of 15 years as a Management consultant with leading finance & management firms in the areas of Capital Structuring-(Debt & Equity fund raising), Business planning & Restructuring. He is into consulting with Banking, Information Technology, Education, Pharma, Healthcare, Specialized Engg. & Renewable Energy industry. He has worked with clients like Hem Securities, Globe Capital and Cubit Education & his wide network will help the Board and management to focus on growth & capital restructuring requirements for future. He is also a visiting faculty for renowned business Schools like Nirma Institute of Management- Ahmedabad, Narsee Monjee Institute of Management Studies- Mumbai and WLC College India (collaboration with Wigan & Leigh College UK) - Delhi.

### Mr. Sandeep R. Mehta - Independent Non-Executive Director

Mr. Sandeep R. Mehta, 34 years, after completion of his Inter-Commerce started his own trading in Chemical. He has domain knowledge of Distilled solvents & chemicals, Pharma short expiry & bye products. He is dealing with large Pharma Companies for their requirements of surplus products & chemicals. His knowledge of distilled products & chemicals will add value to the management.

### Borrowing Powers of the Board

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum or sums of money for the purposes of our Company.

Pursuant to a special resolution passed on January 25, 2019, our shareholders in their Extra General Meeting authorized our Board to borrow from time to time such sums of money as may be required under Section 180(1)(c) of the Companies Act, 2013, provided that such amount shall not exceed Rs. 100.00 Crores.

For further details of the provisions of our Articles of Association regarding borrowing powers, please refer to the section titled '*Main Provisions of the Articles of Association*' beginning on page no. 302 of this Prospectus.

### Remuneration/ Compensation paid to our Directors

Except as mentioned below, no other current Directors have received remuneration/ compensation during the last financial year ended on March 31, 2018 and as on March 31, 2019:

Sr. No.	Name of Director	Designation	Amt. (Rs. In Lakhs)	
			As on March 31, 2018	As on March 31, 2019
1.	Mr. Hemal V. Mehta	Managing Director	3.00	7.5%
2.	Mr. Sachin V. Mehta	Joint Managing Director	3.00	7.5%
3.	Mr. Chetan K. Mehta	Executive Director	-	-
4.	Mrs. Ujwala V. Salvi	Independent Non-Executive Director	-	-
5.	Mr. Hetang A. Shah	Independent Non-Executive Director	-	-
6.	Mr. Sandeep R. Mehta	Additional Director (Independent Non-Executive Director)	-	-

% respective Director's designation has been changed w.e.f 08-11-2018. Hence, as Managing Director and Joint Managing Director the remuneration's will be paid from 08-11-2018.

### Sitting Fees paid to our Independent and Non-Executive Directors

Our Independent Directors and Non-Executive Directors are entitled to sitting fees and/or commission and/or any other amounts as may be decided by our Board in accordance with the provisions of the Articles of Association, the Companies Act, 2013 and other applicable laws and regulations.



Further, Our Company confirms that no remuneration is being paid to our Independent Directors and Non-Executive Directors for the FY 2017-18 and as on March 31, 2019.

### **Terms and conditions of employment of our Managing Director and Joint Managing Director**

#### **Mr. Hemal V. Mehta, *Managing Director***

Mr. Hemal V. Mehta was designated as the Managing Director of the Company for a term of five years commencing, w.e.f. 08-11-2018 *vide* Board of Directors resolution dated 08-11-2018 and Shareholders resolution dated 12-11-2018. The terms and conditions of his employment are as follows:

<b>Tenure of his appointment</b>	5 years w.e.f. 08-11-2018 to 07-10-2023
<b>Remuneration per annum</b>	Rs. 1.50 Lakh p.m.
<b>Perquisite, Allowances and Commission</b>	As per Schedule V of the Companies Act, 2013

#### **Mr. Sachin V. Mehta, *Joint Managing Director***

Mr. Sachin V. Mehta was designated as the Joint Managing Director of the Company for a term of five years commencing, w.e.f. 08-11-2018 *vide* Board of Directors resolution dated 08-11-2018 and Shareholders resolution dated 12-11-2018. The terms and conditions of his employment are as follows:

<b>Tenure of his appointment</b>	5 years w.e.f. 08-11-2018 to 07-10-2023
<b>Remuneration per annum</b>	Rs. 1.50 Lakh p.m.
<b>Perquisite, Allowances and Commission</b>	As per Schedule V of the Companies Act, 2013

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

### **Shareholding of Directors in our Company**

Our Articles of Association do not require our Directors to hold qualification shares.

As on date of filing of this Prospectus, except the following, none of our Directors hold any Equity Shares of our Company:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Designation</b>	<b>No. of Shares held in our Company</b>	<b>% of pre-issue paid-up Equity Share Capital</b>
1.	Mr. Hemal V. Mehta	Managing Director	42,35,680	44.36
2.	Mr. Sachin V. Mehta	Joint Managing Director	32,61,948	34.16
3.	Mr. Chetan K. Mehta	Executive Director	-	-
4.	Mrs. Ujwala V. Salvi	Independent Non-Executive Director	-	-
5.	Mr. Hetang A. Shah	Independent Non-Executive Director	-	-
6.	Mr. Sandeep R. Mehta	Additional Director (Independent Non-Executive Director)	-	-
	<b>TOTAL</b>		<b>74,97,628</b>	<b>78.53</b>

### **Interest of Directors**

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



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

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

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

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

### **Interest in promotion of Our Company**

Except as stated in this chapter titled ***“Our Management”*** and the chapter titled ***“Financial Statement- Annexure 31 - Related Party Transactions”*** beginning on page nos. 155 and 206 of this Prospectus respectively and to the extent to remuneration received/ to be received by our Directors, none of our Directors any interest in the promotion of our Company.

### **Interest in the property of Our Company**

Save and except as stated otherwise in ***“Our Properties”*** within the chapter titled ***“Our Business”*** on page no. 118 and in ***‘Annexure 31: Statement of Related Parties’ Transactions*** in the chapter titled ***‘Restated Financial Statement’*** beginning on page no. 186 of this Prospectus:

- Our Directors have no interest in any property acquired or proposed to be acquired by our Company in the preceding two years from the date of this Prospectus;
- Our Directors do not have any interest in any transaction regarding the acquisition of land, construction of buildings and supply of machinery, etc. with respect to our Company as on the date of this Prospectus;
- Our Directors have not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them as on the date of this Prospectus.

### **Interest in the business of Our Company**

Save and except as stated otherwise in ***‘Annexure 31: Statement of Related Parties’ Transactions*** in the chapter titled ***‘Restated Financial Statement’*** beginning on page no. 186 of this Prospectus:

- Our Directors do not have any other interests in our Company and/or our business as on the date of this Prospectus except to the extent of their shareholding in our Company and/ or their relative shareholding in our Company and/ or any dividends paid/ payable to them and/ or their relatives and/or any other distributions in respect of the Equity Shares of our Company;
- Our Directors are not interested in the appointment of Underwriters, Market Markers, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI as required to be appointed for the process of listing;
- There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the directors was selected as a director or member of senior management;
- Our company has not entered into any contract, agreements or arrangements during the preceding two years from the date of this Prospectus in which the Directors are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company.

### **Interest as a creditor of Our Company**



Except as stated in the *‘Annexure 31: Statement of Related Parties’ Transactions*’ on page no.206 and chapter titled *“Statement of Financial Indebtness”* on page no. 219 in the chapter titled *‘Restated Financial Statement’* beginning on page no. 186 of this Prospectus:

- Our Company has not availed any loans from our Directors of our Company as on the date of this Prospectus;
- None of our sundry debtors or beneficiaries of loans and advances are related to our Directors.

### **Interest as Director of our Company**

Except as stated in the chapter titled *‘Our Management, ‘Capital Structure’ and ‘Annexure 31: Statement of Related Parties’ Transactions’* beginning on page no. 155, 65 and 206 of this Prospectus, our Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of our Board or Committees thereof as well as to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreements entered into with our Company, if any and in terms of our AoA.

### **Interest of Key Managerial Personnel**

None of the key managerial personnel has 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, reimbursement of expenses incurred by them during the ordinary course of business.

Our key managerial personnel may also be deemed to be interested to the extent of Equity Shares that may be subscribed for and allotted to them, pursuant to this Issue. Such key managerial personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

None of our key managerial personnel has been paid any consideration of any nature, other than their remuneration except as stated in the chapter titled *‘Our Management, ‘Capital Structure’ and ‘Annexure 31: Statement of Related Parties’ Transactions’* beginning on page no. 155, 65 and 206 of this Prospectus.

### **Details of Service Contracts**

Except as stated in the *‘Annexure 31: Statement of Related Parties’ Transactions*’ on page no. 206 and in the Chapter titled *“Statement of Financial Indebtness”* of our Company on page no. 219 of this Prospectus, there is no service contracts entered into with any Directors for payments of any benefits or amount upon termination of employment. Further, since our Company does not have any subsidiaries or associate companies as on the date of filing of this Prospectus, our Directors have received remuneration only from our Company.

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

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

### **Contingent and Deferred Compensation payable to Directors**

No Director has received or is entitled to any contingent or deferred compensation as on the date of filing this Prospectus. Further, there is no contingent or deferred compensation accrued for the year, which is payable to our Directors as on the date of filing this Prospectus.

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

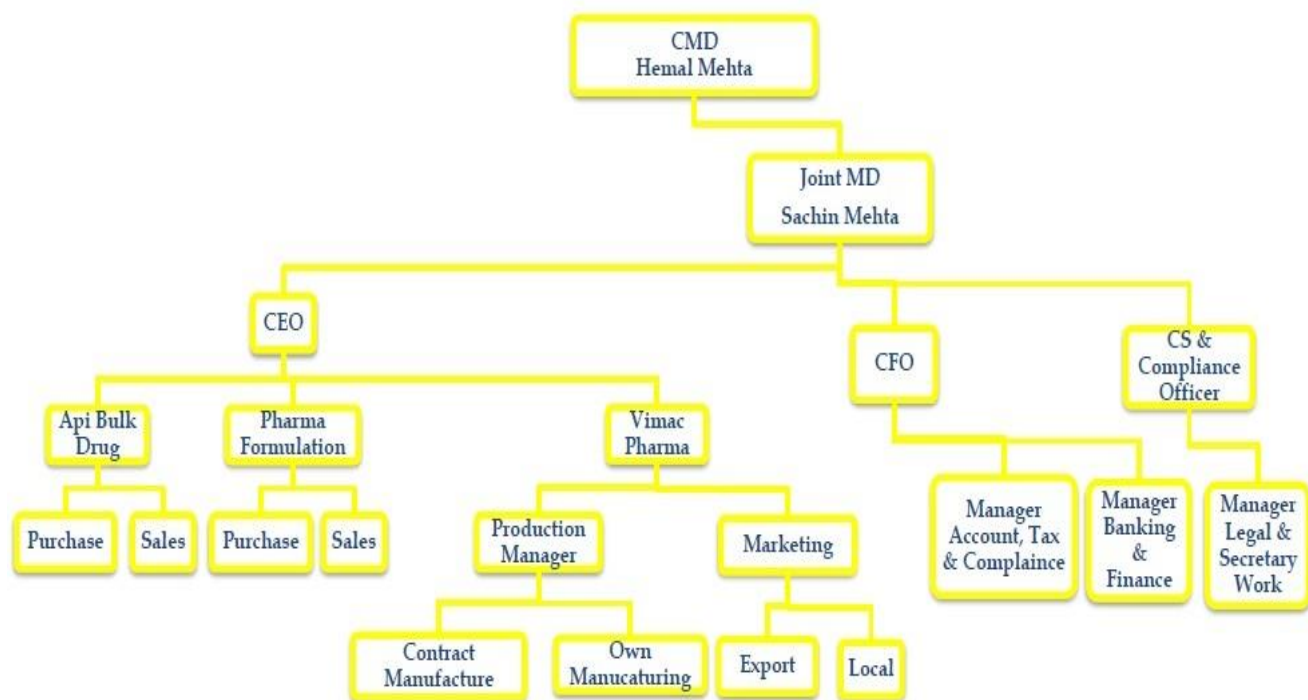
Except as mentioned below, there has been no change in the Board of Directors during the last three (3) years:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Designation</b>	<b>Date Of Appointment</b>	<b>Date Of Cessation</b>	<b>Remarks</b>
1.	Mr. Sandeep R. Mehta	Additional Director (Independent Non-Executive Director)	05-02-2019	-	Fresh Appointment
2.	Mr. Hetang A. Shah	Independent, Non-Executive Director	12-12-2018	-	Regularization as Director



Sr. No.	Name of Director	Designation	Date Of Appointment	Date Of Cessation	Remarks
3.	Mr. Chetan K. Mehta	Executive Director	12-11-2018		Regularization as Executive Director
4.	Mr. Hetang A. Shah	Additional Director (Independent Non-Executive Director)	11-12-2018	-	Fresh Appointment
5.	Mr. Hemal V. Mehta	Managing Director	08-11-2018	-	Change in Designation from Executive Director to MD
6.	Mr. Sachin V. Mehta	Joint Managing Director	08-11-2018	-	Change in Designation from Executive Director to JMD
7.	Mr. Chetan K. Mehta	Additional (Executive) Director	8-11-2018	-	Fresh Appointment
8.	Mrs. Ujwala V. Salvi	Independent Non-Executive Director	23-08-2018	-	Regularization as Director
9.	Mr. Vasantrai R. Mehta	Executive Director	12-12-2016	28-08-2018	Resigned due to personal reasons
10.	Mr. Vasantrai R. Mehta	Executive Director	18-12-2015	15-03-2016	Resigned due to personal reasons
11.	Mrs. Ujwala V. Salvi	Independent Non-Executive Director	27-07-2018	-	Fresh Appointment
12.	Mr. Lalitkumar K. Manjrekar	Independent Non-Executive Director	27-07-2018	02-02-2019	Resigned due to personal reasons
13.	Mrs. Devangi H. Mehta	Executive Director	19-03-2012	01-10-2015	Resigned due to personal reasons.
14.	Mrs. Namrata R. Mehta	Executive Director	01-10-2013	01-10-2015	Resigned due to personal reasons.

#### ORGANIZATIONAL STRUCTURE OF THE COMPANY





## Corporate Governance

Applicable provision of the Companies Act, 2013 with respect to corporate governance and the provisions of the SEBI (LODR) Regulations, 2015, as amended from time to time, will be applicable to our Company upon the listing of the Equity Shares with the Stock Exchanges in India.

Our Company is in compliance with the corporate governance code in accordance with Companies Act, 2013, SEBI (LODR) Regulations, 2015 and SEBI Regulations, as amended from time to time, particularly those relating to composition of Board of Directors and constitution of 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.

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations. The Board functions either as a full board, or through various committees constituted to oversee specific operational areas.

### Composition of Board of Directors

Currently, the Board of Directors of our Company has an optimum combination of executive and non-executive Directors as envisaged in accordance with Companies Act, 2013 and SEBI (LODR) Regulations, 2015. Our Board has six Directors, comprising of one Managing Director, one Joint Managing Director, one Executive Director and three Non-Executive Independent Directors.

Our Company has constituted the following Committees in compliance with the corporate governance norms:

- 1) Audit Committee;
- 2) Nomination and Remuneration Committee;
- 3) Stakeholders Relationship Committee;
- 4) Corporate Social Responsibility Committee; and
- 5) Sexual Harassment Committee.

### Audit Committee

The Audit Committee was re-constituted *vide* Board resolution dated February 05, 2019, pursuant to section 177 of the Companies Act, 2013. As on the date of this Prospectus the Audit Committee consists of the following Directors:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Sandeep R. Mehta	Chairman	Non - Executive Independent Director
Ms. Ujwala V. Salvi	Member	Non - Executive Independent Director
Mr. Hetang A. Shah	Member	Non - Executive Independent Director
Mr. Hemal V. Mehta	Member	Managing Director

Our Company Secretary and Compliance Officer of the Company, Mr. Anubhav Jain would act as the secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations, 2015.

- 1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- 2) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- 4) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgment by management



- Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - Qualifications in the draft audit report.
- 5) Reviewing, with the management, the half yearly financial statements before submission to the board for approval
  - 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document//notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
  - 7) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
  - 8) Approval or any subsequent modification of transactions of the company with related parties;
  - 9) Scrutiny of inter-corporate loans and investments;
  - 10) Valuation of undertakings or assets of the company, wherever it is necessary;
  - 11) Evaluation of internal financial controls and risk management systems;
  - 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
  - 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
  - 14) Discussion with internal auditors any significant findings and follow up there on.
  - 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
  - 16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  - 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  - 18) To review the functioning of the Whistle Blower mechanism.
  - 19) 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.
  - 20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

***The Audit Committee enjoys following powers:***

- a) To investigate any activity within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal or other professional advice
- d) To secure attendance of outsiders with relevant expertise if it considers necessary
- e) The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee.

***The Audit Committee shall mandatorily review the following information:***

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and



- e) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

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

### ***Quorum and Meetings***

The audit committee shall meet at least four times in a year and not more than four months shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be a minimum of two independent members present. Since the formation of the committee, no Audit Committee meetings have taken place.

### **Stakeholder's Relationship Committee**

The Shareholders and Investors Grievance Committee have been formed by the Board of Directors pursuant to section 178 (5) of the Companies Act, 2013 at the meeting held on February 05, 2019.

As on the date of this Prospectus the Shareholders and Investors Grievance Committee consists of the following:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mr. Sandeep R. Mehta	Chairman	Non - Executive Independent Director
Ms. Ujwala V. Salvi	Member	Non - Executive Independent Director
Mr. Hetang A. Shah	Member	Non - Executive Independent Director

Our Company Secretary and Compliance Officer of the Company, Mr. Anubhav Jain would act as the secretary of the Shareholders/ Investors Grievance Committee.

This Committee will address all grievances of Shareholders and Investors in compliance of the provisions of section 178 (5) of the Companies Act, 2013 and its terms of reference include the following:

1. Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares;
2. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
3. Allotment of shares, monitoring and approving transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
4. Reference to statutory and regulatory authorities regarding investor grievances;
5. To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
6. And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers; and
7. Carrying out any other function contained in the SEBI (LODR) Regulations as and when amended from time to time.

### **Quorum and Meetings**

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be two members or one third of the members, whichever is greater. The Stakeholder/ Investor Relationship Committee shall meet at least at least four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of the Company. Since the formation of the committee, no Stakeholders Relationship Committee meetings have taken place.

### **Nomination and Remuneration Committee**

The re-constitution of the Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors pursuant to section 178 of the Companies Act, 2013 held on February 05, 2019.

As on the date of this Prospectus the Remuneration Committee consists of the following Directors:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
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<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mr. Sandeep R. Mehta	Chairman	Non - Executive Independent Director
Mr. Hetang A. Shah	Member	Non - Executive Independent Director
Mr. Hemal V. Mehta	Member	Managing Director

Our Company Secretary and Compliance Officer of the Company, Mr. Anubhav Jain would act as the secretary of the Nomination and Remuneration Committee.

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

- 1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- 2) Formulation of criteria for evaluation of Independent Directors and the Board;
- 3) Devising a policy on Board diversity;
- 4) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report;
- 5) To recommend to the Board, the remuneration packages i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc. of the executive directors;
- 6) To implement, supervise and administer any share or stock option scheme of our Company; and
- 7) To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

#### ***Quorum and Meetings***

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater. Meeting of the Nomination and Remuneration/Compensation Committee shall be called by at least seven day's notice in advance.

#### **Corporate Social Responsibility Committee**

Our Company has constituted a Corporate Social Responsibility Committee in accordance section 135 of Companies Act 2013. The constitution of the Corporate Social Responsibility Committee was approved by a Meeting of the Board of Directors held on February 05, 2019. The said committee is comprises of the following Directors:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Mr. Sandeep R. Mehta	Chairman	Non - Executive Independent Director
Ms. Ujwala V. Salvi	Member	Non - Executive Independent Director
Mr. Hetang A. Shah	Member	Non - Executive Independent Director

Our Company Secretary and Compliance Officer of the Company, Mr. Anubhav Jain would act as the secretary of the Corporate Social Responsibility.

The scope and function of the Corporate Social Responsibility Committee and its terms of reference shall include the following:

- 1) To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- 2) To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- 3) To monitor the CSR policy of the Company from time to time;
- 4) Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

#### ***Tenure:***

The Corporate Social Responsibility Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

#### ***Meetings:***



The committee shall meet as and when the need arise for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Corporate Social Responsibility Committee shall be called by at least seven days' notice in advance.

The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Corporate Social Responsibility Committee shall be called by at least seven days' notice in advance.

### **Sexual Harassment Committee**

The Sexual Harassment Committee was constituted by the Board of Directors at the meeting held on February 05, 2019 in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

As on the date of this Prospectus the Sexual Harassment Committee consists of the following Directors:

<b>Name of the Director</b>	<b>Designation in the Committee</b>	<b>Nature of Directorship</b>
Ms. Praful Chandrikapure	Chairman	Employee
Mr. Sandeep R. Mehta	Member	Non - Executive Independent Director
Ms. Ujwala V. Salvi	Member	Non - Executive Independent Director

Our Company Secretary and Compliance Officer of the Company, Mr. Anubhav Jain would act as the secretary of the Sexual Harassment Committee.

The scope and function of the Sexual Harassment Committee and its terms of reference shall include the following:

- 1) To create and maintain an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation.
- 2) Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behavior is prohibited both by law and by the Company.
- 3) The committee shall take reasonable steps to ensure prevention of sexual harassment at work which may include circulating applicable policies and other relevant information to all associates, including to all new joiners'.
- 4) Ensure to provide safeguards against false or malicious charges.
- 5) To discourage and prevent employment-related sexual harassment.
- 6) To investigate every formal written complaint of sexual harassment.
- 7) Review the complainant's complaint in a fair and objective manner.
- 8) Determine the facts of the case with the individuals concerned and the witnesses, if any, and prepare a report with the findings.
- 9) To redress complaints of sexual harassment by taking appropriate remedial measures to respond to any substantiated allegations of sexual harassment.
- 10) To protect the interests of the victim, the accused person and others who may report incidents of sexual harassment, confidentiality will be maintained throughout the investigatory process to the extent practicable and appropriate under the circumstances.
- 11) To ensure all records of complaints, including contents of meetings, results of investigations and other relevant material kept are confidential by the Company except where disclosure is required under disciplinary or other remedial processes.
- 12) Be bound in the principle of natural justice and be unbiased in their evaluation.

### ***Quorum and Meetings***

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

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

Our Company undertakes to comply with the provisions of Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, after listing of our Company's equity shares on the Stock Exchange in India. Further, Board of Directors have approved and adopted the policy on insider trading in view of the proposed public issue.



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

#### KEY MANAGERIAL PERSONNEL

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

Sr. No.	Name	Designation	Age In Yrs	Qual.	Exp. In Yrs	Date of Appointment	Compensation for Last Fiscal (Rs. In Lakhs)	Previously Employed
1.	Mr. Hemal V. Mehta	MD	41	Chemical Engineer	20	08-11-2018	7.50	-
2.	Mr. Sachin V. Mehta	Jt. MD & CFO	34	Import & Export Management	16	08-11-2018 as Jt. MD & 03-05-2019 as CFO	7.50	-
4.	Mr. Anubhav Jain	CS & Compliance Officer	29	CS, LLB & B.Com	3	09-01-2019	1.00	-
5.	Mr. Indraraj Neogi	Head of Sales & Marketing of Pharma Division	39	BSc.-botany, zoology & chemistry	18	02-08-2017	10.00	Warnbury India Limited
6.	Mr. Shrinivas Patil	Exports	40	B. Science Chem, M. Eniv Management	13	01-07-2018	4.48	Vexta Lab Pvt Ltd
7.	Mr. Santosh Thakur	Import Sourcing & Indenting	40	B.Com	14	01-07-2018	3.55	Logix-Fzco (M H AishayaGrp Co)
8.	Mr. Vinay Singh Rajput	Supply Chain Logistics Head	33	BSc. B. Tech, MBA-Biotech	6	01-07-2018	4.48	Cipla Limited

#### Notes:

- All of our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.
- There is no agreement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the above mentioned personnel was selected as a director or member of senior management.

#### Relationship between Key Managerial Personnel, Promoters and Directors

Except for Mr. Sachin V. Mehta and Mr. Hemal V. Mehta being brother to each other; none of the other Key Managerial Personnel are related to each other or Directors and have any other family relationships as per section 2(77) of the Companies Act, 2013.

#### Arrangement / Understanding with Major Shareholders / Customers / Suppliers

As on the date of this Prospectus, Our Company has no arrangement or understanding with major shareholders, customers, suppliers or others pursuant to which any of the Directors or Key Managerial Personnel was selected as a Director or member of senior management.



## Remuneration/ Compensation paid to our Key Managerial Personnel

Except as mentioned below, no other current Key Managerial Personnel have received remuneration/ compensation during the last financial year ended on March 31, 2018 and as on March 31, 2019:

Sr. No.	Name of Director	Designation	Amount (Rs. In Lakhs) *	
			As on March 31, 2018	As on March 31, 2019
1.	Mr. Hemal V. Mehta	Managing Director	3.00	7.50 %
2.	Mr. Sachin V. Mehta	Joint Managing Director & CFO	3.00	7.50 %
3.	Mr. Anubhav Jain	CS & Compliance Officer	- @	1.00 @
4.	Mr. Indraraj Neogi	Head of Sales & Marketing of Pharma Division	10.00	
5.	Mr. Shrinivas Patil	Exports	6.00	
6.	Mr. Santosh Hakur	Import Sourcing & Indenting	4.80	
7.	Mr. Vinay Singh Rajput	Supply Chain Logistics Head	6.00	

% The respective Director's designation has been changed w.e.f. 08-11-2018. Hence, as Managing Director and Joint Managing Director, the remuneration's will be paid from 08-11-2018.

@ The respective KMP was appointed on 09-01-2019. Hence, as CS & Compliance Officer, their respective remuneration will be paid from their date of appointment.

\* The remuneration paid to the Key Managerial Personnel **includes** Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 and **excludes** a) Value of Perquisites u/s 17(2) of the Income Tax Act, 1961; b) Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961; c) Stock Options; d) Sweat Equity; e) Commission; and f) Retainership fees.

## Shareholding of the Key Managerial Personnel other than the Directors

Sr. No.	Name of the KMP's	Designation	No. of Shares held in our Company	% of pre-issue paid-up Equity Share Capital
1.	Mr. Hemal V. Mehta	Managing Director	42,35,680	44.36
2.	Mr. Sachin V. Mehta	Joint Managing Director & CFO	32,61,948	34.16
3.	Mr. Anubhav Jain	CS & Compliance Officer	-	-
4.	Mr. Indraraj Neogi	Head of Sales & Marketing of Pharma Division	-	-
5.	Mr. Shrinivas Patil	Exports	-	-
6.	Mr. Santosh Hakur	Import Sourcing & Indenting	-	-
7.	Mr. Vinay Singh Rajput	Supply Chain Logistics Head	-	-
	<b>Total</b>		<b>71,98,245</b>	<b>78.55</b>

## Changes in Key Managerial Personnel during the last three years

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

Name	Designation	Date Of Appointment	Date Of Cessation	Remarks
Mr. Hemal V. Mehta	Managing Director	08-11-2018	-	Change in Designation
Mr. Sachin V. Mehta	Joint Managing Director	08-11-2018	-	Change in Designation
Mr. Sachin V. Mehta	CFO	03-05-2019	-	Fresh Appointment
Mr. Hemang J Marfatia	CFO	22-01-2019	13-04-2019	Regined due to personal reasons
Mr. Anubhav Jain	Company Secretary & Compliance Officer	09-01-2019	-	Fresh Appointment
Mr. Indraraj Neogi	Head of Sales & Marketing of Pharma Division	02-08-2017	-	Fresh Appointment



Name	Designation	Date Of Appointment	Date Of Cessation	Remarks
Mr. Shrinivas Patil	Exports	01-07-2018	-	Fresh Appointment
Mr. Santosh Hakur	Import Sourcing & Indenting	01-07-2018	-	Fresh Appointment
Mr. Vinay Singh Rajput	Supply Chain Logistics Head	01-07-2018	-	Fresh Appointment

### **Interest of Key Managerial Personnel**

None of our key managerial personnel has 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, reimbursement of expenses incurred by them during the ordinary course of business.

Our key managerial personnel may also be deemed to be interested to the extent of Equity Shares that may be subscribed for and allotted to them, pursuant to this Issue. Such key managerial personnel may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

None of our key managerial personnel has been paid any consideration of any nature, other than their remuneration.

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

Our Company does not have any bonus and/ or profit sharing plan for the Key Managerial Personnel. However, Our Company makes bonus payments to the employees based on their performances, which is as per their terms of appointment.

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

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

### **Scheme of Employee Stock Options or Employee Stock Purchase (ESOP/ESPS SCHEME)**

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

### **Loans to Key Managerial Personnel**

There are no loans outstanding against the Key Managerial Personnel as on the date of this Prospectus.

### **Payment of Benefits to our Key Managerial Personnel (Non- Salary Related)**

Except for the payment of salaries, perquisites and reimbursement of expenses incurred in the ordinary course of business and as disclosed in '*Annexure 31: Statement of Related Parties' Transactions*' under the chapter '*Financial Statement*' beginning on page no. 186, we do not have any performance linked bonus or profit sharing plan with any of our Key Managerial Personnel. Further, we have not paid/ given any other benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Prospectus.

### **Service Contracts with Key Managerial Personnel**

As on the date of this Prospectus, our Company has not entered into any service contracts with the Key Managerial Personnel's.




## OUR PROMOTERS AND PROMOTER GROUP


The Promoters of our Company is Mr. Hemal V. Mehta and Mr. Sachin V. Mehta. As on date of this Prospectus, our Promoters together hold 74,97,628 Equity Shares having face value of Rs. 10 per share and representing 78.53 % of the pre-issue Paid up Capital of our Company.

### THE BRIEF PROFILE OF OUR INDIVIDUAL PROMOTERS IS AS FOLLOWS:

#### MR. HEMAL VASANTRAI MEHTA

	<b>Mr. Hemal V. Mehta</b> , aged 41 years, is the Promoter and Managing Director of our Company.	
	For a complete details on his appointment as a Director, educational qualifications, experience, positions / posts held in the past and in the present, other directorships and special achievements, shareholding, please refer chapter titled <b>“Our Management”</b> on page no. 155 of this Prospectus.	
	As on the date of this Prospectus, Mr. Hemal V. Mehta holds 42,35,680 Equity Shares representing 44.36% of the pre-issue paid-up share capital of our Company.	
	For details of other ventures of Mr. Hemal V. Mehta, please refer <i>“Our Group Entities”</i> on page no. 178.	
	<b>Pan</b>	ADPRM4657P
	<b>Adhaar Card No.</b>	2588 5218 0743
	<b>Nationality</b>	Indian
	<b>Address</b>	1601, Bldg Aura Biplax Habitate, Ram Nagar, Opp. Vijay Sales, Borivali (West), Mumbai – 400092
	<b>Other Details</b>	
	- E.C. Voter Id No.;	- AVE2360584;
	- Driving License No.	- MH47 20150009631
	<b>Other Directorship</b>	-Sudharshan Pharma Industries Limited (Hong Kong) -Sudarshan Solvents Industries Limited

#### MR. SACHIN VASANTRAI MEHTA

	<b>Mr. Sachin V. Mehta</b> , aged 34 years, is the Promoter & Executive Director of our Company.	
	For a complete details on his appointment as a Director, educational qualifications, experience, positions / posts held in the past and in the present, other directorships and special achievements, shareholding, please refer chapter titled <b>“Our Management”</b> on page no. 155 of this Prospectus.	
	As on the date of this Prospectus, Mr. Sachin V. Mehta holds 32,61,948 Equity Shares representing 34.16 % of the pre-issue paid-up share capital of our Company.	
	For details of other ventures of Mr. Sachin V. Mehta, please refer <i>“Our Group Entities”</i> on page no. 178.	
	<b>Pan</b>	AICPM1154H
	<b>Aadhaar Card No.</b>	2863 7559 2193
	<b>Nationality</b>	Indian
	<b>Address</b>	1602, Aura Biplax Habitate, Ram Nagar, Opp. Vijay Sales, Borivali (West), Mumbai – 400092, Maharashtra, India
	<b>Other Details</b>	
	- E.C. Voter Id No.;	- NIL ;
	- Driving License No.	- MH02 20080207195
	<b>Other Directorship</b>	- Sudharshan Pharma Industries Limited (Hong Kong) - Sudarshan Solvents Industries Limited

For details of the build-up of our Promoter's shareholding in our Company, please see *“Capital Structure – Shareholding of our Promoter”* beginning on page no 65 of this Prospectus.



## **Other Declaration and Confirmations**

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

Our Promoters, members of our Promoter Group, Promoter Group Entities/ Companies confirm that:

- They have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad;
- They have not been declared as a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018;
- They are not a promoters, directors or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI;
- They have not been identified as a willful defaulter by RBI or any other Government authority; and
- There are no violations of securities laws committed by them in the past or any such proceedings are pending against the them.

### ***Relationship of Promoters with our Directors***

Our Promoters- Mr. Hemal V. Mehta as Managing Director and Mr. Sachin V. Mehta as Joint Managing Director hold directorship in the Company as on the date of filing the Prospectus. For details regarding their directorship and change in the board for the last three years in our Company, please refer to the chapter titled ***“Our Management”*** on page 155 of this Prospectus.

Except for Mr. Sachin V. Mehta and Mr. Hemal V. Mehta being brother to each other; none of the other Company's Directors and/KMP are related to each other and have any other family relationships as per section 2(77) of the Companies Act, 2013.

### ***Change in the Management and control of our Company***

Our Promoters are the original promoters of our Company and there has been no change in the Promoters, management or control of our Company in the five years immediately preceding the date of this Prospectus.

### ***Details of Companies / Firms from which our Promoters have disassociated***

None of our Promoters have disassociated themselves from any firms or companies in the last three (3) years preceding this Prospectus.

### ***Common Pursuits of Our Promoters***

As on the date of this Prospectus, none of our Promoters have objects similar to that of our Company's business except a) M/s Sachin Chemicals (Proprietary firm); b) Sudarshan Solvents Industries Limited; c) Sudarshan Chempharm India Limited (Liability Partnership); d) Sudarshan Pharma Industries Limited (Hong Kong) and e) Avlon Exim (Proprietary firm) which have common pursuits and are engaged in the business similar to that carried out by our Company.

Further, as on the date of filing this Prospectus, we do not have any non-compete agreement/arrangement with any of our Group Entities, currently. Such a conflict of interest may have adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.

For details of our members forming a part of our Promoter Group and Promoter Group Company/entities, please refer to Section titled ***“Our Promoter Group and Group Companies / Entities”*** on page no.171 and 178 and ***‘Annexure 31: Statement of Related Parties’ Transactions*** in the chapter titled ***‘Restated Financial Statement’*** beginning on page no. 186 of this Prospectus.



## **Interest of Promoters**

### ***Interest in promotion of Our Company***

Our Promoters together hold 74,97,628 Equity Shares aggregating to 78.53 % of pre-issue Equity Share Capital in our Company.

Some of our Promoters are interested to the extent that they have promoted our Company and to the extent of their shareholding and directorship in our Company & dividend payable thereon, if any and the shareholding of their relatives in our Company and the dividend declared and due, if any, and employment related benefits paid by our Company. For details regarding shareholding of our Promoters in our Company, please refer to the chapters titled ***“Capital Structure”*** and ***“Our Management”*** on page no. 65 and 155, respectively of this Prospectus.

Our Promoters may be interested to the extent of unsecured loans granted to our Company, if any. Further, our Promoters may also be interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners. Further, they may be deemed to be interested to the extent of transactions carried on / payment made by our Company to the proprietorship firm / partnership firm / companies in which they may act as a Proprietor/ Partner / Promoter and/or Directors. For further details, please refer to ***‘Annexure 31: Statement of Related Parties’ Transactions*** in the chapter titled ***‘Restated Financial Statement’*** beginning on page no. 186 of this Prospectus.

Some of our Promoters are also interested in our Company to the extent of being executive Directors of our Company and the remuneration and reimbursement of expenses payable to them in such capacities. For further details in this regard, please refer chapter titled ***“Our Management”*** on page no. 155 of this Prospectus.

Some of our Promoters are also Directors on the Board, Promoters and Shareholders of certain Promoter Group Entities/ Companies and may be deemed to be interested to the extent of the payments made by our Company, if any, to these Promoter Group Companies and to the extent of their shareholding in our Group Companies with which our company transacts during the course of its operations.

Our Promoters are the Directors of our Company and may be deemed to be interested to the extent of remuneration and/ or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of the agreements entered into with our Company, if any and AoA of our Company. For details refer to the chapter titled ***“Our Management”, “Financial Statements”*** and ***“Capital Structure”*** beginning on page nos. 155, 186 and 65 respectively of this Prospectus.

### **Experience of our Promoter in the business of our Company**

For details in relation to experience of our Promoter in the business of our Company, see Chapter ***“Our Management”*** beginning on page no. 80 of this Prospectus.

### ***Interest in the property of Our Company***

Except as disclosed in the chapters titled ***“Our Business”*** beginning on page no. 118 and ***‘Annexure 31: Statement of Related Parties’ Transactions*** in the chapter titled ***‘Restated Financial Statement’*** beginning on page no. 186 of this Prospectus, our Promoters do not have any interest in any property acquired two years prior to the date of this Prospectus.

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

Our promoter may be interested in rent being paid by our Company to certain relatives of promoter who owns the registered office being occupied by the Company. For further details please see ***“Our Business”*** and ***“Financial Statements”*** beginning on page nos. 118 and 186 of this Prospectus.

### ***Interest in transactions involving acquisition of land***

As on the date of this Prospectus, except as disclosed in ***‘Annexure 31: Statement of Related Parties’ Transactions*** in the chapter titled ***‘Restated Financial Statement’*** beginning on page no. 186 of this Prospectus,



our Promoters do not have any interest in any property or in any transaction involving acquisition of land, construction of building or supply of any machinery by our Company.

#### ***Interest as a creditor of Our Company***

Except as stated in the '***Annexure 31: Statement of Related Parties' Transactions***' in the chapter titled '***Restated Financial Statement***' beginning on page no. 186 of this Prospectus our Company has not availed any loans from the Promoters of our Company as on the date of this Prospectus.

#### ***Interest as Director of our Company***

Our Promoters- Mr. Hemal V. Mehta as Managing Director and Mr. Sachin V. Mehta as Joint Managing Director hold directorship in the Company as on the date of filing the Prospectus. For details regarding their directorship and change in the board for the last three years in our Company, please refer to the chapter titled "***Our Management***" on page 155 of this Prospectus.

Except as stated in '***Annexure 31: Statement of Related Parties' Transactions***' in the chapter titled '***Restated Financial Statement***' beginning on page no. 186 of this Prospectus and shareholding of our Promoters in our Company in the chapter titled "***Capital Structure***" beginning on page no. 65 of this Prospectus, our Promoters do not have any other interest in our company.

#### ***Interest as members of our Company***

Our Promoters are interested to the extent of their shareholding, the dividend declared in relation to such shareholding, if any, by our Company. For further details in this regard, please refer chapter titled "***Capital Structure***" beginning on page no. 65 of this Prospectus.

Our Company has neither made any payments in cash or otherwise to our Promoter or to firms or companies in which our Promoter is interested as members, directors or promoter nor have our Promoter been offered any inducements to become directors or otherwise to become interested in any firm or company, in connection with the promotion or formation of our Company otherwise than as stated '***Annexure 31: Statement of Related Parties' Transactions***' beginning on page no. 206 of the chapter titled '***Financial Statements***' beginning on page no. 186 of this Prospectus.

#### ***Other Ventures of our Promoters of Our Company***

Except as disclosed in the chapter titled '***Promoters and Group Companies***' beginning on page no.171 and 178 of this Prospectus, there are no other ventures of our Promoters in which they have any other business interests/other interests.

#### ***Payment or Benefit to Promoters of Our Company***

Save and except as stated otherwise in '***Annexure 31: Statement of Related Parties' Transactions***' in the chapter titled '***Restated Financial Statement***' beginning on page no. 186 of this Prospectus, no payment has been made or benefit given or is intended to be given to our Promoters in the two years preceding the date of this Prospectus.

#### ***Related Party Transactions***

For details of related party transactions entered into by our Promoters, members of our Promoter Group and our Company, please refer to '***Annexure 31: Statement of Related Parties' Transactions***' on page no. 206 of the chapter titled '***Financial Statement***' beginning on page no. 186 of this Prospectus.

#### ***Guarantees***

Our Promoter(s) have not given personal guarantees, respectively, towards financial facilities availed from Bankers of our Company; therefore, they are not interested to the extent of the said guarantees. For details, please refer to '***Statement of Financial Indebtness***' on page no. 219 of the chapter titled '***Financial Statement***' beginning on page no. 186 of this Prospectus.

Except as stated in the '***Statement of Financial Indebtness***' on page no. 219 of the chapter titled '***Financial Statement***' beginning on page no. 186 of this Prospectus, respectively, there are no material guarantees given by the Promoters to third parties with respect to specified securities of the Company as on the date of this Prospectus.



### ***Litigation details pertaining to our Promoters***

For details of legal and regulatory proceedings involving our Promoters, please refer chapter titled “***Outstanding Litigation and Material Developments***” beginning on page 221 of this Prospectus.

### **OUR PROMOTER GROUP**

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

#### **1) Natural Persons who are part of the Promoter Group**

As per Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018, the natural persons who are part of the Promoter Group (due to their relationship with the Promoters), other than the Promoters, are as follows:

<b>Relationship with Promoters</b>	<b>Mr. Hemal V. Mehta</b>	<b>Mr. Sachin V. Mehta</b>
Father	Mr. Vasantai R. Mehta	Mr. Vasantai R. Mehta
Mother	Mrs. Indumati V. Mehta	Mrs. Indumati V. Mehta
Spouse	Mrs. Devangi H. Mehta	Mrs. Namrata S. Mehta
Brother	Mr. Sachin V. Mehta	Mr. Hemal V. Mehta
	Mr. Jatin V. Mehta	Mr. Jatin V. Mehta
Sister	Mrs. Priti Muni	Mrs. Priti Muni
Son	Mr. Om H. Mehta	-
Daughter	Ms. Shreya H. Mehta	Ms. Aashrita S. Mehta
		Ms. Dharmi S. Mehta
Spouse`s Father	Mr. Maheshbahi Gandhi	Mr. Ravindrabhai Mehta
Spouse`s Mother	Mrs. Nehaben Gandhi	Mrs. Pratibha Mehta
Spouse`s Brother(s)	Mr. Krunal Gandhi	Mr. Dhaval Mehta
	Mr. Rajiv Gandhi	
Spouse`s Sister(s)	-	Mrs. Chaitali Mehta

#### **2) As per Regulation 2(1) (pp) (iv) of the SEBI (ICDR) Regulations, 2018, Companies/ Corporate Entities, Firms, Proprietorships and HUFs which form part of our Promoter Group are as follows:**

As per the extent of information available in relation to our Promoter group, there are no companies, firms, proprietorships and HUF`s forming part of our Promoters group as on date of this Prospectus except mentioned below: -

<b>Sr. No.</b>	<b>Name of the Promoter Entities/Company</b>
1.	Sudarshan Solvents Industries Limited
2.	M/s Sudharshan Pharma Industries Limited (Hong Kong)
3.	M/s. Sachin Chemicals (Proprietary firm)
4.	M/s. Avlon Exim (Proprietary Firm)
5.	M/s. Radhe (Proprietary Firm)
6.	M/s. Sudarshan Chempharm India LLP (Partnership Firm)
7.	Hemal V. Mehta HUF
8.	Sachin V. Mehta HUF
9.	Vasantai R. Mehta HUF

### **Common Pursuits/Conflict of Interest**

As on the date of this Prospectus, none of our Group Entities have objects similar to that of our Company`s business except a) Sudarshan Solvents Industries Limited; b) Sudharshan Pharma Industries Limited (Hong Kong); c) M/s Sachin Chemicals (Proprietary firm); d) M/s Avlon Exim (Proprietary firm); e) M/s Radhe (Proprietary firm); and f) Sudarshan Chempharm India Limited Liability Partnership, which has any common pursuits and are engaged in the business similar to that carried out by our Company.

Further, currently we do not have any non-compete agreement/arrangement with any of our Group Entities. Such a conflict of interest may have adverse effect on our business and growth. We shall adopt the necessary procedures and practices as permitted by law to address any conflict situations, as and when they may arise.



### **Details of Common Pursuits between our Company and Our Promoter Group Companies/ Entities:**

For details of related party transactions with our Promoter and Promoter Group Companies/ Entities, please refer '**Annexure 31: Statement of Related Parties' Transactions**' on page no. 186 and '**Annexure 04: Significant Accounting Policies and notes on thereon**' on page no. 193 of the chapter titled '**Financial Statement**' beginning on page no. 186.

For details on the shareholding of our Promoter Companies/ Entities in our Company, please chapter titled "**Capital Structure**" beginning on page no. 65 of this Prospectus.

For more information, please refer "**Risk Factors**" on page no. 24, "**Our Management**" on page no. 155 and "**Financial Statements**" on page no. 186.

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

Our Promoters have not disassociated themselves from any of our Group Entities/ Companies in which they are promoters, in last three years. Further, none of the Group Entities/ Companies are defunct and no application has been made to the Registrar of Companies for striking off the name of any of the Group Entities/ Companies during the five years preceding the date of this Prospectus.

### ***In the promotion of our Company***

None of the Group Entities/ Companies has any interest in the promotion of our Company except as disclosed in the section titled "**Financial Statements**" beginning on page no. 186 of this Prospectus and to the extent of their shareholding in our Company.

### ***In the properties acquired by our Company***

None of the Group Entities/ Companies has any interest in the properties acquired by our Company within the three years of the date of filing this Prospectus or proposed to be acquired by our Company except as disclosed in the section titled "Financial Statements" beginning on page no. 186 of this Prospectus.

### ***Payment or benefit to our Group Entities/ Companies***

Except as stated otherwise in '**Annexure 31: Statement of Related Parties' Transactions**' on page no. 206 of the chapter titled '**Financial Statement**' beginning on page no.186 of this Prospectus, there has been no payment or benefits to our Group Entities/ Companies during the two years prior to the filing of this Prospectus.

### ***Related business transactions between our Company and the Group Companies/Entities and its significance on the financial performance of Our Company***

For details, please refer to **Annexure 31: Statement of Related Parties' Transactions**' on page no. 206 of the chapter titled '**Restated Financial Statements**' beginning on page no. 186 of this Prospectus.

### ***Business interests of Group Companies/ Entities and/or Subsidiaries and/or Associate Companies in our Company***

None of the Group Companies/ Entities and/or Subsidiaries and/or Associate Companies have any interests in the business of our Company or interest of any other nature as on the date of this Prospectus, other than as disclosed in '**Annexure 31: Statement of Related Parties' Transactions**' on page no.206 of the chapter titled '**Restated Financial Statements**' beginning on page no. 186 of this Prospectus.

### ***Sale/purchase between Our Company and Group Companies***

For any other details relating to sales or purchases between our Company and any of our Group entities, please refer to '**Annexure 31: Statement of Related Parties' Transactions**' on page no. 206 of the chapter titled '**Restated Financial Statements**' beginning on page no. 186 of this Prospectus.

### ***Defunct/ Sick Companies/ Winding up of our Group Entities/ Companies***



None of our Group Entities/ Companies has been declared as

- A sick company under the Sick Industrial Companies (Special Provisions) Act, 1985;
- A defunct and no application has been made to the Registrar of Companies for striking off the name of our Group Company during the (5)five years preceding the date of this Prospectus.

Further, there are no winding up proceedings against any of our Group Entities/ Companies.

### ***Litigation***

For details relating to legal proceedings involving our Group Companies/Entities, if any, please refer to the chapter titled '***Outstanding Litigations and Material Developments***' beginning on page no. 221 of this Prospectus.

### **Confirmations/ Undertaking**

None of our individual members forming a Promoter Group or Group Companies/Entities or person in control of our Company:

- Has been prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or
- Has been refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad; or
- Has a negative net worth as of the date of the respective last audited financial statements; or
- Has been debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority; or
- Has not been declared as a fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018; or
- Has not been identified as a willful defaulter by RBI or any other Government authority; or
- Has not committed any violations of securities laws in the past or does not any such proceedings that are pending against them.

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



## OUR GROUP COMPNIES/ ENTITIES

As per the SEBI ICDR Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group Companies which is covered under the applicable accounting standard (AS-18) issued by the Institute of Chartered Accountants of India such other companies as considered material by our Board.

Pursuant to a Board resolution dated May 29, 2019, the Board formulated a policy with respect to companies which it considered material to be identified as group companies. Our Board has approved that all companies which are identified as related parties in accordance with Accounting Standards 18 as per the Restated Financial Statements are identified as group entities.

Accordingly, in terms of the SEBI Regulations and in terms of the policy of materiality defined by the Board pursuant to its resolution dated May 29, 2019, our Group Companies include:

- 1) Such Company forms part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI Regulations, 2018;
- 2) Those companies disclosed as related parties in accordance with Accounting Standard (“AS 18”) issued by the Institute of Chartered Accountants of India, in the Restated Financial Statements of the Company for the last five financial years and
- 3) All companies forming part of the Related Party Transactions, with whom our Company has entered into one or more transactions during any of the last three fiscals such that the transaction value with our Company in any of the aforementioned fiscals / period exceeds 10% of the total revenue of our Company in the respective fiscals / period.

Further, companies which have been disclosed as related parties in the Restated Financial Statements of our Company for the last five financial years, and which are no longer associated with our Company have not been disclosed as Group Companies.

Except as specified under the section “Our Promoter and Promoter Group” beginning on page no. 171 of this Prospectus, there are no companies which are considered material by the Board to be identified as a group company. No equity shares of our Group Companies are listed on any stock exchange and none of them have made any public or rights issue of securities in the preceding three years.

Based on the above and as on the date of this Prospectus, except for the table mentioned below, there are no other companies have been identified as group companies of our company.

Sr. No.	Name of the Group Entities/Company
1.	Sudarshan Solvents Industries Limited
2.	M/s. Sachin Chemicals (Proprietary firm)
3.	Radhe (Proprietary Firm)
4.	Sudarshan Chempharm India LLP (Partnership Firm)

The detail of our group company is as follows:

### 1. SUDARSHAN SOLVENTS INDUSTRIES LIMITED (SSIL)

<b>Pan Card No.</b>	: AARCS5217P
<b>CIN</b>	: U24100MH2011PLC218888
<b>Date of Incorporation</b>	: June 26, 2011
<b>Registered Office Address</b>	: 55/547, MHB Colony, Opp. Parijat Society Above Krishna Studio., Mahavir Nagar, Kandivali-West, Mumbai 400067
<b>Name of the Promoters</b>	: Mr. Sachin V. Mehta and Mr. Hemal V. Mehta
<b>Name of the Directors</b>	: Mr. Sachin V. Mehta, Mr. Hemal V. Mehta, Mr. Sunil D. Mehta



## Main Objects of the SSIL

The main objects of the Company to be pursued by the Company on its incorporation:

To carry on the business as manufacturer, dealer, distributors, exporters, repacker, importers of all type of chemical intermediates, solvents, Pharmaceuticals intermediates, Active Pharmaceutical Ingredients, pharmaceutical formulations, distillation & Repacking of chemicals and solvents, pharmaceutical, medicines, bulk drugs, cosmetics, chemicals of any nature and kind, medical instruments/appliances, disposable syringes, articles compounds, drugs, dyeware mineral waters, cordials, essences, braths, other restoratives or other items of special medical and pharmaceutical preparations of all kinds and other articles required by the medical and paramedical personnel for the practice of medical profession.

## Interest of our Promoters in SSIL

Our Promoter, Mr. Hemal V. Mehta and Mr. Sachin V. Mehta together hold 16,33,400 equity shares constituting 99.69 % of the issued and paid up share capital of SSIL.

## Shareholding Pattern of the Company as on the date of filing the Prospectus:

Sr. No.	Name of the Shareholder	No. of Shares Held	% of Holding
1.	Mr. Hemal V. Mehta	8,20,200	50.06
2.	Mr. Sachin V. Mehta	8,13,200	49.63
3.	Mr. Vasant Rai R.Mehta	1,000	0.06
4.	Mr. Jatin V. Mehta	1,000	0.06
5.	Mrs. Indumati V. Mehta	1,000	0.06
6.	Mrs. Devangi H. Mehta	1,000	0.06
7.	Mrs. Namrata R. Mehta	1,000	0.06
	<b>Total</b>	<b>16,38,400</b>	<b>100.00</b>

## Financial Information of SSIL:

The brief financial details of SSIL derived from its audited financial statements, for Fiscals 2018, 2017 and 2016 are set forth below:

Particulars	As at March 31,		(Rs. in Lakhs)
	2018	2017	2016
Equity Capital	81.92	5.00	5.00
Reserves (excluding revaluation reserve) and Surplus	28.79	0.35	(0.16)
Net Worth	110.71	5.35	4.84
Income including other income	1,953.50	1,785.84	1,029.45
Less: Expenses	(1,945.87)	(1,785.19)	(1,029.07)
Profit/ (Loss) after tax	7.62	0.65	0.57
Earnings per share (face value of Rs. 5 each)	0.33	0.52	0.91
Net asset value per share	6.75	5.36	4.84

The authorized capital of the SSIL is Rs. 1.00 Crores divided in 20 Lakhs equity shares of face value of Rs. 5.00 per equity shares.

The issue, subscribed and paid capital of the SSIL is Rs. 81.92 Lakhs divided into 16,38,400 Lakh equity shares of Rs. 5.00 per equity share.

## Changes in the Management and Control in SSIL

There has been no change in the management and control of SSIL in the three years preceding the date of this Prospectus.

## Other Interest of our Promoters in SSIL



As on the date of filing this Prospectus, the details of other interest of our Promoters in SSIL is as follows:

- The promoters of SSIL i.e. Mr. Sachin V. Mehta and Mr. Hemal V. Mehta are also the Promoters of our Company.
- The directors of SSIL i.e. Mr. Sachin V. Mehta and Mr. Hemal V. Mehta are also the Directors of our Company.
- All the Shareholders of SSIL are also shareholders of our Company as on the date of filing this Prospectus. For details on shareholding, please refer to chapter titled “*Capital Structure*” beginning on page no. 65 of this Prospectus.

**Other Disclosures as the date of filing this Prospectus:**

- SSIL is not a listed Company.
- SSIL is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1995 nor is under winding up.
- There are no defaults in meeting any statutory/bank/institutional dues.
- No proceedings have been initiated for economic offences against SSIL.
- SSIL does not have a negative net-worth and has made a loss in the immediately preceding years.
- No application has been made to RoC for striking off the name of SSIL nor has it been declared as a Defunct Company
- SSIL is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.
- Except as disclosed in chapters titled “*Capital Structure*”, “*Our Business*”, “*Our Management*” and in ‘*Annexure 31: Statement of Related Parties*’ Transactions’ in the chapter titled ‘Restated Financial Statement’ beginning on page nos. 65, 118, 155, 206 respectively of this Prospectus; SSIL is not
  - Interested in the promotion of our Company;
  - Interested in the properties acquired or proposed to be acquired by our Company in the three years preceding the filing of Prospectus;
  - Interested in any transaction for acquisition of land, construction of building or supply of machinery;
  - Interested in the business of our Company or interested of any other nature as on the date of this Prospectus;
- There has been no payment of benefits to SSIL made by our Company during three years preceding the filing of Prospectus.

**2. M/S. SACHIN CHEMICALS (PROPRIETARY FIRM)**

<b>Pan Card No.</b>	: ADRPM4657P
<b>Firm Registration No.</b>	: 27ADRPM4657P1ZI
<b>Date of Incorporation</b>	: in the year 2005
<b>Registered Office Address</b>	: 304, Charkop Suraksha Co-op. Society, Plot No. 14, Sector1, Kandivali (West), Maharashtra- 400 067
<b>Name of the Proprietor</b>	: Mr. Hemal V. Mehta
<b>Main Objective of the Proprietary Firm</b>	: Trading importing indenting of Chemicals, API’s & Drug Intermediates.

**Interest of our Promoters in Sachin Chemical**

One of our Promoter, Mr. Hemal V. Mehta has 100 % in the Proprietary Firm.

**Financial Information of Sachin Chemical**

The brief financial details of Sachin Chemical derived from its audited financial statements, for Fiscals 2018, 2017 and 2016 are set forth below:

Particulars	As at March 31,		
	2018	2017	2016
Capital of the Firm	613.34	297.01	139.45
Income including other income	7830.24	6883.85	5493.58
Less: Expenses	(7785.48)	(6862.61)	(5473.48)
Profit/ (Loss) after tax	44.76	21.24	20.10

(Rs. in Lakhs)



**Changes in the Management and Control in Proprietary Firm-** Not Applicable.

**Other Interest of our Promoter in Proprietary Firm**

As on the date of filing this Prospectus, the details of other interest of our Promoter in Sachin Chemicals- Proprietary Firm is as follows:

- The Proprietor of Sachin Chemicals- Proprietary Firm i.e. Mr. Hemal V. Mehta are also the one of the Promoters of our Company.
- The Proprietor of Sachin Chemicals- Proprietary Firm i.e. Mr. Hemal V. Mehta has business interest in our company i.e. to the extent of sales, purchase and revenue earned. For details on Related Party Transactions of our Company with Sachin Chemicals- Proprietary Firm, please refer to '*Annexure 31: Statement of Related Parties' Transactions*' on page no. 206 of the chapter titled '*Restated Financial Statements*' beginning on page no. 186 of this Prospectus.

**3. M/S. RADHE (PROPRIETARY FIRM)**

<b>Pan Card No.</b>	: AICPM1154H
<b>Firm Registration No.</b>	: 27AICPM1154H1ZH
<b>Date of Incorporation</b>	: in the year 2002
<b>Registered Office Address</b>	: 304, Charkop Suraksha Co-op. Society, Plot No. 14, Sector1, Kandivali (West), Maharashtra- 400 067
<b>Name of the Proprietor</b>	: Mr. Sachin V. Mehta
<b>Main Objective of the Proprietary Firm</b>	: Trading of Chemicals

**Interest of our Promoters in Radhe**

One of our Promoter, Mr. Sachin V. Mehta has 100 % in the Proprietary Firm.

**Financial Information of Radhe:**

The brief financial details of Radhe derived from its audited financial statements, for Fiscals 2018, 2017 and 2016 are set forth below:

Particulars	As at March 31,		
	2018	2017	2016
Capital of the Firm	22.45	16.33	11.43
Income including other income	47.94	23.26	49.14
Less: Expenses	(34.77)	(17.81)	(44.16)
Profit/ (Loss) after tax	13.19	5.45	4.98

**Changes in the Management and Control in Proprietary Firm-** Not Applicable.

**Other Interest of our Promoter in Proprietary Firm**

As on the date of filing this Prospectus, the details of other interest of our Promoter in Radhe- Proprietary Firm is as follows:

- The Proprietor of Radhe- Proprietary Firm i.e. Mr. Sachin V. Mehta are also the one of the Promoters of our Company.
- The Proprietor of Radhe- Proprietary Firm i.e. Mr. Sachin V. Mehta has business interest in our company i.e. to the extent of sales, purchase and revenue earned. For details on Related Party Transactions of our Company with Radhe- Proprietary Firm, please refer to '*Annexure 31: Statement of Related Parties' Transactions*' on page no. 206 of the chapter titled '*Restated Financial Statements*' beginning on page no. 186 of this Prospectus.

**Other Disclosures relating to the Proprietary Firms as the date of filing this Prospectus:**

- There are no defaults in meeting any statutory/bank/institutional dues.



- No proceedings have been initiated for economic offences against Proprietary Firms.
- No application has been made for striking off the names of Proprietary Firms nor has it been declared as a Defunct Firms.
- The Proprietary Firms are not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.
- Except as disclosed in chapters titled “*Capital Structure*”, “*Our Business*”, “*Our Management*” and in ‘*Annexure 31: Statement of Related Parties’ Transactions*’ in the chapter titled ‘*Restated Financial Statement*’ beginning on page nos. 65, 118, 155, 186 respectively of this Prospectus; the Proprietary Firms is not
  - Interested in the promotion of our Company;
  - Interested in the properties acquired or proposed to be acquired by our Company in the three years preceding the filing of Prospectus;
  - Interested in any transaction for acquisition of land, construction of building or supply of machinery;
  - Interested in the business of our Company or interested of any other nature as on the date of this Prospectus;
  - There has been no payment of benefits to Proprietary Firms made by our Company since its incorporation till filing of this Prospectus.

#### 4. M/S. SUDARSHAN CHEMPHARM INDIA LLP [SCIL]

<b>Pan Card No.</b>	: ACZFS0392Q
<b>Firm Registration No.</b>	: 27ACZFS0392Q1ZX
<b>Date of Incorporation</b>	: January 08, 2016
<b>Registered Office Address</b>	: 55/547, MHB Colony, Opp. Parijat Society Above Krishna Studio., Mahavir Nagar, Kandivali-West, Mumbai 400067
<b>Name of the Partner’s</b>	: There 2 partners- 1. Mr. Hemal V. Mehta 2. Mr. Sachin V. Mehta
<b>Main Objective of the Partnership Firm</b>	: To carry on business of chemical engineers, analytical chemists, importers, exporters, manufacturers of and dealers in heavy chemicals, acid alkalies, petro chemicals, chemical compounds and chemicals of all kinds (solid, liquid and gaseous), drugs, medicines, pharmaceuticals, antibiotics, tannins, tannis extracts, essences, solvents, plastics of all types, dye stuff, intermediates, textile auxiliaries, cellophanes, color dyes, paints, varnishes, vat and other organic dyestuff, chemical auxiliaries, disinfectants, insecticides, fungicides, deodorants, bio-chemicals and pharmaceuticals, medicinal sizing, bleaching, photographic and other preparation and articles.

#### Interest of our Promoters in SCIL

Our Promoters, Mr. Hemal V. Mehta and Mr. Sachin V. Mehta have 50% and 50% of profit sharing in the Partnership Firm.

#### Financial Information of SCIL:

The brief financial details of SCIL derived from its audited financial statements, for Fiscals 2018, 2017 and 2016 are set forth below:

Particulars	As at March 31,		
	2018	2017	2016
Capital of the Firm	5.00	5.00	5.00
Income including other income	926.72	-	-
Less: Expenses	(923.21)	(0.13)	(0.14)
Profit/ (Loss) after tax	3.51	(0.13)	(0.14)

(Rs. in Lakhs)

**Changes in the Management and Control in Partnership Firm-** Not Applicable.

**Other Interest of our Promoter in Partnership Firm**



As on the date of filing this Prospectus, the details of other interest of our Promoter in SCIL- Partnership Firm is as follows:

- Two of the Partners of SCIL i.e. Mr. Hemal V. Mehta and Mr. Sachin V. Mehta are also the Promoters of our Company.
- Two of the Partners of SCIL i.e. Mr. Hemal V. Mehta and Mr. Sachin V. Mehta have business interest in our company i.e. to the extent of sales, purchase and revenue earned and to the extent of the property leased out to our company. For details on Related Party Transactions of our Company with SCIL- Partnership Firm, please refer to '*Annexure 31: Statement of Related Parties' Transactions*' on page no.206 of the chapter titled '*Restated Financial Statements*' beginning on page no. 186 of this Prospectus.

**Other Disclosures relating to the Partnership Firm as the date of filing this Prospectus:**

- There are no defaults in meeting any statutory/bank/institutional dues.
- No proceedings have been initiated for economic offences against SCIL- Partnership Firm.
- No application has been made for striking off the name of SCIL- Partnership Firm nor has it been declared as a Defunct Firms.
- The SCIL- Partnership Firm are not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.
- Except as disclosed in chapters titled "*Capital Structure*", "*Our Business*", "*Our Management*" and in '*Annexure 31: Statement of Related Parties' Transactions*' in the chapter titled '*Restated Financial Statement*' beginning on page nos. 65, 118, 155, 186 respectively of this Prospectus; SCIL- Partnership Firm is not
  - Interested in the promotion of our Company;
  - Interested in the properties acquired or proposed to be acquired by our Company in the three years preceding the filing of Prospectus;
  - Interested in any transaction for acquisition of land, construction of building or supply of machinery;
  - Interested in the business of our Company or interested of any other nature as on the date of this Prospectus;
  - There has been no payment of benefits to SCIL- Partnership Firm made by our Company since its incorporation till filing of this Prospectus.



## RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to '*Annexure 31: Statement of Related Parties' Transactions*' on page no. 206 of the chapter titled '*Restated Financial Statements*' beginning on page no. 186 of this Prospectus.



## **DIVIDEND POLICY**

Under the Companies Act, 2013, 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 at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, contractual restrictions, applicable Indian legal restrictions and other factors considered relevant. 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. However, 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.

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

Our Company has not declared and/or paid any dividend on equity shares since its incorporation.



## SECTION VI - FINANCIAL STATEMENTS

### INDEPENDENT AUDITOR'S REPORT ON THE RESTATED FINANCIAL STATEMENTS OF SUDARSHAN PHARMA INDUSTRIES LIMITED

To,  
The Board of Directors,  
**Sudarshan Pharma Industries Limited**  
301, 3rd Floor, Aura Biplax,  
Above Kalyan Jewellers,  
S V Road, Borivali (West),  
Mumbai – 400 092, Maharashtra, India

**Sub.: Public Issue of 34,40,000 Equity Shares of face value of Rs. 10.00 each for cash at a price of Rs. 75.00 (Including Share Premium of Rs. 65/- per Equity Share) per Equity Share aggregating Rs. 2580.00 Lakhs through the fixed price route**

Dear Sirs,

- 1) We have examined the attached Restated Summary Statements and Other Financial Information of **Sudarshan Pharma Industries Limited** (Formerly known as 'Sudarshan Specialty Chemsolve Private Limited', hereinafter referred to as "**the Company**") described below and annexed to this report for the financial year ended on March 31, 2019, 2018 and 2017 based on the audited financial statements for financial year ended on March 31, 2019, 2018 and 2017 (collectively referred to as the "**Restated Summary Statements**" or "**Restated Financial Statements**") of the Company as duly approved by the Board of Directors of the Company.
- 2) The said Restated Financial Statements and other Financial Information have been examined and prepared for the purpose of inclusion in the Prospectus / Prospectus (collectively hereinafter referred to as "Offer Document") in connection with the proposed Initial Public Offering (IPO) on SME Platform of National Stock Exchange Limited ("**NSE Emerge**") of the company taking into consideration the followings and in accordance with the following requirements of:
  - Section 26 of Part I of Chapter III to the Companies Act, 2013("the Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014, as amended from time to time;
  - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements Regulations), 2018 (the 'SEBI ICDR Regulations') as amended from time to time in pursuance of Section 11 of the Securities and Exchange Board of India Act, 1992;
  - The Guidance Note on Reports in Company Prospectus / Prospectus (Revised) issued by the Institute of Chartered Accountants of India ("ICAI") ("Guidance Note");
  - The applicable regulation of SEBI (ICDR) Regulations, 2018, as amended, and as per Schedule VI (Part A) (11) (II) of the said Regulations; and
  - The terms of reference to our engagement letter with the company dated January 22, 2019 requesting us to carry out the assignment, in connection with the proposed Initial Public Offering of equity shares on SME Platform of National Stock Exchange Limited ("**NSE Emerge**") ("IPO" or "SME IPO").
- 3) These Restated Standalone Financial Information (included in Annexure 1 to 32) have been extracted by the Management of the Company from:

The Company's Financial Statements for the year ended March 31, 2019, 2018, 2017, which have been approved by the Board of Directors at their meeting held on May 29, 2019, August 16, 2018, August 31, 2017 respectively and books of accounts underlying those financial statements and other records of the Company, to the extent considered necessary for the preparation of the Restated Financial Statements, are the responsibility of the Company's Management. The Financial Statement of the Company for the financial year ended March 31, 2019 and 2018 has been audited by M/s. NGST & Associates, Chartered Accountants and for March 31, 2017 M/s. Dharmesh Muni & Co., Chartered Accountants has been audited and had issued unqualified reports for these years.



- 4) In accordance with the requirement of Section 26 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules 2014, the SEBI Regulations, the Guidance Note, as amended from time to time and in terms of our engagement agreed with you, we further report that:
- (a) The **Restated Statement of Assets and Liabilities** for the financial year ended on March 31, 2019, 2018 and 2017 examined by us, as set out in **Annexure 1** to this report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, 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 Accounts as set out in Annexure 4 & 4.1 to this Report.
  - (b) The **Restated Statement of Profit and Loss** of the Company for the financial year ended on March 31, 2019, 2018 and 2017, examined by us, as set out in Annexure 2 to this report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss, 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 Accounts as set out in Annexure 4 & 4.1 to this Report.
  - (c) The **Restated Statement of Cash Flows** of the Company for the financial year ended on March 31, 2019, 2018 and 2017, examined by us, as set out in Annexure 3 to this report, is prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Cash Flows, 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 Accounts as set out in Annexure 4 & 4.1 to this Report.

As a result of these adjustments, the amounts reporting in the abovementioned statements are not necessarily the same as those appearing in the audited financial statements of the Company for the relevant financial years.

- 5) Based on the above, as per the reliance placed by us on the audited financial statements of the Company and report thereon given by the Statutory Auditor of the Company for the financial year ended on March 31, 2019, 2018 and 2017, and to the best of our information and according to the explanation given to us, we are of the opinion that Restated Financial Statement:
- (a) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policies for all the reporting periods based on the significant accounting policies adopted by the Company as at March 31, 2019.
  - (b) have been made after incorporating adjustments for prior period and other material amounts, if any, in the respective financial years to which they relate to;
  - (c) do not contain any extra ordinary items that need to be disclosed separately other than those presented in the Restated Financial Statement and do not contain any qualification requiring adjustments;
  - (d) There were no qualifications in the Audit Reports issued by the Statutory Auditors for the financial year ended March 31, 2019, 2018, 2017 which would require adjustments in this Restated Financial Statements of the Company;
  - (e) 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 Policies and Notes to Accounts as set out in Annexure 4 to this report;
  - (f) Adjustments in Restated Summary Statements have been made in accordance with the correct accounting policies,
  - (g) There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements;



- (h) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;
  - (i) The Company has not paid any dividend since its incorporation.
- 6) We have also examined the following other Restated Financial Information as set out in the respective Annexure's to this report and forming part of the Restated Financial Statement, prepared by the management of the Company and approved by the Board of Directors on May 29, 2019 relating to the company for the year ended March 31, 2019, 2018, 2017 proposed to be included in the Prospectus / Prospectus ("Offer Document") for the proposed IPO:
- 1. Statement of Share Capital and Reserves & Surplus, as restated in **Annexure 05** to this report.
  - 2. Statement of Long Term Borrowings as restated in **Annexure 06** to this report.
  - 3. Statement of Short Term Borrowings as restated in **Annexure 07** to this report.
  - 4. Statement of Trade Payables as restated in **Annexure 08** to this report.
  - 5. Statement of Current Liabilities as restated in **Annexure 09** to this report.
  - 6. Statement of Short Term Provisions as restated in **Annexure 10** to this report.
  - 7. Statement of Fixed Assets as restated in **Annexure 11** to this report.
  - 8. Statement of Non-Current Investments as restated in **Annexure 12** to this report.
  - 9. Statement of Long Term Loans and Advances as restated in **Annexure 13** to this report.
  - 10. Statement of Deferred Tax Asset /(Liabilities) as restated in **Annexure 14** to this report.
  - 11. Statement of Other Non- Current Assets as restated in **Annexure 15** to this report.
  - 12. Statement of Inventory as restated in **Annexure 16** to this report.
  - 13. Statement of Trade Receivables as restated in **Annexure 17** to this report.
  - 14. Statement of Cash and Cash Equivalents as restated in **Annexure 18** to this report.
  - 15. Statement of Other Current Assets as restated in **Annexure 19** to this report.
  - 16. Statement of Revenue from Operations as restated in **Annexure 20** to this report.
  - 17. Statement of Other Income as restated in **Annexure 21** to this report.
  - 18. Statement of Segment Reporting (Product wise) as restated in **Annexure 22** to this report.
  - 19. Statement of Cost of purchases of services and materials as restated in **Annexure 23** to this report.
  - 20. Statement of Employee Benefit Expenses as restated in **Annexure 24** to this report.
  - 21. Statement of Finance Cost as restated in **Annexure 25** to this report.
  - 22. Statement of Other Expenses as restated in **Annexure 26** to this report.
  - 23. Statement of Dividend Declared as restated in **Annexure 27** to this report.
  - 24. Statement of Capitalization as restated in **Annexure 28** to this report.
  - 25. Statement of Tax Shelters as restated in **Annexure 29** to this report.



26. Statement of Contingent Liabilities as restated in **Annexure 30** to this report.
27. Statement of Related Party Transactions as restated in **Annexure 31** to this report.
28. Other Financial Information as restated in **Annexure 32** to this report.
- 7) We, NGST & Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and hold a valid peer review certificate issued by the “Peer Review Board” of the ICAI. However, our certificate is under the process of renewal and we have already applied for renewal with ICAI.
- 8) The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
- 9) This report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as an opinion on any of the Standalone Financial Information referred to herein.
- 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 Restated Financial Statements contained in Annexure 1 to 32 to this report read along with the ‘Significant Accounting Policies and Notes to the Restated Standalone Financial Statements’ appearing in Annexure 4 after making adjustments and regrouping/reclassification as considered appropriate and have been prepared in accordance with the provisions of Section 26 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014, to the extent applicable, the SEBI Regulations, the Guidance Note issued in this regard by the ICAI, as amended from time to time, and in terms of our engagement agreed with you.
- 12) Our report is intended solely for use of the Management and for inclusion in the offer documents in connection with the proposed SME IPO of equity shares of the Company and is not to be used, referred to or distributed for any other purpose except with our prior written consent.

**For NGST & Associates**  
**Chartered Accountants**  
**Firm Registration No.: 135159W**

**Bhupendra S Gandhi**  
**Membership No.122296**  
**Partner**

**Place: Mumbai**  
**Date: May 29, 2019**



**ANNEXURE 01****STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED****(Rs. In Lakhs)**

Particulars	Annexure nos.	As on March 31,		
		2019	2018	2017
<b>Equity &amp; Liabilities</b>				
<b>Shareholders' Funds</b>				
Share Capital	05	954.70	471.97	216.97
Share Application Money	05	0.00	0.00	0.00
Reserve & Surplus	05	919.68	382.15	104.18
<b>Total (A)</b>		<b>1,874.38</b>	<b>854.12</b>	<b>321.14</b>
<b>Non-Current Liabilities</b>				
Long Term Borrowings	06	445.82	276.89	240.51
Deferred Tax Liabilities (Net)	-	0.00	0.00	0.00
Long Term Provisions	-	0.00	0.00	0.00
<b>Total (B)</b>		<b>445.82</b>	<b>276.89</b>	<b>240.51</b>
<b>Current Liabilities</b>				
Short Term Borrowings	07	1,001.71	752.08	336.42
Trade Payables	08	1,600.78	1,152.07	1,071.37
Other Current Liabilities	09	10.66	24.93	8.62
Short Term Provisions	10	80.37	36.27	14.85
<b>Total (C)</b>		<b>2,693.52</b>	<b>1,965.36</b>	<b>1,431.27</b>
<b>Total (D=A+B+C) - TOTAL LIABILITIES</b>		<b>5,013.72</b>	<b>3,096.37</b>	<b>1,992.93</b>
<b>Fixed Assets</b>	11			
Tangible Asset		354.91	19.96	21.28
Intangible Asset		2.33	2.61	1.50
Non-Current Investments	12	5.29	4.95	4.72
Long Term Loans & Advances	13	578.70	593.58	148.11
Other Non-Current Assets	15	0.00	0.00	3.16
Deferred Tax Assets	14	(0.97)	1.08	0.52
<b>Total (E)</b>		<b>940.26</b>	<b>622.18</b>	<b>179.28</b>
<b>Current Assets</b>				
Current Investments	-	-	-	-
Inventories	16	1,041.08	666.78	336.35
Trade Receivables	17	2,591.33	1,721.33	1,391.25
Cash & Bank Balances	18	355.93	11.33	80.69
Short Term Loans & Advances	-	-	-	-
Other Current Assets	19	85.12	74.76	5.35
<b>Total (F)</b>		<b>4,073.46</b>	<b>2,474.19</b>	<b>1,813.65</b>
<b>Total (G=E+F) - TOTAL ASSETS</b>		<b>5,013.72</b>	<b>3,096.37</b>	<b>1,992.93</b>



**ANNEXURE 02****STATEMENT OF PROFIT & LOSS, AS RESTATED****(Rs. In Lakhs)**

Particulars	Annexure nos.	As on March 31,		
		2019	2018	2017
<b>Revenue</b>				
<b>I. Revenue From Operation</b>				
Sale of Products	20	13913.02	8814.51	5537.21
II. Other Business Income	21	86.96	151.02	9.39
III Other Misc. Receipt	21	1.98	10.89	5.12
<b>Total Revenue (I+II+III)</b>		<b>14001.96</b>	<b>8976.43</b>	<b>5551.72</b>
<b>Expenses</b>				
Purchase of materials	23	13285.14	8646.68	5452.51
Other Direct Costs	23	81.17	2.91	30.94
Changes in Inventories	-	(374.30)	(330.43)	(232.37)
Employee Benefit Expenses	24	246.85	225.70	77.98
Finance Cost	25	175.42	115.69	40.97
Depreciation and Amortization Expenses	-	14.90	5.93	7.75
Other Expenses - Admn., Marketing overhead	26	246.13	211.07	148.69
<b>Total Expenses</b>		<b>13675.31</b>	<b>8877.56</b>	<b>5526.47</b>
<b>Net profit before Tax - Operating Income</b>		<b>326.65</b>	<b>98.87</b>	<b>25.25</b>
<b>Provision for Taxes</b>				
1. Current taxes		89.80	25.46	8.38
2. Tax adjustment of earlier years		0.00	0.00	1.47
3. MAT Credit Entitlements		0.00	0.00	-
4. Deferred tax (Assets)\ Liabilities		2.05	(0.56)	0.23
<b>Profit after tax and before extraordinary items</b>		<b>234.80</b>	<b>73.98</b>	<b>15.63</b>
Extraordinary items & Adj.		0.00	0.00	0.00
<b>Net Profit after extraordinary items available for appropriation</b>		<b>234.80</b>	<b>73.98</b>	<b>15.63</b>
Proposed Dividend		0.00	0.00	0.00
Dividend distribution tax		0.00	0.00	0.00
<b>Net profit carried to Balance sheet</b>		<b>234.80</b>	<b>73.98</b>	<b>15.63</b>

**ANNEXURE 03****STATEMENT OF CASH FLOWS, AS RESTATED****(Rs. In Lakhs)**

Particulars	As on March 31,		
	2019	2018	2017
<b>A. Cash Flows From Operating Activities</b>			
Net Profit before Tax	326.65	98.87	25.25
<b>Adjustments for:</b>			
Depreciation	14.90	5.93	7.75



Particulars	As on March 31,		
	2019	2018	2017
Share Issue Expenses	-	-	-
Interest & Finance charges	175.42	115.69	40.97
Interest Income	-	-	-
Operating Cash Generated Before Working Capital Changes	516.97	220.49	73.97
Decrease (Increase) in Current Investments	-	-	-
(Increase) / Decrease in Inventory	(374.30)	(330.43)	(232.37)
(Increase)/ Decrease in Receivables	(869.99)	(330.08)	(737.04)
(Increase) / Decrease in Loans and Advances	-	-	-
(Increase)/Decrease in Other current assets	(10.36)	(69.41)	(0.92)
Increase/(Decrease) in Short term borrowing	249.63	415.65	251.09
Increase/(Decrease) in Trade Payable	448.71	80.70	478.40
Increase/(Decrease) in Other Liabilities	(14.27)	16.31	7.98
Increase / (Decrease) in Short Term Provisions	44.09	21.42	10.08
Net Changes in working capital	(526.49)	(195.83)	(222.78)
Less : Tax	91.85	25.46	9.85
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(101.37)</b>	<b>(0.80)</b>	<b>(158.66)</b>
<b>B. Cash Flows From Investing Activities</b>			
Sale / (Purchase) of Fixed Assets (Net)	(349.57)	(5.72)	(27.46)
Sale / (Purchase) of Non-Investments (Net)	(0.34)	(0.24)	(1.82)
Sale / (Purchase) of Non-current asset	0.00	3.16	(2.23)
Interest Income	0.00	0.00	0.00
<b>Net Cash Generated From Investing Activities (B)</b>	<b>(349.91)</b>	<b>(2.79)</b>	<b>(31.51)</b>
<b>C. Cash Flow From Financing Activities</b>			
Proceeds from Issue of Share Capital(including Share Premium)	837.85	459.00	289.00
Share Application Money Received	-	-	-
Proceeds / (Repayment) of Long Term Borrowings	168.93	36.38	113.51
Increase/(Decrease) in Unsecured Loans	-	-	-
Share Issue Expenses	(52.48)	-	-
Differed Revenue \ Amortized	2.05	-	-
Decrease (Increase) in Long Term Loans & Advances	14.88	(445.47)	(122.77)
Interest Expenses	(175.42)	(115.69)	(40.97)
Dividend Paid (including Dividend Tax)	0.00	0.00	-
<b>Net Cash from Financing Activities [C]</b>	<b>795.90</b>	<b>(65.78)</b>	<b>238.78</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A + B + C)</b>	<b>344.61</b>	<b>(69.37)</b>	<b>48.61</b>
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>11.33</b>	<b>80.69</b>	<b>32.08</b>
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>355.93</b>	<b>11.33</b>	<b>80.69</b>

#### **ANNEXURE 04-SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS**

##### **I. Corporate Information:**

SFIL Company was originally incorporated under the Companies Act, 1956 vide certificate of incorporation dated July 23, 2008 issued by the Registrar of Companies, Mumbai. Later in the year 2016, the name of the company was changed from “Sudarshan Specialty Chemsolve Private Limited” to “Sudarshan Pharma Industries Private Limited”



under the Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on November 25, 2016 and vide certificate of incorporation dated December 17, 2016 issued by the Registrar of Companies, Mumbai. Thereafter, Our Company was converted in to a public company pursuant to a special resolution passed by our shareholders at the EGM held on December 12, 2016 and consequently name was changed to “Sudarshan Pharma Industries Limited” (SPIL) vide fresh certificate of incorporation dated January 15, 2017 issued by Registrar of Companies, Mumbai. The CIN of the Company is U51496MH2008PLC184997.

SPIL company was promoted by Mr. Hemal V. Mehta & Mr. Sachin V. Mehta. The promoters have a combined experience of over 25 years in the Special Chemical, Bulk drug and Pharmaceutical Industry. Driven by passion for building an integrated chemical and pharmaceutical company, backed by their more than two decades of individual experience, our Promoters have been the pillars of the Company’s growth since inception and have built a strong value system for the Company. With their enriching experience and progressive thinking, we aim to continue to grow in the chemical and pharmaceutical industry in India and abroad.

## **II. Basis of Preparation:**

The Restated Summary Statements of Assets and Liabilities of the Company as at March 31, 2019, March 31, 2018, March 31, 2017 and the related Restated Summary Statements of Profits and Losses and Cash Flows Statement for the period / years ended March 31, 2019, March 31, 2018, March 31, 2017 have been complied by management from the financial statements of the company for the Financial Year ended on March 31, 2019, March 31, 2018, March 31, 2017

“The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the notified sections, schedules and rules of the Companies Act 2013 including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of Companies (Accounts) Rules, 2014).”

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

## **III. Significant Accounting Policies:**

### **(a) Use of Estimates:**

The preparation of financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenue and expenses during the reported period. Although these estimates are based on management’s best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the Carrying amounts of Assets or Liabilities in future periods.

### **(b) Cash Flow Statement:**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reported period.

### **(c) Cash and cash equivalents:**

Cash comprises cash on hand and demand deposit with banks. Cash equivalents are short term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into loan amounts of cash and which are subject to insignificant risk of changes in values.

### **(d) Fixed Assets:**



Fixed Assets (Property, Plant and Equipment) are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. The cost of an asset comprises of its purchase price and any directly attributable cost of bringing the assets to working condition for its intended use. Expenditure on additions, improvements and renewals is capitalized and expenditure for maintenance and repairs is charged to profit and loss account.

**(e) Depreciation and Amortization:**

Depreciation on tangible fixed assets is provided on straight line basis in accordance with the provisions of useful life specified in Schedule II of the Companies Act, 2013 and on additions / disposals during the year, on pro-rata basis. Further, the management of the Company has reviewed / determined tangible fixed assets remaining useful lives.

**(f) Impairment:**

The carrying amounts of property, plant & equipment are reviewed at each balance sheet date to determine, if there is any indication of impairment based on external/internal factors. An impairment loss is recognized wherever the carrying amount of the property, plant & equipment exceeds its recoverable amount which represents greater of the “net selling price” and “value in use” of the respective assets. The impairment loss recognized in prior accounting period is reversed if there has been an improvement in recoverable amount.

**(g) Revenue Recognition:**

- **Sale of goods& services:** Sale of Goods & Services are recognized when significant risks and rewards of ownership are passed on to customers or when the full / complete services have been provided. Sales are stated at contractual realizable value. Revenue is recognized to the extent it is probable that the economic benefits will flow to the company and that the revenue can be reliably measured.
- **Other Income:** Dividend income on investments is recognized when the right to receive dividend is established. Interest income is recognized on a time proportionate basis taking into account the amounts invested and the rate of interest.

**(h) Segment Reporting:**

The Company is engaged in business in Pharmaceutical formulation & Chemical - Bulk drug, API, Specialty chemicals and Solvents in India and abroad considering the turnover and assets there are no reportable segment.

**(i) Inventories**

Raw materials, stores and spare parts, sub-assemblies and components are carried at the lower of cost and net realisable value. Cost is determined on a weighted average basis. Finished goods produced or purchased by the Company are carried at lower of cost and net realisable value. Cost includes direct material and labour cost and a proportion of manufacturing overheads.

**(j) Foreign Currency Transactions:**

Foreign exchange transactions are recorded at the closing rate prevailing on the dates of the respective transaction. Exchange difference arising on foreign exchange transactions settled during the year is recognized in the statement of profit and loss.

Monetary assets and liabilities denominated in foreign currencies are converted at the closing rate as on balance sheet date. The resultant exchange difference is recognized in the statement of profit & loss.

Exchange rate differences arising on a monetary item that, in substance, forms part of the company's net investment in a non-integral foreign operation are accumulated in a foreign currency translation reserve in the company's financial statements until the disposal of the net investment.

Non-monetary assets and liabilities denominated in foreign currencies are carried at the exchange rate prevalent on the date of the transaction.



**(k) Investments:**

Long-term investments and current maturities of long-term investments are stated at cost, less provision for other than temporary diminution in value. Current investments, except for current maturities of long-term investments, are stated at the lower of cost and fair value.

**(l) Borrowing Cost:**

Borrowing costs that are directly attributable to and incurred on acquiring qualifying assets (assets that necessarily takes a substantial Year of time for its intended use) are capitalized. Other borrowing costs are recognized as expenses in the period in which same are incurred.

**(m) Employee Benefits:**

Liability is provided for retirement benefits for provident fund in respect of all eligible employees. The Company has not provided gratuity in the books due to high attrition rate in the industries.

As per the Companies policy no leave as been carried forward therefor leave encashment provision not done in the books.

**(n) Taxation:**

The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the Company.

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the Year. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognized only if there is virtual certainty of realization of such assets. Deferred tax assets are reviewed at each balance sheet date.

In case the Company is liable to pay income tax under provision of Minimum Alternate Tax u/s. 115JB of Income Tax Act, 1961, the amount of tax paid in excess of normal income tax liability is recognized as an asset only if there is convincing evidence for realization of such asset during the specified period. MAT Credit Entitlement is recognized in accordance with the Guidance Note on accounting treatment in respect of Minimum Alternate Tax (MAT) issued by The Institute of Chartered Accountants of India.

**(o) Provisions and Contingent Assets/ (Liabilities):**

Provisions are recognised when the company has an obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are measured at the best estimate of expenditure, that is required to settle the present obligation at the balance sheet date and are not discounted to its present value.

Contingent liability is a possible obligation that arises from past events whose existence will be confirmed by occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognized or disclosed in the financial statements.



(Rs. In Lakhs)

Sr. No.	Particulars	As at March 31,		
		2019	2018	2017
A	Claim against company not acknowledge as debts			
I	in respect of Income Tax (TDS)	2.58	2.58	2.54
li	in respect of Commercial Tax	-	-	-
	<b>Total</b>	<b>2.58</b>	<b>2.58</b>	<b>2.54</b>

**(p) Earnings per share:**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

**(q) Impairment of Assets:**

The Company evaluates all its assets for assessing any impairment and accordingly recognizes the impairment, wherever applicable, as provided in Accounting Standard 28, "Impairment of Assets".

**IV. Changes Accounting Policies In The Years/Periods Covered In The Restated Financial**

There is no change in significant accounting policies during the reporting period except, as and when Accounting Standards issued by the Institute of Chartered Accountants of India / Companies (Accounting Standard) Rules, 2006 were made applicable on the relevant dates.

**V. Notes To Reconciliation Of Restated Profit**

The reconciliation of Profit after tax as per audited results and the Profit after tax as per Restated Accounts is presented below. This summarizes the results of restatements made in the audited accounts for the respective years and its impact on the profit & losses of the company.

The reconciliation of Profit after tax as per audited results and the Profit after tax as per Restated Accounts is presented below. This summarizes the results of restatements made in the audited accounts for the respective years and its impact on the profit & losses of the company.

(Rs. In Lakhs)

Particulars	As on March 31,		
	2019	2018	2017
Profit after tax before appropriation (as per Audited accounts)	234.80	73.98	15.63
<b>Adjustments</b>			
Provision for Deferred Tax/(Liability)	-	-	-
<b>Provision for Income Tax</b>	-	-	
<b>Profit after Tax as per Restated Profit &amp; Loss Account</b>	<b>234.80</b>	<b>73.98</b>	<b>15.63</b>

**VI. Other Notes to Accounts**

- The company has not received any intimation from supplier regarding their status under micro, small and medium enterprises development Act, 2006 and hence disclosure, if any, in relation to amount unpaid as at the period end together with interest payable as required under the said Act have not furnished.
- The Management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required.
- There is no Auditor's Qualification in any of the audited Financial Statements as at and for the periods ended March 31, 2019.



- d) **Related Party Transactions:** The details of Related Party Transactions as per Accounting Standard -18 are provided in Annexure 31.
- e) The Company is not having earning / Expenditure in Foreign Currency in the last Financial Year.
- f) The Company has not given any guarantee to bank or corporate and the Company is no having any contingent liability.
- g) The figures in the Restated Financial Statements and Other Financial Information are stated in Lakhs and rounded off to two decimals and minor rounding off difference is ignored.
- h) There is no adjustment required to be made to the profit or loss for complying with ICDS notified u/s 145(2).

#### **ANNEXURE 04.1**

#### **ADJUSTMENTS MADE IN RESTATED FINANCIAL STATEMENTS / REGROUPING NOTES**

##### **Adjustments having impact on Profit**

##### **(i) Provision For Deferred Tax**

Deferred Tax has been calculated taking into account timing differences arising in one period and capable of reversal in another accounting period and so profit for the periods under restatement have been adjusted accordingly taking into account deferred tax profit /loss.

The shortfall or excess in amount of Provision for taxes and deferred tax has been provided in the year in which it should be provided.

##### **(ii) Adjustments having no impact on Profit**

##### **Material Regrouping**

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, 2018 (as amended).

#### **ANNEXURE 05**

#### **SHARE CAPITAL AND RESERVES & SURPLUS**

#### **STATEMENT OF DETAILS OF SHARE CAPITAL, AS RESTATED**

Particulars	(Rs. In Lakhs)		
	As on March 31,		
	2019	2018	2017
<b>Equity Share Capital - Paid up</b>			
At the Beginning of the period	471.97	216.97	1.00
<b>Add:</b>			
Allotment during the year	152.35	255.00	200.97
Bonus Issue	330.38	-	15.00
Convert from Pref. to Equity Shares			
<b>Sub Total - O/S at end of period</b>	<b>954.70</b>	<b>471.97</b>	<b>216.97</b>
<b>Preference Shares</b>	-	-	-
Opening Capital	-	-	-
Add: Allotment	-	-	-



Particulars	As on March 31,		
	2019	2018	2017
Less : Convert In to Equity Shares	-	-	-
<b>Sub Total - Preference Shares</b>	-	-	-
<b>Total</b>	<b>954.70</b>	<b>471.97</b>	<b>216.97</b>

#### **STATEMENT OF DETAILS OF RESERVES & SURPLUS, AS RESTATED**

(Rs. In Lakhs)

Particulars	As on March 31,		
	2019	2018	2017
<b>A. Surplus</b>			
<b>Opening balance</b>	90.12	16.14	15.52
<b>Add:</b> Addition during the year	0.00	0.00	0.00
Net profit/(Net loss) for the current year	234.79	73.98	15.63
Miscellaneous: Other Income	0.00	0.00	0.00
<b>Less : Dividend \ bonus during the year</b>	38.34	0.00	15.00
<b>Sub Total - Reserves</b>	<b>286.56</b>	<b>90.12</b>	<b>16.14</b>
<b>B. Securities Premium</b>			
<b>Opening Balance</b>	292.03	88.03	-
<b>Add:</b> Share Premium on Issue of Equity Shares	685.59	204.00	88.03
<b>Less :</b> Utilized for issue of bonus shares	292.03	-	-
<b>Less :</b> Utilized for capital issue	52.48		
<b>Sub Total - Share Premium</b>	<b>633.11</b>	<b>292.03</b>	<b>88.03</b>
<b>Total</b>	<b>919.67</b>	<b>382.15</b>	<b>104.18</b>

#### **ANNEXURE 06**

#### **STATEMENT OF DETAILS OF LONG TERM BORROWINGS**

(Rs. In Lakhs)

Particulars	As on March 31,		
	2019	2018	2017
<b>Unsecured Loan</b>			
<b>A. Term Loan</b>			
From Bank / NBFC - Business Loan	445.82	243.12	201.47
From others		-	-
B. Loan From Directors, Relatives & Associates	-	33.77	39.04
<b>Total</b>	<b>445.82</b>	<b>276.89</b>	<b>240.51</b>

#### **ANNEXURE 07**

#### **STATEMENT OF DETAILS OF SHORT TERM BORROWINGS**

(Rs. In Lakhs)

Particulars	As on March 31,		
	2019	2018	2017
<b>Secured Loans:</b>			
<b>a. Loans repayable on demand</b>			
From Bank - CC limit	1001.71	752.08	336.42



Particulars	As on March 31,		2017
	2019	2018	
From Other Parties	-	-	-
<b>Total</b>	<b>1001.71</b>	<b>752.08</b>	<b>336.42</b>

#### **ANNEXURE 08**

#### **STATEMENT OF TRADE PAYABLE**

(Rs. In Lakhs)

Particulars	As on March 31,		2017
	2019	2018	
Trade Payable - Creditors	1600.78	1152.07	1071.37
<b>Total</b>	<b>1600.78</b>	<b>1152.07</b>	<b>1071.37</b>

#### **ANNEXURE 09**

#### **STATEMENT OF CURRENT LIABILITIES**

(Rs. In Lakhs)

Particulars	As on March 31,		2017
	2019	2018	
Liabilities & Other Statutory Dues	10.66	24.93	8.62
<b>Other Current Liability- Sub Total</b>	<b>10.66</b>	<b>24.93</b>	<b>8.62</b>

#### **ANNEXURE 10**

#### **STATEMENT OF SHORT TERM PROVISIONS**

(Rs. In Lakhs)

Particulars	As on March 31,		2017
	2019	2018	
Tax and other provision	80.37	36.27	14.85
<b>Total</b>	<b>80.37</b>	<b>36.27</b>	<b>14.85</b>

#### **ANNEXURE 11**

#### **STATEMENT OF FIXED ASSETS AS RESTATED**

(Rs. In Lakhs)

Particulars	As on March 31,		2017
	2019	2018	
<b>Vehicles</b>			
<b>Gross Block</b>			
Opening balance	2.00	2.00	2.00
Addition during the year	4.58	-	-
Reduction during the year	-	-	-
<b>Closing balance ( GB)</b>	<b>6.58</b>	<b>2.00</b>	<b>2.00</b>
<b>Depreciation Block</b>			
Opening balance	1.81	1.57	1.36
Depreciation during the year	0.09	0.24	0.21
<b>Closing balance ( DB)</b>	<b>1.90</b>	<b>1.81</b>	<b>1.57</b>



Particulars	As on March 31,		2017
	2019	2018	
<b>Net WDV – V</b>	<b>4.68</b>	<b>0.19</b>	<b>0.43</b>
Furniture	-	-	-
Gross Block	-	-	-
<b>Opening balance</b>	<b>23.84</b>	<b>23.60</b>	<b>3.35</b>
Addition during the year	160.48	0.24	20.25
Reduction during the year	-	-	-
<b>Closing balance ( GB)</b>	<b>184.32</b>	<b>23.84</b>	<b>23.60</b>
Depreciation Block	-	-	-
Opening balance	8.39	6.21	2.08
Depreciation during the year	8.91	2.18	4.13
<b>Closing balance ( DB)</b>	<b>17.31</b>	<b>8.39</b>	<b>6.21</b>
<b>Net WDV – F</b>	<b>167.02</b>	<b>15.45</b>	<b>17.39</b>
Computer	-	-	-
Gross Block	-	-	-
<b>Opening balance</b>	<b>10.71</b>	<b>7.35</b>	<b>2.12</b>
Addition during the year	20.57	3.36	5.22
Reduction during the year	-	-	-
<b>Closing balance ( GB)</b>	<b>31.27</b>	<b>10.71</b>	<b>7.35</b>
Depreciation Block	-	-	-
Opening balance	6.39	3.89	1.12
Depreciation during the year	4.67	2.50	2.77
<b>Closing balance ( DB)</b>	<b>11.05</b>	<b>6.39</b>	<b>3.89</b>
<b>Net WDV – C</b>	<b>20.22</b>	<b>4.32</b>	<b>3.46</b>
<b>Fixed Assets - Tangible Assets</b>			
Gross Block	222.18	36.55	32.95
Depreciation Block	30.26	16.59	11.67
<b>Net Assets Block- Tangible</b>	<b>191.92</b>	<b>19.96</b>	<b>21.28</b>
<b>Capital WIP</b>	-	-	-
Opening Balance	-	-	-
Add: Addition During the Year	162.99	-	-
Less : Assets Transferred on Completion	-	-	-
<b>Closing Balance</b>	<b>162.99</b>		
<b>Fixed Assets- Intangible Assets</b>			
Software	-	-	-
Gross Block	-	-	-
<b>Opening balance</b>	<b>4.55</b>	<b>2.44</b>	<b>0.45</b>
Addition during the year	0.96	2.11	1.99
Reduction during the year	5.51	4.55	2.44
<b>Closing balance ( GB)</b>	-	-	-
Depreciation Block	-	-	-
<b>Opening balance</b>	<b>1.94</b>	<b>0.93</b>	<b>0.28</b>
Depreciation during the year	1.23	1.01	0.65
<b>Closing balance ( DB)</b>	<b>3.71</b>	<b>1.94</b>	<b>0.93</b>



Particulars	As on March 31,		
	2019	2018	2017
<b>NET ASSET BLOCK</b>	<b>2.33</b>	<b>2.61</b>	<b>1.50</b>
Purchase during the year	349.57	5.72	27.46
<b>Total Net Assets</b>	<b>357.24</b>	<b>22.57</b>	<b>22.78</b>

## **ANNEXUR 12**

### **STATEMENT OF NON-CURRENT INVESTMENTS**

(Rs. In Lakhs)

Particulars	As on March 31,		
	2019	2018	2017
Investment in NSC	0.20	0.20	0.20
Fixed Deposit with Banks	5.09	4.75	4.52
<b>Total</b>	<b>5.29</b>	<b>4.95</b>	<b>4.72</b>

## **ANNEXURE 13**

### **STATEMENT OF DETAILS OF LONG TERM LOANS & ADVANCES**

(Rs. In Lakhs)

Particulars	As on March 31,		
	2019	2018	2017
<b>Unsecured, considered good &amp; Advances</b>			
Other Advances	24.10	39.01	1.82
Lease Deposit & Advances	554.60	554.57	146.28
<b>Total</b>	<b>578.70</b>	<b>593.58</b>	<b>148.11</b>

## **ANNEXURE 14**

### **DETAILS OF DEFFERED TAX ASSETS/ (LIABILITIES), NET RESTATED**

(Rs. In Lakhs)

Particulars	As on March 31,		
	2019	2018	2017
Applicable Corporate Tax Rate	27.82%	27.6%	30.9%
Applicable tax at notional Rate	19.1%	19.1%	19.1%
<b>Adjustments</b>			
Difference between Tax and Book Depreciation	(7.38)	(2.04)	0.74
<b>Net Adjustments</b>	<b>(2.05)</b>	<b>(0.56)</b>	<b>0.23</b>
<b>Net Differed Tax Assets/ (Liabilities)</b>	<b>(0.97)</b>	<b>1.08</b>	<b>0.51</b>

## **ANNEXURE 15**

### **STATEMENT OF OTHER NON-CURRENT ASSET**

(Rs. In Lakhs)

Particulars	As on March 31,		
	2019	2018	2017
Deferred Revenue Expenditure	0.00	0.00	3.16



Particulars	As on March 31,		
	2019	2018	2017
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>3.16</b>

#### **ANNEXURE 16**

#### **STATEMENT OF INVENTORY**

(Rs. In Lakhs)

Particulars	As on March 31,		
	2019	2018	2017
Stock – Pharmaceutical Formulation and Chemicals – Finished goods	1041.08	666.78	336.35
<b>Total</b>	<b>1041.08</b>	<b>666.78</b>	<b>336.35</b>

#### **ANNEXUR 17**

#### **STATEMENT OF DETAILS OF TRADE RECEIVABLES**

(Rs. In Lakhs)

Particulars	As on March 31,		
	2019	2018	2017
Trade receivables outstanding for a period <b>more</b> than six months from the date they are due for payment & considered good	496.37	341.46	208.93
Trade receivables outstanding for a period <b>less</b> than six months from the date they are due for payment & considered good	2094.96	1379.87	1182.33
<b>Total</b>	<b>2591.33</b>	<b>1721.33</b>	<b>1391.25</b>

#### **ANNEXURE 18**

#### **STATEMENT OF CASH AND CASH EQUIVALENT**

(Rs. In Lakhs)

Particulars	As on March 31,		
	2019	2018	2017
Bank Balance	346.54	7.06	75.26
Cash on Hand	9.40	4.27	5.43
<b>Total</b>	<b>355.94</b>	<b>11.33</b>	<b>80.69</b>

#### **ANNEXURE 19**

#### **STATEMENT OF OTHER CURRENT ASSETS**

(Rs. In Lakhs)

Particulars	As on March 31,		
	2019	2018	2017
Insurance Claim Receivable	55.69	55.69	-
Duty and Taxes	3.76	16.76	3.17
Others Taxes and Refund	1.56	2.31	2.18
Other Receivable	24.10	-	-
<b>Total</b>	<b>85.12</b>	<b>74.76</b>	<b>5.35</b>



**ANNEXURE 20****STATEMENT OF REVENUE FROM OPERATIONS****(Rs. In Lakhs)**

Particulars	As on March 31,		
	2019	2018	2017
Chemical Division	9564.98	8517.33	5337.54
Pharmaceutical Division	4348.04	297.18	199.67
<b>Total</b>	<b>13913.02</b>	<b>8814.51</b>	<b>5537.74</b>

**ANNEXURE 21****STATEMENT OF OTHER BUSINESS INCOME & MISC. RECEIPT****(Rs. In Lakhs)**

Particulars	As on March 31,		
	2019	2018	2017
<b>Other Business Income</b>			
Commission & Indenting on API and Specialty Chemical Business income	86.96	123.67	6.47
Discount Received - Other Income	-	27.35	2.57
Exchange differences	0.84	-	0.35
<b>Sub Total -Other Business Income</b>	<b>87.80</b>	<b>151.02</b>	<b>9.39</b>
<b>Other Misc. Receipt</b>			
Interest Income on delay payment receipt	0.68	0.48	5.12
Refund of Statutory Dues - VAT & I tax	0.47	10.41	
<b>Sub Total – Other Receipt</b>	<b>1.15</b>	<b>10.89</b>	<b>5.12</b>
<b>Total</b>	<b>88.95</b>	<b>161.91</b>	<b>14.51</b>

**ANNEXURE 22****STATEMENT OF SEGMENT REPORTING (PRODUCT WISE)****(Rs. In Lakhs)**

Particulars	As on March 31,		
	2019	2018	2017
Chemical Division	9564.98	8517.33	5337.54
Pharmaceutical Division	4348.04	297.18	199.67
<b>Total</b>	<b>13913.02</b>	<b>8814.51</b>	<b>5537.74</b>

**ANNEXURE 23****STATEMENT OF COST OF PURCHASES OF SERVICES AND MATERIALS****(Rs. In Lakhs)**

Particulars	As on March 31,		
	2019	2018	2017
Purchase of Material – Formulation & Chemical	13285.14	8646.68	5452.51
Direct Cost	81.17	2.91	30.94
<b>Total</b>	<b>13366.31</b>	<b>8649.59</b>	<b>5483.45</b>



**ANNEXURE 24****STATEMENT OF EMPLOYEE BENEFIT EXPENSES****(Rs. In Lakhs)**

Particulars	As on March 31,		
	2019	2018	2017
Salary and Director Remuneration	231.43	215.67	73.42
Staff Welfare Expenses	0.64	0.46	4.56
Contribution to Provident Fund & Others	14.79	9.57	0.00
<b>Total</b>	<b>246.86</b>	<b>225.70</b>	<b>77.98</b>

**ANNEXURE 25****STATEMENT OF FINANCE COST****(Rs. In Lakhs)**

Particulars	As on March 31,		
	2019	2018	2017
Interest on Cash Credit	82.42	80.94	8.10
Interest on Loan - NBFC and others	59.47	27.48	30.53
Other Finance Cost	33.53	7.27	2.34
<b>Total</b>	<b>175.42</b>	<b>115.69</b>	<b>40.97</b>

**ANNEXURE 26****STATEMENT OF OTHER EXPENSES****(Rs. In Lakhs)**

Particulars	As on March 31,		
	2019	2018	2017
Bank Charges	5.17	7.6	2.25
Business Promotion	98.94	67.47	10.01
Commission & Brokerage Expenses	12.75	12.04	5.46
Insurance	9.26	6.11	7.12
Sundry Expenses	47.46	27.23	16.03
Travelling & Conveyance	19.28	35.19	29.13
Discount & sundry balances written back	2.13	0	0.98
Postage & Courier	4.58	3.28	3.23
Legal & Professional Charges	17.83	11.08	4.76
Telephone charges	5.60	6.33	5.98
Transport charges	-	13.65	31.41
Auditors Remuneration	1.75	1.75	0.58
Rent Rates & Taxes	3.77	8.56	5.81
Indirect Tax paid	0	0	11.86
Repairs and Maintenance	4.28	2.94	5.16
Office Rent	7.51	5.08	0
Printing & Stationary	5.83	2.76	8.82
<b>Total</b>	<b>246.14</b>	<b>211.07</b>	<b>148.59</b>



**ANNEXURE 27****STATEMENT OF DIVIDEND****(Rs. In Lakhs)**

Particulars	As on March 31,		
	2019	2018	2017
<b>On Equity Shares</b>			
Fully Paid up Share Capital (Rs. In Lakhs)	954.70	471.97	216.97
Face Value (In Rs.)	10	10	10
Paid up value per share (In Rs.)	10	10	10
Rate of Dividend	-	-	-
Total Dividend	-	-	-
Corporate Dividend tax on above	-	-	-

**ANNEXURE 28****STATEMENT OF CAPITALIZATION****(Rs. In Lakhs)**

Particulars	Pre Issue as on March 31, 2019	Post Issue
<b>Borrowing</b>		
Short - Term Debt	1001.71	1001.71
Long - Term Debt	445.82	445.82
<b>Total Debt</b>	<b>1447.53</b>	<b>1447.53</b>
<b>Shareholders' Funds</b>		
<b>Share Capital</b>		
- Equity	954.70	1298.70
Less: Calls - in – arrears	-	-
<b>Share Application money</b>		
- Preference	-	-
Reserves & Surplus Including Premium	919.68	3155.68
<b>Total Shareholders' Funds</b>	<b>1874.38</b>	<b>4454.38</b>
<b>Long - Term Debt / Shareholders Fund</b>	<b>0.24</b>	<b>0.10</b>
<b>Short - Term Debt / Shareholders Fund</b>	<b>0.53</b>	<b>0.22</b>

**ANNEXURE 29****STATEMENT OF TAX SHELTERS****(Rs. In Lakhs)**

Particulars	As on March 31,		
	2019 *	2018	2017
Profit before tax as per Restated P/L	<b>326.64</b>	<b>98.87</b>	<b>25.25</b>
Applicable Corporate Tax Rate	27.82%	27.6%	30.9%
Tax at Notional Rate	19.1%	19.1%	19.1%
<b>Adjustments</b>			
Difference between Tax Depreciation and Book Depreciation	(7.38)	(2.04)	0.74
Exempted Income	-	-	-
Profit on Sale of fixed Asset	-	-	-
Items Chargeable at special rates	-	-	-
Other Items	-	-	-
Set off of Business Losses / Unabsorbed Depreciation	-	-	-
<b>Net Adjustments</b>	<b>(7.38)</b>	<b>(2.04)</b>	<b>0.74</b>



Particulars	As on March 31,		
	2019 *	2018	2017
Tax Saving thereon	(2.05)	(0.56)	0.23
(Tax Saving to the extent of Tax at Notional Rate)/ Tax Addition	-	-	-
<b>Tax Payable [A]</b>	<b>88.82</b>	<b>25.46</b>	<b>8.38</b>
<b>Tax Payable on items chargeable at special rates [B]</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Tax Payable [C=A+B]</b>	<b>88.82</b>	<b>25.46</b>	<b>8.38</b>
Tax Rebates [D]	-	-	-
<b>Net Tax Payable [E=C-D]</b>	<b>88.82</b>	<b>25.46</b>	<b>8.38</b>
<b>Tax Payable under section 115JB of Income Tax Act, 1961 (F)</b>	<b>62.39</b>	<b>18.88</b>	<b>4.82</b>
<b>Tax Payable (Higher of E &amp; F)</b>	<b>88.82</b>	<b>25.46</b>	<b>8.38</b>

(\*)Please note that the Income tax return for the period ended March 31, 2019 is yet to be filed.

### **ANNEXURE 30**

#### **STATEMENT OF CONTINGENT LIABILITIES**

(Rs. In Lakhs)

Particulars	As on March 31,		
	2019	2018	2017
Claim against company not acknowledge as debts			
in respect of Income Tax-TDS	2.58	2.58	2.54
in respect of Commercial Tax	-	-	-
<b>Total</b>	<b>2.58</b>	<b>2.58</b>	<b>2.54</b>

### **ANNEXURE 31**

#### **STATEMENT OF DETAILS OF RELATED PARTY TRANSACTIONS**

(Rs. In Lakhs)

Sr. No.	Particulars	As on March 31,		
		2019	2018	2017
<b>A</b>	<b>REVENUE ITEMS :</b>			
<b>1</b>	<b>Salary paid - Directors</b>			
a	Mr. Hemal Mehta	7.50	3.00	-
b	Mr. Sachin Mehta	7.50	3.00	-
<b>2</b>	<b>Sale of Good</b>			
a	M/s Sachin Chemical – Proprietary Firm	15.77	145.71	-
b	M/s Sudarshan Solvent Industrial Limited	-	81.30	-
<b>3</b>	<b>Purchase of Good</b>			
a	M/s Sachin Chemical - Proprietary Firm	12.69	116.61	1531.21
b	Sudarshan Solvent Industrial Limited	-	101.25	293.35
c	M/s Radhe - Proprietary Firm	-	-	-
<b>4</b>	<b>Rent Paid</b>			
a	Mr. Hemal Mehta	0.66	0.36	-
b	Mr. Sachin Mehta	1.98	1.07	-
c	M/s Sudarshan Chempharma LLP	1.92	0.97	-
<b>5</b>	<b>Interest Paid</b>			



Sr. No.	Particulars	As on March 31,		
		2019	2018	2017
a	Mr. Sachin Mehta	-	-	-
b	Mrs. Devangi Mehta	-	-	-
c	M/s Sachin Chemical - Proprietary Firm	-	-	-
<b>B</b>	<b>NON-REVENUE ITEMS :</b>			
<b>1</b>	<b>Unsecured Loan Received</b>			
a	Mr. Hemal Mehta	271.15	91.43	-
b	Mr. Sachin Mehta	147.85	96.07	-
c	M/s Sachin Chemical - Proprietary Firm	254.76	453.59	-
<b>2</b>	<b>Unsecured Loan Repaid</b>			
a	Mr. Hemal Mehta	271.15	91.43	4.35
b	Mr. Sachin Mehta	181.62	63.30	2.11
c	M/s Sachin Chemical - Proprietary Firm	254.76	453.59	3.64
<b>3</b>	<b>Deposit Given</b>			
a	Mr. Hemal Mehta	250.00	250.00	-
b	Mr. Sachin Mehta	200.00	200.00	-
c	M/s Sudarshan Chempharma LLP	103.06	103.06	-
<b>4</b>	<b>Unsecured Loan payable – Outstanding</b>			
a	Mr. Sachin Mehta	-	33.77	1.00
b	Mr. Hemal Mehta	-	-	-
c	M/s Sachin Chemical - Proprietary Firm	-	-	-
<b>5</b>	<b>Payable for Expenses</b>			
a	Mr. Hemal Mehta	6.75	2.45	-
b	Mr. Sachin Mehta	6.75	3.17	-
c	M/s Sudarshan Chempharma LLP	-	1.75	-
<b>6</b>	<b>Bank Guarantee Taken</b>			
a	Mr. Hemal Mehta	1100.00	600.00	-
b	Mr. Sachin Mehta	1100.00	600.00	-

## ANNEXURE 32

### OTHER FINANCIAL INFORMATION- STATEMENT OF ACCOUNTING RATIOS

(Rs. In Lakhs)

Particulars	As on March 31,		
	2019	2018	2017
Net worth ( A )	1874.38	854.12	321.14
Net Profit after Tax ( B )	234.79	73.98	15.63
No. of Shares outstanding at the end [F.V Rs.10]( C )	95.47	47.20	21.70
Weighted average number of shares outstanding [F.V Rs.10]( D )	51.11	47.20	8.19
Bonus Shares [E]	33.04	0.00	1.50
Weighted average number of shares outstanding Post Bonus Shares [F.V Rs.10] (F) (D+E)	84.15	25.18	9.69



Particulars	As on March 31,		
	2019	2018	2017
Earnings per Share (EPS) (B / F) (Rs.)- Basis & Diluted	2.79	2.90	1.62
Return on Net Worth (B / A)	12.53%	8.66%	4.87%
Net Assets Value per Share (A / C)	19.63	18.10	14.80

**Definitions of key ratios:**

- I. Earnings per Share (Rs.):** Net profit attributable to equity shareholders / weighted average number of equity shares. Earnings per share calculations are done in accordance with Accounting Standard 20 “Earnings Per Share” as issued by The Institute of Chartered Accountants of India. As per AS-20, the number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.
- II. Return on Net Worth (%):** Net Profit after tax / Net worth as at the end of the year / period
- III. Net Asset Value (Rs.):** Net Worth at the end of the year / Number of equity shares outstanding at the end of the year / period
- IV. EBIDTA:** Earnings (or profit/(loss)) before interest costs, income taxes, depreciation and amortization expenses



## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

*You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in this Prospectus. You should also read the section entitled “Risk Factors” beginning on page 24 and “Forward Looking Statements” beginning on page 11 which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations.*

*The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Financial Statements as of and for the fiscal year ended March 31, 2019, 2018 and 2017 prepared in accordance with the Companies Act, 2013 to the extent applicable and Indian GAAP and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in the section titled “Financial Information of the Company” on page no. 115 of this Prospectus. Please note that in terms of Schedule VI of the SEBI (ICDR) Regulations, 2018, the company is required to give the financial information for the preceding 3 financial years from the date of the Prospectus. Our fiscal year ends on March 31 of each year. Accordingly, all references to a particular fiscal year/financial year are to the twelve-month period ended on March 31 of that year. The forward-looking statements contained in this discussion and analysis is subject to a variety of factors that could cause actual results to differ materially from those contemplated by such statements.*

*Indian GAAP differs in certain material respects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Prospectus, nor do we provide a reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and the SEBI ICDR Regulations.*

### Overview of the Company

Our Company was originally incorporated under the Companies Act, 1956 vide certificate of incorporation dated July 23, 2008 issued by the Registrar of Companies, Mumbai. Later in the year 2016, the name of the company was changed from “Sudarshan Specialty Chemsolve Private Limited” to “Sudarshan Pharma Industries Private Limited” under the Companies Act, 2013 pursuant to a special resolution passed by our shareholders at the EGM held on November 25, 2016 and vide certificate of incorporation dated December 17, 2016 issued by the Registrar of Companies, Mumbai. Thereafter, Our Company was converted in to a public company pursuant to a special resolution passed by our shareholders at the EGM held on December 12, 2016 and consequently name was changed to “Sudarshan Pharma Industries Limited” (SPIL) vide fresh certificate of incorporation dated January 15, 2017 issued by Registrar of Companies, Mumbai. The CIN of the Company is U51496MH2008PLC184997.

Our company was promoted by Mr. Hemal V. Mehta & Mr. Sachin V. Mehta. Our promoters have a combined experience of over 25 years in the Special Chemical, Bulk drug and Pharmaceutical Industry. Driven by passion for building an integrated chemical and pharmaceutical company, backed by their more than two decades of individual experience, our Promoters have been the pillars of our Company's growth since inception and have built a strong value system for our Company. With their enriching experience and progressive thinking, we aim to continue to grow in the chemical and pharmaceutical industry in India and abroad.

### Our Core business is as follows:

Specialty Chemicals, Intermediates & Active Pharmaceuticals Ingredients – We outsource our manufacturing facility, deal in Import and Exports, indenting and Supply in Specialty chemicals, API & its intermediate. As per the clients need and requirement, we provide order and get them manufactured from various suppliers in India and abroad regularly. Specialty chemicals and Intermediates having wide application in pharma, paint, food and adhesive Industry.

We are also involved in Contract Manufacturing, outsource & Supply of Generic Pharma formulation and medicines to healthcare institution, Government, NGO and Hospitals.



We carry about Ethical marketing of Pharmaceutical formulation & products in the Domestic and International market through our own distribution network and Sales force under our own brand.

For further information on its business, please refer to “**Business Overview**” beginning on page no. 118 of the Prospectus and for further details pertaining to its financial performance, please see “**Financial Information**” beginning on page no. 186 of the Prospectus.

### **Significant Developments Subsequent to the Last Financial Year**

After the date of last audited accounts i.e. March 31, 2019, the Directors of our Company confirm that, there have not been any significant material developments which materially and adversely affect or is likely to affect within the next twelve months for the trading or profitability of the Company, the value of its assets or its ability to pay its liability. However following material events have occurred after the last audited period:

- 1) The Authorized Capital of our Company was increased from 1,10,00,000 Equity Shares to 1,29,99,999 Equity Shares vide an Resolution passed in the Extra Ordinary General Meeting of the members of the Company held on January 25, 2019.
- 2) The Authorized Capital of our Company was increased from 80,00,000 Equity Shares to 1,10,00,000 Equity Shares vide an Resolution passed in the Extra Ordinary General Meeting of the members of the Company held on August 23, 2018.
- 3) Borrowing Powers of Board of Directors was increased to empower Board to borrow amount upto Rs. 100.00 Crores vide a Special Resolution passed in the Extra Ordinary General Meeting of the members held on January 25, 2019.
- 4) We have passed a Board resolution on January 22, 2019 to authorize the Board of Directors to raise funds by making an initial public offering.
- 5) We have passed a special resolution on January 25, 2019 to authorize the Board of Directors to raise funds by making an initial public offering.
- 6) Our Company has made a further allotment of 9,45,285 Equity Shares having of face value of Rs. 10/- each fully paid at a Rs. 55 per share (at a premium of Rs. 45 per share) by way of private placement on January 09, 2019.
- 7) Our Company has made a further allotment of 5,78,257 Equity Shares having of face value of Rs. 10/- each fully paid at a Rs. 55 per share (at a premium of Rs. 45 per share) by way of private placement on December 06, 2018.
- 8) Our Company has made a further allotment of 33,03,774 Equity Shares as Bonus Issue in ratio of 7 Equity Shares for every 10 Equity Share held by vide a resolution passed in the Board Meeting dated August 27, 2018.
- 9) The shareholders of our Company appointed Mr. Hemal V. Mehta as Managing Director and Mr. Sachin V. Mehta as Joint Managing Director of the Company in the Extra-Ordinary Meeting held on November 11, 2018.
- 10) The shareholders of our Company has approved change in designation of Mr. Hetang A. Shah from Additional Director (Independent Non-Executive Director) to Non-Executive Independent Director in the Extra-Ordinary Meeting held on December 12, 2018.
- 11) The shareholders of our Company has approved change in designation of Mr. Chetan K. Mehta from Additional (Executive) Director to Executive Director in the Extra-Ordinary Meeting held on November 12, 2018.
- 12) The Directors of our Company has approved the appointment of Mr. Sandeep R. Mehta from Additional Director (Independent Non-Executive Director) in the Board Meeting held on February 05, 2019.
- 13) The Company has accepted the resignation of the CFO of the Company, i.e., Mr. Hemang J. Marfatia w.e.f. April 13, 2019.



- 14) The Directors of our Company has approved the appointment of Mr. Sachin V. Mehta as the CFO as the Company w.e.f. May 03, 2019 in the Board Meeting held on May 03, 2019.
- 15) The shareholders of our Company has approved change in designation of Mrs. Ujwala V. Salvi from Additional Director (Independent Non-Executive Director) to Non-Executive Independent Director in the Annual General Meeting held on August 23, 2018.
- 16) The shareholders of our Company has approved the resignation of Mr. Lalitkumar K. Manjrekar- Non-Executive Independent Director and Mr. Vasantrai R. Mehta- Executive Director in the Extra-Ordinary Meeting held on February 02, 2019 and August 28, 2018, respectively.
- 17) The company has altered its MoA as approved by the Shareholders in the Extra-Ordinary Meeting held on January 25, 2019 and its AoA as approved by the Shareholders in the Annual General Meeting held on August 23, 2018.

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

The business is subjected to various risks and uncertainties, including those discussed in the section titled “**Risk Factor**” beginning on page no. 24 of this Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- General economic and demographic conditions;
- Regulation affecting the pharmaceutical and speciality chemical industry;
- Fluctuations in foreign and Indian currency;
- Our ability to compete locally;
- Our ability to compete successfully with our competitors in terms of competitive pricing, quality products, newer products etc;
- Significant developments in India’s economic and fiscal policies;
- Our ability to attract and retain distributors, wholesalers;;
- Our ability to meet our capital expenditure requirements;
- Our ability to launch newer products and increase its portfolio in the existing market;
- Our ability to expand its existing retail network;
- Our ability to purchase the raw material and the availability of the same at reasonable prices;
- Our ability to attract and retain its consumers;
- Our ability to obtain the necessary licenses in timely manner.

#### **Our Significant Accounting Policies:**

Our significant accounting policies are described in the Section VII entitled “**Financial Statements**” on page no. 186 of this Prospectus.

#### **Our Results of Operation**

The following table sets forth select financial data from restated Profit and Loss Accounts for the fiscal years ended March 31, 2019, 2018 and 2017, and the components of which are also expressed as a percentage of total income for such periods.

<b>(Rs. In Lakhs)</b>						
<b>Particulars</b>	<b>% of Total Income</b>	<b>2019</b>	<b>% of Total Income</b>	<b>2018</b>	<b>% of Total Income</b>	<b>2017</b>
<b>I. Revenue From Operation</b>						
Sales	99.4%	13,913.02	98.20%	8,814.51	99.10%	5,537.21
II. Other Business Income	0.6%	88.94	1.80%	161.92	0.90%	14.51
<b>III. Total Revenue (I+II)</b>	<b>100%</b>	<b>14,001.96</b>	<b>100.00%</b>	<b>8,976.43</b>	<b>100.00%</b>	<b>5,551.72</b>



Particulars	% of Total Income	2019	% of Total Income	2018	% of Total Income	2017
<b>IV. Expenses</b>						
Cost of Material Consumed	92.79%	12,992.01	92.68%	8,319.17	76.80%	5,251.08
Employee Benefits Expenses	1.76%	246.85	2.51%	225.7	3.70%	77.98
Finance Cost	1.25%	175.42	1.29%	115.69	8.10%	40.97
Depreciation and Amortization Expenses	0.11%	14.90	0.07%	5.93	4.40%	7.75
Admin & Selling Expenses	1.76%	246.13	2.35%	211.07	4.70%	148.69
<b>Total Expenses</b>	<b>97.67%</b>	<b>13,675.31</b>	<b>98.90%</b>	<b>8,877.56</b>	<b>97.70%</b>	<b>5,526.47</b>
<b>V. Profit before tax (III-IV)</b>	<b>2.33%</b>	<b>326.64</b>	<b>1.10%</b>	<b>98.87</b>	<b>2.30%</b>	<b>25.25</b>
VI. Extraordinary items						
<b>VII. Profit Before Tax After Extra items(V-VI)</b>	<b>2.33%</b>	<b>326.64</b>	<b>1.10%</b>	<b>98.87</b>	<b>2.30%</b>	<b>25.25</b>
VIII Tax expenses						
1. Current taxes	1.00%	89.80	0.28%	25.46	0.70%	9.85
2. MAT Credit Entitlements	-	-	-	-	-	-
3. Deferred tax	0.02%	2.05	(0.01%)	(0.56)	(0.00%)	(0.23)
<b>Profit after tax and before extraordinary items</b>	<b>1.31%</b>	<b>234.79</b>	<b>0.82%</b>	<b>73.98</b>	<b>1.60%</b>	<b>15.63</b>
Extraordinary items			-	-	-	-
<b>Net Profit after extraordinary items available for appropriation</b>	<b>1.31%</b>	<b>234.79</b>	<b>0.82%</b>	<b>73.98</b>	<b>0.70%</b>	<b>15.63</b>
Proposed Dividend	-	-	-	-	-	-
Dividend distribution tax	-	-	-	-	-	-
<b>Net profit carried to Balance sheet</b>	<b>1.31%</b>	<b>234.79</b>	<b>0.82%</b>	<b>73.98</b>	<b>1.60%</b>	<b>15.63</b>

## COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2019 WITH FISCAL 2018

### Revenue from Operations

During the year 2018-19, the total revenue of our company has increased to Rs. 13913.02 Lakhs as against Rs. 8814.50 lakhs in year 2017-18. It represents increase of 58 % of the total revenue. This revenue earned from sales of API, Bulk Drugs, Specialty Chemical and Pharmaceutical formulation products having vast application in pharma and paint industry. With smooth implementation of GST and rationalize the rate structure, our company's products become cheaper and pass on the benefits to end users. Our Company has introduced additional products in pharmaceutical formulation, medicines, antibiotic, nutrition and life saving medicines during the year. Even increase the strength of dealers and sales team to cater the pharma market.

### Revenue – Other Business Income



During the year 2018-19, the total other business revenue of our company has decreased to Rs. 88.94 Lakhs as against Rs. 161.92 lakhs in year 2017-18. It represents decreased by 45% of the other business revenue. This revenue earned from Indenting commission, interest and exchange difference.

### **Total Expenses**

The operating cost consists of Material source and contract manufacturing the products used & consume, direct expenses related to source, Employee Benefit Expenses, Finance cost, Depreciation and Administration, Rent & Selling Expenses.

### **Material Consumed**

During the year 2018-19, the cost of material consumed was consists of Pharmaceutical formulation, API, Specialty chemical and bulk drugs. The material consumed was increased to Rs. 12992.01 lacs from Rs. 8319.17 Lakhs as compared to year 2017-18 showing increased of 56.17%. This has increased due to increased in business during the years and introduced few more products.

### **Employee expenses**

Expenses incurred on staff and executives and its welfare during the financial year 2018- 19 was Rs. 246.85 Lakhs and 2017-18 was Rs. 225.70 Lakhs had been kept as direct expenses towards. This show increased in employees expenses of 9.37 % due to increased in Marketing Representatives, Sales Executives, Admn. staff strength in sales and marketing during the year.

### **Finance and Interest cost**

Expenses incurred on finance and interest cost during the financial year 2018-19 increased to Rs.175.42 Lakhs from Rs. 115.69 Lakhs in fiscal year 2017-18, showing a increased by 51.64 %. This has due to increased Business loan & higher interest rates.

### **Depreciation and amortization expense**

During the year 2018-19, depreciation and amortization expense of our company has increased to Rs.14.90 Lakhs as against Rs. 5.93 Lakhs in year 2017-18 showing a increased by 151.29 %.

### **Administrative & Selling Expenses**

Administrative & Selling expenses for the year 2018-19 increased to Rs. 246.13 Lakhs from Rs. 211.07 Lakhs in fiscal year 2017-18. The expenses had been increased due to increase in business, Marketing and Rent Expenses. This show increased by 16.61 % as compared to previous year.

### **Profit/ (Loss) After Tax**

The PAT for Financial Year 2018-19 has increased to Rs. 234.79 Lakhs from profit of Rs. 73.98 Lakhs in Financial Year 2017-18. This was mainly due to increased in products mix and additional formulations, sales team, focus on cost cutting and control on quality and material cost & efficiency of staff

## **COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2018 WITH FISCAL 2017**

### **Revenue from Operations**



During the year 2017-18, the total revenue of our company has increased to Rs. 8814.50 lakhs as against Rs. 5537.20 lakhs in year 2016-17. It represents increase of 59.0 % of the total revenue. This revenue earned from sales of API, Bulk Drugs, Specialty Chemical and Pharmaceutical formulation products having vast application in pharma and paint industry. With introduction of GST and rationalize the rate structure, our company's products become cheaper and pass on the benefits to end users. Our Company has introduced new products in pharmaceutical formulation and antibiotic and life saving medicines during the year. Even increase the strength of dealers and sales team to cater the pharma market.

#### **Revenue – Other Business Income**

During the year 2017-18, the total other revenue of our company has increased to Rs. 161.92 lakhs as against Rs. 14.51 lakhs in year 2016-17. It represents increase of 1016% of the other revenue. This revenue earned from commission and service maintenance, bank interest and exchange difference.

#### **Total Expenses**

The operating cost consists of Material source and contract manufacturing the products used & consume, direct expenses related to source, Employee Benefit Expenses, Finance cost, Depreciation and Administration, Rent & Selling Expenses.

#### **Material Consumed**

During the year 2017-18, the cost of material consumed was consists of Pharmaceutical formulation, API, Specialty chemical and bulk drugs. The material consumed was increased to Rs. 8319.17 lacs from Rs. 5251.08 lacs as compared to year 2016-17 showing increased of 58.43%. This has increased due to changes in company increased in business during the years and introduced few more products.

#### **Employee expenses**

Expenses incurred on staff and executives and its welfare during the financial year 2017- 18 was Rs. 225.70 lakhs and 2016-17 was Rs. 77.98 lakhs had been kept as direct expenses towards. This show increased in employees expenses of 189.44% due to increased in Marketing Representatives, Sales Executives, Admn. staff strength in sales and marketing during the year.

#### **Finance and Interest cost**

Expenses incurred on finance and interest cost during the financial year 2017-18 increased to Rs.115.69 Lakhs from Rs. 40.97 Lakhs in fiscal year 2016-17, showing a increased by 182.40 %. This has due to increased Business loan & higher interest rates.

#### **Depreciation and amortization expense**

During the year 2017-18, depreciation and amortization expense of our company has decreased to Rs. 5.93 Lakhs as against Rs. 7.75 Lakhs in year 2016-17 showing a decreased by 23.55%.

#### **Administrative & Selling Expenses**

Administrative & Selling expenses for the year 2017-18 increased to Rs. 211.07 lakhs from Rs. 148.69 lakhs in fiscal year 2016-17. The expenses had been increased due to increase in business, Marketing and Rent Expenses. This show increased by 41.95 % as compared to previous year.

#### **Profit/ (Loss) After Tax**

The PAT for Financial Year 2017-18 has increased to Rs. 73.89 lakhs from profit of Rs. 15.63 lakhs in Financial Year 2016-17. This was mainly due to increased in products mix and additional formulations, sales team, focus on cost cutting and control on quality and material cost & efficiency of staff.

#### **COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2017 WITH FISCAL 2016**



## **Revenue from Operations**

During the year 2016-17, the total revenue of our company has increased to Rs. 5537.21 lakhs as against Rs. 3789.02 lakhs in year 2015-16. It represents increase of 46.14% of the total revenue. This revenue earned from sales of Formulation, API, chemical. Our company has also focus in export market and deep penetration in Indian market.

## **Revenue – Other Business Income**

During the year 2016-17, the total other revenue of our company has increased to Rs. 14.51 lakhs as against Rs. 5.31 lakhs in year 2015-16. It represents increase of 173.09% of the other revenue. This revenue earned from incentives, commission and others benefits..

## **Total Expenses**

The operating cost consists of Material used & consumed, direct expenses to manufacture the products, Employee Benefit Expenses, Finance cost, Depreciation and Administration, Rent & Selling Expenses.

## **Material Consumed**

During the year 2016-17, the cost of material consumed was consists of Pharmaceutical formulation, API, Specialty chemical and bulk drugs and allied materials. The material consumed was increased to Rs. 5251.08 lacs from Rs. 3608.43 lacs as compared to year 2015-16 showing increased of 45.52%. This has increased due to increased in business during the years and introduced few more products.

## **Employee expenses**

Expenses incurred on staff and executives and its welfare during the financial year 2016- 17 was Rs. 77.98 lakhs and 2015-16 was Rs. 26.27 lakhs had been kept as direct expenses towards. This show increased in employees expenses of 196.80% due to increased in staff strength during the year.

## **Finance and Interest cost**

Expenses incurred on finance and interest cost during the financial year 2016-17 increased to Rs. 40.97 Lakhs from Rs. 21.01 Lakhs in fiscal year 2015-16, showing a increased by 95%. This has due to increased loan & higher interest rates.

## **Depreciation and amortization expense**

During the year 2016-17, depreciation and amortization expense of our company has increased to Rs. 7.75 Lakhs as against Rs. 2.20 Lakhs in year 2015-16 showing a increased by 252.34%.

## **Administrative & Selling Expenses**

Administrative & Selling expenses for the year 2016-17 increased to Rs. 148.69 lakhs from Rs. 122.39 lakhs in fiscal year 2015-16. The expenses had been increased due to increase in business, Marketing and Rent Expenses. This show increased by 21.49% as compared to previous year.

## **Profit/ (Loss) After Tax**

The PAT for Financial Year 2016-17 has increased to Rs. 15.63 lakhs from profit of Rs. 9.27 lakhs in Financial Year 2015-16. This was mainly due to focus on business expansion.

## **Information required as per Item (II) (C) (i) of Part A of Schedule VI to the SEBI Regulations:**

### **1. Unusual or infrequent events or transactions.**

Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.



**2. Significant economic changes that materially affected or are likely to affect income from continuing Operations.**

Other than as described in the section titled “Risk Factors” beginning on page no. 24 of this Prospectus respectively, to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

**3. Income and Sales on account of major product/main activities.**

Income and sales of our Company on account of major products/ main activities derives from trading activities.

**4. Whether the company has followed any unorthodox procedure for recording sales and revenues.**

Our Company has not followed any unorthodox procedure for recording sales and revenues.

**5. Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.**

Other than as described in the section titled “Risk Factors” beginning on page no. 24 of this Prospectus, in our opinion there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

**6. Future changes in relationship between costs and revenues, in case of events such as future increase in labour or material costs or prices that will cause a material change are known.**

Our Company’s future costs and revenues can be impacted by an increase in labour costs as the company looks to hire talent with new skills and capabilities for the digital economy who may be in short supply.

**7. Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in our revenues are by and large linked to increases in the volume of business.

**8. Total turnover of each major industry segment in which the issuer company operated.**

Our Company is in the business of speciality chemicals and pharmaceuticals. Relevant industry data, as available, has been included in the chapter titled “Industry Overview” beginning on page 97 of this Prospectus.

**9. Status of any publicly announced new products or business segment.**

Our Company has not announced any new product and segment publicly.

**10. The extent to which business is seasonal.**

Our Company’s business is not seasonal. However, the business of the company does depend on Growth potential in the region and country’s economy.

**11. Any significant dependence on a single or few suppliers or customers.**

Our Company is not significantly dependent on a certain customer and supplier for last 3 years. However, we have pursued an aggressive diversification plan which has significantly reduced our dependence. For further details refer the chapter titled “Risk factor” and “Business Overview” on page 24 and 118 of Prospectus.

The % of Contribution of our Company’s supplier as on March 2019 vis-à-vis the total revenue from operations and traded goods cost respectively is as follows:

Name of Major Suppliers	Amount (Rs. In Lakhs)	% of purchase
Sun Pharma Chem ( P )	363.98	2.74
Vaishali Pharma Ltd. (P)	310.28	2.34
Raj Solvent Pvt. Ltd. ( P )	217.14	1.63



<b>Name of Major Suppliers</b>	<b>Amount (Rs. In Lakhs)</b>	<b>% of purchase</b>
Daril Impex Pvt.Ltd. (P)	181.49	1.37
Yug International LTD ( Mumbai )(P)	157.13	1.18
<b>Total</b>	<b>1230.05</b>	<b>9.26</b>

The % of Contribution of our Company's customer as on March 2019 vis-à-vis the total sales respectively is as follows:

<b>Name of Major Customers</b>	<b>Amount (Rs. In Lakhs)</b>	<b>% of sales</b>
Clean Science & Technology Pvt. Ltd (S)	1090.25	7.79
Neogen Chemicals Ltd. ( S )	642.93	4.59
Resinova Chemie Ltd. ( S ) ( Guj )	574.22	4.10
Vaishali Pharma Ltd. (S)	532.01	3.80
Reliance Industries Limited ( S )	117.63	0.84
<b>Total</b>	<b>2957.06</b>	<b>21.12</b>

## 12. Competitive conditions.

Competitive conditions are as described under the Chapters titled *"Industry Overview" and Business Overview"* beginning on pages 97 and 118, respectively of the Prospectus.



## CAPITALIZATION STATEMENT

(Rs. In Lakhs)		
Particulars	Pre Issue as on March 31, 2019	Post Issue
<b>Borrowing</b>		
Short - Term Debt	1001.71	1001.71
Long - Term Debt	445.82	445.82
<b>Total Debt</b>	<b>1447.53</b>	<b>1447.53</b>
<b>Shareholders' Funds</b>		
<b>Share Capital</b>		
- Equity	954.70	1298.70
Less: Calls - in – arrears	-	-
<b>Share Application money</b>		
- Preference	-	-
Reserves & Surplus Including Premium	919.67	3155.67
<b>Total Shareholders' Funds</b>	<b>1874.37</b>	<b>4454.37</b>
<b>Long - Term Debt / Shareholders Fund</b>	<b>0.24</b>	<b>0.10</b>
<b>Short - Term Debt / Shareholders Fund</b>	<b>0.53</b>	<b>0.22</b>

**Note:** The above has been computed on the basis of Restated Financials of the Company.



## STATEMENT OF FINANCIAL INDEBTEDNESS

Our Company has availed certain loans in the ordinary course of business for the purposes including, but not limited to meeting its working capital requirements and financing its capital expenditure. Our Company has made an application for obtaining an NOC and is yet to obtain the NOC from the Principal Bankers.

Unless otherwise stated, the approvals and/or sanctions are valid as of the date of this Prospectus and in case the said approvals and/or sanctions have expired, we have either made an application for renewal or are in the process of making an application for renewal.

Pursuant to a special resolution of our Shareholders passed at the extraordinary general meeting held on January 25, 2019, our Board has been authorized to borrow, from time to time, such sums of money as our Board may deem fit for the purpose of the business of our Company, whether secured or unsecured, notwithstanding that the monies to be borrowed, together with the monies already borrowed by our Company (apart from temporary loans obtained or to be obtained from our Company's bankers in the ordinary course of business), would exceed the aggregate of the paid-up capital and free reserves of our Company provided that the total amount which may be borrowed by our Board, and outstanding at any time, shall not exceed Rs. 100.00 Crores for the time being, including the money already borrowed by our Company.

As on the date of filing of this Prospectus, the overall borrowings of our Company do not exceed the overall limit as specified under Section 180(1)(c) of the Companies Act, 2013.

### Facilities availed by us

As on March 31, 2019 the aggregate outstanding borrowings of our Company are as follows:

(Rs. In Lakhs)		
Category of Borrowings	Sanction Limit	Outstanding as on March 31, 2019
Secured Borrowings	1,100.00	1001.71
Unsecured Borrowings	595.00	445.82
Any Other Borrowings- Borrowings from Promoters, Directors and Relatives	N.A.	-
<b>Total</b>	<b>1695.00</b>	<b>1447.53</b>

### A) Secured Loans

<b>UNION BANK OF INDIA.</b>	
Our Company has been sanctioned <b>Rs. 1100.00 Lakhs</b> and from <b>UNION BANK OF INDIA</b> vide their letter no. <b>501/102/2018</b> dated <b>16/08/2018</b> . The terms and conditions of the Loan mentioned as below:	
<b>Amount of Loan</b>	Rs.1100.00 Lakhs
<b>Currency</b>	INR
<b>Nature of Facility</b>	Cash Credit.
<b>Purpose</b>	Cash Credit
<b>Rate of Interest</b>	9.75 %p.a.
<b>Repayment</b>	Renewal on monthly basis.
<b>Security</b>	1) Immovable Commercial Property Mortgaged owned by Directors of the company (301 Aura Biplex, Above Kalyan Jewellers. S.V. Road, Borivali West. Mumbai-400092); 2) Immovable Commercial Property Owned by Directors of the company and Sudarshan Chempharma India LLP (Industrial Land Bearing Gut No.282(P), Talathi office Jamghar, Bhiwandi-Wada Highway); and 3) Immovable Residential Property Owned by Directors of the company, (1601 16 <sup>th</sup> Floor Aura Biplex CHSL, Above Kalyan Jewellers. S.V. Road, Borivali West. Mumbai-400092.)
<b>Penal Interest</b>	As applicable
<b>Balance as on March 31, 2019</b>	Rs. 1001.71 Lakhs



**B) Unsecured Business Loans**

<b>(Rs. in Lakhs)</b>				
<b>Name of Lender</b>	<b>Purpose of Loan</b>	<b>Rate of Interest</b>	<b>Repayment</b>	<b>Outstanding as on March 31, 2019</b>
Arohan Services Pvt Ltd (Intelle Cash Entrerise)	Business	16.08%	Monthly EMI	7.59
Dewan Housing Finance Corporation Limited	Business	18.00%	Monthly EMI	16.90
Epimoney Pvt. Ltd	Business	23.16%	Monthly EMI	10.56
Fullerton India Credit Company Limited	Business	18.00%	Monthly EMI	12.72
Indiabulls (IVL Finance)	Business	19.00%	Monthly EMI	9.85
JRG Fincorp Ltd. (Inditrade)	Business	15.00%	Monthly EMI	18.58
Kotak Mahindra Bank Ltd.	Business	18.00%	Monthly EMI	18.53
NeoGrowth Credit Pvt Ltd	Business	11.00%	Monthly EMI	16.20
Rattanindia Finance Pvt. Ltd.	Business	18.00%	Monthly EMI	30.39
RBL Bank Limited	Business	16.75%	Monthly EMI	1.40
Standard Chartered Bank Ltd.	Business	16.00%	Monthly EMI	52.46
United Petro Finance Ltd.	Business	14.00%	Monthly EMI	16.38
Visu Leasing & Finance Pvt. Ltd.	Business	18.50%	Monthly EMI	11.86
Deutsche Bank	Business	17.50%	Monthly EMI	46.93
Suryoday Small Finance Bank Limited	Business	19.00%	Monthly EMI	25.00
Tata Capital Financial Services Limited	Business	19.00%	Monthly Interest	150.47
<b>TOTAL</b>				<b>445.82</b>

**Notes:**

- 1) The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- 2) The above statement should be read with the significant accounting policies and notes to restated summary, statements of assets and liabilities, profits and losses and cash flows appearing in Annexure's 01,02,03 and 04.



## SECTION VIII- LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding litigations:

(i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; or (iv) Material Litigation (as defined below) involving our Company, Directors, Promoters or Group Companies and (v) any litigation involving our Company, our Directors, our Promoters, our Subsidiaries or any other person whose outcome could have a material adverse effect on the operations or financial position of our Company or (vi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with SEBI ICDR Regulations and dues to small scale undertakings and other creditors.

For the purpose of material litigation in (iv) above, Our Board, in its meeting held on May 29, 2019, determined that outstanding legal proceedings involving the Company, Directors, Promoters and Group Companies: (a) where the aggregate amount involved, in such individual litigation exceeds 5% of the net profit of our Company as per the Restated financial statements for last full fiscal will be considered as material litigation ("Material Litigation/ Dues").

Our Company, our Promoters and/or our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by SEBI and no disciplinary action has been taken by SEBI or any stock exchange(s) against our Company, our Promoters or our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

Further, except as stated herein, there are no past cases in which penalties have been imposed on the Company, its Promoters, its Directors or its Group Companies, and there is no outstanding litigation against any other Company whose outcome could have a material adverse effect on the position of the Company. Further, there are no cases of litigation, defaults etc. in respect of companies/firms/ventures with which the Promoters were associated in the past but are no longer associated, in respect of which the name(s) of the Promoters continues to be associated.

Further, apart from those as stated below, there are no show-cause notices / claims served on the Company, its Promoters and its Directors or its Group Companies from any statutory authority / revenue authority that would have a material adverse effect on our business. Unless otherwise stated to contrary, the information provided is as of date of this Prospectus.

#### (A) Pending Litigations Relating to Our Company

- |        |  |                |
|--------|--|----------------|
| (i)    | Labour Cases filed against the Company | : NIL          |
| (ii)   | Labour Cases filed by the Company      | : NIL          |
| (iii)  | Civil Cases filed against the Company  | : NIL          |
| (iv)   | Civil Cases filed by the Company       | : NIL          |
| (v)    | Criminal cases against the company     | : NIL          |
| (vi)   | Criminal cases filed by the company    | : YES; 2 cases |
| (vii)  | Notices served on the Company          | : NIL          |
| (viii) | Tax related matters                    | : NIL          |

#### Cases filed before the Additional Metropolitan Magistrate under section 138 of the Negotiable Instrument Act, 1881

1. The Company **M/s. Sudarshan Pharma Industries Limited** the Complainant as filed a Complaint against the Company **Sonachi Industries Limited & 3 Ors** as Accused before the Metropolitan Magistrate 43<sup>rd</sup> Court at Borivali having Complaint case no.4003/SS/2016.,under SECTION -138 R/W of the Negotiable Instruments Act,1881 for an amount of Rs.15,29,354/- (Rupees Fifteen Lakhs Twenty Nine Thousand Three Hundred Fifty Four Only) plus interest @of 12% payable by the Accused for delay.

**Status:** Advocate for complainant present. Accused are absent. Issue Bw of Rs. 15,000/- against each accused.

**Next Purpose:** NOT HEARD CASES



**Next Hearing Date:** 02/03/2019.

2. The Company M/s. Sudarshan Speciality Chemsolve Pvt. Ltd. the Complainant as filed a Complaint against the Company Ranjit Paints Limited and others as Accused before the Metropolitan Magistrate 43<sup>rd</sup> Court at Borivali having Complaint case no.3289/SS/2015.,under SECTION -138 R/W of the Negotiable Instruments Act,1881 for an amount of 13,43,764/- (Rupees Thirteen Lakhs Forty Three Thousand Seven Hundred and Sixty Four Only) for the product sold to them.

**Status:** Not heard cases

**Next Date:** 12/04/2019

**(B) Pending Litigation Relating to the Promoters of Our Company**

- |   |       |
|---|-------|
| a) Criminal case against our promoter   | : NIL |
| b) Civil Cases Against Our Promote      | : NIL |
| c) Criminal Cases Filed By Our Promoter | : NIL |
| d) Civil Case Filed By Our Promoter     | : NIL |
| e) Cases Relating To Tax Matters        | : NIL |

**(C) Pending Litigations Relating to the Directors of Our Company**

- |   |       |
|---|-------|
| a) Criminal case against our promoter   | : NIL |
| b) Civil Cases Against Our Promote      | : NIL |
| c) Criminal Cases Filed By Our Promoter | : NIL |
| d) Civil Case Filed By Our Promoter     | : NIL |
| e) Cases Relating To Tax Matters        | : NIL |

**(D) Litigations Relating to Our Promoter Group and Group Companies/ Entities**

- |   |       |
|---|-------|
| a) Criminal case against our Promoter Group and Group Companies/ Entities   | : NIL |
| b) Civil Cases Against Our Promoter Group and Group Companies/ Entities     | : NIL |
| c) Criminal Cases Filed By Our Promoter Group and Group Companies/ Entities | : YES |
| d) Civil Case Filed By Our Promoter Group and Group Companies/ Entities     | : NIL |
| e) Cases Relating To Tax Matters  | : NIL |

**BY SACHIN CHEMICALS- PROPRIETARY FIRM**

**A. Cases filed before the Additional Metropolitan Magistrate under section 138 of the Negotiable Instrument Act,1881**

1. M/s. Sachin Chemicals through its Sole Proprietor Mr. Hemal V. Mehta has filed Complaint u/s 138 r/w section 141 of the Negotiable Instruments Act before the LD. Metropolitan Magistrate 43<sup>rd</sup> Court at Borivali, Mumbai bearing Complaint No.1556/SS/2016 against the M/s. Ratnagiri Chemicals Pvt. Ltd & 3 ors for the claim of an amount of Rs.1,42,21,000/- along with the interest of 18 % (Rupees One Crores Forty Two Lakhs Twenty One Thousand Four Hundred and Thirty Three Only) which was due and payable by the Accused Company for the chemical/ Goods (phenol) sold, supplied and delivered by the Complainant and same is pending before the Court.

**Status:** Not Heard Case

**Next Date:** 21/06/2019.

- 2) M/s. Sachin Chemicals through its sole proprietor, Mr./Hemal V. Mehta the Complainant has filed a Complaint against Mr. Prem Singh Soni the Accused before the Metro Metropolitan Magistrate 43<sup>rd</sup> Court at Borivali having Complaint case no.3628/SS/16,under SECTION -138 R/W of the Negotiable Instruments Act,1881 for an amount of Rs.5,11,500/- plus interest @18% till the final realization of the case as the same was given by the Complainant in cash to the Accused and the Warrant was also issued against the accused.



**Status:** Not Heard Case

**Next Date:** 07/06/2019

- 3) The Company M/s. Sachin Chemicals has filed Criminal Complaint against Albright Laboratories Pvt. Limited & others before Chief Metropolitan Magistrate Court at Borivali, Mumbai bearing Complaint Case No.1643/SS/2017 under section under Section 138 of the Negotiable Instruments Act,1981 for the amount of Rs.6,90,000/-(Rupees Six Lakhs Ninety Thousand Only) (inclusive of interest ) which is due and payable by the Accused for the goods supplied to them.

**Status:** Not heard cases

**Next Date:** 21/06/2019

- 4) The Company M/s. Sachin Chemicals has filed Criminal Complaint against Rachna Ether India Pvt. Ltd before Chief Metropolitan Magistrate Court at Borivali, Mumbai bearing Complaint Case No.12/misc/2016 under section 190 of the Criminal Procedure code,1973 for taking cognizance of the offense committed under Sections 138,141 of the Negotiable Instruments Act,1981 for the amount of Rs.57,35,853/- + 11,87,020/-Interest = Rs.69,22,873/- which is due and payable by the Company Rachna Ether India Pvt. Ltd for the chemicals supplied by the M/s. Sachin Chemicals.

**Status:** Misc Cases

**Next Date:** 30/01/2019

- 5) The Company M/s. Sachin Chemicals has filed Criminal Complaint against M/s. Anamayee Pharsmachem Pvt. Ltd. before Chief Metropolitan Magistrate Court at Borivali, Mumbai bearing Complaint Case No.2698/2018 under section 190 of the Criminal Procedure code,1973 for taking cognizance of the offense committed under Sections 138,141 of the Negotiable Instruments Act,1981 for the amount of Rs.1,34,00,959/-(Rupees One Crores Thirty Four Lacs Nine Hundred and Fifty Nine Only) (inclusive of interest @18 % till the filing of the Complaint and Rs.20,00,000/- as mental harassment caused to the complainants) which is due and payable by the Company Rachna Ether India Pvt. Ltd for the chemicals supplied by the M/s. Sachin Chemicals.

**Status:** Not Heard Cases

**Next Date:** 01/02/2019

***B. Cases filed before the National Company Law Tribunal Mumbai Bench under Section 9 of the Insolvency and Bankruptcy code 2016.***

- 1) M/s. Sachin Chemicals have also filed Application bearing case No.71 of 2018 before the National Company Law Tribunal Mumbai Bench under Rule 6 of the Insolvency and Bankruptcy (Application to adjudicating Officer) Rules,2016 to initiate corporate insolvency resolution process in respect of the Company Rachna Ether India Pvt. Ltd.

**Status:** Petitioner is directed to file affidavit of service within seven days from today.

**Next Date:** 15/04/2019

- 2) M/s. Sachin Chemicals have also filed Application before the National Company Law Tribunal Mumbai Bench under Rule 6 of the Insolvency and Bankruptcy (Application to adjudicating Officer) Rules,2016 to initiate corporate insolvency resolution process in respect of the Company M/s. Ratnagiri Chemicals Pvt. Ltd.

**Status:** Interim Order passed on The Petitioner was directed to serve notice on the Corporate Debtor and file Affidavit of service

**Next date:** 29/01/2019

- 3) M/s. Sachin Chemicals have also filed Application bearing case No. 1266 of 2018 before the National Company Law Tribunal Mumbai Bench under Rule 6 of the Insolvency and Bankruptcy (Application to adjudicating Officer) Rules, 2016 to initiate corporate insolvency resolution process in respect of the Company Anamayee Pharmachem Private Limited.

**Status:** Disposed off on November 14, 2018.

***By Sudarshan Solvent Industries Limited***

***A. Cases filed before the Additional Metropolitan Magistrate under section 138 of the Negotiable Instrument Act,1881***



- 1) The Company M/s. Sudarshan Solvents Industries Limited the Complainant as filed a Complaint against the Company Mr. Vijay Balwantrao Nalamwar and others as Accused before the Metropolitan Magistrate 43<sup>rd</sup> Court at Borivali having Complaint case no.3068/SS/2016.,under SECTION -138 R/W of the Negotiable Instruments Act,1881 for an amount of Rs.4,00,000/- (Rupees Four Lakhs Only) for providing their services which was not rendered by the accused hence the Complaint was liable for getting the Refund of Amount of Rs.5,00,000/- out of which the Accused had paid Rs.1,00,000/- and amount of Rs.4,00,000/- is still pending to be received for which the accused also issued a cheque and the same was returned by the bank reasons due to “Payment stopped by the drawer” i.e. Accused.

**Status:** The same is pending before the court under the caption “For Hearing”

**Next Date:** 07/06/2019

#### **PAST CASES IN WHICH PENALTIES HAVE BEEN IMPOSED ON THE COMPANY, OUR PROMOTERS, DIRECTORS, PROMOTER GROUP AND GROUP COMPANIES**

There are no past cases in the last five years in which penalties have been imposed on the company, our promoters, directors, members of promoter group and group companies.

#### **OUTSTANDING DUES TO CREDITORS**

The Board of Directors of our Company at their meeting held on May 29, 2019, has decided that the creditors of our Company to whom an amount exceeding 5% of the Company’s consolidated net profit as per the last audited financial statements was outstanding, were considered ‘material’ creditors. Based on these criteria, our Company had the following creditors as on March 31, 2019:

<b>Particulars</b>	<b>No. of Creditors</b>	<b>Amount Outstanding (Rs. in Lakhs)</b>
Micro, Small and Medium Enterprise	7	142.26
Material dues to creditors	383	1458.49
Other dues to creditors	-	-
<b>Total</b>	<b>390</b>	<b>1600.78</b>

For the details pertaining to amounts due towards such creditors see “*Summary Financial Information*” beginning on page no. 52 of this Prospectus.

For further details, please see the website of the Company at [www.sudarshanpharma.com](http://www.sudarshanpharma.com)

*Information provided on the website of our Company is not a part of this Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company’s website, would be doing so at its own risk.*

#### **Disciplinary action including penalty imposed by SEBI or Stock Exchanges against the Promoters during the last 5 financial years**

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters during the last 5 financial years including outstanding actions.

Except as disclosed elsewhere in audited financial statements of the Company, there have been no material developments that have occurred after the last Balance Sheet Date duly signed by the Board of Directors.

#### **MATERIAL DEVELOPMENTS**

Except as stated in the chapter titled “**Management’s Discussion and Analysis of Financial Conditions and Results of Operations**” beginning on page no. 209 of this Prospectus, no material developments have taken place after March 31, 2019, the date of the latest balance sheet, that would materially adversely affect the performance of the Company.

In accordance with SEBI requirements, our Company and the Lead Manager shall ensure that investors are informed of material developments until such time as the grant of listing and trading permission by the SME Platform of NSE- NSE EMERGE.



## GOVERNMENT AND OTHER APPROVALS

*We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business activities (as applicable on date of this Prospectus) and except as mentioned below, no further approvals are required for carrying on our present business.*

*In view of the approvals listed below, we can undertake the Issue and our 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 our business activities. It must be distinctly understood that, in granting these approvals, the Government of India and other authority does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus.*

*The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities. The following statement sets out the details of licenses, permissions and approvals taken by us under various central and state laws for carrying out our business.*

*For further details in connection with the regulatory and legal framework within which we operate, please refer to the chapter titled 'Key Industry Regulations and Policies' on page no. 138 of this Prospectus.*

### A) APPROVALS FOR THE ISSUE

#### Corporate Approvals

1. Our Board has pursuant to a resolution passed at its meeting dated on January 22, 2019, under Section 62(1)(c) of the Companies Act 2013, authorized the Fresh Issue of Equity Shares, subject to the approval of the shareholders and such other authorities as may be necessary.
2. Our Shareholders have pursuant to a special resolution passed at their meeting dated January 25, 2019 under Section 62(1)(c) and other applicable provisions of the Companies Act 2013, authorized the Fresh Issue of Equity Shares.

#### In- principle approval from the Stock Exchange

3. Our Company has obtained an approval from the NSE- SME Platform-NSE EMERGE for listing our Equity Shares through their Letter dated April 05, 2019 bearing reference number NSE/List/561 .

#### Agreements with NSDL and CDSL

4. Agreement dated June 19, 2018 between CDSL, the Company and the Registrar to the Issue;
5. Agreement dated July 25, 2018 between NSDL, the Company and the Registrar to the Issue;
6. The Company's International Securities Identification Number ("ISIN") is INE00TV01015.

### B) INCORPORATION DETAILS AND OTHER DETAILS

7. Certificate of Incorporation dated July 23, 2008 under the name of "Sudarshan Specialty Chemsolve Private Limited" was issued by the Registrar of Companies, Mumbai.
8. Fresh Certificate of Incorporation dated December 17, 2016 under the name of "Sudarshan Pharma Industries Private Limited" was issued by the Registrar of Companies, Mumbai upon name change of the company.
9. Fresh Certificate of Incorporation dated January 15, 2017 under the name of "Sudarshan Pharma Industries Limited" was issued by the Registrar of Companies, Mumbai upon conversion of the company from private limited to a limited company.
10. The Corporate Identity Number (CIN) of the Company is U51496MH2008PLC184997.

### C) APPROVALS/ LICENSES IN RELATION TO THE BUSINESS OF OUR COMPANY

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

#### Direct and Indirect Laws Related:

Sr. No.	Issuing Authority	Registration / License No.	Nature Of Registration / License	Date Of Registration	Valid Up to
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Sr. No.	Issuing Authority	Registration / License No.	Nature Of Registration / License	Date Of Registration	Valid Up to
1.	Registration in Income Tax Department	AAMCS2601L	Allotment of Permanent Account Number (PAN)	July 23, 2008	-
2.	Government of India	27AAMCS2601L1Z6	Allotment of Goods Service Tax Identification Number (GSTIN)	September 22, 2017	Perpetual
3.	Commissioner of Income Tax, Mumbai	MUMS60902C#	Allotment of Tax Deduction Account No. (TAN)	July 26, 2017	Perpetual
4.	Ministry of Labour and Employment, Government of India	KDMAL1649653000	Allotment of Provident Fund No. (PF)	September 29, 2017	Perpetual
5.	ESI corporation, Mumbai	35000414620000305	Allotment of Employees' State Insurance Corporation No. (ESIC)	September 26, 2017	Perpetual
6.	Sales Tax Office, Mumbai	27550690237C#	Allotment of Tax Identification No. (TIN)	December 03, 2008	Perpetual
7.	Sales Tax Office, Mumbai	27550690237V#	Allotment of Maharashtra Value Added Tax No. (MVAT)	December 03, 2008	Perpetual
8.	Assistant Commissioner, Central Excise, Mumbai	AAMCS2601LXD001#	Allotment of Central Excise No. (CE)	May 19, 2009	Perpetual

#Government approvals are taken under the name of "Sudarshan Speciality Chemsolve Pvt. Ltd.". The company is yet to make an application for name change.

Please note that all the above government certificates are valid till it has been cancelled.

#### Business and Industry Related:

Sr. No.	Issuing Authority	Registration / License No.	Nature Of Registration / License	Date Of Registration	Valid Up to
1.	Hong Kong Special Administrative Region	2714525	Certificate of Incorporation under the name of "Sudarshan Pharma Industries Limited"; Hong Kong-Branch Office	June 26, 2018	Perpetual
2.	Ministry of Commerce and industry (DGFT)	0309012911#	Certificate of Importer-Exporter Code No. (IEC)	May 05, 2014	Perpetual
3.	Food & Drug Administration, Maharashtra	11518023000115	FDA certificate for manufacturing unit no. 282/A, wada district	April 13, 2018	April 12, 2020
4.	Department of Agriculture, Pune, Maharashtra	LAID02040197	License to sell, stock or exhibit for sale or distribute by retail, insecticide for Agriculture subject to the provisions of Insecticide Act, 1968 & rules thereunder	Dec 02, 2017	Dec 01, 2019
5.	Food & Drug Administration Mumbai, Maharashtra	MH-MZ7-98787	License to sell, stock or exhibit (or offer) for sale or distribute by wholesale and drugs other than those specified in [ Schedule C, C(1) & X of Drugs and Cosmetics Act, 1940] covered under the license	June 24, 2014	June 23, 2019



Sr. No.	Issuing Authority	Registration / License No.	Nature Of Registration / License	Date Of Registration	Valid Up to
6.	Food & Drug Administration Mumbai, Maharashtra	MH-MZ7-98788	License to sell, stock or exhibit (or offer) for sale or distribute by wholesale and drugs other than those specified in [ Schedule C, C(1) & X of Drugs and Cosmetics Act, 1945] covered under the license	June 24, 2014	June 23, 2019
7.	Food & Drug Administration Mumbai, Maharashtra	MH-TZ5-234971	License to sell, stock or exhibit (or offer) for sale or distribute by wholesale and drugs other than those specified in [ Schedule C, C(1) & X of Drugs and Cosmetics Act, 1945] covered under the license	Oct 12, 2017	Oct 11, 2022
8.	Food & Drug Administration, Mumbai, Maharashtra	MH-TZ5-234970	License to sell, stock or exhibit (or offer) for sale or distribute by wholesale and drugs other than those specified in [ Schedule C, C(1) & X of Drugs and Cosmetics Act, 1940] covered under the license	Oct 12, 2017	Oct 11, 2022
9.	Food & Drug Administration, Bhavnagar	GJ/BHV/133588 #	License to sell, stock or exhibit (or offer) for sale or distribute by wholesale and drugs other than those specified in [ Schedule C, C(1) & X of Drugs and Cosmetics Act, 1940] covered under the license	April 29, 2016	April 28, 2021
10.	Food & Drug Administration, Bhavnagar	GJ/BHV/133587 #	License to sell, stock or exhibit (or offer) for sale or distribute by wholesale and drugs other than those specified in [ Schedule C, C(1) & X of Drugs and Cosmetics Act, 1940] covered under the license	April 29, 2016	April 28, 2021
11.	Govt of India (HP)	13696/13697	Drugs & Cosmetics Act 1940 And Rules	July 26, 2016	July 25, 2021
12.	Govt of India (HP)	HP /SOB-13696	Trading License	July 26, 2016	July 25, 2021
13.	Govt of India (HP)	HP /SOB-13697	Trading License	July 26, 2016	July 25, 2021
14.	Asst. Drugs Controller cum Drug Licensing Administration-HP	NL- MNB/2015/180 #	Drugs & Cosmetics Rules Act 1945 Loan & License agreement with M/s Betamax Remedies Pvt. Ltd. HP to mfg for sale or distribution of drugs	Jan 28, 2016	Jan 27, 2021
15.	Asst. Drugs Controller cum Drug Licensing Administration-HP	NL- MNB/2015/181 #	Drugs & Cosmetics Rules Act 1945 Loan & License agreement with M/s Betamax Remedies Pvt. Ltd. HP to mfg for sale or distribution of drugs	Jan 28, 2016	Jan 27, 2021
16.	Food & Drug Administration, Gandhinagar, Gujarat	G/25A/4865/A #	Drugs & Cosmetics Rules Act 1945 Loan & License agreement with Nest Healthcare Pvt. Ltd. to mfg for sale or distribution of drugs	June 05, 2017	June 04, 22
17.	Food & Drug Administration, Gandhinagar, Gujarat	G/28A/5945/A #	Drugs & Cosmetics Rules Act 1945 Loan & License agreement with Nest Healthcare Pvt. Ltd. to mfg for sale or distribution of drugs	June 05, 2017	June 04, 22
18.	Govt of India (HP)	L-NNZ/2017/127	Drugs & Cosmetics Rules Act 1945 Loan & License agreement with M/s Titanes Pharma to mfg for sale or	June 17, 2017	June 16, 2022



Sr. No.	Issuing Authority	Registration / License No.	Nature Of Registration / License	Date Of Registration	Valid Up to
			distribution of drugs		
19.	Govt of India (HP)	L-BNZ/2017/128	Drugs & Cosmetics Rules Act 1945 Loan & License agreement with M/s Titanes Pharma to mfg for sale or distribution of drugs	June 17, 2017	June 16, 2022
20.	Asst. Drugs Controller cum Drug Licensing Administration- Uttarakhand	35/UA/LL/2017	Drugs & Cosmetics Rules Act 1945 Loan & License agreement with Ved Lifesaver Pvt. Ltd. to mfg for sale or distribution of drugs	April 03, 2017	April 02, 2022
21.	Asst. Drugs Controller cum Drug Licensing Administration- Uttarakhand	34/UA/LL/AC/P- 2017	Drugs & Cosmetics Rules Act 1945 Loan & License agreement with Ved Lifesaver Pvt. Ltd. to mfg for sale or distribution of drugs	April 03, 2017	April 02, 2022
22.	Maharashtra Pollution Control Board	MPCB/17/308/17 11000297	Consent to Operate under Section 26 of the Water (Prevention & Control Of Pollution) Act, 1974 & under Section 21 Of the Air (Prevention & Control Of Pollution) Act. 1981 and Authorization / Renewal Of Authorization under Rule 5 of the Hazardous Wastes (Management, Handling & Transboundary Movement) Rules 2016	Nov 08, 2017	Valid upto 5 years
23.	Standard Certification Council	ISO9001-2015	ISO certification	June 11, 2018	May 11, 2019
24.	Udyog Aadhar Memorandum/ Entrepreneurs Memorandum for setting micro, small and medium Enterprises Unit	MH17B0009612	Udyog Aadhaar	March 31	Perpetua 1


#Government approvals are taken under the name of “Sudarshan Speciality Chemsolve Pvt. Ltd.”. The company is yet to make an application for name change.

Please note that all the above government certificates are valid till it has been cancelled.

#### D) INTELLECTUAL PROPERTY RIGHTS

##### INTELLECTUAL PROPERTY



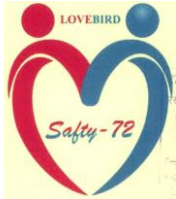


As on the date of this Prospectus, the company does not hold any other kind of Intellectual Property Rights except as mentioned below:

Sr. No.	TM Name	TM/ Application No.	TM Type	Class	Date of Registration/ Application	Validity/ Renewal Date	Current Status
1)	MAC-PPI <sup>1</sup>	3145047	Word	5	31-Dec-15	31-Dec-25	Registered
2)	PATTA PAPPAYA <sup>1</sup> 	3199098	Word & Device	5	01-Mar-16	01-Mar-26	Registered
3)	VIMAC'S SGMERU <sup>1</sup>	3199101	Word	5	01-Mar-16	01-Mar-26	Registered
4)	VIMAC'S APTIVIM <sup>1</sup>	3199102	Word	5	01-Mar-16	01-Mar-26	Registered








Sr. No.	TM Name	TM/ Application No.	TM Type	Class	Date of Registration/ Application	Validity/ Renewal Date	Current Status
5)	JIVANSUDHA <sup>2</sup> §	3599577	Word	5	26-Jul-17	26-Jul-27	Registered
6)	JIVANSAR <sup>2</sup> §	3599578	Word	5	26-Jul-17	26-Jul-27	Registered
7)	SETDOWN <sup>3</sup> 	3616976	Device	5	21-Aug-17	21-Aug-27	Registered
8)	JIVANKIT <sup>3</sup> @ 	3616982	Word & Device	5	21-Aug-17	21-Aug-27	Registered
9)	VIMACTHRO <sup>3</sup> 	3742210	Word & Device	5	02-Jan-18	02-Jan-88	Registered
10)	CIXIS <sup>1</sup>	3127774	Word	5	16-Dec-15	-	Accepted & Advertised
11)	CLANIMOX <sup>1</sup>	3127775	Word	5	16-Dec-15	-	Accepted & Advertised
12)	HEM-D3 <sup>1</sup>	3127776	Word	5	16-Dec-15	-	Accepted & Advertised
13)	IREN TAB <sup>1</sup>	3127777	Word	5	16-Dec-15	-	Accepted & Advertised
14)	METFOCAL <sup>1</sup>	3127778	Word	5	16-Dec-15	-	Accepted & Advertised
15)	SEBONE <sup>1</sup>	3127780	Word	5	16-Dec-15	-	Accepted & Advertised
16)	RIPRO <sup>1</sup>	3145043	Word	5	31-Dec-15	-	Accepted & Advertised
17)	COFNEU <sup>1</sup>	3145044	Word	5	31-Dec-15	-	Accepted & Advertised
18)	SGCURE <sup>1</sup>	3145046	Word	5	31-Dec-15	-	Accepted & Advertised
19)	VIMOCANE <sup>1</sup>	3145051	Word	5	31-Dec-15	-	Accepted & Advertised
20)	ENAMOL <sup>1</sup>	3145053	Word	5	31-Dec-15	-	Accepted & Advertised
21)	VILIVER <sup>1</sup>	3199096	Word	5	01-Mar-16	-	Accepted & Advertised
22)	VIMAC'S SGENOX <sup>1</sup>	3199100	Word	5	01-Mar-16	-	Accepted & Advertised
23)	VILEU <sup>1</sup>	3199095	Word	5	01-Mar-16	-	Accepted & Advertised
24)	KYNOL <sup>3</sup>	3703474	Word	3	15-Dec-17	-	Abandoned
25)	EVOCAST <sup>1</sup>	3145048	Word	5	31-Dec-15	-	Abandoned
26)	VIFOLATE <sup>1</sup>	3145052	Word	5	31-Dec-15	-	Abandoned
27)	VIMAC'S LOVE BIRD <sup>1</sup>	3199103	Word	10	01-Mar-16	-	Abandoned
28)	FIX POLLEN <sup>2</sup> 	3653708	Word & Device	5	10-Oct-17	-	Opposed



Sr. No.	TM Name	TM/ Application No.	TM Type	Class	Date of Registration/ Application	Validity/ Renewal Date	Current Status
29)	VIMAC HEALTHCARE <sup>1</sup> 	3127772	Word & Device	5	16-Dec-15	-	Objected*
30)	BROMEHEAL <sup>1</sup>	3127773	Word	5	16-Dec-15	-	Objected*
31)	MINTAVIT <sup>1</sup>	3127779	Word	5	16-Dec-15	-	Objected*
32)	MERU <sup>1</sup>	3145045	Word	5	31-Dec-15	-	Objected*
33)	VIGALIN <sup>1</sup>	3145049	Word	5	31-Dec-15	-	Objected*
34)	MECOMIN <sup>1</sup>	3145050	Word	5	31-Dec-15	-	Objected*
35)	VBRAIN <sup>1</sup>	3199097	Word	5	01-Mar-16	-	Objected*
36)	INFORT-Q10 <sup>1</sup>	3199099	Word	5	01-Mar-16	-	Objected*
37)	VIMAC'S MECOMAC <sup>1</sup>	3199104	Word	5	01-Mar-16	-	Objected*
38)	LOVEBIRD Stay Clean <sup>3</sup> 	3444452	Device	5	29-Dec-16	-	Objected
39)	LOVEBIRD SAFTY- 72 <sup>2</sup> 	3444448	Device	5	29-Dec-16	-	Objected*
40)	LOVEBIRD GOOD NEWS <sup>3</sup> 	3444451	Device	5	29-Dec-16	-	Objected*
41)	LOVEBIRDSOFTY <sup>2</sup> 	3444447	Device	5	29-Dec-16	-	Objected*



Sr. No.	TM Name	TM/ Application No.	TM Type	Class	Date of Registration/ Application	Validity/ Renewal Date	Current Status
42)	 LOVE BIRD TAD20 <sup>2</sup>	3451080	Device	5	06-Jan-17	-	Objected*
43)	 SUDARSHAN PHARMA INDUSTRIES LTD. SPIL SUDARSHAN PHARMA INDUSTRIES LTD.	3596522	Word & Device	5	21-Jul-17	-	Objected*
44)	TALAP <sup>3</sup> &	3607893	Word	5	07-Aug-17	-	Objected*
45)	 PULMORELIEF <sup>2</sup>	3616971	Device	5	21-Aug-17	-	Objected*
46)	FANEM <sup>2</sup> 	3616972	Word & Device	5	21-Aug-17	-	Objected*
47)	NITROPURE <sup>3</sup> 	3616980	Device	5	21-Aug-17	-	Objected*
48)	HEARTKIT ACTS IN TIME <sup>3</sup> 	3617964	Device	5	22-Aug-17	-	Objected*

\*The said application under objection is pending for show cause hearing by the Trade Mark Registry, Mumbai.

<sup>1)</sup> Please note that the said trademark/trademark application is registered/made an under the name of **Sudarshan Speciality Chemsolve Private Limited**. Further, the company has yet to make an application for changing the name from “Sudarshan Speciality Chemsolve Private Limited” to “Sudarshan Pharma Industries Limited.”

<sup>2)</sup> Please note that the said trademark/trademark application is registered/ made under the name of **Mr. Sachin V. Mehta**. Further, our company has obtained NOC from **Mr. Sachin V. Mehta** to use the said trademark for its business purposes.

<sup>3)</sup> Please note that the said trademark/trademark application is registered/ made under the name of **Mr. Hemal V. Mehta**. Further, our company has obtained NOC from **Mr. Hemal V. Mehta** to use the said trademark for its business purposes.

#### E) PENDING APPROVAL

Approvals applied for but not yet received/ Renewals to be made in the usual course of our business.

Issuing Authority	Application No.	Nature of Registration/ License	Application Date
Brihanmumbai Municipal Corporation, Mumbai	890024482	Allotment of Bombay Shop & Establishment Number for Borivali office-Corporate Office	Oct 29, 2018

Our company has confirmed that no other applications have been made by our Company nor has it registered any other type of intellectual property including trademarks/copyrights/patents etc.



## SECTION IX- OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

1. The Fresh Issue of Equity Shares has been authorized by a resolution by the Board of Directors passed at their meeting held on January 22, 2019 under Section 62(1)(c) of the Companies Act 2013 and subject to the approval of the shareholders and such other authorities as may be necessary.
2. The Fresh Issue of Equity Shares has been authorized by a resolution by the EGM passed at their meeting held on July January 25, 2019 under Section 62(1)(c) and other applicable provisions of the Companies Act 2013.

Our Company has also obtained all necessary contractual approvals required for the Issue. For further details, refer to the chapter titled '**Government and Other Approvals**' beginning on page no. 225 of this Prospectus.

Our Company has received approval from NSE *vide* their letter dated April 05, 2019 bearing letter no. NSE/List/561 to use the name of NSE in this Prospectus for listing of the Equity Shares on SME Platform of NSE. NSE EMERGE- SME Platform of NSE is the Designated Stock Exchange.

### Prohibition by SEBI, RBI or Governmental Authorities

We confirm that our Company, Directors, Promoters, members of the Promoter Group and Group Companies or the directors and promoters of our Promoter Companies have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

We also confirm that our Promoters, Directors or Group Companies or persons in control of our Company were or are associated as promoters, directors or persons in control of any other company have not been debarred from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Further, none of our Directors are or were associated with any entities which are engaged in securities market related business and are or registered with SEBI for the same.

We, further confirm that none of our Company, its Promoters, relatives of Promoters (as defined under Companies Act, 2013) its Directors and its Group Companies have been identified as willful defaulters by the RBI or other authorities.

The listing of any securities of our Company has never been refused by any of the stock exchanges in India.

### Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 ("**SBO Rules**"), to the extent applicable, as on the date of the Prospectus.

Under the SBO Rules certain persons who are significant beneficial owners, are required to intimate their beneficial holdings to our Company in Form no. BEN-1. However, pursuant to the General Circular no. 8/2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India ("**MCA**"), filing of Form no. BEN-1 under the SBO Rules has been deferred until further notification from MCA. Therefore, compliance by Promoter and members of the Promoter Group, with the SBO Rules, to the extent applicable to each of them will be completed only upon further notification by the MCA.

### Association with Securities Market

We confirm that 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 except as stated under the chapters titled "**Risk factors**", "**Our Promoter, Promoter Group**", "**Group Companies**" and "**Outstanding Litigations and Material Developments**" beginning on page nos. 24, 117, 178 and 221 respectively, of this Prospectus.



## 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 229(2)** and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post-issue face value capital is more than Ten Crores Rupees and upto Twenty Five Crores Rupees and we may hence issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("**SME Exchange**", in this case being the SME Platform of NSE) known as NSE EMERGE.

As per **Regulation 229 (3)** of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of SME Platform of NSE- NSE EMERGE in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

**1) The Issuer should be a company incorporated under the Companies Act, 1956.**

Our Company is incorporated under the Companies Act, 1956 in India.

**2) The post issue paid up capital of the company (face value) shall not be more than Rs. 25 Crores.**

As on the date of this Prospectus, our Company has a Pre Issue Paid-up Equity Share Capital of Rs. 9.54 Crores and the Post Issue Paid-up Equity Share Capital will be Rs. 12.98 Crores which is less than Rs. 25.00 Crores.

**3) The company should have a (combined) track record of at least 3 years.**

The Net Worth and Cash accruals (Earnings before depreciation and tax) from operations of the Company as per the Restated Financial Statements for the year ended March 31, 2019, 2018 and 2017 is as set forth below:

Particulars	(Rs. in Lakhs) As on March 31,		
	2019	2018	2017
Net Worth <sup>(1)</sup>	1,874.37	854.12	321.15
Distributable Profit(Loss) <sup>(2)</sup>	234.80	73.98	15.63
Cash Accruals <sup>(3)</sup>	341.54	93.91	27.88
Net Tangible Assets <sup>(4)</sup>	2,318.83	1,127.34	556.49

<sup>(1)</sup> Net Worth has been computed as the aggregate of paid up shares capital, reserves and surplus (excluding revaluation reserves) and after deducting miscellaneous expenditure not written off, if any.

<sup>(2)</sup> Distributable profits have been computed in terms section 123 of the Companies Act, 2013.

<sup>(3)</sup> Cash accruals has been defined as the earnings before depreciation and tax from operations.

<sup>(4)</sup> 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 short term liabilities, excluding intangible assets as defined in Accounting Standard 26 (AS 26) issued by the Institute of Chartered Accountants of India.

**4) Other requirements and disclosures:**

- Our Company has entered into the tripartite agreements with NSDL & CDSL along with our Registrar for facilitating trading in dematerialized mode.
- There is no change in the promoter/s of the Company in the preceding one year from date of filing application with SME Platform of NSE- NSE EMERGE.
- Our Company has a live and operational website: [www.sudarshanpharma.com](http://www.sudarshanpharma.com).
- Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).



- e) There is no winding up petition against our Company, which has been admitted by the court. Also, no liquidator has been appointed.
- f) No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company or Promoters or our Directors or members forming a part of the Promoter Group or Our Companies/ Entities except as mentioned in the chapter titled ***“Outstanding Litigation and Material Developments”*** beginning on page 221 of this Prospectus.
- g) We are not a stock / commodity broking company since incorporation.
- h) We are not a finance company since incorporation.

We further confirm that:

- a) Our Company is in compliance with the following conditions specified in **Regulation 228** of the SEBI Regulations, 2018 to the extent applicable.
  - 1) Our Company, our Promoters, member belong to the Promoter Group, our Group Companies/ Entities, our Directors and the companies with which our Promoters & Directors are associated as directors or promoters or persons in control of any other company have not been prohibited/debarred from accessing or operating in the capital markets under any order or direction passed by SEBI;
  - 2) None of our Company, our Promoters, member belong to the Promoter Group, our Group Companies/ Entities, our Directors and the companies with which our Promoters & Directors are associated as directors or promoters or persons in control of any other company have not been declared as **‘Wilful Defaulter’** as on the date of filing this Prospectus.
  - 3) None of our Company, our Promoters, member belong to the Promoter Group, our Group Companies/ Entities, our Directors and the companies with which our Promoters & Directors are associated as directors or promoters or persons in control of any other company have not been declared as **‘Fugitive Economic Offender’** as on the date of filing this Prospectus.
- b) Our Company is in compliance with the following conditions specified in **Regulation 230** of the SEBI Regulations, 2018 to the extent applicable.
  - 1) Our Company has applied to the SME Platform of NSE- NSE EMERGE for obtaining their in-principle listing approval for listing of the Equity Shares under this Issue and has received the in-principle approval from the SME Platform of NSE- NSE EMERGE pursuant to its letter no. NSE/List/561 having dated April 05, 2019. For the purposes of this Issue, SME Platform of NSE- NSE EMERGE shall be the Designated Stock Exchange;
  - 2) Our Company has entered into the tripartite agreements with NSDL & CDSL along with our Registrar for facilitating trading in dematerialized mode. The details are as follows:
    - Agreement dated September 19, 2018 between CDSL, the Company and the Registrar to the Issue;
    - Agreement dated July 25, 2018 between NSDL, the Company and the Registrar to the Issue;
    - The Company’s shares bear an ISIN: INE00TV01015.
  - 3) The Equity Shares of our Company are fully paid and there are no partly paid-up Equity Shares as on the date of filing this Prospectus;
  - 4) All the Equity Shares held by our Promoters are in dematerialized mode as on the date of filing this Prospectus;
  - 5) Our Company has made firm arrangements of finance through verifiable means towards seventy five per cent of the stated means of finance for funding from the issue proceeds, excluding the amount to be raised



through the proposed public offer or through existing identifiable internal accruals. For details, please refer the chapter “Objects of the Issue” on page no. 80 of this Prospectus;

- 6) The amount dedicated for general corporate purposes, as mentioned in “Objects of the Issue” on page no. 80 of this Prospectus, does not exceeding twenty-five per cent (25%) of the amount being raised by the Issuer.

**We confirm that in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:**

- a) In accordance with **Regulation 246** of 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.
- b) In accordance with **Regulation 261** 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 (3)three years from the date of listing of equity shares offered in the Issue. For further details of the arrangement of market making please refer to paragraph titled ‘*Details of the Market Making Arrangement for the Issue*’ under chapter titled ‘*General Information*’ on page no. 55 of this Prospectus.
- c) In accordance with **Regulation 260(1) and 260(2)** of the SEBI (ICDR) Regulations, the issue has been hundred percent underwritten and that the Lead Manager to the Issue has underwritten **100.00 %** of the Total Issue Size. For further details pertaining to said underwriting please refer to paragraph titled ‘*Underwriting Agreement*’ under chapter titled ‘*General Information*’ on page no. 55 of this Prospectus.
- d) In accordance with **Regulation 268(1)** of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee’s in the Issue is not less than fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within 8 (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 8 (Eight) days, be liable to repay such application money, with interest as prescribed under the Companies Act, 2013. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.
- e) We further confirm that, we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE PROSPECTUS/PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT/DRAFT LETTER OF OFFER/OFFER DOCUMENT. THE LEAD MANAGER, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE PROSPECTUS / PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE PROSPECTUS / PROSPECTUS, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED JUNE 03, 2019 IN THE FORMAT**



**PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE DUE DILIGENCE CERTIFICATE FURNISHED WITH SEBI BY THE LEAD MANAGER IS REPRODUCED BELOW:**

**“WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE-MENTIONED FORTHCOMING ISSUE STATE AND CONFIRM AS FOLLOWS:**

- 1) WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC., AND OTHER MATERIAL WHILE FINALISING THE PROSPECTUS OF THE SUBJECT 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, CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**
  - a) THE PROSPECTUS FILED WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;**
  - b) ALL THE MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE, AS SPECIFIED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA, THE CENTRAL GOVERNMENT AND ANY COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
  - c) THE MATERIAL DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELLINFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3) BESIDES OURSELVES, ALL INTERMEDIARIES NAMED IN THE PROSPECTUS ARE ALSO REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
- 4) WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS – NOTED FOR COMPLIANCE.**
- 5) WRITTEN CONSENT FROM THE PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF THE PROMOTER’S CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF THE PROMOTER’S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED OR SOLD OR TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE PROSPECTUS WITH SEBI TILL THE DATE OF COMMENCEMENT OF THE LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.**
- 6) ALL APPLICABLE PROVISIONS OF THESE REGULATIONS, WHICH RELATE TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS’ CONTRIBUTION, HAVE BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION(S) HAVE BEEN MADE IN THE PROSPECTUS.**
- 7) ALL APPLICABLE PROVISIONS OF THESE REGULATIONS WHICH RELATE TO RECEIPT OF PROMOTERS’ CONTRIBUTION PRIOR TO OPENING OF THE ISSUE, SHALL BE COMPLIED**



WITH ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT THE AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD.

WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE 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 ISSUE- NOT APPLICABLE AS THE PROMOTERS CONTRIBUTION HAS ALREADY BEEN DEPLOYED.

- 8) NECESSARY ARRANGEMENTS SHALL BE MADE TO ENSURE THAT THE MONIES RECEIVED PURSUANT TO THE ISSUE ARE CREDITED OR TRANSFERRED TO IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONIES SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES, AND THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION- NOTED FOR COMPLIANCE- AS PER TRI-PARTITE AGREEMENT WITH BANKERS TO THE ISSUE.
- 9) THE EXISTING BUSINESS AS WELL AS ANY NEW BUSINESS OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED FALL WITHIN THE 'MAIN OBJECTS' IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED IN THE LAST TEN YEARS ARE VALID IN TERMS OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION.
- 10) IN CASE OF A RIGHTS ISSUE DISCLOSURE HAS BEEN MADE IN THE DRAFT LETTER OF OFFER THAT INVESTORS SHALL BE GIVEN AN OPTION TO RECEIVE THE SHARES IN DEMAT OR PHYSICAL MODE – NOT APPLICABLE.
- 11) FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT OFFER DOCUMENT/ DRAFT LETTER OF OFFER:
  - (A) AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER – NOTED
  - (B) AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH ALL DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD - NOTED
- 12) WE SHALL COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENTS IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 – NOTED FOR COMPLIANCE
- 13) IF APPLICABLE, THE ENTITY IS ELIGIBLE TO LIST ON THE INSTITUTIONAL TRADING PLATFORM IN TERMS OF THE PROVISIONS OF CHAPTER X OF THESE REGULATIONS - NOT APPLICABLE.
- 14) WE ENCLOSE A NOTE EXPLAINING THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US INCLUDING IN RELATION TO THE BUSINESS OF THE ISSUER, THE RISKS IN RELATION TO THE BUSINESS, EXPERIENCE OF THE PROMOTERS AND THAT THE RELATED PARTY TRANSACTIONS ENTERED INTO FOR THE PERIOD DISCLOSED IN THE OFFER DOCUMENT HAVE BEEN ENTERED INTO BY THE ISSUER IN ACCORDANCE WITH APPLICABLE LAWS – NOTED FOR COMPLIANCE.
- 15) WE ENCLOSE A CHECKLIST CONFIRMING REGULATION WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THESE REGULATIONS, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT OFFER DOCUMENT/DRAFT LETTER OF OFFER WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY – NOTED FOR COMPLIANCE.



**ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY LEAD MANAGER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE**

- 1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE 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 THIS 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 THE 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. - **NOTED FOR COMPLIANCE**
- 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, 2018. - **NOTED FOR COMPLIANCE**
- 4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER. - **NOTED FOR COMPLIANCE**
- 5) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 261 AND 262 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, HAVE BEEN MADE.
- 6) WE CONFIRM THAT THE ISSUER HAS REDRESSED AT LEAST NINETY FIVE PERCENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF THE FILING OF THE OFFER DOCUMENT WITH REGISTRAR OF COMPANIES. - **NOTED FOR COMPLIANCE**

**NOTE:**

THE FILING OF THE PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY 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 MERCHANT BANKER, ANY IRREGULARITIES OR LAPSES IN THIS PROSPECTUS.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Mumbai in terms of sections 26 and 28 of the Companies Act, 2013.

**DISCLAIMER CLAUSE OF THE SME PLATFORM OF NSE LIMITED**

National Stock Exchange Limited ("NSE") has given *vide* its letter dated April 05, 2019 bearing letter no. NSE/List/561 permission to our 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 of NSE- NSE EMERGE.

As required, a copy of this Prospectus shall be submitted to NSE. The Disclaimer Clause as intimated by NSE to us, post scrutiny of this Prospectus, shall be included in the Prospectus prior to the RoC filing. NSE does not in any manner:-

- Warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or



- Warrant that this company's securities will be listed or will continue to be listed on NSE; or
- 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 Prospectus has been cleared or approved by NSE. 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 NSE 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 STATEMENT FROM OUR COMPANY AND THE LEAD MANAGER

Our Company, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website, [www.sudarshanpharma.com](http://www.sudarshanpharma.com) would be doing so at his or her own risk.

#### PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and the track record of the past Issues handled by the Lead Manager to the Issue as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by the SEBI, please refer to 'Annexure A' to this Prospectus and the website of the Lead Manager at [www.focl.in](http://www.focl.in).

#### Annexure A Disclosure of Price Information of Past Issues Handled By Merchant Banker(s)

**TABLE 1**

Sr. No.	Issue Name	Issue Size (Rs. Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
1.	Darshan Orna	7.53	60.00	19-05-	61.00	0%(+4.83%)	-1.83%(+10.26%)	-22.42%(+2.95%)
2.	Spicy Entertainment &	4.82	10.00	15-09-2016	9.99	-11.91%(-2.46%)	-14.91%(-4.71%)	+0.60%(+3.77%)
3.	Nouritans Exim	6.12	30.00	15-09-	26.05	-0.37%(+0.49%)	-0.56(+0.03)	+0.57(+0.05)
4.	Kaarya Facilities and Services Ltd	6.39	40.00	27-10-2017	43.80	+0.24(+0.02)	+0.06(+0.08)	+0.12(+0.04)
5.	Gautam Gems	7.56	36.00	07-02-	34.15	-0.29(-0.02)	+1.96(+0.03)	-2.09(+0.15)
6.	Kenvi Jewels Ltd	6.69	36.00	16-02-	35.10	+0.57(-0.03)	-0.64(+0.33)	+0.66 (+0.17)
7.	U. H. Zaveri Ltd	7.99	36.00	22-05-	27.00	+0.03(0.02)	-0.30 (+0.10)	+0.40 (+0.03)
8.	Palm Jewels Ltd	8.90	30.00	12-06-	37.50	-0.15(+0.02)	-0.25 (+0.06)	+0.26 (-0.02)
9.	S. M. Gold	7.50	30.00	19-10-	30.60	-0.11 (+0.02)	-0.12 (+0.05)	N.A.
10	Veeram Infra Engineering Ltd	10.74	51.00	23-10-2018	53.00	+0.04 (0.03)	-0.05 (+0.08)	N.A.

**TABLE 2: SUMMARY STATEMENT OF DISCLOSURE**



Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Cr.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180 <sup>th</sup> calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2018-19	4	35.13	0	0	4	0	0	2	1	0	1	0	0	0
2017-18	4	26.77	1	0	3	0	0	2	1	0	0	0	0	0
2016-17	4	16.93	0	0	1	0	0	1	0	0	1	0	0	1

## DISCLAIMER IN RESPECT OF JURISDICTION

The Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2 (72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FIIs, Eligible NRIs, QFIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company, this Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of the Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Prospectus has been filed with NSE for its observations and NSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and the Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

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

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

## DISCLAIMER CLAUSE 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 applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

## **FILING**

This Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on this Prospectus in term of Regulation 246. However, a copy of the Prospectus shall be filed with SEBI at SEBI at Plot No. C 4-A, G Block, Near Bank of India, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400051 India, simultaneously with the NSE SME Platform.

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013, will be delivered to the Registrar of Companies, Everest 5th Floor, 100 Marine Drive, Mumbai 400002, Maharashtra, India.

## **LISTING**

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, there is no requirement of obtaining In- Principle approval of the SME Platform of NSE. However, application shall be made to SME Platform of NSE for obtaining permission for listing of the Equity Shares being offered and sold in the Issue on its SME Platform after the allotment in the Issue. SME Platform of NSE- NSE EMERGE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

The SME Platform of NSE-NSE EMERGE has given its approval for using its name in our Prospectus vide its letter dated April 05, 2019 bearing letter no. NSE/List/561.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by NSE EMERGE Platform, 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 NSE EMERGE Platform mentioned above are taken within 6 Working Days from the Issue Closing Date.

## **CONSENTS**

We have obtained consents in writing of our Directors, Promoters, Company Secretary & Compliance Officer, the Lead Manager, Registrar to the Issue, Peer Review Auditor to the Company, the Statutory Auditor, the Legal Advisor to the Issue and Banker(s) to the Company, Market Maker(s), Underwriter(s), and the Banker(s) to the Issue/ Escrow Collection Bank(s) to act in their respective capacities. These consents will be filed along with a copy of the Prospectus with the RoC as required Section 26 of the Companies Act, 2013. Further, such consent and report will not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, M/s NGST & Associates., Chartered Accountants, our Peer Review Auditors have agreed to provide their respective written consents for inclusion of their report in the form and context in which it appears in this Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus for filing with the RoC.

## **EXPERT OPINION TO THE ISSUE**



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

- Report of the Peer Review Auditor on Restated Financial Statements and Management's Discussion and Analysis of Financial Conditions and Results of Operations;
- Report of the Statutory Auditor on Statement of Tax Benefits.

As the Equity Shares in the Issue will not be registered under the Securities Act, any references to the term "expert" herein and the Auditors consent to be named as an "expert" to the Issue are not in the context of a registered offering of securities under the Securities Act.

## **ISSUE RELATED EXPENSES**

The expenses of the Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, advertising expenses and listing fees. For details of total expenses of the Issue, see the chapter "Objects of the Issue" beginning on page no. 80 of the Prospectus.

## **DETAILS OF FEES PAYABLE**

### **Fees Payable to the Lead Manager**

The total fees payable to the Lead Manager will be as per the Mandate Letter issued by our Company to the Lead Manager, the copy of which is available for inspection at our Registered Office.

### **Fees Payable to the Market Maker(s)**

The fees payable to the Market Maker(s) to the Issue will be as per the Agreement dated February 27, 2019 between our Company, Lead Manager and Market Maker, a copy of which is available for inspection at our Registered Office.

### **Fees Payable to the Registrar to the Issue**

The fees payable to the Registrar to the Issue will be as per the Agreement dated May 10, 2018 executed between our Company and the Registrar to the Issue, a copy of which is available for inspection at our Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp-duty and communication expenses. Adequate funds will be provided by our Company to the Registrar to the Issue to enable them to send refund orders or Allotment advice by registered post/ speed post/ under certificate of posting.

### **Fees Payable to Others**

The total fees payable to the Legal Advisor, Auditor, and Advertiser, *etc.* will be as per the terms of their respective engagement letters, if any.

### **Underwriting Commission, Brokerage and Selling Commission**

The underwriting and selling commission for the Issue is as set out in the Underwriting Agreement dated February 27, 2019 between our Company, the Lead Manager/Underwriter and Market Maker, a copy of which is available for inspection at our Registered Office. Payment of underwriting commission, brokerage and selling commission would be in accordance with Section 40 of Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable laws.

## **PREVIOUS RIGHTS AND PUBLIC ISSUES DURING THE LAST FIVE YEARS**

We have not made any previous rights and/or public issues during the last five years, and are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time.



## **PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH**

Except as stated in the chapter titled '*Capital Structure*' beginning on page 65 of this Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

## **COMMISSION AND/ OR BROKERAGE ON PREVIOUS ISSUES**

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since inception.

## **PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:**

There are no listed companies under the same management within the meaning of 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.

## **PROMISE VERSUS PERFORMANCE FOR OUR COMPANY**

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018. Therefore, data regarding promise versus performance is not applicable to us.

None of the Group Companies has made public issue of equity shares during the period of ten years immediately preceding the date of filing this Prospectus with the NSE.

## **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY**

As on the date of this Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

## **STOCK MARKET DATA FOR OUR EQUITY SHARES**

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018. Thus there is no stock market data available for the Equity Shares of our Company.

## **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES**

The Company has appointed Karvy Fintech Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. The Agreement between the Registrar and our Company provides for retention of records with the Registrar for a period of at least three years from the last date of dispatch of the letters of allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted. 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 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-ordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated



Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

## **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Bidders shall redress routine investor grievances. We estimate that the average time required by us or the Registrar to the Issue for the redressal of routine investor grievances will be 15 (Fifteen) Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on February 05, 2019. For further details, please refer to the chapter titled '**Our Management**' beginning on page no. 155 of this Prospectus.

Our Company has appointed Mr. Anubhav Jain as the Company Secretary and Compliance Officer and she may be contacted at the following address:

## **SUDARSHAN PHARMA INDUSTRIES LIMITED**

<b>Name</b>	: <b>Mr. Anubhav Jain</b>
<b>Address</b>	: 301, 3rd Floor, Aura Biplax, Above Kalyan Jewellers, S V Road, Borivali (West), Mumbai – 400 092, Maharashtra, India
<b>Tel No.</b>	: +91 22 242221111
<b>Email Id</b>	: <a href="mailto:compliance@sudarshanpharma.com">compliance@sudarshanpharma.com</a> / <a href="mailto:compliance.spil@gmail.com">compliance.spil@gmail.com</a>
<b>Website</b>	: <a href="http://www.sudarshanpharma.com">www.sudarshanpharma.com</a>

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-issue or post-issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or UPI linked account number or unblocking of funds etc.

## **Status of Investor Complaints**

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

## **CAPITALIZATION OF RESERVES OR PROFITS**

Save and except as stated in the chapter titled '**Capital Structure**' beginning on page no. 65 of this Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

## **REVALUATION OF ASSETS**

Our Company has not revalued its assets since incorporation.

## **PURCHASE OF PROPERTY**

Except as disclosed in this Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoters and / or Directors have any direct or indirect interest in any payment made there under.

## **SERVICING BEHAVIOR**

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.



## SECTION X - ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being offered are subject to the provisions of the Companies Act, 2013, SEBI (ICDR) Regulations, 2018 and amendments thereto, our Memorandum and Articles of Association, the terms of this Prospectus, the SEBI Listing Regulations, Application Form, the Revision Form, the Confirmation of Allocation Note, the Listing Regulations to be entered into with the SME Exchange 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.*

*Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated 10th November, 2015. All the investors applying in a public issue shall use only Application Supported by blocked Amount (ASBA) facility for making payment.*

*Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.*

*Further vide the said circular Registrar to the Issue and DP's have been also authorized to collect the Application forms. Investors may visit the official websites of the concerned stock exchanges for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.*

#### **Authority for the Issue**

This Issue of Equity Shares has been authorized by the Board of Directors of our Company at their meeting held on January 22, 2019 and was approved by the Shareholders of the Company by passing a Special Resolution at the Extra Ordinary General Meeting held with a shorter notice on January 25, 2019 in accordance with the provisions of Section 62 (1) (C) of the Companies Act, 2013.

#### **Ranking of Equity Shares**

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of our Company and shall rank *pari-passu* with the existing equity shares of our Company including rights in respect of dividend. The Allottee's in receipt of Allotment of Equity Shares under the Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment.

For further details, please refer to the section titled '**Main Provisions of the Articles of Association**' beginning on page no. 302 of this Prospectus.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act 2013, SEBI Listing Regulations and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter titled "**Dividend Policy**" on page no. 185 of this Prospectus.

#### **Face Value and Issue Price per Share**

The face value of the Equity Shares is Rs. 10/- each and the Issue Price is Rs. 75/- per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled '**Basis**



*for Issue Price*’ beginning on page no. 273 of this Prospectus. At any given point of time there shall be only one denomination for the Equity Shares.

### **Compliance with SEBI ICDR Regulations**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public limited company under the Companies Act, the terms of the listing regulations with the Stock Exchange(s) and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled ‘*Main Provisions of the Articles of Association*’ beginning on page no. 302 of this Prospectus.

### **Minimum Application Value, Market Lot and Trading Lot**

As per Section 29 of the Companies Act, 2013, all the shares shall be issued in dematerialized form in compliance with the provisions of the Depositories Act, 1996 and the regulations made there under, thus, the Equity Shares shall be allotted only in dematerialized form. As per the existing SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form for all investors.

The trading of the Equity Shares will happen in the minimum contract size of 1,600 equity shares and the same may be modified by NSE from time to time by giving prior notice to investors at large. Allocation and Allotment of Equity Shares through the Issue will be done in multiples of 1,600 equity share subject to a minimum Allotment of 1,600 equity shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Allocation and Allotment of Equity Shares through the Issue will be done in multiples of 1,600 equity share subject to a minimum Allotment of 1,600 equity shares to the successful applicants.

### **Minimum Number of Allottee’s**

The minimum number of Allottee’s in the Issue shall be 50 (Fifty) shareholders. In case the minimum number of prospective Allottee’s is less than 50 (Fifty), no Allotment will be made pursuant to the Issue and the monies blocked by the SCSBs shall be unblocked within 6 working days of closure of issue.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of the Issue is with the competent courts/authorities in Mumbai, Maharashtra, India.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are



only being offered or sold outside the United States in compliance with Regulation S 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.

### **Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint – tenants with benefits of survivorship.

### **Nomination Facility to Investor**

In accordance with Section 72 of the Companies Act 2013, the sole or first Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of death of the sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares allotted, if any, shall vest. No provision in the bid-cum-application form to provide this. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the Registrar and Transfer Agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- a) to register himself or herself as the holder of the Equity Shares; or
- b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

### **Withdrawal of the Issue**

In accordance with the SEBI (ICDR) Regulations, 2018, our Company, in consultation with Lead Manager, reserve the right not to proceed with the Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days of the Issue Closing date by way of a public notice which shall be published in the same newspapers where the pre-issue advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification.

In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In



terms of the SEBI (ICDR) Regulations, 2018, QIB and NII Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

#### **Issue Program:**

<b>Issue Opening Date</b>	: June 12, 2019; Wednesday
<b>Issue Closing Date</b>	: June 17, 2019; Monday
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	: On or Before June 20, 2019; Thursday
<b>Initiation of Allotment / Refunds / Unblocking of Funds</b>	: On or Before June 21, 2019; Friday
<b>Credit of Equity Shares to demat accounts of Allottee's</b>	: On or Before June 24, 2019; Monday
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	: June 25, 2019; Tuesday

The above timetable is indicative and does not constitute any obligation on our Company or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches, except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 5.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In accordance with the SEBI Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / Stock Brokers, as the case may be, for rectified data.

#### **Minimum Subscription and Underwriting**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.



In accordance with Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue shall be 100% underwritten. Thus, the underwriting obligations shall be for the entire 100% of the Issuer through this Prospectus and shall not be restricted to the minimum subscription level.

If the issuer does not receive the subscription of 100% of the Issue through this Prospectus including devolvement of Underwriters within sixty (60) days from the date of closure of the Issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the issuer becomes liable to pay the amount, the issuer shall pay interest as prescribed in the Companies Act.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum number of Allottee's in the Issue shall be 50 (Fifty) shareholders and the minimum application size as required by with Regulation 267(2) of the SEBI (ICDR) Regulations in terms of number of specified securities shall not be less than Rupees One Lakhs per application. In case the minimum number of prospective Allottee's is less than 50 (Fifty), no Allotment will be made pursuant to the Issue and the monies blocked by the SCSBs shall be unblocked within 6 working days of closure of issue.

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

### **Migration to Main Board**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, Our Company may migrate to the main board of NSE from the NSE EMERGE Platform on a later date subject to the following:

- a) If the Paid up Capital of the company is likely to increase above Rs. 25 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to NSE 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 Rs. 10 Crores but below Rs. 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 favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

In accordance with the NSE Circular dated March 10, 2014, our Company will have to be mandatorily listed and traded on the NSE EMERGE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the NSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations.

### **Market Making**

The Equity Shares offered though the Issue are proposed to be listed on the NSE EMERGE Platform, wherein the Lead Manager to the 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 Prospectus. For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to paragraph titled 'Details of the Market Making Arrangement for the Issue' under chapter titled '**General Information**' beginning on page no. 55 of this Prospectus.

### **Arrangements for Disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of 1,600 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire



shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of NSE-NSE EMERGE.

**As per the extant policy of the Government of India, OCBs cannot participate in this Issue.**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors. The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

**Option to receive Equity Shares in Dematerialized Form**

As per Section 29 (1) of the Companies Act, 2013, all the shares shall be issued in dematerialized form in compliance with the provisions of the Depositories Act, 1996 and the regulations made there under, thus, the investors should note that Allotment of Equity Shares to all successful applicants will only be in the dematerialized form. Applicants will not have the option of getting Allotment of the Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

**New Financial Instruments**

The Issuer Company is not issuing any new financial instruments through the Issue.

**Application by Eligible NRIs, FIIs registered with SEBI, VCFs registered with SEBI and QFIs**

It is to be understood that there is no reservation for Eligible NRIs or FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

**Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for lock-in of the pre-issue Equity Shares and Promoters' minimum contribution in the issue as detailed in the chapter '**Capital Structure**' beginning on page 65 of this Draft Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation/ splitting except as provided in the Articles of Association. For details please refer to the section titled '**Main Provisions of the Articles of Association**' beginning on page no. 302 of this Prospectus.

*The above information is given for the benefit of the Applicants. The applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.*



## ISSUE STRUCTURE

The Issue is being made in terms of Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, and amendments thereto, since our post-issue paid up capital exceeds Rs.10.00 Crores but does not exceeds Rs. 25.00 Crores, 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 NSE- NSE EMERGE). For further details regarding the salient features and terms of the Issue please refer chapters titled ‘*Terms of the Issue*’ and ‘*Issue Procedure*’ on page no. 245 and 254 of this Prospectus.

### Following is the Issue Structure:

*Initial Public Issue Of 34,40,000 Equity Shares Of Face Value Of ₹ 10/- Each (“Equity Shares”) Of Sudarshan Pharma Industries Limited (“ Our Company” Or “The Issuer Company”) For Cash At A Price ₹ 75/- Per Equity Share (Including A Share Premium Of ₹ 65/- Per Equity Share) (“Issue Price”) Aggregating To ₹ 2580.00 Lakhs (“The Issue”), Of Which 1,76,000 Equity Shares Of Face Value Of ₹ 10/- Each For A Cash Price Of ₹ 75/- Per Equity Share, Aggregating To ₹ 132.00Lakhs Will Be Reserved For Subscription By Market Maker (“Market Maker Reservation Portion”). The Issue Less The Market Maker Reservation Portion I.E. Issue Of 32,64,000 Equity Shares Of Face Value Of ₹ 10/- Each At An Issue Price Of ₹ 75.00 Per Equity Share Aggregating To ₹ 2448.00 Lakhs (Is Hereinafter Referred To As The “Net Issue”). The Issue And The Net Issue Will Constitute 26.49 %And 25.13 %, Respectively Of The Post Issue Paid Up Equity Share Capital Of Our Company.*

*The Issue is being made through the Fixed Price Process:*

Particulars	Net Issue to Public*	Market Maker Reservation Portion
<b>Number of Equity Shares*</b>	32,64,000 Equity Shares	1,76,000 Equity Shares
<b>Percentage of Issue Size available for allocation</b>	94.88% of the Issue Size	5.12% of the Issue Size
<b>Basis of Allotment/Allocation if respective category is oversubscribed</b>	Proportionate subject to minimum Allotment of 1,600 equity shares and further Allotment in multiples of 1,600 equity shares each.  For further details please refer to the paragraph titled ‘ <i>Issue Procedure- Basis of Allotment</i> ’ on page no. 273 of this Prospectus.	Firm Allotment
<b>Mode of Application</b>	All Applicants shall make the application (Online or Physical) compulsorily through ASBA mode.	Through ASBA mode only
<b>Minimum Application Size</b>	<u>For QIB and NIL:</u> Such number of Equity Shares in multiples of 1,600 equity shares such that the Application Value exceeds Rs. 2,00,000  <u>For Retail Individuals:</u> 1,600 equity shares	1,76,000 Equity Shares
<b>Maximum Application Size</b>	<u>For QIB and NIL:</u> The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations as applicable.	1,76,000 Equity Shares



Particulars	Net Issue to Public*	Market Maker Reservation Portion
	<i>For Retail Individuals:</i> Such number of Equity Shares in multiples of 1,600 equity shares such that the Application Value does not exceed Rs. 2,00,000	
<b>Mode of Allotment</b>	Compulsorily in dematerialized form	Compulsorily in dematerialized form
<b>Trading Lot</b>	1,600 equity shares	1,600 equity shares; However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
<b>Terms of payment</b>	<p>Entire Application Amount shall be payable at the time of submission of Application Form. The Applicants shall have sufficient balance in the ASBA Account at the time of submitting application form.</p> <p><i>Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer may use either ASBA facility for making application or also can use UPI as a payment mechanism with ASBA for making application.</i></p>	

\*As per Regulation 253(2) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price issue 'the Allocation' is the net issue to the public category shall be made as follows:

- a. Minimum fifty percent (50%) To Retail Individual Investors; and
- b. Remaining to:
  - (iii) Individual applicants other than retail individual investors; and
  - (iv) 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.*

**Note:**

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 or UPI linked account number 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.

Applicants will be required to confirm and will be deemed to have represented to our Company, the Lead Manager, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.

SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

**Withdrawal of the Issue**

In accordance with the SEBI (ICDR) Regulations, 2018, our Company, in consultation with Lead Manager, reserve the right not to proceed with the Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. If our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days of the Issue Closing date by way of a public notice which shall be published in the same newspapers where the pre-issue advertisements were published.



Further, the Stock Exchanges shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification.

In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI (ICDR) Regulations, 2018, QIB and NII Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

**Issue Program:**

<b>Issue Opening Date</b>	: June 12, 2019; Wednesday
<b>Issue Closing Date</b>	: June 17, 2019; Monday
<b>Finalization of Basis of Allotment with the Designated Stock Exchange</b>	: On or Before June 20, 2019; Thursday
<b>Initiation of Allotment / Refunds / Unblocking of Funds</b>	: On or Before June 21, 2019; Friday
<b>Credit of Equity Shares to demat accounts of Allottee's</b>	: On or Before June 24, 2019; Monday
<b>Commencement of trading of the Equity Shares on the Stock Exchange</b>	: June 25, 2019; Tuesday

Applications and revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches.

Standardization of cut-off time for uploading of applications on the issue closing date:

- A standard cut-off time of 3.00 p.m. for acceptance of applications.
- A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.
- A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by LM to NSE within half an hour of such closure.
- It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

In accordance with the SEBI Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from the Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / Stock Brokers, as the case may be, for rectified data.



## ISSUE PROCEDURE

*All Applicants should review the General Information Document for investing in Public Issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and Circular No. (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, as notified by the SEBI, included below under section "Part B- General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations. The General Information Document has been updated to include reference to the SEBI (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.*

*Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section, and are not liable for any amendment, modification or change in applicable law, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Prospectus.*

*Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus and the Prospectus.*

*This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.*

## PART A

### FIXED PRICE PROCEDURE

The Issue is being made under Regulation 253(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via Fixed Price Process.

Applicants are required to submit their Applications to the Application Collecting Intermediaries. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Under-subscription, if any, in any category, would be allowed to be met with spill over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Manager and the NSE EMERGE Platform.

**Investors should note that 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 Applicants depository account including DP ID, PAN and Beneficiary Account Number/UPI ID shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match with the DP ID, Client ID and PAN available in the depository database, the bid is liable to be rejected. Applicants will not have the option of being allotted Equity Shares in physical form. The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges, as mandated by SEBI.**



## Phased implementation of Unified Payments Interface

SEBI has issued a circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 in relation to streamlining the process of public issue of inter alia, equity shares and convertibles (“UPI Circular”). Pursuant to the circular, Unified Payments Interface (“UPI”) will be introduced in a phased manner as a payment mechanism in addition to ASBA for applications by Retail Individual Applicants through Syndicate members, Registered Stock Brokers, Registrar to the Issue and Depository Participants (“UPI Channel”). Phase I of this mechanism has become applicable from January 1, 2019.

***Retail Individual Investors should note that the Application using UPI Channel is optional and they can make Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.***

## AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

### Availability of Prospectus

The Memorandum Form 2A containing the salient features of the together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue, Registrar to the Issue and the collection Centres of the Bankers to the Issue, as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE, i.e. [www.nseindia.com](http://www.nseindia.com).

### Application Form

Application Forms will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download from the website of the Company, of the Lead Manager of the issue or Stock Exchange i.e. NSE ([www.nseindia.com](http://www.nseindia.com)), at least one day prior to the Issue Opening Date. Same Application Form applies to all ASBA Applicants/ Retail Individual Applicants applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).

*Pursuant to SEBI Circular dated January 01, 2016 and bearing No. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Further, in accordance with the SEBI circular no.- CIR/CFD/POLICYCELL/11/2015 dated 10th November, 2015 all the Applicants has to compulsorily apply through the ASBA Mode only.*

ASBA Applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form. Alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

The prescribed color of the Application Form for various investors applying in the Issue is as follows:

Category	Color *
Resident Indians and Eligible NRI's applying on a non-repatriation basis (ASBA)	White
Eligible NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub- Accounts which are foreign corporate's or foreign individuals bidding under the QIB Portion), applying on a repatriation basis(ASBA )	Blue

\* Excluding electronic Bid cum Application Form

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the number of equity shares that the applicants wish to apply for. Application forms downloaded and printed from the websites of the stock exchanges shall bear a system generated unique application number.

The ASBA Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount that can be blocked by the SCSBs, as applicable at the time of submitting the Application Form.



## SUBMISSION AND ACCEPTANCE OF APPLICATION FORMS

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:

- (i) an SCSB, with whom the bank account to be blocked, is maintained.
- (ii) a syndicate member (or sub-syndicate member),
- (iii) a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker"),
- (iv) a depository participant ('DP') (and whose name is mentioned on the website of the stock exchange as eligible for this activity),
- (v) a registrar to an issue and share transfer agent ('RTA') (and whose name is mentioned on the website of the stock exchange as eligible for this activity),

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For applications submitted by investors to SCSBs:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking the funds available in the bank account linked bank account details specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to the designated branches of the respective SCSBs for blocking of the funds within one day of the closure of Issue.

Upon completion and submission of the Application Form to the Application Collecting Intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the, without prior or subsequent notice of such changes to the Applicants.

## WHO CAN APPLY?

- 1) Indian nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- 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 of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;



- 8) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- 9) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant's category;
- 10) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- 11) Foreign Venture Capital Investors registered with the SEBI;
- 12) 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;
- 13) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- 14) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- 15) Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- 16) Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- 17) 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;
- 18) Insurance funds set up and managed by army, navy or air force of the Union of India;
- 19) Multilateral and bilateral development financial institution;
- 20) Eligible QFIs;
- 21) Insurance funds set up and managed by army, navy or air force of the Union of India;
- 22) Insurance funds set up and managed by the Department of Posts, India;
- 23) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications not to be made by:

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.**

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.

#### **OPTION TO SUBSCRIBE IN THE ISSUE**



- (a) As per Section 29 (1) of the Companies Act, 2013, all the shares shall be issued in dematerialized form in compliance with the provisions of the depositories act, 1996 and the regulations made there under, thus, the investors should note that Allotment of Equity Shares to all successful applicants will only be in the dematerialized form.
- (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 and applicable laws.

#### **PARTICIPATION BY ASSOCIATED/AFFILIATES OF LEAD MANAGER AND SYNDICATE MEMBERS**

Except for the Underwriting and Market Making Obligations, the Lead Manager, Underwriters and Market Maker, if any shall not be allowed to subscribe to the Issue in any manner. However, associates and affiliates of the Lead Manager and Syndicate Members, if any, may subscribe to or purchase Equity Shares in the Offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

#### **APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON REPATRIATION**

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/ institutions and NOT in the names of Minors, Foreign Nationals, Non Residents (except for those applying on non repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, partnership firms or their nominees. In case of HUF's application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of securities exceeding the number of securities offered to the public. Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE/FCNR accounts as well as NRO accounts.

#### **APPLICATIONS BY ELIGIBLE NRIS/FII'S/RFPIT'S ON REPATRIATION BASIS**

Application Forms have been made available for Eligible NRIs at our registered Office.

Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians.

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to the companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. The Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of Issue of shares for Allotment to NRI's on repatriation basis.

Allotment of Equity Shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the Issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

As per the current regulations, the following restrictions are applicable for investments by FPIs:

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by a domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of Schemes floated by a collective



investment scheme; (d) Derivatives traded on a recognized Stock Exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian Company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-Convertible debentures or bonds issued by Non – Banking Financial Companies categorized as 'Infrastructure Finance Companies' (IFC) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.

2. Where a foreign institutional investor or a sub account, prior to commencement of these regulations, hold equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after Initial Public Offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment from the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
  - a. A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
  - b. Nothing contained in clause (a) shall apply to:
    - i. Any transactions in derivatives on a recognized stock exchange;
    - ii. Short selling transactions in accordance with the framework specified by the Board;
    - iii. Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
    - iv. Any other transaction specified by the Board.
  - c. No transaction on the stock exchange shall be carried forward;
  - d. The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to:
    - i. Transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
    - ii. Sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - iii. Sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
    - iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
    - v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines of Disinvestment of shares of Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
    - vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
    - vii. Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    - viii. Any other transaction specified by Board.
  - e. A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:

Provided that any shares held in non-dematerialized form, before the commencement of these regulations, and be held in non-dematerialized form, if such shares cannot be dematerialized. Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.



4. The purchase of Equity Shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
6. In cases where the Government of India enters into agreements or treaties with other sovereign governments and where such agreements or treats specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard. No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:
  - (a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority‘
  - (b) Such offshore derivatives instruments are issued after compliance with ‘know your client‘ norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal, in offshore derivatives instruments directly or indirectly:

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.
8. A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.
9. Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to offshore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.
10. Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provision of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
11. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.
12. An FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
13. A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
14. FPIs who wish to participate in the Offer are advised to use the Application Form for Non-Residents (blue in color). FPIs are required to apply through the ASBA process to participate in the Offer.

**Our Company or the Lead Manager will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.**

#### **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. With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reasons thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

### **APPLICATION BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors:

Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not reregistered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

### **APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, as amended ("LLP Act") a certified copy of certificate of registration issued under the LLP Act must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited Liability partnerships can participate in the Issue only through ASBA process.

### **APPLICATIONS BY INSURANCE COMPANIES**

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company in consultation with the LM, reserve 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, 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*: not more than 15% of the respective funds in case of life insurer or 15% of investment assets in case of general insurer or re-insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and



- (c) *The industry sector in which the investee company operates:* not more than 15% of the fund of a life insurer or a general insurer or a re-insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in case of investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or a general insurer and the amount calculated under points (1), (2) and (3) above, as the case may be.

#### **APPLICATIONS UNDER POWER OF ATTORNEY**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 25 Crores (subject to applicable law) and pension funds with a minimum corpus of Rs. 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, the Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

- a. In addition to the above, certain additional documents are required to be submitted by the following entities: With respect to applications by VCFs, FVCIs, FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- 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, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- c. With respect to applications made by provident funds with minimum corpus of Rs. 25 Crores (subject to applicable law) and pension funds with a minimum corpus of Rs. 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, the Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

The 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 the Company and the lead manager may deem fit.

The 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 / 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.

#### **APPLICATION BY PROVIDENT FUNDS/PENSION FUNDS**

In case of Applications made by provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of the Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in the Prospectus.

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

- a) *For Retail Individual Applicants*



The Application must be for a 1,600 equity shares so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 2, 00,000.

***b) For Other Applicants (Non Institutional Applicants and QIBs):***

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000 and in multiples of 1,600 equity shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

***The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.***

***ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS***

**In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the 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.**

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on [www.sebi.gov.in](http://www.sebi.gov.in). For details on designated branches of SCSB collecting the Application Form, please refer the below mentioned SEBI link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

***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 Lead Manager.

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 or Registered Brokers or Registered RTA's or DPs registered with SEBI. 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.



## **How to Apply?**

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process.

Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

## **Mode of Payment**

The entire Issue Price of Rs. 75/- per Equity Share is payable on application. In case of Allotment of lesser number of Equity Shares than the number applied, the SCSBs shall unblock the excess amount paid on Application as per the instruction received by the Registrar to the Public Issue Bank Account.

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, cheque, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, cheque, 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 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 Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

Pursuant to SEBI circular no.-CIR/CFD/POLICYCELL/11/2015 dated 10th November, 2015 all the Applicants have to compulsorily apply through the ASBA Mode only.

## **Unblocking of ASBA Account**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the Public Issue Account 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.

## **OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM**

Investors should note that Allotment of Equity Shares to all successful Applicants will only be in the dematerialized form in compliance of the Companies Act, 2013.

**Furnishing the details depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.**

The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges. Applicants will not have the option of getting Allotment of the Equity Shares in physical form. Allottee's shall have the option to re-materialize the Equity Shares, if they so desire, as per the provision of the Companies Act and the Depositories Act.



## INFORMATION FOR THE APPLICANTS

- 1) Our Company will file the Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
- 2) Our Company shall, after registering the Prospectus with the RoC, make a pre-issue advertisement, in the form prescribed under the ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre-issue advertisement, our Company and the Lead Manager shall advertise the Issue Opening Date, the Issue Closing Date. This advertisement shall be in the prescribed format as per ICDR Regulations.
- 3) Copies of the Application Form and the abridged Prospectus will be available at the offices of the Lead Manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the NSE ([www.nseindia.com](http://www.nseindia.com)), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.
- 4) Applicants who are interested in subscribing for the Equity Shares should approach the Application Collecting Intermediaries or their authorized agent(s) to register their Applications.
- 5) Applications made in the Name of Minors and/or their nominees shall not be accepted.
- 6) The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained or UPI ID linked account is maintained in case of retail individual investor, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.
- 7) Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained or UPI ID linked account is maintained in case of retail individual investor. Applications submitted directly to the SCSBs or other Designated Intermediaries (Other than SCSBs), the relevant SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.
- 8) Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account or UPI linked account number is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.
- 9) The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

**Applicants are advised to ensure that any single Application form 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.**

## PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act 2013 and 264(2) of the SEBI (ICDR) Regulations, 2018, the Company shall, after registering the with the RoC, publish a pre-issue advertisement, in the form prescribed by the SEBI ICDR (Regulations), 2018, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation.



## **SIGNING OF UNDERWRITING AGREEMENT**

The issue is 100% Underwritten. Our Company has entered into an Underwriting Agreement with the Lead Manager on February 27, 2019.

## **FILING OF THE PROSPECTUS WITH THE ROC**

The Company will file a copy of the Prospectus with the RoC in terms of Section 26 of the Companies Act, 2013.

- a. **Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.
- b. **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload on its website. On the basis of 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 Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.
- c. 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. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
- d. Issuer will make the allotment of the equity shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

**Designated Date:** On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

## **INTEREST AND REFUNDS**

### **Completion of formalities for Listing & Commencement of Trading**

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instruction for credit to Equity Shares the beneficiary account with DPs, and dispatch the allotment Advise within 6 Working Days of the Issue Closing Date.

## **GROUND FOR REFUND**

### **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 permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Prospectus.

In the event that the listing of the Equity Shares does not occur in the manner described in this Prospectus, the Lead Manager and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue



Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Manager and the Registrar for further payment to the beneficiary bidders.

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 disclosed in the Prospectus.

## **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 thirty days from the date of issue of the Prospectus, or such other period as may be specified by the Securities and Exchange Board, the amount received under sub-section (1) shall be returned within such time and manner as may be prescribed under that section. If the Issuer does not received 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 become liable to pay the amount, the Issuer shall pay interest prescribed under section 39 of the Companies act, 2013.

## **MINIMUM NUMBER OF ALLOTTEE'S**

The Issuer may ensure that the number of proposed Allottee's to whom Equity Shares may be allotted shall not be less than 50 (Fifty), failing which the entire application monies may be refunded forthwith.

## **MODE OF REFUND**

### ***In Case Of ASBA Application***

Within 6 working days of the Issue Closing Date, the Registrar to the Issue may give instruction to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

### ***Mode of Making Refund for ASBA Applicants***

In case of ASBA Application, the registrar of 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.

## **INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND:**

The issuer shall allot securities offered to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent per annum if the allotment letters or refund orders have not been despatched to the applicants 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 within eight days from the date of the closure of the issue. However applications received after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

- 1) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Lead Manager or the Registrar to the Issue shall send to the Bankers to the Issue a list of their Applicants who have been allocated/Allotted Equity Shares in this Issue.
- 2) Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
- 3) Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed a valid, binding and irrevocable contract for the Applicant.

## **GENERAL INSTRUCTIONS**

### ***Do's:***

- **All Applications have to compulsorily made through the ASBA mode only.**



- Check if you are eligible to apply;
- Ensure that you have applied at the Issue Price;
- Read all the instructions carefully and complete the Application Form;
- Ensure that the details about the PAN, Depository Participant and the beneficiary account are correct and the Applicant's Depository Account is active as Allotment of Equity Shares will be in the dematerialised form only;
- Ensure that the applications are submitted at the collection centres only on forms bearing the stamp of a Broker or with respect to ASBA Applicants, ensure that your application is submitted at a Designated Branch of the SCSB where the ASBA Applicant or the person whose bank account will be utilised by the Applicant for applying, has a bank account;
- With respect to applications by ASBA Applicants, ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that you have mentioned the correct ASBA Account number or UPI ID linked account number in case of retail individual investor in the ASBA Form;
- Non Retail Applicants should submit their applications through the ASBA process only;
- Ensure that you have funds equal to the Application Amount in your bank account maintained with the SCSB or UPI ID linked account maintained in case of retail individual investor before submitting the Application Form to the respective Designated Branch of the SCSB or a Banker to the Issue, as the case may be;
- Instruct your respective banks to not release the funds blocked in the bank account under the ASBA process;
- Except for applications (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated September 30, 2008, may be exempt from specifying their PAN for transacting in the securities market and (ii) applications by persons resident in the State of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, for applications of all values, ensure that you have mentioned your PAN allotted under the Income Tax Act in the Application Form. The exemption for the Central or State Government and officials appointed by the courts and for investors residing in the State of Sikkim 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;
- 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. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that the category is indicated;
- Ensure that in case of applications under power of attorney or applications by limited companies, corporate, trusts etc., relevant documents are submitted;
- Ensure that applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Ensure that the DP ID, the Client ID and the PAN mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange by the SCSBs match with the DP ID, Client ID and PAN available in the Depository database;
- In relation to the ASBA applications, ensure that you use the Application Form bearing the stamp of the relevant SCSB and/ or the Designated Branch;
- In relation to the ASBA applications, ensure that your Application Form is submitted at a Designated Branch of a SCSB where the ASBA Account is maintained or to our Company or the Registrar to the Issue;
- Ensure that you have mentioned the correct ASBA Account number in the Application Form;
- In relation to the ASBA applications, ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form; and
- In relation to the ASBA applications, ensure that you receive an acknowledgement from the Designated Branch for the submission of your Application Form.

***Dont's:***



- Do not apply for a price other than the Issue Price;
- Non Retail Applicants should neither withdraw nor lower the size of their applications at any stage;
- Do not apply on another Application Form after you have submitted an application to the Bankers to the Issue or the SCSBs, as applicable;
- Do not pay the Application Amount in cash, cheque, money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to a Banker to the Issue or the SCSB, only;
- Do not apply for an Application Amount exceeding Rs. 2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit the applications without the full Application Amount;
- Do not submit incorrect details of the DP ID, beneficiary account number/UPI ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account or UPI ID linked account number in case of retail individual investor;
- Do not submit applications on plain paper or incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant; and
- Do not apply if you are not competent to contract under the Indian Contract Act, 1872, as amended.

## **INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM**

In Addition to the instructions for completing the application form as mentioned under Part B of General Information Document for Investing in Public Issues- Instructions for Filing the Application Form (Fixed Price Issue), the following instruction should be noted by the Applicants:

- 1) The Applications should be submitted on the prescribed Application Form in BLOCK LETTERS and in ENGLISH only, in accordance with the instructions contained herein and in the Application Form. Applications not so made, are liable to be rejected.
- 2) ASBA Application Forms should bear the stamp of the Application Collecting Intermediaries or SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.
- 3) Pursuant to SEBI circular no.-CIR/CFD/POLICYCELL/11/2015 dated 10th November, 2015 all the Applicants have to compulsorily apply through the ASBA Mode only.

## **OTHER INSTRUCTIONS**

### ***Joint Applications in the case of Individuals***

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

### ***Multiple Applications***

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:



All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications:

- i) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- ii) Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.
- iii) For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

No separate applications for demat and physical is to be made. If such applications are made, the applications for physical shares will be treated as multiple applications and rejected accordingly.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB and Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple Applications and are liable to be rejected. The Company, in consultation with the LM reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

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.

Please note that, Central or State Government and the officials appointed by the courts and investors residing in the State of Sikkim are exempted from specifying their PAN subject to the Depository Participants' verifying the veracity of such claims of the investors in accordance with the conditions and procedures under this section on Issue Procedure.

**Our Company/ Registrar to the Issue/ Lead Manager can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Applicant.**

#### **RIGHT TO REJECT APPLICATIONS**



In case of QIB Applicants, the Company in consultation with the Lead Manager 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.

## **GROUND 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 1,600;
- 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 by OCBs;
- Applications by US persons other than in reliance on Regulations or —qualified institutional buyers as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.

## **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 to the Issue:

1. Agreement dated June 19, 2018 between CDSL, the Company and the Registrar to the Issue;
2. Agreement dated July 25, 2018 between NSDL, the Company and the Registrar to the Issue;
3. The Company's shares bear an ISIN: INE00TV01015.
  - a. An applicant applying for Equity Shares in demat form must have at least one beneficiary account/UPI ID with the Depository Participants of either NSDL or CDSL prior to making the application.
  - b. The applicant must necessarily fill in the details (including the Beneficiary Account Number/UPI ID and Depository Participant's Identification number) appearing in the Application Form or Revision Form.



- c. Equity Shares allotted to a successful applicant will be credited in electronic form directly to the Applicant's beneficiary account/UPI ID (with the Depository Participant).
- d. 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.
- e. 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.
- f. The Applicant is responsible for the correctness of his or her demographic details given in the Application Form vis-à-vis those with their Depository Participant.
- g. It may be noted that Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange platform where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- h. The trading of the Equity Shares of our Company would be only in dematerialized form.

## COMMUNICATIONS

All future communications in connection with Applications made in the 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/ UPI ID linked account number etc. at below mentioned addresses:

<p>Mr. Anubhav Jain  <b>Company Secretary and Compliance Office</b>  <b>Sudarshan Pharma Industries Limited</b>  Address: 301, 3rd Floor, Aura Biplax, Above Kalyan Jewellers, S V Road, Borivali (West), Mumbai – 400 092, Maharashtra, India  <b>Tel No.:</b> +91 22 242221111  <b>Email Id.:</b> <a href="mailto:compliance@sudarshanpharma.com">compliance@sudarshanpharma.com</a>/  <a href="mailto:compliance.spil@gmail.com">compliance.spil@gmail.com</a>  <b>Website:</b> <a href="http://www.sudarshanpharma.com">www.sudarshanpharma.com</a></p>	<p><b>To the Registrar to the Issue</b>  <b>Karvy Fintech Private Limited</b>  Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 India  <b>Tel. No.:</b> 1-800-3454001/ +91 40 6716 2222  <b>Fax No.:</b> +91 40 2343 1551  <b>E-mail:</b> <a href="mailto:inward.ris@karvy.com">inward.ris@karvy.com</a>  <b>Investor Grievance Email:</b> <a href="mailto:spil.ipo@karvy.com">spil.ipo@karvy.com</a></p>
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## DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY

The Company shall ensure the dispatch of Allotment advice, instructions to SCSBs and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within one working day of the date of Allotment of Equity Shares.

The Company shall use best efforts that all steps for completion of the necessary formalities for listing and commencement of trading at NSE EMERGE Platform where the Equity Shares are proposed to be listed are taken within 6 (six) working days of closure of the issue.

## IMPERSONATION

*Attention of the applicants is also 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 Companies Act, 2013.”***



***Section 447 of the Companies Act, 2013, is reproduced as below***

*Without Prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud, shall be punishable with imprisonment for a term which shall not be less than six months but which may exceed to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.*

*Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.*

*Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to twenty lakh rupees or with both.*

**BASIS OF ALLOTMENT**

Allotment will be made in consultation with the SME Platform of NSE-NSE EMERGE (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:

- 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 1,600 equity shares the allotment will be made as follows:
  - i. Each successful Applicant shall be allotted 1,600 equity shares; and
  - ii. The successful Applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- 4) If the proportionate allotment to an Applicant works out to a number that is not a multiple of 1,600 equity shares, the Applicant would be allotted Shares by rounding off to the nearest multiple of 1,600 equity shares subject to a minimum allotment of 1,600 equity shares.
- 5) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Applicants in that category, the balance available Shares 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.
- 6) Since present issue is a fixed price issue, the allocation in the net offer to the public category in terms of Regulation 253(2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows:
  - a) Minimum fifty percent (50%) To Retail Individual Investors; and
  - b) Remaining to:
    - Individual applicants other than retail individual investors; and
    - Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for
  - 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.

*Explanation: 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.*



Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled “**BASIS OF ALLOTMENT**” on page no. 273 of this Prospectus.

‘Retail Individual Investor’ means an investor who applies for shares of value of not more than Rs. 2,00,000/- . Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

#### **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Issue, the obligations of the Underwriters shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size as specified shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

**As per the RBI regulations, OCBs are not permitted to participate in the Issue.**

**There is no reservation for Non Residents, NRIs, FPIs and foreign venture capital funds and all Non Residents, NRI, FPI and Foreign Venture Capital Funds applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **UNDERTAKINGS BY OUR COMPANY**

The Company undertakes the following:

- 1) That the complaints received in respect of the Issue shall be attended to by us expeditiously;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 working days from Issue Closing date;
- 3) That our Promoter’s contribution in full has already been brought in;
- 4) That funds required for making refunds/ unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by the Issuer;
- 5) That no further issue of equity shares shall be made till the Equity Shares offered through this Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.;
- 6) That the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non - resident Indians shall be completed within specified time;
- 7) That Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received; and
- 8) That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.

#### **UTILIZATION OF ISSUE PROCEEDS**

Our Board of Directors certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the issue referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;



3. Details of all unutilized monies out of the Issue referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested; and
4. Our Company shall comply with the requirements of SEBI (LODR) Regulations, 2015 as amended from time to time and in pursuant to Section 177 of Companies Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue; and
5. 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.

The Lead manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

## **Part B**

### **General Information Document for Investing in Public Issues**

*This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified), Companies Act, 1956 (wherever 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 Company and the Issue, and should carefully read the Draft Prospectus/ Prospectus before investing in the Issue.*

#### **SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)**

This document is applicable to the public issues undertaken inter-alia through Fixed Price Issues / Offer. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations, 2018”).

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue / Offer 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/ Offer and the relevant information about the Company undertaking the Issue / Offer; are set out in the Prospectus filed by the Company with the Registrar of Companies (“RoC”). Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Company in which they are proposing to invest through the Issue / Offer. 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 Company is available on the websites of stock exchange(s), on the website(s) of the LM(s) to the Issue / Offer and on the website of Securities and Exchange Board of India (“SEBI”) at [www.sebi.gov.in](http://www.sebi.gov.in).

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section “Glossary and Abbreviations”.

#### **SECTION 2: BRIEF INTRODUCTION TO IPOs ON SME EXCHANGE**

##### **2.1 INITIAL PUBLIC OFFER (IPO)**

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer / Company is inter-alia required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2018, if applicable. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

The Issuer / Company may also undertake IPO under of chapter IX of the SEBI (ICDR) Regulations, wherein as



per:

- Regulation 229 (1): An issuer whose post-issue face value capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 229 (2): An issuer whose post-issue face value capital is more than ten crore rupees and upto twenty five crore rupees, may also issue its specified securities in accordance with provisions of this Chapter.

The present Issue being made under Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulation 2018.

## **2.2 OTHER ELIGIBILITY REQUIREMENTS**

In addition to the eligibility requirements specified in paragraphs 2.1, an Issuer / Company proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2018, the Companies Act, 2013, 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. Following are the eligibility requirements for making an SME IPO under Regulation 229 of Chapter IX of SEBI (ICDR) Regulations:

- In accordance with Regulation 260(1) of the SEBI (ICDR) Regulations, Issue / Offer has to be 100% underwritten and the LM has to underwrite at least 15% of the total issue / Offer size.
- In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, total number of proposed allottees in the Issue / Offer shall be greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the Company, the Selling Shareholder(s) and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed section 73 under Companies Act, 2013.
- In accordance with Regulation 246 the SEBI (ICDR) Regulations, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- In accordance with Regulation 261(1) of the SEBI ICDR Regulations, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue / Offer.
- The Net worth (excluding revaluation reserves) of the Issuer / Company shall be positive as per the latest audited financial results.
- The Issuer / Company /firm (or the firm which has been converted into the company) should have a (combined) track record of at least 3 years. The company /firm (or the firm which has been converted into the company) should have combined positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years preceding the application and its net worth should be positive
- The Post-issue / Offer paid up capital of the Issuer / Company shall not be more than Rs. 25 Crores.
- The Issuer / Company shall mandatorily facilitate trading in demat securities.
- The Issuer / Company should not been referred to Board for Industrial and Financial Reconstruction.
- No petition for winding up is admitted by a court of competent jurisdiction against the Issuer / Company nor has a liquidator been appointed.
- No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.
- No change in the promoter/s of the Company in the preceding one year from date of filing application to NSE for listing on SME segment.
- The Company should have a website.

Issuer / Company shall also comply with all the other requirements as laid down for such an Issue / Offer under Chapter IX of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

Thus Company is eligible for the Issue / Offer in accordance with regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations as the post issue / Offer face value capital exceed Rs. 10 Crores but is less than Rs. 25.00 Crores. Company also complies with the eligibility conditions laid by the SME Platform of NSE-NSE EMERGE for listing of our Equity Shares.

For details of compliance with the eligibility requirements by the Issuer /Company, Applicants may refer to the Draft Prospectus/ Prospectus.



## **2.3 TYPES OF PUBLIC ISSUES - FIXED PRICE ISSUES AND BOOK BUILT ISSUES**

In accordance with the provisions of the SEBI ICDR Regulations, 2018, an Issuer / Company 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 / Company may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer / Company 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 / Company may migrate to the Main Board of SE from the SME Exchange at a later date subject to the following:

(a) If the Paid up Capital of our Company is likely to increase above Rs. 25 Crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which our Company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

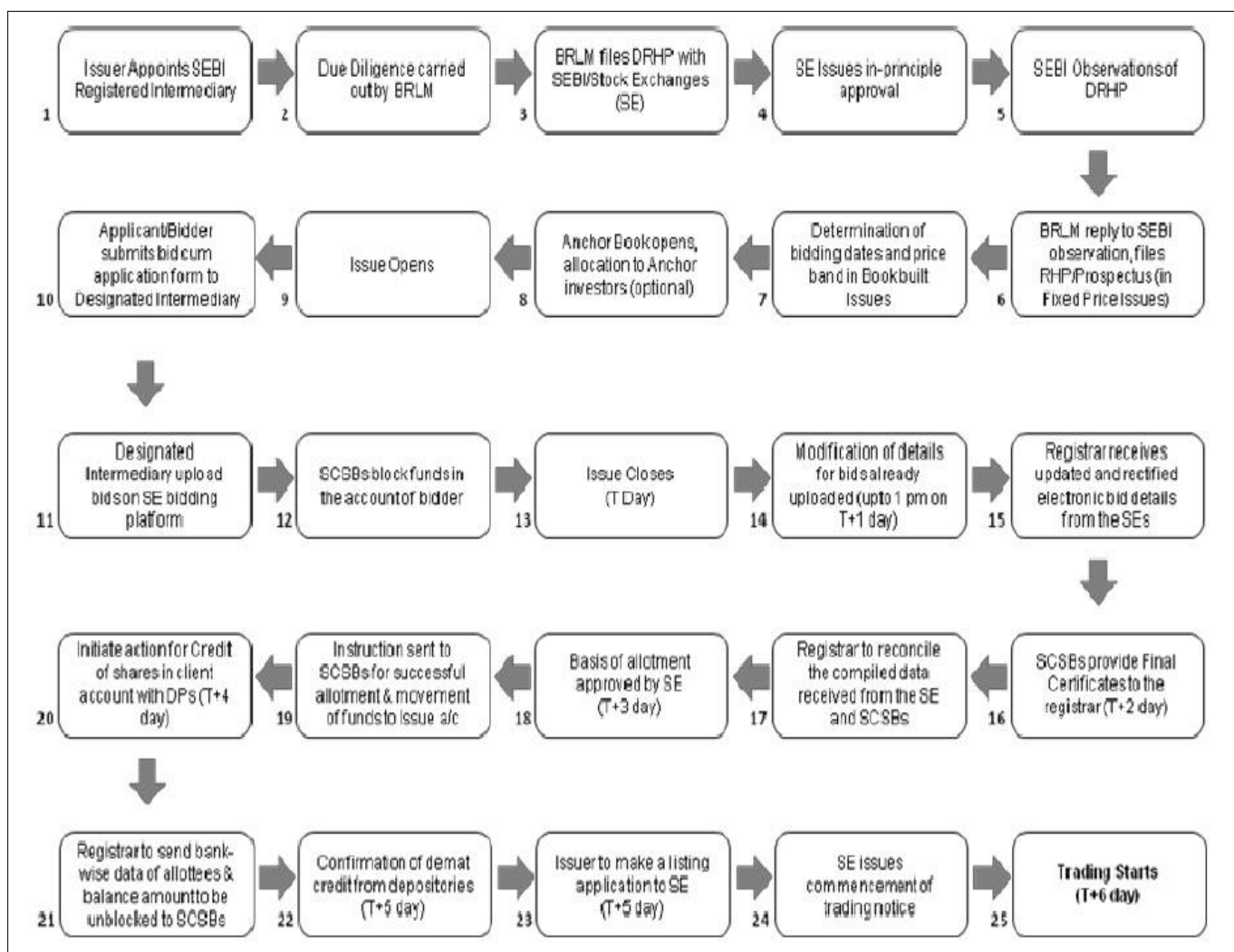
(b) If the Paid up Capital of the company is more than Rs. 10 crores but below Rs. 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal. The above clause is further subject to Exchange circular on migration to main board as amended from time to time.

In accordance with the NSE Circular dated March 10, 2014, our Company will have to be mandatorily listed and traded on the NSE EMERGE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the NSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations.

## **2.6 FLOWCHART OF TIMELINES**

A flow chart of process flow in Fixed Price Issues is as follows:





### SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

1. Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors through natural/legal guardian;
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws.
6. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
7. 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);
8. FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
9. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
10. State Industrial Development Corporations;
11. 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;



12. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
13. Insurance Companies registered with IRDA;
14. Provident Funds and Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
15. Multilateral and Bilateral Development Financial Institutions;
16. 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;
17. Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;
18. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them under Indian laws.

As per the existing regulations, OCBs cannot participate in this Issue.

#### SECTION 4: APPLYING IN THE ISSUE

**Fixed Price Issue:** Applicants should only use the specified Application Form either bearing the stamp of 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, at the registered office of the Issue/Company and at the office of LM. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Application Form for various categories of Applicants is as follows:

Category	Color
Resident Indian, Eligible NRIs applying on a non-repatriation basis	White
NRIs, FVCIs, FPIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals applying under the QIB), on a repatriation basis	Blue
Anchor Investors (where applicable) & Applicants applying in the reserved category	Not Applicable

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities 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:



# R APPLICATION FORM

✂	<b>COMMON APPLICATION FORM</b>	<b>XYZ - INITIAL PUBLIC ISSUE - R</b>	Address _____ Contact details _____ CIN _____ FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRI: APPLYING ON A NON-REPATRIATION BASIS						
	<b>LOGO</b>	To, The Board of Directors XYZ	FIXED PRICE SME ISSUE ISIN - _____ Application Form No. _____						
TEAR HERE	BROKER'S/SCSB/DP/RTA STAMP & CODE	SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST APPLICANT Mr. / Ms. _____ Address _____ Email _____ Tel. No. (with STD code) / Mobile _____						
	SCSB BRANCH STAMP & CODE	BANK BRANCH SERIAL NO.	2. PAN OF SOLE / FIRST APPLICANT _____						
	REGISTRAR'S SERIAL NO.								
	3. INVESTOR'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		6. INVESTOR STATUS <input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Hinds 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 - VCF <input type="checkbox"/> Alternative Investment Funds - AIF <input type="checkbox"/> Others (Please specify) - OTH _____ <small>* HUF should apply only through Karta (Application by HUF would be treated as per with individual)</small>						
	4. APPLICATION DETAILS No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ 50 per share <sup>1&amp;2</sup> <table style="width: 100%; border: none;"> <tr> <td style="width: 30%; border: 1px solid black; height: 40px; vertical-align: bottom;">(In figures)</td> <td style="width: 30%; border: 1px solid black; height: 40px; vertical-align: bottom;">(In words)</td> </tr> </table>			(In figures)	(In words)	5. CATEGORY <input type="checkbox"/> Retail Individual Applicant <input type="checkbox"/> Non-Institutional Applicant <input type="checkbox"/> QIB			
	(In figures)	(In words)							
	<small><sup>1</sup> Please note that applications must be made in minimum lot size of 3,000 shares and further multiples of 3,000 shares accordingly.  <sup>2</sup> Please note that allotment will be in demat mode only and trading of equity shares will be only in dematerialised mode on the SME PLATFORM of BSE.</small>								
	7. PAYMENT DETAILS Amount Paid (₹ in figures) _____ (₹ in words) _____ ASBA Bank A/c No. _____ Bank Name & Branch _____			PAYMENT OPTION : FULL PAYMENT					
	I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT AND HEREBY AGREE AND CONFIRM THE 'APPLICANT UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.								
	8A. SIGNATURE OF SOLE / FIRST APPLICANT _____ Date: _____, 2017	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSB to do all acts as are necessary to make the Application in the Offer 1) _____ 2) _____ 3) _____	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system) _____						
TEAR HERE									
✂	<b>LOGO</b>	<b>XYZ</b> <b>INITIAL PUBLIC ISSUE - R</b>	Acknowledgement Slip for Broker/SCSB/DP/RTA Application Form No. _____						
TEAR HERE	DPID / CLID _____	PAN of Sole / First Applicant _____	Stamp & Signature of SCSB Branch _____						
	Amount Paid (₹ in figures) _____ Bank & Branch _____								
	ASBA Bank A/c No. _____								
	Received from Mr./Ms. _____ Telephone / Mobile _____ Email _____								
	TEAR HERE								
✂	<b>XYZ - INITIAL PUBLIC ISSUE - R</b>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">No. of Equity Shares</td> <td style="width: 10%;">In Figure</td> <td style="width: 10%;">In words</td> </tr> <tr> <td>Amount Paid (₹)</td> <td></td> <td></td> </tr> </table>	No. of Equity Shares	In Figure	In words	Amount Paid (₹)			Stamp & Signature of Broker / SCSB / DP / RTA _____ Name of Sole / First Applicant _____ Acknowledgement Slip for Applicant Application Form No. _____
No. of Equity Shares	In Figure	In words							
Amount Paid (₹)									
ASBA Bank A/c No. _____ Bank & Branch _____									



# NR APPLICATION FORM

COMMON APPLICATION FORM	<b>XYZ - INITIAL PUBLIC ISSUE - NR</b> Address _____ Contact details _____ CIN _____	FOR NON-RESIDENTS AND ELIGIBLE NRI'S, FII's/FPI's, FVCI'S, ETC. APPLYING ON A REPATRIATION BASIS
<b>LOGO</b> To, The Board of Directors XYZ	<b>FIXED PRICE SAME ISSUE</b> ISIN - _____	Application Form No. _____
BROKER'S/SCSB/DP/RTA STAMP & CODE _____ SUB-BROKER'S / SUB-AGENT'S STAMP & CODE _____		1. NAME & CONTACT DETAILS OF SOLE / FIRST APPLICANT Mr. / Ms. _____ Address _____ Email _____ Tel. No. (with STD code) / Mobile _____
SCSB BRANCH STAMP & CODE _____ BANK BRANCH SERIAL NO. _____		2. PAN OF SOLE / FIRST APPLICANT _____
REGISTRAR'S SERIAL NO. _____		
3. INVESTOR'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		6. Investor Status Tick (✓) <input type="checkbox"/> Non-Resident Indian (Repatriation basis) - NRI <input type="checkbox"/> Foreign Institutional Investor - FII <input type="checkbox"/> Foreign Portfolio Investor - FPI <input type="checkbox"/> Foreign Venture Capital Investor - FVCI <input type="checkbox"/> FII Sub Account Corporate / Individual - FISA <input type="checkbox"/> Others (please specify) - OTH
4. APPLICATION DETAILS No. of Equity Shares of ₹ 10/- each applied at the Issue Price i.e. at ₹ 50 per share <sup>1,2</sup> (In figures) _____ (In words) _____		5. CATEGORY <input type="checkbox"/> Retail Individual Applicant <input type="checkbox"/> Non-Institutional Applicant <input type="checkbox"/> QIB
<sup>1</sup> Please note that applications must be made in minimum lot size of 3,000 shares and further multiples of 3,000 shares accordingly. <sup>2</sup> Please note that the trading of equity shares will be only in dematerialised mode on the SME PLATFORM of BSE.		
7. PAYMENT DETAILS Amount Paid (₹ in figures) _____ (₹ in words) _____		PAYMENT OPTION : FULL PAYMENT
ASBA Bank A/c No. _____ Bank Name & Branch _____		
I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABBREVIATED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT AND HEREBY AGREE AND CONFIRM THE 'APPLICANT UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.		
8A. SIGNATURE OF SOLE / FIRST APPLICANT _____ Date: _____, 2017	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSB to do all acts as are necessary to make the Application in the Offer 1) _____ 2) _____ 3) _____	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system) _____
TEAR HERE		
<b>LOGO</b> <b>XYZ</b> <b>INITIAL PUBLIC ISSUE - NR</b>	Acknowledgement Slip for Broker/SCSB/DP/RTA Application Form No. _____	
DPID / CLID _____ PAN of Sole / First Applicant _____		
Amount Paid (₹ in figures) _____ Bank & Branch _____		Stamp & Signature of SCSB Branch _____
ASBA Bank A/c No. _____ Received from Mr./Ms. _____ Telephone / Mobile _____ Email _____		
TEAR HERE		
XYZ - INITIAL PUBLIC ISSUE - NR	In Figure _____ In words _____ No. of Equity Shares _____ Amount Paid (₹) _____ ASBA Bank A/c No. _____ Bank & Branch _____	Stamp & Signature of Broker / SCSB / DP / RTA _____ Name of Sole / First Applicant _____ Acknowledgement Slip for Applicant Application Form No. _____



#### 4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

- a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- b) **Joint Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favor of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- c) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:  
*“Any person who:*
  - *makes or abets making of an application in a fictitious name to a Company for acquiring, or subscribing for, its securities; or*
  - *makes or abets making of multiple applications to a Company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
  - *otherwise induces directly or indirectly a Company to allot, or register any transfer of securities to him, or to any other person in a fictitious name,*  
*Shall be liable for action under section 447 of the said Act.”*
- d) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

#### 4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT

- a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account or UPI linked account number 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 or UPI linked account number 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 or UPI linked account number 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.

#### **4.1.4 FIELD NUMBER 4: APPLICATION DETAILS**

- a) The Issuer may mention Price in the Draft Prospectus/Prospectus. However, a Prospectus registered with RoC contains one price.
- b) Minimum And Maximum Application Size:
  - i. For Retail Individual Applicants  
The Application must be for a minimum of 1,600 equity shares. As the Application Price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for 1,600 equity shares.
  - ii. For Other Applicants (Non Institutional Applicants and QIBs):  
The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 200,000 and in multiples of 1,600 equity shares thereafter. An Application cannot be submitted for more than the Issue Size.

However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non Institutional Portion. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.

- c) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to Collection Intermediary(s) and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- d) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:
  - i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FPI sub-accounts, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.
  - ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.
- e) The following applications may not be treated as multiple Applications:
  - i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.



- ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.
- iii. Applications by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers or UPI linked account number, Client IDs and DP IDs.

#### **4.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS**

- i. The categories of applicants identified as per the SEBI ICDR Regulations, 2018 for the purpose of Application, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- ii. An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2018. For details of any reservations made in the Issue, applicants may refer to the Prospectus.
- iii. The SEBI ICDR Regulations, 2018 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation, applicant may refer to the Prospectus.

#### **4.1.6 FIELD NUMBER 6: INVESTOR STATUS**

- a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.
- c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.
- d) Applicants should ensure that their investor status is updated in the Depository records.

#### **4.1.7 FIELD 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 an Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.
- b) All Applicants have to apply their respective reservation portion only through the ASBA mechanism ("ASBA Mechanism").
- c) Application Amount paid in cash, cheque, by money order or by postal order or by stockinvest, or ASBA Application Form accompanied by cash, cheque, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.
- 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.**

##### **4.1.7.1 INSTRUCTIONS FOR NON-ASBA APPLICANTS: NOT APPLICABLE.**

*Pursuant to SEBI Circular dated 27th September, 2011 and bearing CIR/CFD/DIL/4/2011, the Application Form has been standardized. Further, in accordance with the SEBI circular no.-CIR/CFD/POLICYCELL/11/2015 dated 10th November, 2015 all the Applicants has to compulsorily apply through the ASBA Mode only.*

##### **4.1.7.2 Payment instructions for ASBA Applicants**

- a) Applicants may submit the Application Form in physical mode to the Application Collecting Intermediaries or Designated Branch of an SCSB where the Applicants have ASBA Account.
- b) Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus.
- c) The Application Form shall contain information about the Applicant and the price and the number of equity



shares that the applicants wish to apply for.

- d) The Applicants should specify the bank account details in the space provided in the Application Form. Applications that do not contain such details are liable to be rejected.
- e) 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, shall not be accepted.
- f) The entire Issue Price of Rs. 75/- per Equity Share is payable on application. In case of Allotment of lesser number of Equity Shares than the number applied, the SCSBs shall unblock the excess amount paid on Application as per the instruction received by the Registrar to the Public Issue Bank Account.
- g) 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;
- h) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- i) From one ASBA Account, a maximum of five Application Forms can be submitted.
- j) Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained. In case Applicants applying through Application Collecting Intermediary other than SCSBs, after verification and upload, the Application Collecting Intermediary shall send to SCSB for blocking of funds.
- k) 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.
- l) 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.
- m) 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.
- n) 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.
- o) 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.
- p) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.
- q) Application forms downloaded and printed from the websites of the stock exchanges shall bear a system generated unique application number.
- r) Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:
  - (i) an SCSB, with whom the bank account to be blocked, is maintained.
  - (ii) a syndicate member( or sub-syndicate member),
  - (iii) a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker"),
  - (iv) a depository participant ('DP') (and whose name is mentioned on the website of the stock exchange as eligible for this activity),
  - (v) a registrar to an issue and share transfer agent ('RTA') (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker"),
- s) The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.
- t) The upload of the details in the electronic bidding system of stock exchange will be done by:

For applications submitted by investors to SCSBs:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking the funds available in the bank account specified in the form, to the extent of the application money specified.
For applications	After accepting the application form, respective intermediary shall capture and



submitted by investors to intermediaries other than SCSBs:	upload the relevant details in the electronic bidding system as specified by the stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to the designated branches of the respective SCSBs for blocking of the funds within one day of the closure of Issue.
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- u) Upon completion and submission of the Application Form to the Application Collecting Intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

#### **4.1.7.3 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 and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.
- b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 6 Working Days of the Issue Closing Date.

#### **4.1.7.4 Discount (if applicable)**

- a) The Discount is stated in absolute rupee terms.
- b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.
- c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

#### **4.1.7.5 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.

#### **4.1.8 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 authorization has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.
- d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

#### **4.1.9 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**



- a) Applicants should ensure that they receive the acknowledgment duly signed and stamped by an Application Collecting Intermediaries, 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, the Applicants should contact the Registrar to the Issue.
  - ii. In case of Applications submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.
  - iii. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.
- c) The following details (as applicable) should be quoted while making any queries – full name of the sole or First Applicant, Application Form number, Applicants DP ID, Client ID, PAN, number of Equity Shares applied for, amount blocked on application and ASBA account number and name. In case of ASBA applications, ASBA Account number in which the amount equivalent to the application amount was blocked.

For further details, Applicant may refer to the Prospectus and the Application Form.

#### **4.2 INSTRUCTIONS FOR FILING THE REVISION FORM**

- a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.
- b) RII may revise or withdraw their applications till closure of the Issue period.
- c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.
- d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had placed the original Application.

A sample Revision form is reproduced below:



# REVISION FORM-R

COMMON REVISION FORM		XYZ - INITIAL PUBLIC ISSUE - REVISION R		FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRI: APPLYING ON A NON-REPATRIATION BASIS	
Address _____		Contact details _____		CIN _____	
<b>LOGO</b> To, The Board of Directors XYZ		<b>FIXED PRICE SME ISSUE</b> ISIN - _____		Application Form No. _____	
				ISSUE OPENS ON : _____ ISSUE CLOSES ON : _____	
<b>BROKER'S/SCSB/DP/RTA STAMP &amp; CODE</b> _____ <b>SCSB BRANCH STAMP &amp; CODE</b> _____ <b>REGISTRAR'S SERIAL NO.</b> _____		<b>SUB-BROKER'S/SUB-AGENT'S STAMP &amp; CODE</b> _____ <b>BANK BRANCH SERIAL NO.</b> _____		<b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST APPLICANT</b> Mr. / Ms. _____ Tel. No. (with STD code) / Mobile _____ <b>2. PAN OF SOLE / FIRST APPLICANT</b> _____ <b>3. INVESTOR'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL <small>For NSDL, enter 8 digit DP ID followed by 8 digit Client ID/ For CDSL, enter 16 digit Client ID</small>	
<b>PLEASE CHANGE MY APPLICATION</b> <input type="checkbox"/> PHYSICAL					
<b>4. FROM (as per last Application or Revision)</b>					
Options:		No. of Equity Shares applied (Application must be in multiples of 3,000 equity shares)		Price per Equity Share ₹ 50/-	
		(In Figures)		(In Figures)	
				Offer Price    Discount, if any    Net Price	
Option 1					
(OR) Option 2					
(OR) Option 3					
<b>5. TO (Revised Application)</b>					
Options:		No. of Equity Shares applied (Application must be in multiples of 3,000 equity shares)		Price per Equity Share ₹ 50/-	
		(In Figures)		(In Figures)	
				Offer Price    Discount, if any    Net Price	
Option 1					
(OR) Option 2					
(OR) Option 3					
<b>6. PAYMENT DETAILS</b> <b>PAYMENT OPTION : Full Payment</b>					
Amount Paid (₹ in figures) _____ (₹ in words) _____					
ASBA Bank A/c No. _____ Bank Name & Branch _____					
<small>I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT AND HEREBY AGREE AND CONFIRM THE 'APPLICANT UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE APPLICATION FORM GIVEN OVERLEAF.</small>					
<b>8A. SIGNATURE OF SOLE / FIRST APPLICANT</b> _____ Date: _____, 2017		<b>8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S)</b> <b>(AS PER BANK RECORDS)</b> I/We authorize the SCSB to do all acts as are necessary to make the Application in the Offer 1) _____ 2) _____ 3) _____		<b>BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)</b> _____	
TEAR HERE					
<b>LOGO</b>		<b>XYZ</b> <b>REVISION - R</b>		<b>Acknowledgement Slip for Broker/SCSB/DP/RTA</b> Application Form No. _____	
DPID / CLID _____		PAN of Sole / First Applicant _____			
Amount Paid (₹ in figures) _____		Bank & Branch _____		<b>Stamp &amp; Signature of SCSB Branch</b> _____	
ASBA Bank A/c No. _____					
Received from Mr./Ms. _____					
Telephone / Mobile _____		Email _____			
TEAR HERE					
<b>XYZ - REVISION - R</b>		Option 1    Option 2    Option 3		<b>Stamp &amp; Signature of Broker / SCSB / DP / RTA</b> _____	
		No. of Equity Shares _____		Name of Sole / First Applicant _____	
		Fix Price _____			
		Amount Paid (₹) _____			
ASBA Bank A/c No. _____				<b>Acknowledgement Slip for Applicant</b> Application Form No. _____	
Bank & Branch _____					



# REVISION FORM-NR



TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

COMMON REVISION FORM		XYZ - REVISION - NR		FOR NON-RESIDENTS AND ELIGIBLE NRI'S, FII's/TPI's, FVCI'S, ETC. APPLYING ON A REPATRIATION BASIS																																																																																																																												
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Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

#### **4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

#### **4.2.2 FIELD 4 & 5: APPLICATION REVISION “FROM” AND “TO”**

- a) Apart from mentioning the revised number of shares in the Revision Form, the Applicant must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form.
- b) In case of revision of applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the application amount should exceed Rs. 2,00,000/- due to revision and the application may be considered, subject to eligibility, for allocation under the Non-Institutional Category.

#### **4.2.3 FIELD 6: PAYMENT DETAILS**

- a) All Applicants are required to make payment of the full application amount along with the Revision Form.
- b) Applicant may Issue instructions to block the revised amount in the ASBA Account, to Designated Branch through whom such Applicant had placed the original application to enable the relevant SCSB to block the additional application amount, if any.

#### **4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

#### **4.3 SUBMISSION OF REVISION FORM/ APPLICATION FORM**

All Applicants may submit completed application form / Revision Form to the Application Collecting Intermediaries or Designated branches of the SCSBs where the ASBA Account is maintained or as mentioned in the Prospectus/ Application Form.

<b>SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE</b>
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#### **5.1 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.

All Applicants may submit an Application Form either in physical form or electronic form to the Application Collecting Intermediaries or 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 blocked 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 1,600;
- Category not ticked;
- Multiple Applications as defined in the Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash/cheque/demand draft/pay order;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- In case of applications by Individual, the details such as name, date and similar compulsory details as indicated in the application form are missing.
- Applications not duly signed by the sole/first Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of our Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date, unless the extended time is permitted by BSE;
- Applications not containing the details of Bank Account and/ or Depositories Account.

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of the GID.

**APPLICANTS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE APPLICATION COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.**

## SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE

This being Fixed Price Issue, this section is not applicable for this Issue.

## SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

### 7.1 BASIS OF ALLOTMENT

Allotment will be made in consultation with the SME Platform of NSE- NSE EMERGE (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 1,600 equity shares the allotment will be made as follows:
  - ii. Each successful Applicant shall be allotted 1,600 equity shares; and
  - ii. The successful Applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
- d) If the proportionate allotment to an Applicant works out to a number that is not a multiple of 1,600 equity shares, the Applicant would be allotted Shares by rounding off to the nearest multiple of 1,600 equity shares subject to a minimum allotment of 1,600 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 1,600 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 253 of SEBI (ICDR), as the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
  - ii. The balance net offer of shares to the public shall be made available for allotment to
    - individual applicants other than retails individual investors and
    - other investors, including corporate bodies/ institutions irrespective of number of shares applied for.
  - iii. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/- . Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with SME Platform of NSE-NSE EMERGE Platform.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

## 7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- a. **Designated Date:** On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by allocation of Equity Shares from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue.
- b. **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue. Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
- c. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- d. **Issuer will ensure that:** (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within one Working Day of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed



within one Working 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 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account or UPI linked account number with DPs, and dispatch the Allotment Advice within 6 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 finalized.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith 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, 2013 and as disclosed in the Prospectus.

#### **8.2.2 MINIMUM SUBSCRIPTION**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not 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 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 of the Companies Act, 2013.

#### **8.2.3 MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

### **8.3 MODE OF REFUND**

#### **Mode of refunds**

The Registrar to the Issue shall instruct the relevant SCSBs to unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the Application Forms for unsuccessful Applications and also for any excess amount blocked on Application within 6 working days from the Issue Closing Date.

#### **8.3.1 Mode of making refunds**

The Registrar to the Issue shall instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful or partially successful ASBA Applications or in the event of withdrawal or failure of Issue.



## 8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum and/or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 4 working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 6 days from the Issue Closing Date, if Allotment is not made.

### SECTION 9: GLOSSARY AND ABBREVIATIONS

*Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.*

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Bidders/Applicants
Allottee	An Bidder/Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations, 2018.
Anchor Investor Portion	Up to 30% of the QIB Category which may be allocated by the Issuer in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount/ (ASBA)/ASBA	An application, whether physical or electronic, used by Bidders/Applicants to make a Bid authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the ASBA Bidder/Applicant
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidder/Applicant	Prospective Bidders/Applicants in the Issue who Bid/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 Offer Document and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Issue
Bid	An indication to make an offer during the Bid/Issue Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all



<b>Term</b>	<b>Description</b>
	references to a Bid should be construed to mean an Application
Bid /Issue Closing Date	The date after which the Syndicate, Registered Brokers and the SCSBs may not accept any Bids 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/bidders may refer to the Offer Document for the Bid/ Issue Closing Date
Bid/Issue Opening Date	The date on which the Syndicate and the SCSBs may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/bidders may refer to the Offer Document for the Bid/ Issue Opening Date
Bid/Issue Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date inclusive of both days and during which prospective Bidders/Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/ Issue Period for QIBs one working day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations, 2018. Applicants/bidders may refer to the Offer Document for the Bid/ Issue Period
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/Applicant upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid cum Application Form	The form in terms of which the Bidder/Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Prospectus, whether applying through the ASBA or otherwise. In case of issues undertaken through the fixed price process, all references to the Bid cum Application Form should be construed to mean the Application Form
Bidder/Applicant	Any prospective investor (including an ASBA Bidder/Applicant) who makes a Bid pursuant to the terms of the Offer Document and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicant should be construed to mean an Bidder/Applicant
Book Built Process/ Book Building Process/ Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2018, in terms of which the Issue is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application Forms/Application Form to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
BRLM(s)/ Book Running Lead Manager(s)/Lead Manager/ LM	The Book Running Lead Manager to the Issue as disclosed in the Offer Document and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor



Term	Description
	Issue Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Companies Act	The Companies Act, 2013
Cut-off Price	Issue Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
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 Bidders/Applicants including the Bidder/Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by the ASBA Bidders/Applicants applying through the ASBA and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html</a>
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 Bidders/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 Offer Document of the Issuer
Discount	Discount to the Issue Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations, 2018.
Draft Prospectus/ Prospectus	The Draft Prospectus/ Prospectus filed with SEBI 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, 2018 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 Bidder/Applicant may refer to the Offer Document.
Equity Shares	Equity shares of the Issuer
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Bidders/Applicants (excluding the ASBA Bidders/Applicants) may Issue cheques or drafts in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Issue, the Book Running Lead Manager(s), the Syndicate Member(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts and where applicable, remitting refunds of the amounts collected to the Bidders/Applicants (excluding the ASBA Bidders/Applicants) on the terms and conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Issue



<b>Term</b>	<b>Description</b>
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum 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, 2018, in terms of which the Issue is being made
Floor Price	The lower end of the Price Band, at or above which the Issue Price and the Anchor Investor Issue Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s).
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the Offer Document and Bid cum Application Form
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 Offer Document 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 Bidders/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 Bid for Equity Shares for an amount of more than Rs. 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Offer Document and the Bid cum



<b>Term</b>	<b>Description</b>
	Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs 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 Offer Document 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
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Issue may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least two working days in case of an IPO and one working day in case of FPO, prior to the Bid/ Issue Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Issue Price
Prospectus	The Prospectus to be filed with the RoC in accordance with Section 60 of the Companies Act after the Pricing Date, 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 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, 2018
RTGS	Real Time Gross Settlement



<b>Term</b>	<b>Description</b>
Red Herring Prospectus/ RHP	The red herring Prospectus issued in accordance with Section 60B of the Companies Act, 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 Bid/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 Bidders/Applicants), if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the Offer Document and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through NECS, Direct Credit, NEFT, RTGS or ASBA, as applicable
Registered Broker	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Offer Document and Bid cum Application Form
Reserved Category/ Categories	Categories of persons eligible for making application/bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations, 2018
Retail Individual Investors / RIIs	Investors who applies or bids for a value of not more than Rs. 200,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than Rs. 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 bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Bidders in an issue through Book Building process to modify the quantity of Equity Shares and/or bid price indicates therein in any of their Bid cum 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 , as amended from time to time
SEBI ICDR Regulations, 2018	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offering services in relation to ASBA, a list of all SCSBs is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a>
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/">http://www.sebi.gov.in/</a> and updated from time to time



<b>Term</b>	<b>Description</b>
Stock Exchanges/ SE	The stock exchanges as disclosed in the Offer Document of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Book Running Lead Manager(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of the Bids in this Issue (excluding Bids from ASBA Bidders/Applicants)
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the Offer Document
Underwriters	The Book Running Lead Manager(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	<ul style="list-style-type: none"> <li>- Till Application / Issue closing date: All days other than 2<sup>nd</sup> and 4<sup>th</sup> Saturday of the month, Sunday or a public holiday;</li> <li>- Post Application / Issue closing date and till the Listing of Equity Shares: Working days shall be all trading days of stock exchanges excluding Sundays and bank holidays (in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016).</li> </ul>



## **SECTION XI - RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

### **RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), issued consolidated FDI Policy Circular of 2018, which with effect from January 04, 2018 consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on January 04, 2018. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

**The Equity Shares offered in the Issue have not been and will not be registered under the Securities Act or any state securities laws in the United States and, unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States to persons reasonably believed to be “qualified institutional investors” (as defined in Rule 144A under the Securities Act) pursuant to Rule 144A under the Securities Act or other applicable exemption under the Securities Act and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdictions where such offers and sales occur.**

**The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications made by them does not exceed the applicable limits or in any way lead to violation of laws or regulations applicable to them.**



## **SECTION – XII**

### **MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION**

*Pursuant to Table F in Schedule I of the Companies Act, 2013, the SEBI ICDR Regulations and 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. Certain defined terms used in the Articles of Association are set forth below. All other defined terms used in this section have the meaning given to them in the Articles of Association.*

These Articles of Association were adopted by the Annual Ordinary General Meeting of the Company in their board meeting held on August 23, 2018.

The Authorized capital of our Company is Rs. 12.99 Crores divided into 1,29,99,999 Equity Shares of Rs. 10 each.

#### **THE COMPANIES ACT, 2013**

#### **COMPANY LIMITED BY SHARES**

#### **ARTICLES OF ASSOCIATION**

#### **OF**

#### **SUDARSHAN PHARMA INDUSTRIES LIMITED**

1. Table F not to apply

The regulations contained in Table F, in the first Schedule, to the Companies Act, 2013 shall not apply to this Company, but the regulations for the management of the Company and for the observance of the members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alteration of, or addition to, its regulations by Special Resolution, as prescribed by the said Companies Act, 2013 be such as are contained in these Articles.

2. Interpretation

In the interpretation of these Articles, the following words and expressions shall have the following meanings assigned there under, unless repugnant to the subject matter or content thereof.

(a) “The Act” or “the said Act”

“The Act” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force.

(b) “These Articles”

“These Articles” means Articles of Association for the time being of the Company or the Articles of Association as altered from time to time by special resolution.

(c) “Beneficial Owner”

“Beneficial Owner” shall have the meaning assigned thereto in clause(a) of sub-section (1) of Section 2 of the Depositories Act, 1996.

(d) “The Company” or “this Company”

“The Company” or “this Company” means **SUDARSHAN PHARMA INDUSTRIES LIMITED**.



**\*New set of Articles of Association adopted, vide resolution passed in Annual General Meeting of members of the company held on 23-08-2018.**

(e) “The Directors”

“The Directors” means the Directors for the time being of the Company or as the case may be, the Directors assembled at a Board.

(f) “Depository”

“Depository” shall have the meaning assigned thereto by Section 2 (1)(e) of the Depositories Act, 1996.

(g) “Depositories Act 1996”

“Depositories Act 1996” includes any statutory modification or re- enactment thereof.

(h) “The Board” or the “Board of Directors”

“The Board,” or the “Board of Directors” means a meeting of the Directors duly called and constituted or as the case may be the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with the Act.

(i) “The Chairman”

“The Chairman” means the Chairman of the Board of Directors for the time being of the Company.

(j) “The Managing Director”

“The Managing Director” includes one or more persons appointed as such or any of such persons or

Directors for the time being of the Company who may for the time being be the Managing Director of the Company.

(k) “The Office”

“The Office” means the Registered Office for the time being of the Company.

(l) “Capital”

“Capital” means the share capital for the time being raised or authorised to be raised, for the purpose of the Company.

(m) “The Registrar”

“The Registrar” means the Registrar of Companies of the State in which the office of the Company is for the time being situated.

(n) “Dividend”

“Dividend” includes Bonus.

(o) “Month”

“Month” means the calendar month.

(p) “Seal”

“Seal” means the Common Seal for the time being of the Company.



- (q) “In Writing and Written”  
“In Writing and Written” include printing, lithography and other modes of representing or reproducing words in a visible form.
- (r) “Plural Number”  
Words importing the singular number also include the plural number and vice versa.
- (s) “Persons”  
“Persons” include corporations and firms as well as individuals.
- (t) “Gender”  
Words importing the masculine gender also include the feminine gender.
- (u) “Securities & Exchange Board of India”  
“Securities & Exchange Board of India” or SEBI means the Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.
- (v) “Year and Financial Year”  
“Year” means the Calendar year and “Financial Year” shall have the meaning assigned thereto by Section 2(41) of the Act.

#### **Expression in the Act to bear same meaning in the Articles**

Save as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meaning in these Articles.

#### **Marginal Notes**

The marginal notes hereto shall not affect the construction of these Articles.

#### **COPIES OF MEMORANDUM AND ARTICLES TO BE FURNISHED BY THE COMPANY**

3. Pursuant to Section 17 of the Act, Company shall, on being so required by a member, send to him within 7 (seven) days of the requirement and subject to the payment of a fee of Rs. 100/- or such other fee as may be specified in the Rules, a copy of each of the following documents, as in force for the time being:
- (i) The Memorandum;
  - (ii) The Articles, if any;
  - (iii) Every other agreement and every resolution referred to in Section 117(1), of the Act, if and in so far as they have not been embodied in the Memorandum or Articles.

#### **CAPITAL AND SHARES**

4. The Authorized Share Capital of the Company is as per clause 5 of the Memorandum of Association of the Company with all rights to the company to alter the same in any way it thinks fit.
5. 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.
6. The shares 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**

7. Subject to the provisions of Section 62 of the Act and these Articles, the shares 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 share 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**

8. (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 dispatched through registered post or speed post or through electronic mode to all the existing shareholders at least three days before the opening of the issue.
- (3) Nothing in this section shall apply to the increase of the subscribed capital of a 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**

9. (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**

10. 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**

11. 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 a company shall apply as if the Capital Redemption Reserve Account were paid-up share capital of the company.

#### **NEW CAPITAL SAME AS ORIGINAL CAPITAL**

12. 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**

13.

- (1) The company shall not have power to buy its own shares unless the consequent reduction of share capital is effected in accordance with provisions of the Companies Act, 2013 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 or, 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 a 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**

14. The Company may, subject to the provisions of the Companies Act, 2013 or 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**

15. 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**

16. 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**

17. 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 the Companies Act, 2013 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 atleast 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 the class

#### **ISSUE OF FURTHER SHARES ON PARI PASSU BASIS**

18. 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**

19. 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 (a) 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**

20. 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**

21. 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**

22. 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**

23.

- 1) Where a company issues shares at a premium, whether for cash or otherwise, a sum equal to 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 a 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
  - (e) shares or of any debentures of the company; or
  - (f) for the purchase of its own shares or other securities under section 68.

#### **ACCEPTANCE OF SHARES**

24. 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**

25. 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**

26. 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**

27. 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, an 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 Rs.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**

28. 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 Rs.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**

29. 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**

- 30.
- (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**

31. 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.



32. 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**

33. 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**

- 34.
- (1) In pursuance of section 89 of the act, where the name of a person is entered in the register of members of a 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 a 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 a 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**

35. 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 provisions of the Companies Act, 2013 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**

36. 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**

37. 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**

38. 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**

39. 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**

40. A 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 payment of such commission shall be authorized in the company's articles of association;
- (b) The commission may be paid out of proceeds of the issue or the profit of the company or both;
- (c) 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 or a rate authorised by the articles, whichever is less, and in case of debentures, shall not exceed two and a half per cent of the price at which the debentures are issued, or as specified in the company's articles, whichever is less;
- (d) 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.
- (e) There shall not be paid commission to any underwriter on securities which are not offered to the public for subscription;
- (f) 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**

41. The Company may pay a reasonable sum for brokerage on any issue of shares and debentures.

#### **CALLS ON SHARES**

##### **DIRECTORS MAY MAKE CALLS**

42. 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**

43. 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**

44. 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**

45. 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**

46. 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**

47. 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**

48. 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**

49. 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**

50. 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**

51. 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**

52. 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**

53. 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**

54. 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**

55. 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**

56. 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**

57. 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**

58. 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**

59. (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.



60. 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**

61. 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**

62. 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**

63. 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**

64. 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**

65. 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**

66. 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**

67. 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**

68. 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**

69. Where any 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**

70. 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**

71. 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**

72. 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**

73. 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**

74. 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. The Company shall use a common form for transfer.

#### **NO TRANSFER TO A PERSON OF UNSOUND MIND, ETC**

75. No transfer shall be made to a minor or a person of unsound mind.

#### **TRANSFER OF SHARES**

- 76.
- (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 (2) 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**

77. 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**

78. 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**

79. 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**

80. 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**



81. 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**

82. 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**

83. 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 the 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**

84. 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**

85. 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**

86. 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**

87. 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**

88. 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**

89. 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**

90. 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**

- 91.
- (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 of 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”**

92.

- (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**

93. 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**

94. 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**

95. 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**

96. 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**

97. 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**

98. 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**

99. 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**

100. 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**

101. 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**

102. (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.
103. 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**

104. The General Meeting referred to in Article 99 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**

- 105.



- (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**

106.

- (1) A general meeting of a 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**

107.

- (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).
108. 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**

109.

- (1) 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**

110. Where a resolution is passed at an adjourned meeting of –

- (a) a company; or
- (b) the holders of any class of shares in a company; or
- (c) the Board of Directors of a 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**

111. 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**

- 112.
- (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**

113. The Chairman of the Board shall, if willing, preside as Chairman at every General Meeting, Annual or Extra-ordinary, 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**

114. 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**

115. 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**

- 116.
- (1) Notwithstanding anything contained in this 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**

117. 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**

118. (1) A 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) A company shall not be bound under this section 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 sub-section, 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 clause(b) of sub-section (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 sub-section (3) may also direct that the cost incurred by the company by virtue of this section shall be paid to the company by the requisitionists, notwithstanding that they are not parties to the application.

## **VOTES MAY BE GIVEN BY PROXY OR ATTORNEY**

119. 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**

120. (1) Subject to the provisions of section 43 and sub-section (2) of section 50, -



- (a) every member of a 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 a 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**

121. 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**

122. Pursuant to section 113 a body corporate whether a 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**

123. 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 a 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**

124. 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 and/or has exercised its right of lien.

#### **RESTRICTION ON EXERCISE OF VOTING RIGHT IN OTHER CASES TO BE VOID**

125. 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**



126. 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**

127. 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 officer or attorney duly authorized by it.

#### **INSTRUMENT OF PROXY TO BE DEPOSITED AT OFFICE**

128. 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**

129. 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**

130. 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**

131. 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**

132. 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**

133. 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 or participate in dividend or profits in respect of moneys so paid by him until the same would but for such payment become presently payable

#### **DIRECTORS**

134. 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) As on the date of adoption of this Articles of Association, following are the directors of the company:

- 1. Sachin Mehta**
- 2. Hemal Mehta**

#### **BOARD OF DIRECTORS**

**135. The following shall be the First Directors of the Company.**

- 1. Sachin Mehta**
- 2. Hemal Mehta**

#### **INCREASE IN NUMBER OF DIRECTORS TO REQUIRE GOVERNMENT SANCTION**

136. 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**

137. 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**

138. 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**

139. 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.

140. A Director need not hold any qualification shares.



## **REMUNERATION OF DIRECTORS**

141.

- (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**

142. 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**

143. 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**

144. 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**

145.

- (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 an 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 a 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 sub-section (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 a 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**

146. 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**

147.

- 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. (S.188 (3))
  - 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**

148. 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**

149. 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 central government 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**

150. 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, 189and 196 of the Act shall be duly observed and complied with.

## **DISQUALIFICATION OF THE DIRECTOR**

151.

- (1) A person shall not be eligible for appointment as a director of a 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 a 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**

152. 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**

153. 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**

154.

- (1)
  - (a) At every Annual General Meeting, not less than two-thirds of the total number of directors of a 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 of any such 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 a public 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 a 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—
    - 1. 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;
    - 2. 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;
    - 3. he is not qualified or is disqualified for appointment;
    - 4. a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of this Act; or
    - 5. section 162 is applicable to the case.

#### **APPOINTMENT OF DIRECTOR TO BE VOTE INDIVIDUALLY**

155.

- 1) At a general meeting of a 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 sub-section (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.

156.

- (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 get selected 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 sub-section (1) in such manner as may be determined by central government.

#### **RESIGNATION OF DIRECTOR**

157.

- 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 a 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**

158. 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.

#### **APPOINTMENT OF TECHNICAL OR EXECUTIVE DIRECTORS**

159.
  - a. The Board of Directors shall have the right from time to time to appoint any person or persons as Technical Director or Executive Director/s and remove any such persons from time to time without assigning any reason whatsoever. A Technical Director or Executive Director shall not be required to hold any qualification shares and shall not be entitled to vote at any meeting of the Board of Directors.
  - b. Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.

#### **REMOVAL OF DIRECTORS**

160.
  - 1) A company may, by ordinary resolution, remove a director, not being a director appointed by the Tribunal under section 242, before the expiry of the period of his office after giving him a reasonable opportunity of being heard:

Provided that nothing contained in this sub-section 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 section 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 sub-section 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 sub-section (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 sub-section (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 section shall be taken -
  - (a) as depriving a person removed under this section 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**

161. A retiring Director shall be eligible for re-election.

### **PROCEEDINGS OF DIRECTORS**

#### **MEETINGS OF BOARD**

- 162.
- 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 sub section 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 recognising 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**

163.

- 1) The quorum for a meeting of the Board of Directors of a 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 sub-section.
- 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**

164. 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**

165. 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**

166. 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.

167. 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 conform 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**

168. 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**

169. 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**

170. 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 sub-section (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**

171. 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**



172.

- 1) The Board of Directors of a 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 there under, 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**

173. The Board of Directors of a 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 a 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**

174.

- 1) The Board of Directors of a 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:  
Provided that the acceptance by a banking company, in the ordinary course of its business, of deposits of money from the public, repayable on demand or otherwise and with drawables by cheque, draft, order or otherwise, shall not be deemed to be a borrowing of monies by the banking company within the meaning of this clause.
  - 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 clause (c) of sub-section (1) shall specify the total amount up to which monies may be borrowed by the Board of Directors.
- 3) Nothing contained in clause (a) of sub-section (1) 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 clause (a) of sub-section (1) 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 sub-section shall not be deemed to authorise 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 clause (c) of sub-section (1) 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**

175. 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 of any sum or sums of money for the purposes of the Company.
176. 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**

177. 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**

178. 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**

179. 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**

180. 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**

- 181.
- 1) A 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) No company shall issue any debentures carrying any voting rights.
  - 3) Secured debentures may be issued by a company subject to such terms and conditions as may be determined by central government.
  - 4) Where debentures are issued by a company under this section, 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) No company shall 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 debentureholders 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) A 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 a 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 section, 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**

182. 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**

183. 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 charged upon all or any part of the property of the Company including its uncalled capital or not so charged.
- 4) To secure the fulfillment of any contracts, agreements or engagements entered into by the Company by mortgage or 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 292 of the Act 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 thereout 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**

184. 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 by central government by 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 a 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 a 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**

185. 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 a 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**

186. 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**

187. 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**

188. 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 anytime 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 a company if such person suffers any of the disqualifications provided under Section 164 of the Act.



189. Special to any contract between him and the Company, a Managing or Wholetime Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not 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.
190. 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**

191. 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**

192. 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**

- 193.
- 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 hereof, 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.
194. 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.



195. 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.

196.

- 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 and 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**

197. 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**

198.

- 1) No dividend shall be declared or paid by a 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 sub-section 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 a 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, any 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 a 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 a 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 a 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 sub-section shall be deemed to prohibit the capitalization of profits or reserves of a 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) A company which 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**

199. 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.
200. 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**



201. 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**

202. 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**

203. 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**

- 204.
- 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**

205. 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**

206. 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**

207. Any General Meeting declaring an 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**

208. 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**

209. 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**

210. 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**

211. 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**

212. 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**

- 213.
- 1) Where a dividend has been declared by a 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 sub-section (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 sub-section (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 sub-section (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 a 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 sub-section (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 and that there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law:

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**

214.

- 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**

215.

- (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 cash 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**

- 216. 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.
- 217. 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**

218. The Company shall cause to be kept proper books of account with respect to:
- (i) all sums of money received and expended by a 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
  - (iii) the items of cost as may be determined by central government under section 148 in the case of a company which belongs to any class of companies specified under that section;

### **BOOKS WHERE TO BE KEPT AND INSPECTION**

- 219.
- 1) Every 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 a company has a branch office in India or outside India, it shall be deemed to have complied with the provisions of sub-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 in sub-clause (1).
  - 3) The books of account of every 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**

220. 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 accounts the and books and the documents 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**

221. 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**

222. 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**

223. 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**

224. The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act. 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. 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**

225. 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. 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 of Company's business, or of the Company's subsidiaries or in the nature of the business in which the Company has an interest. 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. 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 sub-clauses (a) and (b) of Article 229. The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of sub-clauses (a) and (b) of this Article are complied with. 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**

226. 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**

227. 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**

228. (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 a 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) A 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**

229. (1) Once at least in every year they 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**

230.

- (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**



231. 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**

232. 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**

233. A document may be served on a 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.

#### **“Service of documents on the Company”**

234. Where securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or other mode in accordance with the Act and rules made thereunder.

## **AUTHENTICATION OF DOCUMENTS AND PROCEEDINGS**

235. Save as otherwise expressly provided in the Act, the rules made thereunder and these Articles, a document or proceeding requiring authentication by a company; or contracts made by or on behalf of a 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**

236. 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**

237. Without prejudice to any other provisions of this Act, any document, record, register, minutes, etc.,—
- (a) required to be kept by a company; or
  - (b) allowed to be inspected or copies to be given to any person by a 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**

238. 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**

- 239.
- (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 319 of the Act.
  - (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**

240. A Special Resolution sanctioning a sale to any other Company duly passed pursuant to provisions of the Companies Act, 2013 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.

#### **SECRECY CLAUSE**

241. 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.

242. 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**

243. 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 XIII – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

*The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected on working days between 10.00 a.m. to 5.00 p.m. at the Registered Office of our Company located at 301, 3rd Floor, Aura Biplax, Above Kalyan Jewellers, S V Road, Borivali (West), Mumbai – 400 092, India from date of filing the Prospectus with RoC till the Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.*

#### Material Contracts

- 1) Memorandum of Understanding dated February 27, 2019 between our Company and the Lead Manager to the Issue.
- 2) Registrar Agreement dated May 10, 2018 between our Company and the Registrar to the Issue.
- 3) Underwriting Agreement dated February 27, 2019 between our Company and Underwriters- Lead Manager.
- 4) Market Making Agreement dated February 27, 2019 between our Company, Lead Manager and Market Maker.
- 5) Tripartite agreement among the NSDL, our Company and the Registrar to the Issue dated July 25, 2018.
- 6) Tripartite agreement among the CDSL, our Company and the Registrar to the Issue dated June 19, 2018.
- 7) Escrow Agreement dated May 04, 2019 signed between our Company, the Lead Manager, Banker(s) to the Issue/ Escrow Collection Bank(s) and the Registrar to the Issue.

#### Material Documents

- 1) Certified true copy of the Memorandum and Articles of Association of our Company, as amended from time to time including certificates of incorporation.
- 2) Copy of resolution passed at the meeting of the Board of Directors of our Company dated January 22, 2019, authorizing the Fresh Issue of Equity Shares.
- 3) Copy of special resolution of the shareholders passed at the Extra Ordinary General Meeting dated January 25, 2019, authorizing the Fresh Issue of Equity Shares.
- 4) Copy of resolution passed at the board meeting held on November 08, 2018 and subsequently shareholders meeting held on November 12, 2018 for fixing the term of appointment and the remuneration of Mr. Hemal V. Mehta, Managing Director.
- 5) Copy of resolution passed at the board meeting held on November 08, 2018 and subsequently shareholders meeting held on November 12, 2018 for fixing the term of appointment and the remuneration of Mr. Sachin V. Mehta, Joint Managing Director.
- 6) Statement of Tax Benefits dated May 29, 2019, issued by M/s NSGT & Associates, Chartered Accountants, Independent Peer Review certified Auditor to the Company.
- 7) Peer Review/ Independent Auditor's Report dated May 29, 2019 issued by M/s NSGT & Associates, Chartered Accountants, on the Restated Financial Statements for the financial years ending March 31, 2019, 2018 and 2017 of our Company.
- 8) Consents of our Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, the Lead Manager, the Registrar to the Issue, the Statutory Auditors to the Company, Peer Reviewed Auditor, the



Legal Advisor to the Issue, Banker(s) to the Company, Market Maker(s), Underwriter(s), and the Banker(s) to the Issue/ Escrow Collection Bank(s) to act in their respective capacities.

- 9) Copy of approval from NSE vide letter dated April 05, 2019, to use the name of NSE in this offer document for listing of Equity Shares on SME Platform of NSE Ltd.
- 10) Due Diligence Certificate dated February 28, 2019 from the Lead Manager to NSE.
- 11) Due Diligence Certificate dated June 03, 2019 from the Lead Manager to be submitted to SEBI along with the filing of the Prospectus.

None of the contracts or documents mentioned in the 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.



## SECTION – XIV: DECLARATION

We hereby declare that, all the relevant provisions Companies Act, 2013 and the rules, guidelines and regulations issued by the Government of India or the regulations/ guidelines issued by Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 2013 ( to the extent notified), the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations/ guidelines issued, as the case may be. We further certify that all statements in this Prospectus are true and correct.

### SIGNATURE BY ALL THE DIRECTORS OF OUR COMPANY

**Name of the Directors**

**Signature**

**Mr. Hemal V. Mehta**  
**Managing Director**  
**DIN No.: 02211121**

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**Mr. Sachin V. Mehta**  
**Joint Managing Director**  
**DIN No.: 02211178**

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**Mr. Chetan K. Mehta**  
**Executive Director**  
**DIN No.: 00341556**

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**Mrs. Ujwala V. Salvi**  
**Independent Non-Executive Director**  
**DIN No.: 02855240**

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**Mr. Hetang A. Shah**  
**Independent Non-Executive Director**  
**DIN No.: 02710970**

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**Mr. Sandeep R. Mehta**  
**Additional (Independent Non-Executive) Director**  
**DIN No.: 08351606**

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### SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

**Mr. Sachin V. Mehta**

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### SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER

**Mr. Anubhav Jain**

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**PLACE: Mumbai**

**DATE: 03/06/ 2019**