



## ESCORP ASSET MANAGEMENT LIMITED

CIN: U17121MH2011PLC213451

Our Company was incorporated as Escorp Financial Services Private Limited on February 13, 2011 under the Companies Act, 1956 with the Registrar of Companies, Mumbai bearing Registration No. 213451. The name of the Company was changed to Escorp Industries Private Limited vide Special Resolution dated July 02, 2013 and the name change certificate was issued on July 23, 2013. Again, the name of the Company was changed to Escorp Asset Management Private Limited vide Special Resolution dated August 03, 2016 and the certificate for the same was issued on August 18, 2016. The status of the Company was changed to public limited and the name of our Company was changed to Escorp Asset Management Limited vide Special Resolution dated September 28, 2016. The fresh certificate of incorporation consequent to conversion was issued on October 14, 2016 by the Registrar of Companies, Mumbai. The Company's Corporate Identity Number is U17121MH2011PLC213451. For further details pertaining to the change of name of our Company and the change in Registered Office, please refer the chapter "History and Certain Corporate Matters" on page no. 94 of this Prospectus.

**Registered Office:** 60, Khatau Building, Ground Floor, Alkesh Dinesh Modi Marg, Fort, Mumbai – 400 001

**Corporate Office:** 718-A, P.J. Towers, Dalal Street, Fort, Mumbai- 400 001.

**Tel No.:** +91 – 22 – 6216 6999; **Fax No.:** +91 – 22 – 2263 0434 **Email:** info@escorpamc.co.in; **Website:** www.escorpamc.co.in

**Contact Person:** Mr. Deepesh Jain, Company Secretary and Compliance Officer.

**Our Promoters:** Aryaman Financial Services Limited, Mr. Shripal Shah and Mr. Shreyas Shah.

### THE ISSUE

**PUBLIC ISSUE OF 21,60,000 EQUITY SHARES OF ₹ 10 EACH ("EQUITY SHARES") OF ESCORP ASSET MANAGEMENT LIMITED ("EAML" OR THE "COMPANY") FOR CASH AT A PRICE OF ₹ 15 PER SHARE (THE "ISSUE PRICE"), AGGREGATING TO ₹ 324.00 LAKHS (THE "ISSUE"), OF WHICH 1,12,000 EQUITY SHARES OF ₹ 10 EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKERS TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF UPTO 20,48,000 EQUITY SHARES OF ₹ 10 EACH IS HERINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 32.38% AND 30.70%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.**

**THE FACE VALUE OF THE EQUITY SHARE IS ₹ 10 AND THE ISSUE PRICE IS 1.5 TIMES OF THE FACE VALUE**

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

*For further details see "Issue Related Information" beginning on page no. 173 of this Prospectus.*

In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page no. 180 of this Prospectus.

### RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of the Company, there has been no formal market for the securities of the company. The face value of the shares is ₹ 10/- per Equity Share and the Issue Price is 1.5 times of the face value. The Issue Price (as determined by Company in consultation with the Lead Manager) as stated under the paragraph on "Basis for Issue Price" on page no. 58 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our company or regarding the price at which the shares will be traded after listing.

### GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision investors must rely on their own examination of our Company and the Issue including the risks involved. The securities have not been recommended or approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this document. Specific attention of the Investors is invited to the statement of Risk Factors given on page no. 10 of this Prospectus under the Section "Risk Factors" 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 BSE Limited ("BSE"). Our Company has received an approval letter dated March 20, 2017 from BSE for listing our shares on the SME Platform of the BSE. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited ("BSE"). A copy will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

### LEAD MANAGER TO THE ISSUE



**BCB BROKERAGE PRIVATE LIMITED**  
1207A, P.J Towers, Dalal Street,  
Mumbai – 400 001, Maharashtra, India  
Tel No.: +91 – 22 – 2272 0000  
Fax No.: +91 – 22 – 2272 2451  
Email: bbplmumbai@gmail.com  
Website: www.bcbbrokerage.com  
Investor Grievance Email: investor@grievance@bcbbrokerage.com  
Contact Person: Mr. Uttam Bagri  
SEBI Registration No.: INM000012078

### REGISTRAR TO THE ISSUE



**BIGSHARE SERVICES PRIVATE LIMITED**  
E-2/3, Ansa Industrial Estate, Sakivihar Road,  
Sakinaka, Andheri (E), Mumbai - 400 072.  
Tel: +91 – 22 – 4043 0200;  
Fax: +91 – 22 – 2847 5207  
Email: ipo@bigshareonline.com;  
Website: www.bigshareonline.com  
Investor Grievance Email: investor@bigshareonline.com;  
Contact Person: Mr. Ashok Shetty  
SEBI Registration No.: INR000001385

### ISSUE OPENS ON

**MARCH 31, 2017**

### ISSUE CLOSES ON

**APRIL 06, 2017**

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

#### General Terms

Term	Description
Escorp Asset Management Limited / EAML / The Company / Company / We / Us / Our Company	Unless the context otherwise indicates or implies refers to Escorp Asset Management Limited, a public limited company, incorporated under the provisions of the Companies Act, 1956 with its registered office in the Mumbai.
Promoter(s)	<ul style="list-style-type: none"> <li>• The Promoters of our Company: Aryaman Financial Services Limited</li> <li>• Mr. Shripal Shah</li> <li>• Mr. Shreyas Shah</li> </ul>
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1)(zb) of the SEBI ICDR Regulations
Group Companies	<ul style="list-style-type: none"> <li>• Aryaman Financial Services Limited</li> <li>• Aryaman Capital Markets Limited</li> <li>• Mahshri Enterprises Private Limited</li> <li>• Overskud Multi Asset Management Private Limited</li> <li>• Roopshri Resorts Private Limited</li> </ul>

#### Company related Terms

Term	Description
Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Escorp Asset Management Limited.
Auditor of the Company (Statutory Auditor)	M/s. Thakur, Vaidyanath Aaiyar & Co., Chartered Accountants, having their office at 11-B, Vatsa House, Janmabhoomi Marg, Fort, Mumbai- 400 001.
Audit Committee	The Audit Committee constituted by our Board of Directors on January 16, 2017.
Board of Directors / Board	The Board of Directors of Escorp Asset Management Limited, including all duly constituted Committees thereof.
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
Companies Act, 1956	The Companies Act, 1956, as amended from time to time
Companies Act, 2013	The Companies Act, 2013 published on August 29, 2013 and applicable to the extent notified by MCA till date.
Company Secretary and Compliance Officer	Mr. Deepesh Jain
Depositories Act	The Depositories Act, 1996, as amended from time to time
Director(s)	Director(s) of Escorp Asset Management Limited, unless otherwise specified
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10 each unless otherwise specified in the context thereof
Equity Shareholders	Persons holding Equity Share of our Company
HUF	Hindu Undivided Family
IFRS	International Financial Reporting Standards
Indian GAAP	Generally Accepted Accounting Principles in India
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Escorp Asset Management Limited.
Non Residents	A person resident outside India, as defined under FEMA.
NRIs / Non Resident	A person resident outside India, as defined under FEMA and who is a citizen of India

Term	Description
Indians	or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Registered Office	The Registered Office of our Company is located at: 60, Khatau Building, Ground Floor, Alkesh Dinesh Modi Marg, Fort, Mumbai - 400 001
Registrar of Companies / RoC	Registrar of Companies, Mumbai situated at Everest, 100, Marine Drive, Mumbai – 400 002.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
Stock Exchange	Unless the context requires otherwise, refers to, the BSE Limited.

### Issue Related Terms

Term	Description
Allotment	The transfer of the Equity Shares pursuant to the Issue to the successful applicants
Allottees	The successful applicant to whom the Equity Shares are being / have been Allotted.
Allotment Advice	Note, advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Prospectus
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of the Company
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Applicant to make an Application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB. ASBA is mandatory for all Applicants participating in the Issue.
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by the Applicants for blocking the Application Amount mentioned in the ASBA Form.
ASBA Applicant(s)	Any prospective investor who makes an Application pursuant to the terms of the Prospectus and the Application Form.
Banker(s) to the Company	Such banks which are disclosed as Bankers to our Company in the chapter titled “General Information” on page no. 37 of this Prospectus
Banker(s) to the Issue	The banks which are Clearing Members and registered with SEBI as Banker to an Issue with whom the Escrow Agreement is entered and in this case being Axis Bank Limited.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue and which is described in the chapter titled “ <i>Issue Procedure</i> ” beginning on page no. 180 of this Prospectus.
Business Day	Monday to Friday (except public holidays)
BSE	BSE Limited
Category III FPI	Investors including endowments, charitable societies, charitable trusts, foundations, corporate bodies, trust, individuals and family offices which are not eligible for registration under Category I and II under the SEBI (Foreign Portfolio Investors) Regulations, 2014.
CAN / Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange.
Controlling Branches	Such Branches of the SCSBs which co-ordinate Applications by the Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available at

Term	Description
	<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 Address, PAN, Occupation and Bank Account details.
Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996 i.e. CDSL and NSDL
Designated Intermediaries / Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Application Forms from the Applicants, in relation to the Issue
Designated Branches	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on <a href="http://www.sebi.gov.in/pmd/scsb.pdf">http://www.sebi.gov.in/pmd/scsb.pdf</a>
Designated Date	The date on which the funds blocked by the SCSBs are transferred from the ASBA Accounts specified by the Applicants to the Public Issue Account.
Designated Market Maker	BCB Brokerage Private Limited will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations
Designated Locations	Such locations of the CDPs where Applicants can submit the Application Forms to Collecting Depository Participants.  The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange
Designated Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs.  The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange
Designated Exchange	SME Exchange of BSE Limited
Eligible NRIs	An NRI from such a jurisdiction outside India where it is not unlawful to make an Issue or invitation under this Issue and in relation to whom the Application Form and the Prospectus will constitute an invitation to purchase the Equity Shares.
Equity Shares	Equity shares of our Company of ₹ 10 each
Escrow Agreement	Agreement dated March 15, 2017 entered into amongst the Company, the Lead Manager, the Registrar to the Issue and the Banker to the Issue to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.
Foreign Investor / FPIs	Foreign Portfolio Investor as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014.
Issue / Issue Size / Public Issue / IPO	This Initial Public Issue of 21,60,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 15 per equity share, aggregating to ₹ 324.00 lakhs by the Company.
Issue Closing date	The date on which the Issue closes for subscription being April 06, 2017
Issue Opening date	The date on which the Issue opens for subscription being March 31, 2017
Issue Price	The price at which the Equity Shares are being offered by our Company in consultation with the Lead Manager, under this Prospectus being ₹ 15.
Issue Proceeds	The proceeds of the Issue. For further information about use of the Issue Proceeds please see the chapter titled “ <i>Objects of the Issue</i> ” beginning on page no. 53 of this Prospectus
LM / Lead Manager	Lead Manager to the Issue, in this case being BCB Brokerage Private Limited.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the SME Platform of BSE.
Market Reservation Portion	The reserved portion of 1,12,000 Equity Shares of ₹ 10 each at ₹ 15 per Equity Share aggregating to ₹ 16.80 lakhs for the Designated Market Maker in the Public Issue of our

Term	Description
	Company.
Market Making Agreement	The Agreement among the Market Maker, the Lead Manager and our Company dated January 18, 2017
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended
Non-Institutional Applicant	All Applicants, including Eligible QFIs, sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals, that are not QIBs or Retail Individual Applicants and who have applied for Equity Shares for an amount of more than ₹ 2,00,000 (but not including NRIs other than Eligible NRIs)
Net Issue	The Net Issue of 20,48,000 Equity Shares of ₹ 10 each at ₹ 15 per Equity Share aggregating to ₹ 307.20 lakhs by the Company.
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI
Prospectus	The Prospectus, filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	Account opened with Bankers to the Issue for the purpose of transfer of monies from the SCSBs from the ASBA accounts on the Designated Date.
Qualified Foreign Investors / QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI
Qualified Institutional Buyers / QIBs	Public financial institutions as defined in Section 2(72) of the Companies Act, 2013, Foreign Portfolio Investor other than Category III Foreign Portfolio Investor, AIFs, VCFs, FVCIs, Mutual Funds, multilateral and bilateral financial institutions, scheduled commercial banks, state industrial development corporations, insurance companies registered with the IRDA, provident funds and pension funds with a minimum corpus of ₹ 250 million, insurance funds set up and managed by the army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, Government of India, eligible for Bidding and does not include FVCIs and multilateral and bilateral institutions.
Registrar / Registrar to the Issue	Registrar to the Issue being Bigshare Services Private Limited
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000
SEBI (FPI) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SEBI PMS	Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993.
SEBI Regulation / SEBI (ICDR) Regulations / Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI on August 26, 2009, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (PFUTP) Regulations / PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003.
SEBI SAST / SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended.
Self Certified Syndicate Bank(s) / SCSBs	A Bank registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and Issues the facility of ASBA, including blocking of bank account. A list of all SCSBs is available at <a href="http://www.sebi.gov.in/pmd/scsb.pdf">http://www.sebi.gov.in/pmd/scsb.pdf</a>
SME Platform of BSE	The SME Platform of BSE for listing of equity shares offered under Chapter X-B of the SEBI (ICDR) Regulations which was approved by SEBI as an SME Exchange on September 27, 2011.
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application.
Underwriters	BCB Brokerage Private Limited
Underwriting Agreement	The Agreement among the Underwriters and our Company dated January 18, 2017.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Working Day	All trading days of the Stock Exchange excluding Sundays and Bank holidays in Mumbai.

**Technical / Industry related Terms**

<b>Term</b>	<b>Description</b>
ADR	American Depository Receipt
ACML	Aryaman Capital Markets Limited
AFSL	Aryaman Financial Services Limited
AMCs	Asset Management Company
AMFI	Association of Mutual Funds in India
ARC	Asset Reconstruction Companies
AUM	Assets Under Management
B.Sc (H.S.)	B.Sc. (Home Science)
BSE	BSE Limited
CSO	Central Statistics Organization
DCA	Department of Company Affairs
DFI	Development Financial Institutions
DIPP	Department of Industrial Policy and Promotion
EAML	Environmental Applications of Machine Learning
EPFO	Employees Provident Fund Organisation of India
FDI	Foreign Direct Investment
FMC	Forward Markets Commission
PF	Provident Fund
FII	Foreign Institutional Investor
FPI	Foreign Portfolio Investment
GDR	Global Depository Receipt
GNDI	Gross National Disposable Income
HNI	High Net Worth Individual
HUF	Hindu Undivided Family
ICICI	Industrial Credit and Investment Corporation of India
IDBI	Industrial Development Bank of India
IFCI	Industrial Finance Corporation of India
IIB	Industrial Investment Bank of India
IMF	International Monetary Fund
IRDA	Insurance Regulatory and Development Authority of India
MEPL	Mahshri Enterprises Private Limited
MCX-SX	MCX Stock Exchange Ltd.
MF	Mutual Fund
M&A	Merger and Acquisition
MSEI	Metropolitan Stock Exchange of India
MSME	Micro, Small and Medium Enterprises
MUDRA	Micro Units Development and Refinance Agency
NBFC	Non Banking Finance Company
NIFTY	Neat Informative Feasible Timely Yours
NSE	National Stock Exchange
OTCEI	Over The Counter Exchange of India
OMAMPL	Overskud Multi Asset Management Private Limited
PC	Personnel Computer
PFRDA	Pension Fund Regulatory and Development Authority
PMJDY	Pradhan Mantri Jan Dhan Yojna
PMMY	Pradhan Mantri Mudra Yojana
PMS	Portfolio Management Service
PTI	Press Trust of India
SAT	Securities Appellate Tribunal

Term	Description
RBI	Reserve Bank of India
RRPL	Roopshri Resorts Private Limited
SEO	Seasoned Equity Offering
SFC	State Finance Corporation of India
SME	Small and Medium Enterprises
UTI	Unit Trust of India
WLA	White Label Automated Teller Machine

#### Conventional Terms / General Terms / Abbreviations

Term	Description
A/c	Account
ACS	Associate Company Secretary
AEs	Advanced Economies
AGM	Annual General Meeting
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
CAD	Current Account Deficit
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Company Identification Number
CIT	Commissioner of Income Tax
DIN	Director Identification Number
DP	Depository Participant
ECS	Electronic Clearing System
EOGM	Extraordinary General Meeting
EPS	Earnings Per Share
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FII	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board
FY / Fiscal / Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/Government	Government of India
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
ICSI	Institute of Company Secretaries Of India
IPO	Initial Public Offering
KM / Km / km	Kilo Meter
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value



<b>Term</b>	<b>Description</b>
NRE Account	Non Resident External Account
NRIs	Non Resident Indians
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PLR	Prime Lending Rate
RBI	The Reserve Bank of India
ROE	Return on Equity
RONW	Return on Net Worth
Rs. or M	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI (LODR) Regulations, 2015 / SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on September 2, 2015
Sec.	Section
Securities Act	U.S. Securities Act of 1933, as amended
STT	Securities Transaction Tax
TIN	Taxpayers Identification Number
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.

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## CERTAIN CONVENTIONS; PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Certain Conventions

All references to “India” contained in this Prospectus are to the Republic of India. In this Prospectus, our Company has presented numerical information in “lakhs” units. One lakhs represents 1,00,000.

### Financial Data

Unless stated otherwise, the financial data in this Prospectus is derived from our audited financial statements as on and for the Fiscal Years ended March 31, 2016, 2015, 2014, 2013 and 2012 and for six months period ended September 30, 2016 prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations and included in this Prospectus. Our Fiscal Year commences on April 1 and ends on March 31 of the following year. In this Prospectus, any discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, U.S. GAAP and 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 Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, the Companies Act and the SEBI Regulations on the financial disclosures presented in this Prospectus should accordingly be limited. We have not attempted to explain the differences between Indian GAAP, U.S. GAAP and IFRS or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in the section titled “*Risk Factors*”, chapters titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page nos. 10, 78, 142 of this Prospectus, respectively, and elsewhere in this Prospectus, unless otherwise indicated, have been calculated on the basis of our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations.

### Currency, Units of Presentation and Exchange Rates

All references to “Rupees”, “Rs.” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “US\$” or “US Dollars” or “USD” are to United States Dollars, the official currency of the United States of America.

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

### Definitions

For definitions, please see the Chapter titled “*Definitions and Abbreviations*” on page no. 1 of this Prospectus. In the Section titled “*Main Provisions of Articles of Association*” beginning on page no. 228 of this Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

### Industry and Market Data

Unless stated otherwise, the industry and market data and forecasts used throughout this Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government 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 and underlying assumptions are not guaranteed and their reliability cannot be assured. Further, the extent to which the industry and market data presented in this Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

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## FORWARD-LOOKING STATEMENTS

This Prospectus contains certain “forward-looking statements”. These forward-looking statements can generally be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “will”, “will continue”, “will pursue”, “seek to” or other words or phrases of similar import. Similarly, statements that describe our Company’s strategies, objectives, plans, prospects or goals are also forward-looking statements.

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Further the actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the Portfolio Management Services Industry in India where we have our businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India and overseas which have an impact on our business activities or investments, the monetary and fiscal policies of India and other jurisdictions in which we operate, inflation, deflation, unanticipated volatility in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. Other important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Increased in competition.
- Our ability to successfully implement our growth strategy and expansion plans;
- Our ability to meet our further capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other countries;
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally;
- The occurrence of natural disasters or calamities;
- Our inability to maintain or enhance our brand recognition;
- Inability to adequately protect our trademarks;
- Failure to successfully upgrade our products and service portfolio, from time to time.

For further discussions of factors that could cause our actual results to differ, please see the section titled “*Risk Factors*”, chapters titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page nos. 10, 78, 142 of this Prospectus, respectively.

By their nature, certain risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Forward-looking statements speak only as of this Prospectus. Our Company, our Directors, the Lead Manager, and their respective affiliates or associates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading approvals by the Stock Exchange.

## SECTION II - RISK FACTORS

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

Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. To obtain a complete understanding, you should read this section in conjunction with the chapters titled “Our Business” beginning on page no. 78, “Our Industry” beginning on page no. 63 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page no. 142 respectively, of this Prospectus as well as other financial information contained herein.

The following factors have been considered for determining the materiality of Risk Factors:

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP or IND AS, as restated in this Prospectus. 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 Abbreviations” beginning on page no. 1 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.

### INTERNAL RISK FACTORS

#### 1. There are certain on-going litigations or legal disputes pertaining to our Executive Director, Corporate Promoter and Group Company, the outcome of which could affect their financial condition and our goodwill.

Our company has no outstanding litigations or legal disputes as on date of this Prospectus. However; some of our Directors, Corporate Promoter and Group Companies have outstanding legal disputes with the income tax authorities, details of which are as summarized below:

Name of Assessee	Assessment Year	Amount of Disputed Tax (₹ in lakhs)	Status of Matter
Mr. Shripal Shah (Director)	AY 2011-12	NIL <sup>(1)</sup>	Commissioner of Income Tax (Appeals) [“CIT(A)”] and Income Tax Appellate Tribunal(“ITAT”) have allowed the appeals preferred by Mr. Shripal Shah.
Overskud Multi Asset Management Pvt. Ltd. (Group Company)	AY 2014-15	4.37 <sup>(2)</sup>	Appeal has been preferred by Overskud Multi Asset Management Pvt. Ltd. before the Commissioner of Income Tax (Appeals)[“CIT(A)”]. The matter is pending.

Name of Assessee	Assessment Year	Amount of Disputed Tax (₹ in lakhs)	Status of Matter
Aryaman Financial Services Limited (Corporate Promoter)	AY 1997-98	2.35 <sup>(2)</sup>	Appeal has been preferred by Aryaman Financial Services Limited. The matter is pending.

- (1) *The Assessing Officer (AO) had demanded tax of ₹ 12.84 Lakhs. Thereafter Mr. Shripal Shah had preferred an appeal with CIT(A); which was partly allowed, consequently reducing the tax demand to ₹ 4.95 Lakhs. Thereafter for the disallowed appeal portion; Mr. Shripal Shah had appealed before Income Tax Appellate Tribunal (ITAT); who had allowed the appeal in full. Hence as on date; there is no outstanding liability on part of the Director of the Company. However, if the Income Tax Authority prefers an appeal against the ITAT order dated December 09, 2016, then the liability of our director may extend to ₹ 4.95 lakhs excluding any such penalty or interest levied upto the date of payment as per applicable tax laws. Hence; this matter has been disclosed as an outstanding dispute.*
- (2) *The amounts mentioned above may be subject to additional interest rates and/or penalties being levied by the concerned authorities for delay in making payment. Amount of interest and/or penalty that may be levied is unascertainable as on the date of this Prospectus.*

There can be no assurance that these litigations will be decided in favour of our Promoters, our Directors and our group company 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, our Promoters and our Directors, 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 further details please refer “Outstanding Litigations and Material Developments” beginning on page no. 152 of this Prospectus.*

**2. *Our application for registration as Portfolio Manager is currently pending at SEBI. Inability to obtain or delay in obtaining such registration would materially affect our business plans, results of operations and financial conditions.***

Our company has vide letter dated October 18, 2016 applied to SEBI for registration under SEBI (Portfolio Managers) Regulations 1993, as amended from time to time. We have been corresponding with SEBI on their queries and requirements from time to time; and have received the letter from SEBI stating that the application has been found eligible for grant of registration subject to the payment of registration fees. We have paid the registration fees as required and now we expect to complete the registration with SEBI shortly; however we are yet to receive final registration certificate as on the date of this Prospectus.

The major business plans and activities proposed by our company require a prior registration under these regulations with SEBI and hence we have so far not begun any of those activities and are operationally not very active.

If we are unable to obtain such registration or if there is any inordinate delay in obtaining this registration; we may have to modify our business plans and proposed activities and hence this could potentially affect our future results of operations and financial conditions.

**3. *Our business model is yet to be executed fully. Our inability to execute our business strategies or teething issues would affect our next few financial results and operations.***

Our company was a small company with limited operations upto May 2016 providing corporate treasury and financial advisory services on a small scale. Our company became a subsidiary AFSL in May 2016 by way of infusion of capital vide shareholder resolution dated May 27, 2016 our company had modified its main objects, name and other particulars, with a view to become the asset management arm of the Aryaman Group.

Our company has thereafter built its business plans and proposed activities as entailed in “Our Business” beginning on page no. 78 of this Prospectus. Since most of our proposed activities require a prior registration as “Portfolio Manager” with

SEBI; we have applied and made necessary payment to SEBI for such registration and this registration is pending as on date. Hence, until we receive this registration we would not be able to launch our services or begin full-fledged operations as proposed by us. Hence, as on date of this Prospectus, our business model cannot be considered as “proven” by analysts or industry experts.

We understand that our proposed business model would require us time to sustain in highly competitive environment and require a well-funded balance sheet as well as ability to invest our own funds along with portfolio investors in order to provide that additional comfort and hence we propose to complete this IPO and get our company into a “zero debt”; strong balance sheet situation as soon as possible. However; our inability to obtain registrations and thereafter successfully launch our services could materially our business plans. Even though our management team has the relevant experience and networks to execute our plans; we may face teething issues such as not being able to garner investor support for our portfolio funds; or initially not being able to perform to investor expectations due to a bad market run etc.

Our inability to successfully operate our business or sustainable manage our growth could hence materially affect our results of operations and financial conditions.

**4. *Our future income and profit are largely dependent on the value and composition of assets under management, which may decline because of factors outside our control.***

Substantial portion of our future income is dependent on the total value and composition of assets under management ("AUM"), as our management fees are usually calculated as a percentage of AUM. Any decrease in the value or composition of AUM will cause a decline in income and profit. AUM may decline or fluctuate for various reasons, many of which are outside our control.

Factors that could cause AUM and income to decline include the following:

- *Declines in the Indian equity markets:* The AUM for our equity and, to a lesser extent, our balanced /hybrid portfolio accounts would be concentrated in the Indian equity markets. As such, declines in the equity markets or the market segments in which our investment portfolios would be concentrated will cause AUM to decline. The equity markets in India are volatile, which will contribute to fluctuations in our future AUM.
- *Changes in interest rates and defaults:* Many of our basic or customised portfolios would invest in fixed income securities, including short-term money market instruments. The value of fixed income securities may decline as a result of changes in interest rates, an issuer's actual or perceived creditworthiness or an issuer's ability to meet its obligations.
- *Withdrawals or Fund Exits:* Clients, in response to market conditions, inconsistent or poor investment performance, the pursuit of other investment opportunities, or other factors, may reduce their investments in our portfolio funds or the market segments in which our portfolios are concentrated. In a declining market, the price of exits or withdrawals may accelerate rapidly. Some of our proposed portfolio plans may not have an exit load (in order to attract investors), meaning clients can redeem/withdraw/exit these funds at anytime without any additional exit charges. Some of portfolio plans may not be discretionary and hence clients may choose not to reinvest with us after the completion of one or more investment deals and seek alternative forms of savings.

The rates for management fees differ depending on the type of fund and product. For example, fee levels for equity and balanced/hybrid funds are generally higher than the fee levels for income and liquid funds. Fee levels for debt funds vary significantly depending on market conditions and the type of fund. Accordingly, the composition of AUM also substantially affects the level of our income.

The amount of expenses funds can charge also is usually based on a percentage of AUM. We must reimburse funds for expenses incurred in excess of the pre-determined percentage. Accordingly, the value of AUM also can affect the level of our operating expenses. In addition, excluding any distribution or sales commission costs, most of our costs would not vary directly with AUM or income. As a result, our operating margins may fluctuate by a higher percentage than changes in income.

**5. *Underperformance of our investment portfolio(s) could lead to a loss of clients and reduction in AUM and result in a decline in our income.***

Investment performance is one of the most important factors for maintaining and growing AUM. Poor investment performance, either on an absolute or relative basis, could impair our income and growth because:

- existing clients might withdraw funds in favor of better performing products offered by our competitors, which would result in lower management fees;
- our ability to attract funds from existing and new clients might diminish; and
- negative absolute investment performance will directly reduce the value of our managed assets and hence our management fees.

In addition, we may from time to time reduce or waive investment management fees, or limit total expenses, on certain products or services for particular time periods to improve portfolio performance, manage portfolio expenses, or for other reasons, and to help retain or increase managed assets. If our income declines without a commensurate reduction in our expenses, our net income will be reduced.

Many of the investments proposed to be held by our portfolio plans could be illiquid and volatile, and could result in losses for the funds and we depend on market, economic and other conditions.

**6. *Our company is currently promoter driven and may face issues of growth management in the future.***

Our company is currently promoter driven; i.e. our core promoter family comprising of Mr. Shripal Shah; Mr. Shreyas Shah and Mrs. Meloni Shah have management and execution responsibilities. Currently our operations team also only comprises of other 4 staff members only. Even though we believe that for launching our services and for the first few reporting periods; we are well staffed and may not require substantial hiring; however; once our business grows and we add different product groups to our business model; we would need to hire other professionals with relevant industry knowledge and expertise. Our inability to manage our growth would materially adversely affect our future results of operations and financial conditions. Further, both our promoter director are not drawing any salary from the Company till date.

**7. *We are dependent on our corporate promoter for certain portions of our business operations.***

Our company is a subsidiary company of AFSL and shall continue to be a subsidiary company after the completion of this Issue. Our company is hence proposed like an asset management arm of our parent and would hence be dependent on our corporate promoter for certain key business operations related matters. For e.g. our company expects to be able to cross sell its products and services to the promoters or senior management staff of companies who would be advisory or transaction based clients of our corporate promoter; or our company operated from offices which are on sharing basis with our corporate promoter or it's another subsidiary – ACML.

Our corporate promoter may decide to divest their holdings in us or for other reasons not continue to operate in concert with our business plans. Hence; our inability to maintain relations with our corporate promoter within the legal laws of Chinese Walls etc. could materially adversely affect our business plans.

**8. *The proposed objects of the issue for which funds are being raised have not been appraised by any bank or financial institution. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.***

The objects of the issue for which the funds are being raised have not been appraised by any bank or financial institution. In the absence of such independent appraisal, the requirement of funds raised through this Issue, as specified in the chapter titled “Objects of the Issue” are based on the company’s estimates and internal research. We may have to revise our management estimates from time to time and consequently our funding requirements may also change. This may result in rescheduling of our expenditure plans and an increase or decrease in our proposed expenditure for a particular object. Deployment of these funds is at the discretion of the management and the Board of Directors of the company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.



**9. We have issued equity shares within the last twelve months at a price lower than our issue price.**

We have issued following equity shares in the twelve months to our promoters and promoter group at a price lower than the issue price:

Date of Allotment	Name of Allottee	No. of shares	Issue Price
May 31, 2016	Aryaman Financial Services Limited	23,00,000	10
	Mr. Shripal Shah	3,50,000	10
	Mr. Shreyas Shah	3,50,000	10
	<b>Total</b>	<b>30,00,000</b>	

**10. We may not be able to use all our intellectual properties in the future**

Our ability to protect our intellectual properties, namely our trademark / logo is restricted until we receive registered trademark from the appropriate authority. Following are the intellectual property registrations pending as on date:

Sr. No	Particulars of the mark	Word/ Label Mark	Applicant	Trademark/ Application Number	Issuing Authority	Class	Status
1		Device	Escorp Asset Management Limited	3460323	Trade Marks Registry, Mumbai	36	Pending Approval
2		Device	Escorp Asset Management Limited	3460322	Trade Marks Registry, Mumbai	36	Pending Approval

Our inability to register these intellectual properties in our name or an objection on the same may require us to change our trademark / logo and hence we may loose on the goodwill created so far on such intellectual property. Further, the same may involve costly litigations and penal provisions if the case may be.

**11. We do not own any of the office premises from which we operate.**

We do not own the office premises from which operate. We operate from separate zones created within the office premises of our Corporate Promoter and its subsidiary company – ACML.

The details of our property related arrangements are as shown below:

Sr. No.	Location	Utilisation	Terms of Occupation*
1.	60, Khatau Building, Gr. Floor, Alkesh Dinesh Modi Marg, Fort, Mumbai – 400 001	Registered Office	Pursuant to Office sharing agreement with AFSL valid upto 5 years beginning September 2016.
2.	718-A, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001	Corporate Office	Pursuant to Office sharing agreement with ACML valid upto 5 years beginning September 2016.

\*Our company does not pay any rent for these premises as per the office sharing agreement.

Both the above mentioned agreements are executed on stamp papers and signed by authorised representatives; however; they are not registered with the relevant government bodies.

Our inability to continue to occupy the zones allocated in these properties could result in our business having to shift locations and incur additional costs which could affect our results of operations and performance to that extent.



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***12. We may not be able to attract and retain senior investment professionals and other personnel, which may adversely affect our business.***

Competition for employees with the necessary experience, reputation and relationships in our industry is intense and we may not be successful in recruiting and retaining the required personnel that perform critical functions in our company. In addition, our investment professionals and senior sales and client service personnel would have direct contact with our clients and certain third party intermediaries, which can lead to strong relationships. Our proposed standard terms and conditions of employment would not limit the ability of these personnel to solicit our clients after termination of their employment, and therefore the loss of these personnel could jeopardize our relationships with certain clients and third party intermediaries and result in the loss of client accounts.

The inability to recruit and retain qualified personnel could affect our ability to provide an acceptable level of service to our clients and our ability to retain clients and attract new clients, each of which could have a material adverse effect on our business.

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

We require several statutory and regulatory permits, licenses and approvals to operate our business and projects, some of which our Company has either received, applied for or is in the process of application. Many of these approvals are granted for fixed periods of time and need renewal from time to time. While we believe that we will be able to obtain the required permits and approvals as and when required, there can be no assurance that the relevant authorities will issue any or all requisite permits or approvals in the timeframe anticipated by us, or at all. Non-renewal of the said permits and licenses would adversely affect our Company's operations, thereby having a material adverse effect on our business, results of operations and financial condition. Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business. For further details, please see chapters titled "Key Regulations and Policies" and "Government and Other Key Approvals" beginning on pages 87 and 158, respectively of this Prospectus.

***14. We are highly dependent on our Key Managerial Personnel.***

We are highly dependent on our key managerial personnel, to manage our current operations and meet future business challenges. The loss of the services of any of these persons could lead to a loss of clients or relationships with third-party intermediaries and may adversely affect our business and our financial results.

***15. Our business would be highly dependent upon computer-based systems to process transactions, and failure or problems with those systems may disrupt our business and limit our growth.***

Our business is highly dependent on our communications and information systems. We are also dependent on the communication and information systems of our key service providers, which includes various banks, brokers, depositories, custodians etc. Any failure or interruption of such systems, whether caused by fire, other natural disaster, power or telecommunications failure, acts of terrorism, a security breach, or war or otherwise, could have a material adverse effect on our business. Operational risk could arise from mistakes made in securities trading, the confirmation or settlement of transactions or from the improper recording of or accounting for transactions. We are highly dependent on our ability to process a large number of transactions on a daily basis, and rely on financial, accounting, trading, compliance and other data processing systems to do so. If any of these systems (or their back-up systems and procedures) do not function properly or are disabled, we could suffer financial loss, business disruption, liability to clients, regulatory intervention or damage to our reputation. We cannot be sure that a failure will not occur, or that back-up procedures and capabilities in the event of any such failure or interruption will be adequate.

***16. Employee misconduct could harm us by impairing our ability to attract and retain clients and subject us to significant legal liability and reputational harm.***

We would run the risk of employee misconduct in our business. For example, misconduct by employees could involve the improper use or disclosure of confidential information, which could result in regulatory sanctions and serious reputational or financial harm. In connection with our portfolio management services business, we may typically have the discretion to trade client's assets on the clients' behalf and we must do so by acting in the best interest of the client. Our employees are subject to a number of obligations and standards, and the violation of those obligations or standards may adversely affect our clients and us. It is not always possible to deter employee misconduct, and the precautions we take to detect and prevent this activity may not be effective in all cases.

***17. We may engage in strategic transactions and other business combinations that could create risks and harm our business and financial results.***

As part of our business strategy, we may from time to time pursue potential strategic transactions and other business opportunities, including acquisitions, dispositions, consolidations, joint ventures or similar transactions, some of which may be material. We may not find suitable candidates for such transactions at acceptable prices, have sufficient capital resources to accomplish our strategy, or be successful in entering into agreements for desired transactions. After completion, these transactions pose a number of additional risks and financial, managerial and operational challenges, including integration difficulties, contingent liabilities and disputes with counter-parties.

Business combinations may result in the loss of clients or employees or under-perform relative to expectations. We may also experience financial or other setbacks if business combinations encounter unanticipated problems, including problems related to execution or integration. Following the completion of an acquisition or joint venture, we may have to rely on the seller or joint venture partner to provide administrative and other support, including financial reporting and internal controls, to the acquired business or the joint venture. The seller or joint venture partner may not do so in a manner that is acceptable to us.

***18. Some of our corporate promoter or group companies may have a potential conflict of interest with us in the future.***

The memorandum of objects of our corporate promoter – AFSL and our other group companies– ACML; OMAMPL and MEPL allow these companies to undertake business activities similar of our proposed and current business activities. We believe that none of these companies have as part of their existed business model or business plans any such activity which competes with our business model; and also; none of these companies have or have applied for Portfolio Manager Registration with SEBI. But, since their company incorporation documents allow them to carry out these activities and we have not entered into any specific non-compete agreements; there exists to that extent a potential conflict of interest in the future.

***19. The interests of our Promoter or certain directors may conflict with our interests or with the best interests of our other shareholders. Any inappropriate resolution of such conflicts may adversely affect our business, results of operations and/ or the interests of our other shareholders.***

Being a small sized company, we are heavily dependent on our executive directors and their expertise for our strategic as well as day to day operations. The Executive Directors of our Company, Mr. Shripal Shah and Mr. Shreyas Shah are involved in the management of other Group and Associate companies promoted by them, including our Promoter Company – Aryaman Financial Services Limited. The directors common between our Company and other promoter's group companies are:

- a) Mr. Shripal Shah is a common director between our Company and our Promoter - AFSL, its subsidiary ACML and his promoted company – MEPL.
- b) Mr. Shreyas Shah is a common director between our Company and our Promoter - AFSL, its subsidiary ACML and his promoted company – MEPL.
- c) Mr. Darshit Parekh is a common director in our Company and Promoter - AFSL, its subsidiary ACML.
- d) Ms. Supriya Tatkar is a common director in our Company and Promoter subsidiary ACML.

We have not entered into any non-compete agreements with any of our Promoters, Promoter's group members and Group Companies. Our Promoters and/or our Directors and related entities have direct interests in the Shares Trading, Investments and Advisory Services in their individual capacity. They also hold direct and indirect interests in other companies (as mentioned above) which may have similar main objects clauses as our Company in their respective memoranda of association, and may be engaged in the financial services business and hence may compete with us to the extent permitted. Situations may therefore arise where such persons or companies are presented with, or identify, opportunities that may be or are perceived to be in competition with us.

In case of a conflict between us and AFSL or any other entity in which our directors or our promoter group members are interested, our Promoter or Directors may favor such other companies over us. Further, there may be situations in which they are unable to allocate sufficient time to our Company or effectively participate in the management of our Company, which could have a material adverse effect on our business.

We believe that none of these companies have as part of their existed business model or business plans any such activity which competes with our business model; and also; none of these companies have or have applied for Portfolio Manager Registration with SEBI. But, since their company incorporation documents allow them to carry out these activities and we have not entered into any specific non-compete agreements; there exists to that extent a potential conflict of interest in the future.

***20. We have not made any arrangements for meeting our regular working capital requirements. If our operations do not generate the necessary cash flow, our working capital requirements may negatively affect our asset portfolio related decisions and hence affect our financial condition.***

As on date, we have not made any arrangements for meeting our working capital requirements. We meet our working capital requirements through our owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt would result in us being unable to meet our working capital requirements, which in turn will negatively affect our financial condition and results of operations.

***21. The deployment of funds raised through this issue shall not be subject to any Monitoring Agency and shall be purely dependent on the management of the company.***

Since the issue size is less than ₹ 500 crores, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds rose through this issue is hence at the discretion of the management and the Board of Directors of the company and will not be subject to monitoring by any independent agency. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials.

***22. Our promoter – AFSL and our group company - ACML have been subject to certain statutory penal action in form of consent charges in the past.***

Certain violations or mistakes committed by the earlier management of AFSL were consented by the new management (Mr. Shripal Shah and family post their induction on the board after the open offer) and hence certain consent orders have been passed and relevant payments as prescribed in those orders by SEBI aggregating to ₹ 8.25 lakhs have been paid by AFSL. Also, for certain operational errors u/s 51 and Rules 20(5) and 20A of the Bombay Shops and Establishments Act, 1948; AFSL was penalized ₹ 0.27 lakhs by the Hon. Presidency Magistrate, Miscellaneous Court, Mumbai.

Further our group company and sister subsidiary – ACML has been subject to certain minor penalties aggregating to less than ₹ 1 lakhs (since incorporation till date) for unintentional errors in routine compliance items such as default in market making or delay in submission of Internal Audit Reports for 13 days by BSE.

Future instances of material monetary or non-monetary penalties against our company or our promoter or group companies could adversely affect our financial conditions and goodwill.

For further details, please refer to “*Outstanding Litigations and Material Developments*” beginning on page no. 152 of this Prospectus.

**23. We are exposed to risks attributable to derivatives trading.**

As part of our portfolio business, we may trade in derivative instruments in the securities, commodities and currencies markets, as permitted by applicable laws. Since these derivative instruments involve taking leveraged positions on the underlying assets, these are more risky to deal with compared to the other financial instruments. We may face financial losses if we fail to manage risks associated with these dealings in derivative instruments, particularly due to price and market volatility.

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

We have entered into transactions with our Promoters, our Group Companies and affiliates. While we believe that all such transactions have been conducted on an arm's length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties.

Furthermore, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. For further details, please refer to "Annexure XXII – Related Party Transactions" of the "Financial Statement" beginning on page no. 139 of this Prospectus.

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

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

**26. We have experienced negative cash flows and any negative cash flows in the future could adversely affect our financial conditions and results of operations.**

We have experienced negative cash flows in the recent past, the details of our standalone cash flows are given in the table below:

(₹ in lakhs)

Particulars	Six months ended Sep 2016	FY 2016	FY 2015	FY 2014
Cash Flow from Operating Activities	0.42	0.01	0.04	(0.00)
Cash Flow from Investing Activities	(424.50)	0.00	0.00	0.00
Cash Flow from Financing Activities	779.50	(0.00)	0.01	0.00

Sustained negative cash flows, especially if their operational in nature, could adversely affect our future financial condition.

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

Our Company faces significant competition in the businesses that we are involved in. In particular, we compete with other portfolio managers or financial advisory firms, both in India and abroad; and public and private sector funds operating in the markets in which we are present. In recent years, large international banks have also entered these markets. For further details, please refer to the paragraph titled "Competition", as contained in the chapter titled "Our Business", on page no. 85 of this Prospectus. We compete on the basis of a number of factors, including execution, depth of product and service offerings, innovation, reputation and price. Our competitors may have advantages over us, including, but not limited to:

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

In addition, it is possible that certain large financial services groups may decide to begin offering services that we believe would be our differentiating factor w.r.t competition, such PMS services with niche focus in SME Exchange listed companies thereby further intensifying the competition. These competitive pressures may affect our business, and our growth will largely depend on our ability to respond in an effective and timely manner to these competitive pressures.

**28. *We have not declared dividend on Equity Shares in the last five years and there can be no assurance that we will declare any dividends in future.***

We have not declared dividend on Equity Shares in last five years. The amount of dividend payments in future, if any, will depend upon several factors including our future earnings, financial condition, cash flows, working capital requirements and capital expenditures. There can be no assurance that we will pay dividend in future.

**29. *Our business would be subject to third-party litigation risk that could result in significant liabilities and reputational harm which could materially adversely affect our business and results of operations.***

In general, our views, research reports, or substantial investments in certain assets may expose us to the risk of litigation if our interest or views are in conflict with the management of such companies. Further, we may be subject to litigation arising from client dissatisfaction with the performance of our PMS or other advisory services. In addition, we are exposed to the risks of litigation or investigation relating to transactions which presented conflicts of interest that were allegedly not properly addressed. In such actions, we may be obligated to bear legal, settlement and other costs (which maybe in excess of available insurance coverage or indemnity to which we may be entitled). If we are required to incur all or a portion of such costs arising out of litigation or other proceedings, our business results of operations, financial condition and liquidity could be materially and adversely affected.

**30. *Our promoter company – AFSL’s management was changed in 2007-08 and hence we have limited knowledge and records of litigations, disputes etc. of the old management.***

AFSL was taken over by Mr. Shripal Shah and family in 2007-08. An open offer was given to all shareholders and after completing all SEBI and other statutory formalities, the management was changed. AFSL has achieved much better operational performance since then and there has not been any new dispute or litigation which has originated after this change in management and which is still outstanding. However, there may be certain old cases or disputes between AFSL and other parties which were initiated by or against the old management.

Since the last 8 years, while all such intimations of statutory lapses, or cases which we received or were made aware of have been cleared off, we are however, not fully aware if there are any additional unknown legal matters to which AFSL may be a party. The disclosures in this offer document pertaining to AFSL’s litigations and legal matters are subject to information readily available from public domains and our management shall not be liable for data which we do not possess due to the change in management.

**31. *Our Company may not have taken adequate insurance coverage to protect us against certain operating risks and this may have an adverse effect on the results of our business.***

We may not have taken adequate insurance coverage for a number of the risks associated with our business, such as insurance cover against loss or damage by fire, explosion, burglary, theft and robbery. To the extent that we suffer any loss or damage that is not covered by insurance, our business and results of operations could be adversely affected. For details of the insurance coverage taken by us see “*Our Business—Insurance*” on page no. 86 of this Prospectus.

**32. *Our Promoters and Directors may have interest in our Company, other than reimbursement of expenses incurred or remuneration.***

Our Promoters and Directors may be deemed to be interested to the extent of the Equity Shares held by them, or their relatives or our Group Entities, and benefits deriving from their directorship in our Company. Our Promoters are interested in the transactions entered into between our Company and themselves as well as between our Company and our Group Entities. For further details, please see the chapters titled “*Our Business*” and “*Our Promoters, Promoter Group and Group*”

Companies”, “Annexure XXII- Related Party Transactions” and “Financial Information” beginning on page nos. 78,109, 139 and 125 respectively, of this Prospectus.

**33. Substantial portion of our revenues has been dependent upon our few clients. The loss of any one or more of our major clients would have a material adverse effect on our business operations and profitability.**

For the period ended September 30, 2016, our top 5 clients contributed almost 100.00% of our sales. The loss of our major customers or a decrease in the volume of products sourced from us may adversely affect our revenues and profitability. We cannot assure you that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our operations and profitability.

## **EXTERNAL RISK FACTORS**

**34. AUM and the future of the fund management industry is dependent on the performance of the Indian economy and securities market, and any slowdown, decline or volatility in the economy and markets may adversely affect our business and financial results.**

AUM and the future of the Indian portfolio management; investment advisory or asset management segment is heavily dependent on how the Indian securities market and the Indian economy perform. According to the RBI Annual Report 2016, the GDP of India is estimated to have increased 7.6% during the last fiscal year. During the same period, according to SEBI, the AUM in the portfolio management segment in India grew from ₹. 9,27,385 Crore to ₹ 10,45,428crore. Any slowdown or a downturn in the Indian economy will adversely affect our business and financial results.

According to IMF World Economic Outlook Update (January 2016), Indian economy is expected to grow at 7-7.75 per cent during FY 2016-17, despite the uncertainties in the global market. The Economic Survey 2015-16 had forecasted that the Indian economy will growing by more than seven per cent for the third successive year 2016-17 and can start growing at eight per cent or more in next two years. Foreign direct investment (FDI) in India have increased by 29 per cent during October 2014-December 2015 period post the launch of Make in India campaign, compared to the 15-month period before the launch.

As per SEBI Annual Report 15- 16, The AUM of the portfolio management industry increased by 12.7 per cent to ₹ 10,45,428 crore from ₹ 9,27,385 crore in 2014-15. The discretionary services offered to EPFO/PFs constituted 70.3 per cent of the total assets under the management of portfolio managers followed by advisory services which constituted 16.7 per cent. In 2015-16, the AUM of discretionary portfolio managers, managing EPFO/PF funds, increased by 16.4 per cent over the previous year.

As per BSE historical data available, there has been a growth trend in each of their indices. As compare to previous year, there has been 33.47% growth in S&P BSE SME IPO sector which is highest among all other indices. The only index which was in negative 0.30% was S&P BSE IPO. All other indices such as S&P BSE Mid Cap was positive 7.97% followed by S&P BSE 200, S&P BSE 500, S&P BSE 100 and S&P BSE Small Cap where positive 3.95%, 3.78%, 3.57% and 1.77% respectively

The recent high rate of growth cannot be expected to continue, and this may affect the level of our AUM and our financial results.

As per PMS Regulation, the Portfolio Manager shall not accept from the client, funds or securities worth less than twenty five lakhs rupees and other regulatory developments such as further increase in minimum portfolio investments or higher regulation in financial planning sector may affect our business models and plans.

**35. The securities business in India may be adversely affected by changes in the present favourable tax regime.**

Under the Indian income tax regime, long term capital gains received by domestic investors in respect of listed equity shares is exempt from income tax. In addition, no tax is payable on dividend income earned by domestic investors (non-individuals) or upto ₹ 10 lakhs (for individuals). Further short term capital gains are taxed @ 15%. Investors in equity have to pay securities transaction tax ("STT") at the rate of 0.125% on their transactions any change in the present tax regime

may adversely affect our business as it may drive investors away from investing in our products or strategies and towards other more tax-efficient saving instruments.

**36. *The portfolio management industry is regulated and non-compliance with or change in any existing regulations may adversely affect our business.***

As a portfolio management and related advisory services provider we would be regulated by SEBI under the SEBI (Portfolio Managers), 1993, as amended from time to time. SEBI also issues guidelines from time to time. If we fail to comply with any regulations or guidelines, we may be subject to fines, sanctions and court proceedings. Compliance or other costs may rise due to changes in regulations, which may reduce our profit or put us at a competitive disadvantage.

SEBI will have the power to inspect our books from time to time and ensure that we are in compliance with SEBI regulations. Failure to comply with regulations may adversely affect our relationship with SEBI and may lead to regulatory actions which includes fines or sanctions imposed by SEBI and in some circumstances could lead to revocation of our license to function as an PMS and related services company.

**37. *Any slowdown in economic growth in India could cause our business to suffer.***

We are incorporated in India, and substantially all of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. A slowdown in the Indian economy could adversely affect our business, including our ability to grow our assets, the quality of our assets, and our ability to implement our strategy. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in Indian interest rates or inflation;
- any scarcity of credit or other financing in India;
- prevailing income conditions among Indian consumers and Indian corporations;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- variations in exchange rates; changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- natural disasters in India or in countries in the region or globally, including in India's neighbouring Countries;
- prevailing regional or global economic conditions, including in India's principal export markets; and
- other significant regulatory or economic developments in or affecting India or its SME Exchange or Small cap and mid cap companies.
- any slowdown in the Indian economy or in the growth of the sectors we participate in or future volatility in global commodity prices could adversely affect our borrowers and contractual counterparties. This in turn could adversely affect our business and financial performance and the price of our Equity Shares.

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

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Terrorist attacks and other acts of violence may adversely affect the Indian stock markets, where our Equity Shares will trade, and the global equity markets generally.

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

Prior to this Issue, there has been no public market for our Equity Shares. Our Company has appointed BCB Brokerage Pvt. Ltd. as Designated Market Maker for the equity shares of our company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets and Finance industry, changes in the estimates of our

performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could materially affect the price of our Equity Shares. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue. For further details of the obligations and limitations of Market Makers please refer to the chapter titled “*General Information*” beginning on page no. 37 of this Prospectus.

***40. Intense competition from existing and new entities may adversely affect our revenues and profitability.***

The financial services industry is rapidly evolving, intensely competitive and has few barriers to entry. We expect competition to continue and intensify in the future. We face significant competition from companies seeking to attract clients’ financial assets, including traditional and online brokerage firms, mutual fund companies and institutional players, having wide presence and a strong brand name. Many of our competitors are larger institutions, which may have much larger customer bases and, in turn, lower costs of funds, larger branch networks and more capital than we do. In addition, some of our competitors also offer a wider range of services and financial products than we do. Some of the banks with which we compete may be more flexible and better-positioned to take advantage of market opportunities. In particular, private banks in India and many of our competitors outside of India may have operational advantages in implementing new technologies and rationalising branches. These competitors may be able to respond more quickly to new or changing opportunities, technologies and client requirements. They may also be able to undertake more extensive promotional activities, offer more attractive terms to clients and adopt more aggressive pricing policies. These competitive pressures affect the industry in which we operate as a whole and our future success will depend in large part on our ability to respond in an effective and timely manner to these competitive pressures.

As we enter newer markets and launch new products and services, we are likely to face additional competition from those who may be better capitalized, have longer operating history, have greater retail and brand presence, and better management than us. If we are unable to manage our business it might impede our competitive position and profitability.

We may not be able to compete effectively with current or future competitors and competitive pressures faced by us may harm our business.

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

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude.

***42. Our ability to raise foreign capital may be constrained by Indian law.***

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, if at all. Limitations on raising foreign debt may have an adverse effect on our business.

***43. Our business operations are vulnerable to interest rate risk.***

Our business is indirectly vulnerable to interest rate risk as it affects the willingness of customers to borrow and invest their funds with us generally. Any adverse movement in interest rates could materially and adversely affect our business and financial condition. In the event of rising interest rates, borrowers may not be willing to pay us correspondingly higher



interest rates on their borrowings and may choose to repay their loans if they are able to switch to more competitively priced loans offered by other players. Any inability on our part to retain customers as a result of rising interest rates may adversely impact our earnings in future periods, which could have an adverse effect on our business, prospects, financial condition and results of operations.

**44. *Certain companies in India, including our Company, are required to prepare financial statements under Ind AS. The transition to Ind AS in India is very recent and still unclear and our Company may be negatively affected by these changes.***

Our financial statements, including the restated financial information included in this Prospectus are prepared in accordance with Indian GAAP and restated in accordance with the requirement of SEBI ICDR Regulations. 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 IFRS or U.S. GAAP. IFRS and U.S. GAAP differ in significant respects from Indian GAAP.

On February 16, 2015, the MCA issued the Companies (Indian Accounting Standards) Rules, 2015 which became effective from April 1, 2015. All companies except banks, insurance companies and NBFCs can apply these Rules and voluntarily adopt Ind AS in the financial year beginning on or after April 1, 2015. A separate transition roadmap was issued on January 18, 2016 for banks, insurance companies and NBFCs. Pursuant to this roadmap, our Company will have to transition to Ind AS for the financial year beginning on April 1, 2015.

As Ind AS differs in certain respects from Indian GAAP on several significant areas, there can be no assurance that our Company's financial condition, results of operation, cash flow or changes in shareholders' equity will not be presented differently under Ind AS and under Indian GAAP or IFRS. When our Company adopts Ind AS reporting, it may encounter difficulties in the ongoing process of implementing and enhancing its management information systems. Our management may also have to divert its time and other resources for successful and timely implementation of Ind AS. There can be no assurance that the adoption of Ind AS by our Company will not adversely affect its results of operations or financial condition. Any failure to successfully adopt Ind AS in accordance with the prescribed timelines may have an adverse effect on the financial position and results of operations of our Company.

**45. *Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, prospects, results of operations and, financial condition.***

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, prospects, results of operations and financial condition, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

The GoI proposed to revamp the implementation of direct taxes by way of the introduction of the Direct Taxes Code (“DTC”).

The Government of India has proposed a comprehensive national goods and services tax (“GST”) regime that will combine taxes and levies by the Central and State Governments into a unified rate structure. Although the legislative bill has been passed by both houses of Parliament, we are unable to provide any assurance as to the exact date of when GST is to be introduced or any other aspect of the tax regime following implementation of the GST. Further, any disagreements between certain state governments may also create further uncertainty towards the implementation of the GST. Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.

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

We have not determined the impact of these proposed legislations on our business. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be

time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

**46. Any trading closure at the BSE may adversely affect the trading price of our Equity Shares.**

The regulation and monitoring of Indian securities markets and the activities of investors, brokers and other participants differ, in some cases significantly, from those in Europe and the U.S. The BSE have in the past experienced problems, including temporary exchange closures, broker defaults, settlements delays and strikes by brokerage firm employees, which, if continuing or recurring, could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares, in both domestic and international markets. A closure of, or trading stoppage on the BSE could adversely affect the trading price of the Equity Shares.

**Prominent Notes**

1. Investors are free to contact the Lead Manager for any clarification, complaint or information pertaining to the Issue. The Lead Manager and our Company shall make all information available to the public and investors at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever.
2. The Net Worth of our Company is ₹ 524.55 lakhs and ₹ 1.18 lakhs and the book value of each Equity Share was ₹ 11.54 and ₹ 10.25 as of September 30, 2016 and March 31, 2016 respectively, as per our Restated Financial Statements. For more information, please refer the Section titled “*Financial Information*” beginning on page no. 125 of this Prospectus
3. Public Offer of 21,60,000 Equity Shares at price of ₹ 15 per share aggregating to ₹ 324.00 lakhs. The Issue will constitute 32.38% of the post-issue paid-up Equity Share capital of our Company.
4. Investors are advised to refer to the chapter titled “*Basis for Issue Price*” beginning on page no. 58 of this Prospectus
5. The average cost of acquisition of Equity Shares by our Promoters is.

Promoters	Average cost (₹)
Aryaman Financial Services Limited	11.71
Mr. Shripal Shah	11.49
Mr. Shreyas Shah	11.49

6. There are no financing arrangements whereby the Promoter, Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of (six) months immediately preceding the date of the Draft Prospectus.
7. The details of transactions by our Company with our Group Companies during the last year are disclosed under “*Annexure XXII - Related Party Transactions*” on page no. 139 of this Prospectus.

Our Company was incorporated as Escorp Financial Services Private Limited on February 13, 2011 under the Companies Act, 1956 with the Registrar of Companies, Mumbai bearing Registration No. 213451. The name of the Company was changed to Escorp Industries Private Limited vide Special Resolution dated July 02, 2013 and the name change certificate was issued on July 23, 2013. Again, the name of the Company was changed to Escorp Asset Management Private Limited vide Special Resolution dated August 03, 2016 and the certificate for the same was issued on August 18, 2016. The status of the Company was changed to public limited and the name of our Company was changed to Escorp Asset Management Limited vide Special Resolution dated September 28, 2016. The fresh certificate of incorporation consequent to conversion was issued on October 14, 2016 by the Registrar of Companies, Mumbai. The Company’s Corporate Identity Number is U17121MH2011PLC213451.

## SECTION III: INTRODUCTION

### SUMMARY OF OUR INDUSTRY

#### Types of financial markets

The financial markets can broadly be divided into money and capital market.

**Money Market:** Money market is a market for debt securities that pay off in the short term usually less than one year, for example the market for 90-days treasury bills. This market encompasses the trading and issuance of short term non equity debt instruments including treasury bills, commercial papers, bankers acceptance, certificates of deposits, etc.

**Capital Market:** Capital market is a market for long-term debt and equity shares. In this market, the capital funds comprising of both equity and debt are issued and traded. This also includes private placement sources of debt and equity as well as organized markets like stock exchanges. Capital market can be further divided into primary and secondary markets.

#### Secondary Market

Secondary Market refers to a market where securities are traded after being initially offered to the public in the primary market and/or listed on the Stock Exchange. Majority of the trading is done in the secondary market. Secondary market comprises of equity markets and the debt markets.

For the general investor, the secondary market provides an efficient platform for trading of his securities. For the management of the company, Secondary equity markets serve as a monitoring and control conduit—by facilitating value-enhancing control activities, enabling implementation of incentive-based management contracts, and aggregating information (via price discovery) that guides management decisions.

### EQUITY CAPITAL MARKETS

#### Primary Markets

Primary markets play the role of mobilizing the capital to the corporate both private and public. A healthy and efficient primary market is reflective of the economic stability that further accentuates the investor markets have seen a revival in the activity the global scenario. The primary market for equity, which consists of both the ‘initial public offering’ (IPO) market and the ‘seasoned equity offering’ (SEO) markets, experienced considerable activity in 2004 and 2005. During 2015-16, companies have raised ₹ 58,167 crore through 108 issues compared to ₹ 19,203 crore raised through 88 issues during 2014-15, which means that the number of issues have increased alongwith the increase in overall amount. The trends in the last few years in the primary markets in India are illustrated in the table below:

Year/ Month	Total		Category-wise				Issue-type				Instrument-wise							
			Public		Rights		Listed		IPOs		Equities				CCPS/FCDs*		Debt	
	No. of issues	Amount (₹ crore)	No. of issues	Amount (₹ crore)	No. of issues	Amount (₹ crore)	No. of issues	Amount (₹ crore)	No. of issues	Amount (₹ crore)	At Par		At Premium		No. of issues	Amount (₹ crore)	No. of issues	Amount (₹ crore)
											No. of issues	Amount (₹ crore)	No. of issues	Amount (₹ crore)				
2014-15	88	19,202	70	12,453	18	6,750	42	15,892	46	3,311	8	49	55	8,740	1	1,000	24	9,413
2015-16	108	58,167	95	48,928	13	9,239	34	43,351	74	14,815	13	672	74	23,382	0	0	21	34,112
2016-17\$	74	47,115	71	46,497	3	618	13	24,511	61	22,604	1	3	63	23,220	0	0	10	23,893
Apr-16	5	3,572	5	3,572	0	0	0	0	5	3,572	1	3	4	3,569	0	0	0	0
May-16	8	1,746	7	1,671	1	75	4	975	4	772	0	0	5	847	0	0	3	899
Jun-16	11	2,518	11	2,518	0	0	1	1,000	10	1,518	0	0	10	1,518	0	0	1	1,000
Jul-16	4	2,159	4	2,159	0	0	1	500	3	1,659	0	0	3	1,659	0	0	1	500

Year/ Month	Total		Category-wise				Issue-type				Instrument-wise							
			Public		Rights		Listed		IPOs		Equities				CCPS/FCDs*		Debt	
	No. of issues	Amount (₹ crore)	No. of issues	Amount (₹ crore)	No. of issues	Amount (₹ crore)	No. of issues	Amount (₹ crore)	No. of issues	Amount (₹ crore)	At Par		At Premium		No. of issues	Amount (₹ crore)	No. of issues	Amount (₹ crore)
											No. of issues	Amount (₹ crore)	No. of issues	Amount (₹ crore)				
Aug-16	10	16,636	9	16,136	1	500	3	14,500	7	2,136	0	0	8	2,636	0	0	2	14,000
Sep-16	32	15,196	31	15,153	1	43	4	7,537	28	7,660	0	0	29	7,703	0	0	3	7,493
Oct-16	4	5,287	4	5,287	0	0	0	0	4	5,287	0	0	4	5,287	0	0	0	0

Note:

1. The total provides category-wise total of any of the three sub-categories viz. public plus rights or issuer-type(listed plus IPOs) or instrument-wise(equities plus CCPS/FCDs plus debt).
2. Amount for public debt issue for last two months is provisional.
3. All the Issues are compiled from the Prospectus' of Issuer Companies filed with SEBI.
4. \* CCPS: Compulsory Convertible Preference Shares, FCDs: Fully Convertible Debentures.
5. Equity public issues also include issues listed on SME platform.

\$ indicates as on October 31, 2016.

Source: SEBI.

(Source: SEBI Bulletin April 2016 & November 2016)

Also, another table which further shows the increasing trend towards smaller size issues is as seen below:

Year/ Month	Total		< 5 crore		≥ 5crore - < 10crore		≥ 10 crore - < 50 crore		≥ 50 crore - < 100 crore		≥ 100 crore	
	No. of issue	Amount (₹ crore)	No. of issue	Amount (₹ crore)	No. of issue	Amount (₹ crore)	No. of issue	Amount (₹ crore)	No. of issue	Amount (₹ crore)	No. of issue	Amount (₹ crore)
2014-15	88	19,202	23	75	11	89	11	227	2	109	41	18,702
2015-16	108	58,166	29	80	13	82	9	166	7	487	50	57,350
2016-17\$	74	47,115	16	52	14	94	14	303	1	75	29	46,591
Apr-16	5	3,572	1	3	0	0	1	31	0	0	3	3,538
May-16	8	1,746	0	0	3	21	0	0	1	75	4	1,650
Jun-16	11	2,518	4	11	2	14	2	54	0	0	3	2,439
Jul-16	4	2,159	0	0	0	0	1	11	0	0	3	2,148
Aug-16	10	16,636	1	2	2	15	1	14	0	0	6	16,606
Sep-16	32	15,196	10	36	7	45	8	179	0	0	7	14,936
Oct-16	4	5,287	0	0	0	0	1	13	0	0	3	5,274

\$ indicates as on October 31, 2016.

Source: SEBI.

(Source: SEBI Bulletin April 2016 & November 2016)

### Secondary Markets

During the year 2015-16, Indian Equity markets remained subdued mainly on account of the turmoil in Global Equity Markets in August 2015. The benchmark indices Sensex and Nifty reached their maximum on April 13, 2015 when they touched the highest levels of 29,044 and 8,834 respectively.

(Source: Annual Report-SEBI 15-16)

The Sensex and the Nifty touched their intraday highs of 27,488.3 and 8,506.2 on October 05, 2016 respectively.

(Source: Sebi Bulletin-Nov16)

In fact the broader Indian Equity market has been performing well among overall gloom in the industry and economy which can be seen below:

	2016-17\$	2015-16	Oct-16	Sep-16	Percentage change over previous month
1	2	3	4	5	6
<b>A. Indices</b>					
S&P BSE Sensex	27,930	25,342	27,930.2	27,866.0	0.2
Nifty 50	8,626	7,738	8,625.7	8,611.2	0.2
<b>B. Market Capitalisation</b>					
BSE	1,14,06,693	94,75,328	1,14,06,693	1,10,73,648	3.0
NSE	1,11,61,049	93,10,471	1,11,61,049	1,08,66,063	2.7
<b>C. Gross Turnover</b>					
BSE	3,76,061	7,40,089	64,510	75,915	-15.0
NSE	23,43,732	42,36,983	3,85,163	4,58,920	-16.1
<b>D. P/E Ratio</b>					
S&P BSE Sensex	21.1	19.3	21.1	20.9	0.9
Nifty 50	23.3	20.9	23.3	23.4	-0.4
<b>E. No. of Listed Companies</b>					
BSE	5,867	5,911	5,867	5,843	0.4
NSE	1,836	1,808	1,836	1,822	0.8

Source: BSE, NSE

(Source: SEBI Bulletin – April 16)

Reflecting the slightly upward trend in market movements, the market capitalisation of BSE and NSE rose by 3.0 percent and 2.7 percent to ₹ 1,14,06,693 crore and ₹ 1,11,61,049 crore respectively, at the end of October 2016 from ₹ 1,10,73,648 crore and ₹ 1,08,66,063 crore respectively, recorded at the end of September 2016.

## PORTFOLIO MANAGEMENT / ASSET MANAGEMENT SECTOR IN INDIA

According to SEBI “A portfolio manager is a body corporate who, pursuant to a contract or arrangement with a client, advises or directs or undertakes on behalf of the client (whether as a discretionary portfolio manager or otherwise), the management or administration of a portfolio of securities or the funds of the client.” In India major brokerage firms, asset management companies and independent experts provide portfolio management services to clients

### Current Scenario

Trends in Portfolio Management Services Total assets under management (AUM) of portfolio management services (PMS) industry has increased by 1.0 percent to ₹ 11,62,243 crore in October 2016 from ₹ 11,50,343 crore in September 2016. As on October 31, 2016, AUM of discretionary PMS constitute 77.3 percent of the total AUM of PMS followed by advisory PMS (16.6 percent) and non-discretionary PMS (6.0 percent). In terms of number of clients, discretionary services category leads with total of 58,695 clients, out of 65,413 clients in PMS industry, followed by nondiscretionary category with 4,585 clients and advisory category with 2,133 clients.

(Source: Sebi)

The asset management industry in India is among the fastest growing in the world. Corporate investors accounted for around 45.9 per cent of total AUM in India, while High Net Worth Individuals (HNI) and retail investors account for 28.6 per cent and 22.9 per cent, respectively. In the Asia-Pacific, India is among the top five countries in terms of HNIs.

(Source: IBEF)

### Asset under Management by Portfolio Manager

Portfolio management industry in India is steadily growing with the rise an increase in the number of HNIs and also in wealth. This is evident in the expanding clientele base of the portfolio management industry. The number of clients taking discretionary and non-discretionary services increased, while those opting for advisory services decreased in 2015-16. The trend of the assets managed by portfolio managers is seen in the table below:



Year	No. of Clients				AUM (₹ crore)				
	Discretionary	Non-Discretionary	Advisory	Total	Discretionary (EPFO/PFs)	Discretionary (Non EPFO/PFs)	Non-Discretionary	Advisory	Total
1	2	3	4	5	6	7	8	9	10
2014-15	40,558	3,297	2,851	46,706	6,31,091	68,213	47,957	1,80,123	9,27,385
2015-16	46,088	3,915	2,285	52,288	7,34,892	76,141	60,122	1,74,272	10,45,428

Note: The data has been compiled on the basis of information submitted by portfolio managers to SEBI

(Source: SEBI Annual Report 15-16)

### **Total Assets under Management of Mutual Funds:**

Assets under management (AUM) is a financial term denoting the market value of all the funds being managed by a financial institution (a mutual fund, hedge fund, private equity firm, venture capital firm, or brokerage house) on behalf of its clients, investors, partners, depositors, etc

Assets Under Management (AUM) of mutual funds in India rose 14 percent to ₹ 13.53 lakh crore, in financial year 2015-16, driven largely by inflows into equity schemes and higher participation from small town investors. The AUM stood at ₹ 11.88 lakh crore at the end of financial year 2014-15, PTI reported, citing statistics released by industry body, the Association of Mutual Funds in India (AMFI). The Mutual Fund (MF) industry added 53 lakh investor accounts during financial year 2015-16, taking the total number of folios to ₹ 4.7 crore.

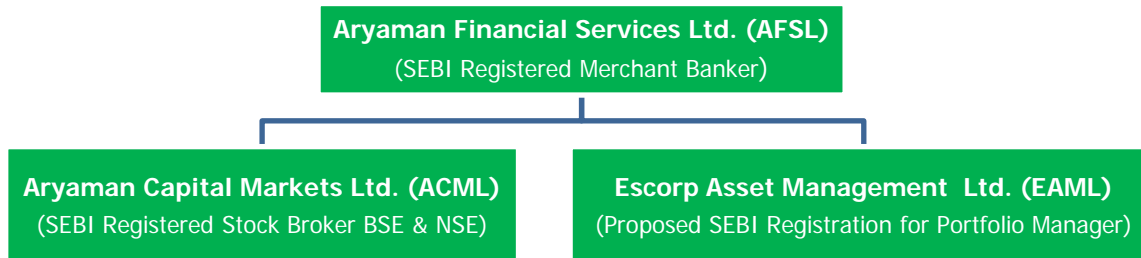
(Source: <http://www.ibtimes.co.in/assets-under-management-mutual-funds-grows-14-fy16-673327>)

## SUMMARY OF OUR BUSINESS

### OVERVIEW

#### About our group

Our company is a subsidiary company of Aryaman Financial Services Limited which is the flagship company of the Aryaman Group. Aryaman Group is a Financial Services player having interests in Merchant Banking, Investment Banking, Corporate Advisory, Stock Broking, Market Making and Equity Investments. The diagram below further illustrates the group's business model and structure:



AFSL, our corporate promoter is actively involved in the business of Merchant Banking and has completed 2 Main Board IPOs, 21 SME IPOs, 18 Open Offers, 1 Delisting Offer, and many other valuation and corporate advisory activities since the change in management in 2007 - 08. AFSL has been a pioneer in the field of SME IPOs having been the first Merchant Banker to complete an SME IPO and list the same on an SME Exchange in India. AFSL has received the award for being one of the "Top Performing" Merchant Bankers in the SME Segment from BSE for three years since beginning of this segment in 2012. The market making and group proprietary investment and trading activity are being carried out through ACML.

Both AFSL and ACML are listed on BSE and BSE SME respectively and are having an aggregate market capitalisation of around ₹ 5,000 lakhs.

#### About our company

Our company represents the asset management arm of the group, and proposes to carry out the following key business activities:



In October 2016, we have applied to SEBI for registration under SEBI (Portfolio Managers) Regulations 1993, as amended from time to time and have received the letter from SEBI stating that the application has been found eligible for grant of

registration and have paid the registration fees as required, however we are yet to receive final registration certificate as on the date of this Prospectus.

We propose to utilise the group's growing network and intellect and cross sell our products / services as well as add new clients and client groups in the ambit of the group. In line with the group's current strength; we aim to position ourselves within the investment community as an alternative asset management company with unique focus on SME sector and its growth opportunities. Further we propose to provide professional global standard services in fields of financial planning and tax advisory; which we believe are being serviced currently in India in a highly unorganised manner.

Our net worth and total balance sheet size as on September 30, 2016 was ₹ 524.55 lakhs and ₹ 794.68 lakhs respectively.

## **Our Strengths**

### ***Qualified and Experienced Directors***

Our company is led by Mr. Shripal Shah and Mr. Shreyas Shah who are well qualified and experienced in the finance and legal fields. For further details regarding the education qualifications, experience and other relevant details of our Directors (who are also the natural persons owning our corporate promoter) please refer to "*Our Management*" beginning on page 97 of this Prospectus. We believe that since our Directors have been actively involved in the Financial Services Industry and have gained requisite domain knowledge, experience, and industry networks they would be able to adequately exploit opportunities in our sector going forward and help us in improving our operational performance and brand value.

### ***Strong Market Presence of our Corporate Promoter***

Our proposed services would have a focus and niche in our ability to identify risk adjusted return giving opportunity in Small Cap and Mid Cap segment for our clients. We believe that our group's investment banking and advisory businesses will help us better recognize investment opportunities and we believe this unique synergy will help make better investment decisions and identify long term as well as short term risk adjusted return giving opportunities in this segment. Further, in order get leads and new clients for our services; our corporate promoter's well established network among other body corporates or their senior management executives would help us cross sell our products due to the already created goodwill of our corporate promoter. For e.g. if our corporate promoter is advising a corporate on its equity issuance; we can simultaneously provide trust advisory or succession planning to the promoter of such company in line with the overall vision of the promoter family.

### ***Low Debt and sustainable balance sheet situation***

Post our acquisition by Aryaman Financial Services Limited in May 2016 (by way of share subscription), we have increased our capital base and hence have become a well-capitalized company. Further; through this issue we propose to improve our equity capitalizations. Post the completion of this issue we would have paid off all of our outside indebtedness incurred upto December 31, 2016. We believe that this is a unique balance sheet situation in such uncertain times and hence would help us raise debt and when required in the future as well as ensure our long term sustainability. Further, being a well-capitalised firm would allow us to be able to take greater risks in hiring professionals in the future and augment our abilities to bear operating negative cash flows as and when required to develop a new line a business.

### ***One Stop Shop for individuals; HNIs and Corporates in personal finance***

We propose to provide institutional fund management advisory, personal investment advisory; portfolio management (discretionary and non-discretionary); research advisory services, tax advisory and financial planning services to individuals; HNIs; family offices and corporates. We believe that our strategy to provide all kinds of personal finance services to all segments of the client base without any discrimination of size of client would position us a one-stop shop for our current and future client needs.



## Our Strategies

### *Focus on under serviced or unorganised segments of personal finance*

As compared to large corporates; who have large law firms and AMCs advising on personal capital creation and wealth management; many small and medium sized company promoters are normally seen to be managing their personal wealth without any professional guidance or through non specialists such as Chartered Accountants or friends and relatives. The large AMCs do not provide a focused service approach for this customer segment due to size as well as legal complications. We believe that there lies a service gap for this segment and we propose to position ourselves in this segment in order to gain first mover advantage in providing specialist services to these or similar underserved or unorganised customer segment. In order to scale our offerings we may also engage technology partners to provide tech based solutions to smaller than required clients in the future. Further we believe that this segment of customers may be low margin clients initially but going forward they would pay long term returns for our company due to the high loyalty and trust oriented decision making of this segment.

### *Unique Equity Advisory due to focus on SME Exchanges*

Since our group has been involved in the SME exchange related services since its inception; we have an insight of developments in this segment. The trends in the various other key indices of the equity capital markets in the last few years are as shown below:

Indices	2014	% change over last year	2015	% change over last year	2016	% change over last year
S&P BSE Mid Cap	10372.58	54.69%	11143.08	7.43%	12031.34	7.97%
S&P BSE Small Cap	11087.07	69.24%	11836.71	6.76%	12046.13	1.77%
S&P BSE 100	8369.27	32.28%	8097.57	(3.25%)	8386.69	3.57%
S&P BSE 200	3428.09	35.47%	3377.51	(1.48%)	3511.05	3.95%
S&P BSE 500	10721.62	36.96%	10634.22	(0.82%)	11036.44	3.78%
S&P BSE IPO	2815.35	81.78%	3355.87	19.20%	3345.94	(0.30%)
S&P BSE SME IPO	1084.28	139.64%	802.27	(26.01%)	1070.8	33.47%

(Source: [www.bseindia.com](http://www.bseindia.com))

As seen above, there has been significant growth in S&P BSE SME IPO. Even though these returns are for everyone to see and analyse many professional portfolio management or asset management companies have not been actively trading or investing in these stocks due to their lower market awareness. Our ability to provide sound investment advisory or fund management with focus on investing in this segment would provide us a niche and hence an entry point with existing PMS or Investment Advisory clients and over time we can sell other products of our business to them.

### *Focus on global standard of personal finance*

Our promoters are having financial and legal backgrounds. As compared to other developed countries where financial planning is almost a given for each HNI; in India this space is highly unorganised. India is on a verge of modifying tax and other laws w.r.t. estate and inheritance etc. and many of the wealth currently being held in form of HUFs or individual firms or family corporate holding companies would need to adapt to other forms such as family trusts etc. Accordingly we propose to be able to position ourselves with the intellect of global standards and practices for managing wealth and hence ensure highest quality path breaking services for clients.

### *Develop an additional brand and revenue stream for the group*

Despite being part of the Aryaman Group; we have opted for a name which is different. We propose to ensure that Aryaman becomes a brand within the corporate sector for advisory; and we develop our own identity and brand within the personal finance space thereby being able to benefit from multiple brands as well as be able to take strategic financial and operating partners in our company in the future to add business segments which we cannot build organically. We have applied for registration of our new logo and are awaiting the same. For details of our application please refer to “*Intellectual Property*” on page no. 86 of this Prospectus. Further; our group has been instrumental in listing some of the top performing

companies on SME exchanges in India; and hence has a regular investor base which invests in these IPOs or secondary offerings. Currently; these investors invest in their personal capacity and the entire profit / loss of the investment is their personal beneficiary. We believe that having an in house PMS would help the group harness these opportunities and become partner in long term capital appreciation of these companies along with increasing investor base for the group.

**SUMMARY OF OUR FINANCIALS**
**Annexure I  
 STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED**

(₹ in Lakhs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
<b>EQUITY AND LIABILITIES</b>						
<b>Shareholder's fund</b>						
a) Equity Share Capital	451.00	1.00	1.00	1.00	1.00	1.00
b) Reserves and surplus	72.36	0.22	0.06	0.05	0.05	0.01
<b>Total Shareholders Fund (Net of revaluation reserve)</b>	<b>523.36</b>	<b>1.22</b>	<b>1.06</b>	<b>1.05</b>	<b>1.05</b>	<b>1.01</b>
<b>Non-current liabilities</b>						
a) Long Term Borrowings	-	0.13	0.13	0.12	0.12	0.20
b) Other Long Term Liabilities	-	-	-	-	-	-
c) Deferred Tax Liabilities	0.06	-	-	-	-	-
<b>Total</b>	<b>0.06</b>	<b>0.13</b>	<b>0.13</b>	<b>0.12</b>	<b>0.12</b>	<b>0.20</b>
<b>Current liabilities</b>						
a) Short-term borrowings	265.00	-	-	-	-	-
b) Trade payables	0.08	-	-	-	-	-
c) Other Current Liabilities	4.53	0.02	0.02	0.01	0.03	-
c) Short-term provisions	1.65	0.07	-	-	0.02	0.01
<b>Total</b>	<b>271.26</b>	<b>0.09</b>	<b>0.02</b>	<b>0.01</b>	<b>0.05</b>	<b>0.01</b>
<b>TOTAL</b>	<b>794.68</b>	<b>1.44</b>	<b>1.21</b>	<b>1.18</b>	<b>1.22</b>	<b>1.22</b>
<b>ASSETS</b>						
<b>Non - Current Assets</b>						
a) Fixed Assets						
i.) Tangible assets	0.68	-	-	-	-	-
ii) Intangible assets	-	-	-	-	-	-
Gross Block	0.68	-	-	-	-	-
Less Depreciation	0.02	-	-	-	-	-
<b>Net Block</b>	<b>0.66</b>	-	-	-	-	-
b) Non- Current Investments	432.57	-	-	-	-	-
c) Other Non Current Assets	-	0.04	0.06	0.08	0.04	0.05
<b>Total</b>	<b>433.23</b>	<b>0.04</b>	<b>0.06</b>	<b>0.08</b>	<b>0.04</b>	<b>0.05</b>
<b>Current Assets</b>						
a) Trade Receivables	-	0.22	-	-	0.07	0.07
b) Cash and Cash equivalents	356.58	1.16	1.15	1.10	1.10	1.10
c) Short-term loans and advances	-	-	-	-	0.01	-
d) Other Current Assets	4.87	0.02	-	-	-	-
<b>Total</b>	<b>361.45</b>	<b>1.41</b>	<b>1.15</b>	<b>1.10</b>	<b>1.18</b>	<b>1.17</b>
<b>TOTAL</b>	<b>794.68</b>	<b>1.44</b>	<b>1.21</b>	<b>1.18</b>	<b>1.22</b>	<b>1.22</b>

**Annexure II**  
**STATEMENT OF PROFIT AND LOSS ACCOUNT, AS RESTATED**
*( ₹ in Lakhs )*

Particulars	As at September 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
<b>INCOME:</b>						
Revenue from Operations	1.00	0.26	0.05	-	-	-
Other Income	8.74	-	-	-	0.15	0.07
<b>Total income</b>	<b>9.74</b>	<b>0.26</b>	<b>0.05</b>	<b>-</b>	<b>0.15</b>	<b>0.07</b>
<b>EXPENSES:</b>						
Employee benefits expense	0.69	-	-	-	-	-
Finance cost	4.52	0.00	0.00	-	0.00	0.00
Depreciation and amortization expense	0.02	-	-	-	-	-
Administration and other expenses	0.32	0.03	0.04	-	0.09	0.04
<b>Total expenses</b>	<b>5.55</b>	<b>0.03</b>	<b>0.04</b>	<b>-</b>	<b>0.09</b>	<b>0.04</b>
<b>Net Profit / (Loss) before exceptional items and tax</b>	<b>4.19</b>	<b>0.23</b>	<b>0.01</b>	<b>-</b>	<b>0.06</b>	<b>0.03</b>
Exceptional items	-	-	-	-	-	-
<b>Net Profit / (Loss) before tax</b>	<b>4.19</b>	<b>0.23</b>	<b>0.01</b>	<b>-</b>	<b>0.06</b>	<b>0.03</b>
<b>Less: Tax expense</b>						
Current tax	1.13	0.07	-	-	0.02	0.01
Deferred tax	0.06	-	-	-	-	-
Provision for previous Year	-	0.00	-	-	-	-
<b>Total Tax Expense</b>	<b>1.19</b>	<b>0.07</b>	<b>-</b>	<b>-</b>	<b>0.02</b>	<b>0.01</b>
<b>Net Profit / ( Loss ) after tax</b>	<b>2.99</b>	<b>0.16</b>	<b>0.01</b>	<b>-</b>	<b>0.04</b>	<b>0.02</b>

**Annexure III**  
**CASH FLOW STATEMENT, AS RESTATED**

(₹ in Lakhs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
<b>Cash Flow From Operating Activities</b>						
<b>Net Profit Before Tax</b>	<b>4.19</b>	<b>0.23</b>	<b>0.01</b>	<b>-</b>	<b>0.05</b>	<b>0.03</b>
Adjustments for :						
Preliminary Expenses	0.04	0.02	0.03	(0.05)	0.01	0.01
Discount/ Dividend Received	-	-	-	-	-	-
Depreciation/Amortisation	0.02	-	-	-	-	-
Finance Cost	4.53	0.00	0.00	-	0.00	0.00
Less: Interest Income	(8.57)	-	-	-	-	-
Less: Income from investment (Net)	(0.17)	-	-	-	(0.14)	(0.07)
<b>Operating Profit Before Working Capital Changes</b>	<b>0.02</b>	<b>0.25</b>	<b>0.04</b>	<b>(0.05)</b>	<b>(0.08)</b>	<b>(0.03)</b>
Adjusted for (Increase)/ Decrease:						
Trade Receivables	0.23	(0.23)	-	0.07	-	(0.07)
Short Term Loans and Advances	-	-	-	0.01	(0.01)	-
Other Current Assets	(4.85)	(0.02)	-	-	-	-
Trade Payables	0.08	-	-	-	-	-
Other Current Liabilities	4.51	0.01	-	(0.01)	0.03	-
<b>Cash Generated From Operations Before Exceptional Items</b>	<b>(0.02)</b>	<b>0.01</b>	<b>0.04</b>	<b>0.02</b>	<b>(0.07)</b>	<b>(0.10)</b>
Add:- Exceptional Items	-	-	-	-	-	-
<b>Cash Generated From Operations</b>	<b>(0.02)</b>	<b>0.01</b>	<b>0.04</b>	<b>0.02</b>	<b>(0.07)</b>	<b>(0.10)</b>
Less: Direct Tax paid	0.45	0.00	-	0.02	-	-
<b>Net Cash flow from/(used in) Operating Activities (A)</b>	<b>0.42</b>	<b>0.01</b>	<b>0.04</b>	<b>(0.00)</b>	<b>0.07</b>	<b>(0.10)</b>
<b>Cash Flow From Investing Activities</b>						
Sale/(Purchase) of fixed assets	(0.68)	-	-	-	-	-
Sale/(Purchase) of investments	(432.57)	-	-	-	-	-
Interest Income	8.57	-	-	-	-	-
Income from Investment	0.17	-	-	-	0.15	0.07
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(424.50)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.15</b>	<b>0.07</b>
<b>Cash Flow From Financing Activities</b>						
Proceeds From Share Capital	450.00	-	-	-	-	-
Proceeds from Share Premium	69.15	-	-	-	-	-
Increase/(Decrease) of Long Term Borrowing	(0.14)	-	0.01	0.00	(0.08)	0.03
Increase/(Decrease) of Short Term Borrowing	265.00	-	-	-	-	-
Increase/ (Decrease) of Long Term Loans & Advances	-	-	-	-	-	-
Finance Cost	(4.52)	(0.00)	(0.00)	-	(0.00)	(0.00)
<b>Net Cash Flow from Financing Activities (C)</b>	<b>779.50</b>	<b>(0.00)</b>	<b>0.01</b>	<b>0.00</b>	<b>(0.08)</b>	<b>0.03</b>
<b>Net Increase/ ( Decrease) in Cash and Cash Equivalents ( A + B + C )</b>	<b>355.42</b>	<b>0.01</b>	<b>0.05</b>	<b>(0.00)</b>	<b>0.00</b>	<b>0.00</b>
Cash & Cash equivalent at the beginning of the year	1.16	1.15	1.10	1.10	1.10	1.10
<b>Cash &amp; Cash Equivalent at the end of the year</b>	<b>356.58</b>	<b>1.16</b>	<b>1.15</b>	<b>1.10</b>	<b>1.10</b>	<b>1.10</b>

## THE ISSUE

### PRESENT ISSUE IN TERMS OF THIS PROSPECTUS

<b>Equity Shares<sup>(1)</sup> :</b> Present Issue of Equity Shares by our Company <sup>(2)</sup>	21,60,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 15 per share aggregating ₹ 324.00 lakhs
<b>Of which:</b>	
<b>Issue Reserved for the Market Makers</b>	1,12,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 15 per share aggregating ₹ 16.80 lakhs
<b>Net Issue to the Public</b>	20,48,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 15 per share aggregating ₹ 307.20 lakhs
	<b>Of Which<sup>(3)</sup>:</b>
	10,24,000 Equity Shares of ₹ 10 each at a price of ₹ 20 per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs
<b>Equity Shares outstanding prior to the Issue</b>	45,10,000 Equity Shares
<b>Equity Shares outstanding after the Issue</b>	66,70,000 Equity Shares
<b>Objects of the Issue</b>	Please see the chapter titled “ <i>Objects of the Issue</i> ” beginning on page no. 53 of this Prospectus

<sup>(1)</sup>This issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details, please see the section titled “Issue Related Information” beginning on page no. 173 of this Prospectus.

<sup>(2)</sup>The present issue has been authorised by our Board vide resolution passed at its meeting held on December 22, 2016 and by our Shareholders vide a special resolution passed pursuant to Section 62 (1) (C) of the Companies Act, 2013 at the Extra-Ordinary General Meeting held on January 14, 2017.

<sup>(3)</sup> 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.

## GENERAL INFORMATION

Our Company was incorporated as Escorp Financial Services Private Limited on February 13, 2011 under the Companies Act, 1956 with the Registrar of Companies, Mumbai bearing Registration No. 213451. The name of the Company was changed to Escorp Industries Private Limited vide Special Resolution dated July 02, 2013 and the name change certificate was issued on July 23, 2013. Again, the name of the Company was changed to Escorp Asset Management Private Limited vide Special Resolution date August 03, 2016 and the certificate for the same was issued on August 18, 2016. The status of the Company was changed to public limited and the name of our Company was changed to Escorp Asset Management Limited vide Special Resolution dated September 28, 2016. The fresh certificate of incorporation consequent to conversion was issued on October 14, 2016 by the Registrar of Companies, Mumbai. The Company's Corporate Identity Number is U17121MH2011PLC213451.

For further details, please refer to the chapter titled "*History and Certain Corporate Affairs*" beginning on page no. 94 of this Prospectus.

### Brief Company and Issue Information

<b>Registered Office</b>	60, Khatau Building, Ground Floor, Alkesh Dinesh Modi Marg, Fort, Mumbai - 400 001 <b>Tel No:</b> +91 – 22 – 6216 6999 <b>Fax No:</b> +91 – 22 – 2263 0434 <b>Email:</b> <a href="mailto:info@escorpamc.co.in">info@escorpamc.co.in</a> <b>Website:</b> <a href="http://www.escorpamc.co.in">www.escorpamc.co.in</a>
<b>Corporate Office</b>	718- A, P.J. Towers, Dalal Street, Fort, Mumbai- 400 001. <b>Tel No:</b> +91 – 22 – 2272 1104 <b>Fax No:</b> +91 – 22 – 2272 1105
<b>Date of Incorporation</b>	February 13, 2011
<b>Company Registration No.</b>	213451
<b>Company Identification No.</b>	U17121MH2011PLC213451
<b>Address of Registrar of Companies</b>	Everest, 100, Marine Drive, Mumbai – 400 002. <b>Tel No.:</b> +91 –22 - 2281 7259 / 2281 1493 <b>Fax No.:</b> +91 – 22 – 2281 2389
<b>Designated Stock Exchange</b>	SME Platform of BSE
<b>Company Secretary &amp; Compliance Officer</b>	<b>Mr. Deepesh Jain</b> 60, Khatau Building, Ground Floor, Alkesh Dinesh Modi Marg, Fort, Mumbai – 400 001 <b>Tel No:</b> +91 – 22 – 6216 6999 <b>Fax No:</b> +91 – 22 – 2263 0434 <b>Email:</b> <a href="mailto:info@escorpamc.co.in">info@escorpamc.co.in</a> <b>Website:</b> <a href="http://www.escorpamc.co.in">www.escorpamc.co.in</a>

### Board of Directors of our Company

The following table sets forth the Board of Directors of our Company:

Name	Designation	Director's Identification No.
Mr. Shripal Shah	Executive Director	01628855
Mr. Shreyas Shah	Executive Director	01835575
Mr. Darshit Parikh	Non Executive Independent Director	03492803
Ms. Supriya Tatkar	Non Executive Independent Director	03340550
Mr. Haresh Sanghvi	Non Executive Independent Director	00006301

For further details pertaining to the educational qualification and experience of our Directors, for details please refer to the chapter titled "*Our Management*" beginning on page no. 97 of this Prospectus.

*Note: Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre or post-Issue related problems, such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account and*

*unblocking of funds. All grievances relating to the Application process may be addressed to the Registrar to the Issue with a copy to the SCSBs, giving full details such as name, address of Applicant, application number, number of Equity Shares applied for, amount blocked on application and designated branch or the collection centre of the SCSB where the Application Form was submitted by the Applicants.*

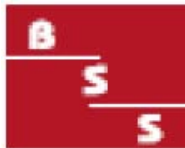
#### **Details of Key Intermediaries pertaining to this Issue and Our Company**

##### **LEAD MANAGER TO THE ISSUE**



**BCB BROKERAGE PRIVATE LIMITED.**  
1207A, P.J. Towers, Dalal Street,  
Mumbai - 400001, Maharashtra, India.  
**Tel No.:** +91 - 22 - 2272 0000  
**Fax No.:** +91 22 - 2272 2451  
**Website:** [www.bcbbrokerage.com](http://www.bcbbrokerage.com)  
**Email:** [bbplmumbai@gmail.com](mailto:bbplmumbai@gmail.com)  
**Contact Person:** Mr. Uttam Bagri  
**SEBI Registration No.:** INM000012078

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



**BIGSHARE SERVICES PRIVATE LIMITED**  
E-2/3, Ansa Industrial Estate, Sakivihar Road,  
Sakinaka, Andheri East, Mumbai 400 072,  
**Tel No.:** +91 - 22 - 4043 0200  
**Fax No.:** +91 - 22 - 2847 5207  
**Email:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
**Website:** <http://www.bigshareonline.com>  
**Contact Person:** Mr. Ashok Shetty  
**SEBI Registration No.:** INR000001385

##### **LEGAL COUNSEL TO THE ISSUE**



**M/S KANGA & CO. (ADVOCATE AND SOLICITORS)**  
Readymoney Mansion,  
43, Veer Nariman Road, Fort,  
Mumbai - 400 001.  
**Tel No.:** +91 - 22 - 6623 0000, +91 - 22 - 6623 2288  
**Fax No.:** +91 - 22 - 6633 9656 / 57  
**Email:** [chetanthakkar@kangacompany.com](mailto:chetanthakkar@kangacompany.com)  
**Website:** [www.kangacompany.com](http://www.kangacompany.com)  
**Contact Person:** Mr. Chetan Thakkar

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

**M/S THAKUR, VAIDYANATH AAIYAR & CO.**  
11-B, Vatsa House, Janmabhoomi Marg,  
Fort, Mumbai-40001  
**Tel No.:** +91 - 22 - 2284 2502/ 2287 0067  
**Fax No.:** +91 - 22 - 2204 6386  
**Email:** [tvamu@gmail.com](mailto:tvamu@gmail.com)  
**Contact Person:** Mr C. V. Parameshwar



**BANKER(S) TO OUR COMPANY****HDFC BANK LIMITED**

Manekji Wadia Bldg. Gr. Floor, Nanik Motwani Marg,  
Fort, Mumbai, Maharashtra 400 001  
Tel No.: 90223 90999  
Website: [www.hdfcbank.com](http://www.hdfcbank.com)  
Email: [niranj.kanadia@hdfcbank.com](mailto:niranj.kanadia@hdfcbank.com)  
Contact Person: Mr. Niranj Kanadia

**BANKER(S) TO THE ISSUE****AXIS BANK LIMITED**

Jeevan Prakash Building,  
Sir P.M. Road, Fort, Mumbai – 400 001  
Tel No.: +91 – 22 – 4086 7376 / 7464  
Fax No.: +91 – 22 – 4086 7327  
Website: [www.axisbank.com](http://www.axisbank.com)  
Email: [fort.operationshead@axisbank.com](mailto:fort.operationshead@axisbank.com)  
Contact Person: Mr. Anil Kanekar  
SEBI Registration No.: INBI00000017

**SELF CERTIFIED SYNDICATE BANKS**

The lists of Banks that have been notified by SEBI to act as SCSBs for the ASBA process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSBs collecting the ASBA Application Forms, please see the above mentioned SEBI link.

**BROKERS TO THIS ISSUE**

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the Stock Exchange as updated from time to time.

**REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS**

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

**COLLECTING DEPOSITORY PARTICIPANTS**

The list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange, 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)) and updated from time to time.

**INTER-SE ALLOCATION OF RESPONSIBILITIES**

BCB Brokerage Private Limited is the Sole Lead Manager to this Issue, and hence is responsible for all the Issue management related activities.

**MONITORING AGENCY**

As per Regulation 16(1) of the SEBI (ICDR) Regulations, 2009 the requirement of Monitoring Agency is not mandatory if the issue size is below ₹ 50,000 lakhs and hence our Company has not appointed a monitoring agency for this issue.

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. 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 Listing Regulations, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Prospectus.

### **IPO GRADING**

No credit rating agency registered with SEBI has been appointed for grading of Issue.

### **TRUSTEES**

This being an Issue of Equity Shares, the appointment of trustees is not required.

### **DETAILS OF THE APPRAISING AUTHORITY**

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

### **CREDIT RATING**

This being an Issue Equity Shares, credit rating is not required.

### **EXPERT OPINION**

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

Our Company has received written consent from the Statutory Auditor namely, M/s. Thakur, Vaidyanath Aiyar & Co., Chartered Accountants to include their name as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as "Expert" as defined under section 2(38) of the Companies Act, 2013 in respect of the reports on the Restated Financial Statements dated January 16, 2017 and the Statement of Tax Benefits dated January 16, 2017, issued by them, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

### **ISSUE PROGRAMME**

An indicative timetable in respect of the Issue is set out below:

<b>Event</b>	<b>Indicative Date</b>
Issue Opening Date	March 31, 2017
Issue Closing Date	April 06, 2017
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about April 11, 2017
Initiation of Allotment / Refunds / Unblocking of Funds	On or about April 12, 2017
Credit of Equity Shares to demat accounts of Allottees	On or about April 13, 2017
Commencement of trading of the Equity Shares on the Stock Exchange	On or about April 17, 2017

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 Issue Closing Date, the

timetable may change due to various factors, such as extension of the Issue Period by our Company, 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 any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m. (IST)** during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted between **10.00 a.m. and 3.00 p.m. (IST)** 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 3.00 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 or the electronic 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 SCSB or the member of the Syndicate for rectified data.

## UNDERWRITING

This Issue is 100% Underwritten. Our Company has entered into an Underwriting Agreement dated January 18, 2017 with the Underwriters for the Equity Shares proposed to be offered through the Issue. 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 given their consent for inclusion of their name in the Prospectus as Underwriters and have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of Shares Underwritten	Amt Underwritten (₹ in lakhs)	% of the Total Issue Size Underwritten
<b>BCB BROKERAGE PRIVATE LIMITED</b> 1207A, P.J. Towers, Dalal Street, Mumbai - 400001, Maharashtra, India. <b>Tel No.:</b> +91 - 22 - 2272 0000 <b>Fax. No.:</b> +91 22 - 2272 2451 <b>Website:</b> <a href="http://www.bcbbrokerage.com">www.bcbbrokerage.com</a> <b>Email:</b> <a href="mailto:bbplmumbai@gmail.com">bbplmumbai@gmail.com</a>	21,60,000	324.00	100.00%
<b>Total</b>	<b>21,60,000</b>	<b>324.00</b>	<b>100.00%</b>

As per Regulation 106 P (2) of SEBI (ICDR) Regulations, 2009, 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 the Board of Directors (based on certificate given by the Underwriters), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above – mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

## WITHDRAWAL OF THE ISSUE

Our Company and the Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days of the issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were 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 our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus.

## MARKET MAKER



### BCB BROKERAGE PRIVATE LIMITED

1207A, P.J Towers, Dalal Street,  
Mumbai - 400001, Maharashtra, India.  
Tel No.: +91 - 22 – 2272 0000  
Fax No.: +91 22 – 2272 2451  
Website: [www.bcbbrokerage.com](http://www.bcbbrokerage.com)  
Email: [bbplmumbai@gmail.com](mailto:bbplmumbai@gmail.com)  
Contact Person: Mr. Uttam Bagri  
SEBI Registration No.: SMEMM0004218012012

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

Our Company and the Lead Manager, BCB Brokerage Private Limited have entered into an agreement dated January 18, 2017 with a Market Maker registered with the SME Platform of BSE in order to fulfil the obligations of Market Making.

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the BSE and SEBI regarding this matter from time to time.

Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the 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 ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to Issue their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and BSE Emerge Platform from time to time.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.

6. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on BSE Emerge Platform and Market Maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
7. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems or any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
8. The Market Maker shall have the right to terminate said arrangement by giving a three months notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker.

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

9. **Risk containment measures and monitoring for Market Maker:** BSE SME Exchange will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
10. **Punitive Action in case of default by Market Maker:** BSE 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.

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.

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

## CAPITAL STRUCTURE

The share capital of the Company as on the date of this Prospectus is set forth below:

(₹ in lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Issue Price
<b>A</b>	<b>Authorized Share Capital</b>		
	70,00,000 Equity Shares of face value of ₹ 10 each	700.00	-
<b>B</b>	<b>Issued, Subscribed and Paid-up Share Capital before the Issue</b>		
	45,10,000 Equity Shares of face value of ₹ 10 each	451.00	-
<b>C</b>	<b>Present Issue in terms of this Prospectus<sup>(1)</sup></b>		
	Issue of 21,60,000 Equity Shares of ₹ 10 each at a price of ₹ 15 per Equity Share	216.00	324.00
	<b>Which comprises:</b>		
	1,12,000 Equity Shares of ₹ 10 each at a price of ₹ 15 per Equity Share reserved as Market Maker Portion	11.20	16.80
	Net Issue to Public of 20,48,000 Equity Shares of ₹ 10 each at a price of ₹ 15 per Equity Share to the Public	204.80	307.20
	<b>Of which<sup>(2)</sup>:</b>		
	10,24,000 Equity Shares of ₹ 10 each at a price of ₹ 15 per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs	102.4	153.60
	10,24,000 Equity Shares of ₹ 10 each at a price of ₹ 15 per Equity Share will be available for allocation for Investors of above ₹ 2.00 lakhs	102.4	153.60
<b>D</b>	<b>Equity Share Capital after the Issue</b>		
	66,70,000 Equity Shares of ₹ 10 each	667.00	
<b>E</b>	<b>Securities Premium Account</b>		
	Before the Issue (as on date of this Prospectus)	69.15 <sup>(3)</sup>	
	After the Issue	177.15	

<sup>(1)</sup> The present issue has been authorized pursuant to a resolution of our Board December 22, 2016 and by special resolution passed under section 62 (1) (C) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held on January 14, 2017.

<sup>(2)</sup> 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.

<sup>(3)</sup> Capital issues expenses were deducted from securities premium account.

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

### Changes in Authorized Share Capital

Since incorporation, the capital structure of our Company has been altered in the following manner:

- The initial authorised share capital of ₹ 1,00,000 divided into 10,000 Equity Shares of ₹ 10 each was increased to ₹ 3,01,00,000 divided into 30,10,000 Equity Shares of ₹ 10 each, pursuant to resolution of shareholders passed at the EGM held on May 25, 2016.

2. The authorised share capital of ₹ 3,01,00,000 divided into 30,10,000 Equity Shares of ₹ 10 each was increased to ₹ 4,60,00,000 divided into 46,00,000 Equity Shares of ₹ 10 each, pursuant to resolution of shareholders passed at the EGM held on August 03, 2016.
3. The authorised share capital of ₹ 4,60,00,000 divided into 46,00,000 Equity Shares of ₹ 10 each was increased to ₹ 7,00,00,000 divided into 70,00,000 Equity Shares of ₹ 10 each, pursuant to resolution of shareholders passed at the EGM held January 14, 2017

## NOTES TO THE CAPITAL STRUCTURE

### 1. Share Capital History of our Company:

#### a) Equity Share Capital

Our Company has made allotments of Equity Shares from time to time. The following is the Equity Share Capital Build-up of our Company:

Since incorporation, the capital structure of our Company has been altered in the following manner:

Date of Allotment of Equity Shares	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration	Cumulative No of Equity Shares	Cumulative Paid Up Share Capital (₹)	Cumulative Share Premium (₹)
Upon Incorporation	10,000	10	10	Subscription to MoA	Cash	10,000	1,00,000	Nil
May 31, 2016	30,00,000	10	10	Further Allotment	Cash	30,10,000	3,01,00,000	Nil
August 19, 2016	15,00,000	10	15	Further Allotment	Cash	45,10,000	4,51,00,000	75,00,000

- b) Our Company has not issued Equity Shares for consideration other than cash
- c) No shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956.
- d) No bonus shares have been issued out of Revaluation Reserves.
- e) No shares have been issued at a price lower than the Issue Price within the last one year from the date of the Draft Prospectus except as mentioned below:

Date of Allotment	Name of the Allottees	Number of Shares	Issue Price (₹)	Reasons	Promoters / Promoter Group
May 31, 2016	Aryaman Financial Services Ltd	23,00,000	10	Further Allotment	Yes
	Mr. Shripal Shah	3,50,000			
	Mr. Shreyas Shah	3,50,000			

#### f) Shareholding of our Promoters.

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

Date of Allotment / Transfer	Nature of Transaction	Nature of Consideration	No of Equity Shares	FV (₹)	Issue/ Transfer Price ₹	% of Post Issue Paid Up Capital	Lock in Period
<b>Aryaman Financial Services Limited.</b>							
May 31, 2016	Further Allotment	Cash	23,00,000	10	10	34.48%	1 Year
August 19, 2016	Further Allotment	Cash	12,00,000	10	15	17.99%	3 Years

Date of Allotment /Transfer	Nature of Transaction	Nature of Consideration	No of Equity Shares	FV (₹)	Issue/ Transfer Price ₹	% of Post Issue Paid Up Capital	Lock in Period
<b>Mr. Shripal Shah</b>							
Upon Incorporation	Subscription to MoA	Cash	5,000	10	10	0.07%	3 Years
May 31, 2016	Further Allotment	Cash	3,50,000	10	10	5.25%	1 Year
August 19, 2016	Further Allotment	Cash	67,000	10	15	1.00%	3 Years
			83,000			1.24%	1 Year
<b>Mr. Shreyas Shah</b>							
May 18, 2015	Inter-se Transfer	Cash	4,000	10	10	0.06%	3 Years
May 31, 2016	Further Allotment	Cash	3,50,000	10	10	5.25%	1 Year
August 19, 2016	Further Allotment	Cash	68,000	10	15	1.02%	3 Years
			82,000			1.23%	1 Year

Notes:

- None of the shares belonging to our Promoters have been pledged till date.
  - The entire Promoters' shares shall be subject to lock-in from the date of allotment of the equity shares issued through this Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations. For details please see Note no of "Capital Structure" on page no. 44 of this Prospectus.
  - Our Promoters have confirmed to the Company and the LM that the Equity Shares held by our Promoters have been financed from their personal funds and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.
  - All the shares held by our Promoters were fully paid-up on the respective dates of acquisition of such shares.
- g) Except as disclosed below, none of the members of the Promoters, Promoter Group, Directors and their immediate relatives have purchased or sold any Equity shares of our Company within the last six months from the date of the Draft Prospectus.

Date of Transfer	Name of Transferor	Name of Transferee	No. of Shares (F.V. ₹ 10)	Price (₹)	Nature of Transaction	Nature of Consideration
August 03, 2016	Mrs. Meloni Shah	Mr. Deepak Biyani	10	10	Transfer	Cash
		Mr. D.B. Choudhary	10			
		Mr. Dilip Rathod	10			

- h) None of the members of the Promoter Group, Directors and their immediate relatives have financed the purchase by any other person of Equity shares of our Company other than in the normal course of business of the financing entity within the period of six months immediately preceding the date of the Draft Prospectus.
- i) The shareholding of the Directors of our Promoter, Aryaman Financial Services Limited is as below:

Name of Director of our Promoter	No. of Shares held	% of Pre- Issue share Capital
Mr. Shripal Shah	5,05,000	11.20%
Mr. Shreyas Shah	5,04,000	11.18%
<b>TOTAL</b>	<b>10,09,000</b>	<b>22.38%</b>



## 2. Promoters' Contribution and other Lock-In details:

### a) Details of Promoters' Contribution locked-in for 3 years

Pursuant to the Regulation 32(1) and 36(a) of the SEBI (ICDR) Regulations, an aggregate of 20% of the Post-Issue Equity Share Capital held by our Promoters shall be considered as promoters' contribution ("Promoters' Contribution") and locked-in for a period of three years from the date of Allotment. The lock-in of the Promoters' Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

The details of the Promoter's Equity Shares proposed to be locked-in for a period of three years are as follows:

Name of Promoters	No. of Shares locked in <sup>(1)</sup>	As a % of Post Issue Share Capital
Aryaman Financial Services Limited	12,00,000	17.99%
Mr. Shripal Shah	72,000	1.08%
Mr. Shreyas Shah	72,000	1.08%
<b>Total</b>	<b>13,44,000</b>	<b>20.15%</b>

<sup>(1)</sup>For details on the date of Allotment of the above Equity Shares, the nature of Allotment, face value and the price at which they were acquired, please see Note 1(f) under "Notes to Capital Structure" on page no. 45 of this Prospectus.

We confirm that in compliance with regulation 33 of SEBI ICDR Regulations, the minimum Promoters contribution of 20% as shown above which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources.
- Private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.
- The Equity Shares held by the Promoters and offered for minimum 20% Promoters' Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.

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

**We further confirm that our Promoters' Contribution of 20% of the Post Issue Equity does not include any contribution from Alternative Investment Funds.**

### b) Details of Shares locked-in for one year

- Pursuant to Regulation 37 of the SEBI (ICDR) Regulations, in addition to the Promoters' Contribution to be locked-in for a period of 3 years, as specified above, the entire Pre-Issue issue Equity Share capital will be locked in for a period of one (1) year from the date of Allotment in this Issue.
- Pursuant to Regulation 39 of the SEBI Regulations, the Equity Shares held by our Promoters' can be pledged only with banks or financial institutions as collateral security for loans granted by such banks or financial institutions for the purpose of financing one or more of the objects of the issue and the pledge of shares is one of the terms of sanction of

such loan. However, as on date of this Prospectus, none of the Equity Shares held by our Promoters have been pledged to any person, including banks and financial institutions.

- Pursuant to Regulation 40 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 36 of the SEBI (ICDR) Regulations, may be transferred to and amongst our Promoters/ Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.
- Pursuant to Regulation 40 of the SEBI (ICDR) Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 37 of the SEBI (ICDR) Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.

### 3. Pre-Issue and Post Issue Shareholding of our Promoters and Promoters' Group

Set forth is the shareholding of our Promoters and Promoter Group before and after the proposed issue:

Sr. No.	Name of Shareholder	Pre-Issue		Post-Issue	
		No. of Equity Shares	As a % of Pre-Issued Equity	No. of Equity Shares	As a % of Issued Equity
<b>A</b>	<b>Promoters</b>				
1	Aryaman Financial Services Ltd.	35,00,000	77.61%	35,00,000	52.47%
2	Mr. Shripal Shah	5,05,000	11.20%	5,05,000	7.57%
3	Mr. Shreyas Shah	5,04,000	11.18%	5,04,000	7.56%
	<b>Total (A)</b>	<b>45,09,000</b>	<b>99.98%</b>	<b>45,09,000</b>	<b>67.60%</b>
<b>B</b>	<b>Promoter Group &amp; Relatives</b>				
	Mrs. Meloni Shah	970	0.02%	970	0.01%
	<b>Total (B)</b>	<b>970</b>	<b>0.02%</b>	<b>970</b>	<b>0.01%</b>
	<b>Grand Total (A+B)</b>	<b>45,09,970</b>	<b>100.00%</b>	<b>45,09,970</b>	<b>67.62%</b>
	<b>Total Paid-up Capital</b>	<b>45,10,000</b>	<b>100.00%</b>	<b>66,70,000</b>	<b>100.00%</b>

### 4. The top ten shareholders of our Company and their Shareholding is as set forth below:

- a. The top ten Shareholders of our Company as on the date of this Prospectus are as follows:

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Aryaman Financial Services Limited	35,00,000	77.60%
2	Mr. Shripal Shah	5,05,000	11.20%
3	Mr. Shreyas Shah	5,04,000	11.18%
4	Mrs. Meloni Shah	970	0.02%
5	Mr. Deepak Biyani	10	Negligible
6	Mr. D.B Choudhary	10	Negligible
7	Mr. Dilip Rathod	10	Negligible
	<b>Total</b>	<b>45,10,000</b>	<b>100.00%</b>

Note: There are only 7 (Seven) Shareholders as on this date.

- b. The top ten Shareholders of our Company ten days prior to date of this Prospectus are as follows:

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Aryaman Financial Services Limited	35,00,000	77.60%
2	Mr. Shripal Shah	5,05,000	11.20%
3	Mr. Shreyas Shah	5,04,000	11.18%
4	Mrs. Meloni Shah	970	0.02%
5	Mr. Deepak Biyani	10	Negligible
6	Mr. D.B Choudhary	10	Negligible
7	Mr. Dilip Rathod	10	Negligible
<b>Total</b>		<b>45,10,000</b>	<b>100.00%</b>

Note: There are only 7 (Seven) Shareholders as on this date.

- c. The top ten Shareholders of our Company two years prior to date of this Prospectus are as follows:

Sr. No.	Particulars	No. of Shares	% of Shares of then Paid-up Capital
1	Mr. Shripal Shah	5,000	50.00%
2	Mrs. Meloni Shah	5,000	50.00%
<b>Total</b>		<b>10,000</b>	<b>100.00%</b>

Note: There were only 2 (Two) Shareholders as on this date.

5. Neither the Company, nor its Promoters, Directors or the Lead Manager have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
6. None of our Directors or Key Managerial Personnel holds Equity Shares in the Company, except as stated in the chapter titled “Our Management” beginning on page no. 97 of this Prospectus.
7. 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. 180 of this Prospectus.
8. An investor cannot make an application for more than the number of Equity Shares issued in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
9. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
10. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines
11. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
12. As on date of this Prospectus, the entire issued share capital of our Company is fully paid-up. The Equity Shares issued through this Public Issue will be fully paid up.
13. As on date of this Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Issue.

- 14.** There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
- 15.** Since the entire application money is being called on application, all successful applications, shall be issued fully paid up shares only. Also, as on the date of this Prospectus the entire pre-issue share capital of the Company has been made fully paid up.
- 16.** Except as disclosed in the Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six months commencing from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares or securities convertible into Equity Shares, whether on a preferential basis or issue of bonuses or rights or further public issue of specified securities or Qualified Institutional Placement.
- 17.** We have not issued any Equity Shares out of revaluation reserves. We have not issued any Equity Shares for consideration other than cash except as stated in this Prospectus.
- 18.** As on date of this Prospectus, there are no outstanding ESOP's, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOP's till date.
- 19.** Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of this Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
- 20.** The Lead Manager and its associates do not directly or indirectly hold any shares of the Company.
- 21.** Our Company has Seven (7) shareholders, as on the date of this Prospectus.
- 22.** Our Company has not revalued its assets since incorporation.
- 23.** Our Company has not made any public issue or rights issue since its incorporation.

## 24. Shareholding Pattern of the Company

The following is the shareholding pattern of the Company as on the date of this Prospectus:

Category (I)	Category of Share-holder (II)	No. of Share-holder (III)	fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares Underlying Depository Receipts (VI)	Total Nos. Shares held (VII) = (IV) + (V) + (VI)	Share holding as a % of total No. of Shares (calculated As per SCRR, 1957)(VIII)As a % of (A+B+C2)	Number of Voting Rights held in each Class of securities (IX)				No of Underlying Outstanding Convertible securities (incl. Warrants) (X)	Share Holding as a % assuming Full convertible securities (as a % of Diluted Share Capital)(XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked In shares (XII)		No. of shares Pledged Or Otherwise encumbered (XIII)		No. of Equity shares held in De-mat form (XIV)
								No of voting Right			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)	
								Class-Equity	Class	Total								
(A)	Promoter & Promoter Group	4	45,09,970	-	-	45,09,970	100.00%	45,09,970	-	45,09,970	100.00%	-	100.00%	-	-	-	-	-
(B)	Public	3	30	-	-	30	0.00%	30	-	30	0.00%	-	0.00%	-	-	-	-	-
(C)	Non Promoter Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>7</b>	<b>45,10,000</b>	<b>-</b>	<b>-</b>	<b>45,10,000</b>	<b>100.00%</b>	<b>45,10,000</b>	<b>-</b>	<b>45,10,000</b>	<b>100.00%</b>	<b>-</b>	<b>100.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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**Public Shareholders holding more than 1% Pre-Issue Paid-Up Share Capital of our Company.**

<b>Sr. No.</b>	<b>Particulars</b>	<b>No. of Shares</b>	<b>% of Shares to Pre – Issue Share Capital</b>
1	Nil	Nil	Nil
	<b>Total</b>	<b>Nil</b>	<b>Nil</b>

## SECTION IV – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

We intend to use the proceeds of the Issue for the following purposes:

- Repayment of Loans
- General Corporate Purposes
- Issue Expenses

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

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

We intend to utilise the Issue proceeds, after deducting public issue expenses for above mentioned purposes.

### Issue Proceeds & Net Issue Proceeds

Details of proceeds of the Issue are set forth in the table below:

		(₹ in Lakhs)
Sr. No.	Particulars	Amount
1	Gross proceeds from Issue	324.00
2	Issue Related Expenses	41.00
	<b>Net Proceeds from the Issue</b>	<b>283.00</b>

### Requirement of Funds and Means of Finance

The fund requirements described below are based on internal management estimates and our Company's current business plan and have not been appraised by any bank or financial institution.

We intend to utilise the Proceeds of the Issue ("Net Proceeds") of ₹ 283.00 lakhs for financing the objects as set forth below:

		(₹ in Lakhs)
Sr. No.	Particulars	Amount
1	Repayment of Loans	265.00
2	General Corporate Expenses	18.00
	<b>Total</b>	<b>283.00</b>

The entire fund requirements are to be financed from the Net Issue Proceeds, and there is no requirement to make firm arrangements of finance under Regulation 4(2)(g) of the SEBI Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the Issue.

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. If surplus funds are unavailable or in case of cost overruns, we expect that the shortfall will be met from internal accruals and/or entering into funding arrangements as required. Any variation in the objects of the Issue shall be undertaken in accordance with the terms of the Companies Act and the rules framed there under.

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please see the section titled "Risk Factors" beginning on page no. 10 of this Prospectus.

## Details of the Fund Requirements

### 1. Repayment of Loans

Due to expansion of our business activities in the recent past, the company has incurred certain indebtedness from private entities, which have funded us in the form of unsecured loans for financing our capital needs. We intend to utilize an amount aggregating to ₹ 265.00 lakhs from the Issue proceeds in order to repay these. We believe that a low debt balance sheet would help us manage our cash flows more efficiently.

Following are the details of the loans we intend to repay from the issue proceeds:

(₹ in Lakhs)

Sr. No.	Name of Lender	Amount of Loan outstanding*	Amount of Loan proposed to be repaid from IPO proceeds	Amount of Loan outstanding after IPO
1	ARC Finance Limited	265.00	265.00	-
	<b>Total</b>	<b>265.00</b>	<b>265.00</b>	<b>-</b>

\* M/s. Thakur, Vaidyanath Aiyar & Co., Chartered Accountants have vide their certificate dated January 16, 2017 confirmed that ₹ 265.00 lakhs stands outstanding as a unsecured loan in our books as on January 16, 2017. They have further confirmed that these loans were received through banking channels and were utilised in the business operation of the Company.

### 2. General Corporate Purposes

We intend to use approximately ₹ 18.00 lakhs from the Proceeds of the Issue towards general corporate expenses as decided by our Board from time to time, including but not restricted to our bank deposits, deposits for renting or otherwise acquiring business premises, setting-up of new services, deposits, obtaining new or enabling accreditations and licenses, strategic initiatives, expansion into new geographies, brand building exercises, strengthening of our marketing capabilities, implementing enterprise resource planning tools and methodology, in our operations and other project related investments and commitments and execution capabilities in order to strengthen our operations.

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes

### 3. Issue Related Expenses

The estimated issue related expenses include, among others, underwriting and selling commissions, printing and Distribution expenses, legal fees, advertisement expenses, registrar's fees, depository fees and listing Fees. The total expenses for this Issue are estimated to be approximately ₹ 41.00 lakhs, which is 12.65% of the Issue size.

All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

Activity	Expenses (₹ in lakhs)	Percentage of Issue Expenses	Percentage of Issue Size
Issue Management fees and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	27.00	65.85%	8.33%
Brokerage and Selling Commission, Underwriting Commission, etc	1.00	2.44%	0.31%
Printing and Stationery and postage expenses	3.00	7.32%	0.93%
Advertising and Marketing expenses	3.00	7.32%	0.93%
Regulatory fees and expenses	7.00	17.07%	2.16%
<b>Total estimated issue expenses</b>	<b>41.00</b>	<b>100.00%</b>	<b>12.65%</b>



- 1) *The SCSBs and other intermediaries will be entitled to a commission of ₹ 50/- per every valid Application Form submitted to them and uploaded on the electronic system of the Stock Exchange by them*
- 2) *The SCSBs would be entitled to processing fees of ₹ 25/- per Application Form, for processing the Application Forms procured by other intermediaries and submitted to the SCSBs.*
- 3) *Further the SCSBs and other intermediaries will be entitled to selling commission of 0.05% of the Amount Allotted (product of the number of Equity Shares Allotted and the Issue Price) for the forms directly procured by them and uploaded on the electronic system of the Stock Exchange by them.*
- 4) *The payment towards commission and processing fees will be completed within 30 days from the date of receipt of final invoice from the respective entities.*

### **Appraisal**

The Objects of fresh issue and deployment of funds have not been appraised by any banks, financial institutions or agency. Further, our Company has not raised any bridge loans from any bank or financial institution as on the date of this Prospectus, which are proposed to be repaid from the Net Proceeds.

### **Year wise Deployment of Funds / Schedule of Implementation**

The entire Fresh Issue size is proposed to be deployed in the Financial Year 2017 – 18.

### **Monitoring Utilization of Funds**

There is no requirement for a monitoring agency as the Issue size is less than ₹ 50,000 lakhs. Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. 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.

### **Interim Use of Proceeds**

Pending utilization of the Net Proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act. Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets.

### **Variation in Objects**

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. 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. The notice in respect of such resolution to Shareholders shall simultaneously be published in the newspapers, one in English and one in Regional language of the jurisdiction where our Registered Office is situated. The Shareholders who do not agree to the above stated proposal, our Promoters or controlling Shareholders will be required to provide an exit opportunity to such dissenting Shareholders, at a price as may be prescribed by SEBI, in this regard.

**Other Confirmations**

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

## BASIC TERMS OF ISSUE

### Terms of the Issue

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

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

### Authority for the Issue:

The present issue has been authorized pursuant to a resolution of our Board December 22, 2016 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at an Extra Ordinary General Meeting of our shareholders held on January 14, 2017

### Other Details

<b>Face Value</b>	The Equity Shares having a face value of ₹ 10 each are being issued in terms of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.
<b>Issue Price</b>	The Equity Shares pursuant to this Prospectus are being issued at a price of ₹ 15 each.
<b>Market Lot and Trading Lot</b>	The Market lot and Trading lot for the Equity Share is 8,000 (Eight Thousand) and in multiples of 8,000 thereafter; subject to a minimum allotment of 8,000 Equity Shares to the successful applicants.
<b>Terms of Payment</b>	Applications should be for a minimum of 8,000 equity shares and in multiples of 8,000 equity shares thereafter. The entire price of the equity shares of ₹ 15 per share (₹ 10 face value + ₹ 5 premium) is payable on application.  In case of allotment of lesser number of equity shares than the number applied, the excess amount paid on application shall be refunded by us to the applicants.
<b>Ranking of the Equity Shares</b>	The Equity Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank <i>pari-passu</i> in all respects including dividends with the existing Equity Shares of the Company. The allottees will be entitled to dividend, voting rights or any other corporate benefits, if any, declared by us after the date of Allotment.

### Minimum Subscription

The requirement for 90% minimum subscription in terms of Regulation 14 of the ICDR Regulations is not applicable to the Issue. In terms of Regulation 106P(1) of the ICDR Regulations, the Issue is not restricted to any minimum subscription level and is 100% underwritten. Further, pursuant to Regulation 106R of the ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom Equity Shares will be allotted shall not be less than 50.

If we do 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, we shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after we become liable to pay the amount, we shall pay interest prescribed under section 40 of the Companies Act, 2013.

## BASIS FOR ISSUE PRICE

The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is ₹ 10 and Issue Price is ₹ 15 per Equity Shares and is 1.5 times of the face value. Investors should read the following basis with the sections titled “Risk Factors” and “Financial Information” and the chapter titled “Our Business” beginning on page nos. 10, 125 and 78 respectively, of this Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of Our Company could decline due to these risk factors and you may lose all or part of your investments.

### Qualitative Factors

We believe that the following strengths help differentiate us from our competitors and enable us to compete successfully in our industry:

- ✓ Qualified and Experienced Directors
- ✓ Strong Market Presence of our Corporate Promoter
- ✓ Low Debt and sustainable balance sheet situation
- ✓ One Stop Shop for individuals; HNIs and Corporates in personal finance

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please see “Our Business– Our Strengths” on page no. 79 of this Prospectus.

### Quantitative Factors

Information presented in this chapter is derived from restated financial statements prepared in accordance with Indian GAAP.

#### 1) Earnings per Share (EPS)

Year ended March 31,	Basic & Diluted EPS (in ₹)	Weight
2016	1.55	3
2015	0.11	2
2014	0.00	1
<b>Weighted Average</b>	<b>0.81</b>	

Basic and diluted EPS for the six months ended September 30, 2016 was ₹ 0.13

#### Notes:

- a. Basic EPS has been calculated as per the following formula:

$$\text{Basic EPS (₹)} = \frac{\text{Net Profit / (Loss), as restated, attributable to Equity Shareholders}}{\text{Weighted Average No. of Equity Shares outstanding during the year}}$$

- b. Diluted EPS has been calculated as per the following formula:

$$\text{Diluted EPS (₹)} = \frac{\text{Net Profit / (Loss), as restated, attributable to Equity Shareholders}}{\text{Diluted Weighted Average No. of Equity Shares outstanding during the year}}$$

- c. Earnings per share calculations are in accordance with Accounting Standard 20 “Earnings per Share” prescribed by the Companies (Accounting Standard) Rules, 2006
- d. The face value of each Equity Share is ₹ 10.

## 2) Price Earnings Ratio (P/E) in relation to the Issue price of ₹ 15 per share of ₹ 10 each

Particulars	P/E Ratios
P/E ratio based on basic and diluted EPS as at March 31, 2016	9.68
P/E ratio based on basic and diluted weighted average EPS as at March 31, 2016	18.52
Industry P/E*	
Highest – Bajaj Finserv Ltd.	308.70
Lowest – Ladderup Finance Ltd.	2.80
Industry Average	24.40

\*Source: Capital Market Jan 02-15, 2017

## 3) Return on Net Worth (RoNW)

Year ended March 31	RoNW (%)	Weight
2016	13.16%	3
2015	1.12%	2
2014	0.00%	1
<b>Weighted Average</b>	<b>6.95%</b>	

RoNW for the six months ended September 30, 2016 was 0.57%

**Note:** Return on Net worth has been calculated as per the following formula:

$$\text{RoNW} = \frac{\text{Net Profit / (Loss), as restated, attributable to Equity Shareholders}}{\text{Net Worth excluding Preference Share Capital}}$$

## 4) Minimum Return on Net Worth (RoNW) after Issue needed to maintain the Pre-Issue Basic & diluted EPS for the period ended March 31, 2016 (based on Restated Financials) at the Issue Price of ₹ 15 is 12.22%.

## 5) Net Asset Value (NAV)

Financial Year	NAV (in ₹)
NAV as at September 30, 2016	11.60
NAV as at March 31, 2016	11.80
NAV after Issue	12.70
Issue Price	15.00

**Note:** Net Asset Value has been calculated as per the following formula:

$$\text{NAV} = \frac{\text{Net Worth excluding Preference Share Capital}}{\text{Outstanding No. of Equity Shares at the end of the year}}$$

## 6) Comparison with Industry peers

Particulars	F.Y. 2015-16					Source
	Face Value (₹)	Basic EPS (₹)	P/E Ratio	RONW (%)	NAV (₹)	
Sumedha Fiscal Services Ltd.	10	1.20	11.92	3.06%	39.03	Audited Financials
Escorts Finance Ltd.	10	0.09	43.67	(0.20%)	(44.10)	
Khandwala Securities Ltd.	10	(0.59)	(0.59)	(2.58%)	22.68	
<b>Escorp Asset Management Ltd.</b>	10	1.55	9.68	13.16%	10.25	Restated Financials

*Note:*

<sup>(1)</sup> *All Peer Comparisons are for Financials on Standalone basis*

<sup>(2)</sup> *Based on closing price of the stock as on March 31, 2016*

<sup>(3)</sup> *Issue price as disclosed in this Prospectus / EPS*

- 7) The Company in consultation with the Lead Manager believes that the issue price of ₹ 15 per share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the Risk Factors and Financials of the company including important profitability and return ratios, as set out in the Financial Statements included in this Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is ₹ 10 per share and the Issue Price is 1.50 times of the face value i.e. ₹ 15 per share.

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## STATEMENT OF TAX BENEFITS

To,  
The Board of Directors,  
**Escorp Asset Management Limited**  
60, Khatau Building, Ground Floor,  
Alkesh Dinesh Modi Marg, Fort,  
Mumbai, Maharashtra – 400001

Dear Sirs,

**Subject: Statement of Possible Special Tax Benefits available to Escorp Asset Management Limited and its shareholders prepared in accordance with the requirements under Schedule VIII – Clause (VII) (L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the ‘Regulations’)**

We hereby report that the enclosed annexure prepared by M/s Escorp Asset Management Limited, states the possible special tax benefits available to Escorp Asset Management Limited (‘the Company’) and the shareholders of the Company under the Income Tax Act, 1961 (‘Act’), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company’s management. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares (“the Issue”) by the Company.

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

- a) The Company or its Equity Shareholders will continue to obtain these benefits in future; or
- b) The conditions prescribed for availing the benefits have been / would be met with.

The contents of the enclosed statement 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

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. 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 events subsequent to its Issue, which may have a material effect on the discussions herein.

This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other Issue related material in connection with the proposed initial public Issue of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For THAKUR, VAIDYANATH AIYAR & CO.**  
**Chartered Accountants**  
(Firm Registration No. 000038 N)

**C.V. PARAMESWAR**  
**Partner**  
Membership No: 011541  
Place: Mumbai  
Date: January 16, 2017

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

*The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act 1961 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have 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**

NIL

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

NIL

#### **Note:**

1. All the above statements 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. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue.
4. We have not commented on the taxation aspect under any law for the time being in force, as applicable, of any country other than India. Each investor is advised to consult its own tax consultant for taxation in any country other than India.

**For THAKUR, VAIDYANATH AIYAR & CO.**

**Chartered Accountants**

(Firm Registration No. 000038 N)

**C.V. PARAMESWAR**

**Partner**

Membership No: 011541

Place: Mumbai

Date: January 16, 2017



## SECTION V – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

The information in this section has not been independently verified by us, the Lead Manager or any of our or their respective affiliates or advisors. 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.

### OVERVIEW OF THE GLOBAL AND INDIAN ECONOMY

#### Global Scenario:

The world economy stumbled in 2015, amid weak aggregate demand, falling commodity prices and increasing financial market volatility in major economies. The world gross product is projected to grow by a mere 2.4 per cent in 2015, marking a downward revision from the 2.8 per cent forecast in the World Economic Situation and Prospects as of mid-2015.

The world economy is projected to grow by 2.9 per cent in 2016 and 3.2 per cent in 2017, supported by generally less restrictive fiscal and still accommodative monetary stances worldwide. The improvement in global growth is also predicated on easing of downward pressures on commodity prices, which should encourage new investments and lift growth, particularly in commodity dependent economies.

(Source: worldbank.org)

#### Growth of world output, 2013-2017

Annual Percentage Change	2013	2014	2015	2016	2017
World	2.3	2.6	2.4	2.9	3.2
Developed Economies	1.0	1.7	1.9	2.2	2.3
United States of America	1.5	2.4	2.4	2.6	2.8
Japan	1.6	-0.1	0.5	1.3	0.6
European Union	0.2	1.4	1.9	2.0	2.2
EU-15	0.1	1.2	1.8	2.0	2.1
New EU members	1.2	2.7	3.2	3.0	3.2
Euro area	-0.3	0.9	1.6	1.9	2.0
Other European countries	1.5	2.0	1.2	1.4	2.0
Economies in transition	2.1	0.9	-2.8	0.8	1.9
South-Eastern Europe	2.4	0.2	2.1	2.6	3.0
Commonwealth of Independent States and Georgia	2.0	0.9	-3.0	0.7	1.8
Russian Federation	1.3	0.6	-3.8	0.0	1.2
Developing Economies					
Africa	3.3	3.4	3.7	4.4	4.4
North Africa	1.1	0.7	3.5	4.1	4.1
East Africa	6.9	7.0	6.2	6.8	6.6
Central Africa	0.9	3.7	3.4	4.3	4.2
West Africa	5.7	6.1	4.4	5.2	5.3
Southern Africa	3.1	2.5	2.5	3.0	3.3
East and South Asia	6.1	6.1	5.7	5.8	5.8
East Asia	6.4	6.1	5.6	5.6	5.6
China	7.7	7.3	6.8	6.4	6.5
South Asia	4.9	6.4	6.0	6.7	7.0
India	6.5	7.2	7.2	7.3	7.5
Western Asia	2.0	2.6	2.0	2.4	3.0
Latin America and the Caribbean	2.8	1.0	-0.5	0.7	2.7
South America	3.1	0.5	-1.6	-0.1	2.4
Brazil	2.5	0.1	-2.8	-0.8	2.3

(Source: United Nations, 2015a)

### **Indian Scenario:**

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF). According to the Economic Survey 2015-16, the Indian economy will continue to grow more than 7 per cent in 2016-17.

The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, RBI's inflation focus supported by benign global commodity prices.

India was ranked the highest globally in terms of consumer confidence during October-December quarter of 2015, continuing its earlier trend of being ranked the highest during first three quarters of 2015, as per the global consumer confidence index created by Nielsen.

According to IMF World Economic Outlook Update (January 2016), Indian economy is expected to grow at 7-7.75 per cent during FY 2016-17, despite the uncertainties in the global market. The Economic Survey 2015-16 had forecasted that the Indian economy will growing by more than seven per cent for the third successive year 2016-17 and can start growing at eight per cent or more in next two years. Foreign direct investment (FDI) in India have increased by 29 per cent during October 2014-December 2015 period post the launch of Make in India campaign, compared to the 15-month period before the launch.

### **Government Initiatives:**

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy. This initiative is expected to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy. Finance Minister Mr. Arun Jaitley stated that the government is looking at a number of reforms and resolution of pending tax disputes to attract investments.

(Source: [www.ibef.org](http://www.ibef.org))

Overview	Actual	Q2/16	Q3/16	Q4/16	Q1/17	2020	
GDP Growth Rate	1.70	1.9	1.6	1.7	1.7	1.3	percent
Unemployment Rate	4.90	4.7	5	4.8	4.8	4.6	percent
Inflation Rate	5.76	5.05	4.87	4.64	5.1	3.8	percent
Interest Rate	6.50	6.5	6.5	6.5	6.5	4.75	percent
Balance of Trade	-6272.90	-19200	-19000	-7764	-7826	-10115	USD Million
Government Debt to GDP	67.20	67.87	68.01	68.15	68.69	77.11	percent

(Source: <http://www.ibef.org/economy/indian-economy-overview>)

### **ORGANIZATIONAL STRUCTURE OF INDIAN CAPITAL MARKETS**

Broadly speaking the capital markets in India as well as most countries is classified in to two categories. They are the Primary market (New Issues Market) and the Secondary market (Old (Existing) Issues Market). This classification is done on the basis of the nature of the instrument brought in the market. However on the basis of the types of institutions involved in capital market, it can be classified into various categories such as the Government Securities market or Gilt-edged market, Industrial Securities market, Development Financial Institutions (DFIs) and financial intermediaries. All of these components have specific features to mention. The structure of the Indian capital market has its distinct features. These different segments of the capital market help to develop the institution of capital market in many dimensions. The primary market helps to raise fresh capital in the market. In the secondary market, the buying and selling (trading) of capital market instruments takes place.

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## Types of financial markets

The financial markets can broadly be divided into money and capital market.

**Money Market:** Money market is a market for debt securities that pay off in the short term usually less than one year, for example the market for 90-days treasury bills. This market encompasses the trading and issuance of short term non equity debt instruments including treasury bills, commercial papers, bankers acceptance, certificates of deposits, etc.

**Capital Market:** Capital market is a market for long-term debt and equity shares. In this market, the capital funds comprising of both equity and debt are issued and traded. This also includes private placement sources of debt and equity as well as organized markets like stock exchanges. Capital market can be further divided into primary and secondary markets.

### Secondary Market

Secondary Market refers to a market where securities are traded after being initially offered to the public in the primary market and/or listed on the Stock Exchange. Majority of the trading is done in the secondary market. Secondary market comprises of equity markets and the debt markets.

For the general investor, the secondary market provides an efficient platform for trading of his securities. For the management of the company, Secondary equity markets serve as a monitoring and control conduit—by facilitating value-enhancing control activities, enabling implementation of incentive-based management contracts, and aggregating information (via price discovery) that guides management decisions.

Following are the main financial products/instruments dealt in the secondary market:

**Equity:** The ownership interest in a company of holders of its common and preferred stock. The various kinds of equity shares are as follows:-

#### Equity Shares:

An equity share, commonly referred to as ordinary share also represents the form of fractional ownership in which a shareholder, as a fractional owner, undertakes the maximum entrepreneurial risk associated with a business venture. The holders of such shares are members of the company and have voting rights.

- **Rights Issue / Rights Shares:** The issue of new securities to existing shareholders at a ratio to those already held.
- **Bonus Shares:** Shares issued by the companies to their shareholders free of cost by capitalization of accumulated reserves from the profits earned in the earlier years.
- **Preferred Stock / Preference shares:** Owners of these kinds of shares are entitled to a fixed dividend or dividend calculated at a fixed rate to be paid regularly before dividend can be paid in respect of equity share. They also enjoy priority over the equity shareholders in payment of surplus. But in the event of liquidation, their claims rank below the claims of the company's creditors, bondholders / debenture holders.
- **Cumulative Preference Shares:** A type of preference shares on which dividend accumulates if remains unpaid. All arrears of preference dividend have to be paid out before paying dividend on equity shares.
- **Cumulative Convertible Preference Shares:** A type of preference shares where the dividend payable on the same accumulates, if not paid. After a specified date, these shares will be converted into equity capital of the company.
- **Participating Preference Share:** The right of certain preference shareholders to participate in profits after a specified fixed dividend contracted for is paid. Participation right is linked with the quantum of dividend paid on the equity shares over and above a particular specified level.

- **Security Receipts:** Security receipt means a receipt or other security, issued by a securitisation company or reconstruction company to any qualified institutional buyer pursuant to a scheme, evidencing the purchase or acquisition by the holder thereof, of an undivided right, title or interest in the financial asset involved in securitisation.
- **Government securities (G-Secs):** These are sovereign (credit risk-free) coupon bearing instruments which are issued by the Reserve Bank of India on behalf of Government of India, in lieu of the Central Government's market borrowing programme. These securities have a fixed coupon that is paid on specific dates on half-yearly basis. These securities are available in wide range of maturity dates, from short dated (less than one year) to long dated (up to twenty years).
- **Debentures:** Bonds issued by a company bearing a fixed rate of interest usually payable half yearly on specific dates and principal amount repayable on particular date on redemption of the debentures. Debentures are normally secured / charged against the asset of the company in favour of debenture holder.
- **Bond:** A negotiable certificate evidencing indebtedness. It is normally unsecured. A debt security is generally issued by a company, municipality or government agency. A bond investor lends money to the issuer and in exchange, the issuer promises to repay the loan amount on a specified maturity date. The issuer usually pays the bond holder periodic interest payments over the life of the loan. The various types of Bonds are as follows-
  - Ø Zero Coupon Bond: Bond issued at a discount and repaid at a face value. No periodic interest is paid. The difference between the issue price and redemption price represents the return to the holder. The buyer of these bonds receives only one payment, at the maturity of the bond.
  - Ø Convertible Bond: A bond giving the investor the option to convert the bond into equity at a fixed conversion price.
- **Commercial Paper:** A short term promise to repay a fixed amount that is placed on the market either directly or through a specialized intermediary. It is usually issued by companies with a high credit standing in the form of a promissory note redeemable at par to the holder on maturity and therefore, doesn't require any guarantee. Commercial paper is a money market instrument issued normally for tenure of 90 days.

**Treasury Bills:** Short-term (up to 91 days) bearer discount security issued by the Government as a means of financing its cash requirements.

(Source: SEBI)

### **Broad Constituents in the Indian Capital Markets**

- **Fund Raisers** are companies that raise funds from domestic and foreign sources, both public and private.
- **Fund Providers** are the entities that invest in the capital markets. These can be categorized as domestic and foreign investors, institutional and retail investors. The list includes subscribers to primary market issues, investors who buy in the secondary market, traders, speculators, FIIs/ sub accounts, mutual funds, venture capital funds, NRIs, ADR/GDR investors, etc.
- **Intermediaries** are service providers in the market, including stock brokers, sub-brokers, financiers, merchant bankers, underwriters, depository participants, registrar and transfer agents, FIIs/ sub accounts, mutual Funds, venture capital funds, market makers, portfolio managers, custodians, etc.
- **Organizations** include various entities such as MCX-SX, BSE, NSE, other regional stock exchanges, and the two depositories National Securities Depository Limited (NSDL) and Central Securities Depository Limited (CSDL).
- **Market Regulators** include the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI), and the Department of Company Affairs (DCA).
- **Appellate Authority:** The Securities Appellate Tribunal (SAT)

- **Participants in the Securities Market** SAT, regulators (SEBI, RBI, DCA, DEA), depositories, stock exchanges (with equity trading, debt market segment, derivative trading), brokers, corporate brokers, sub-brokers, FIIs, portfolio managers, custodians, share transfer agents, primary dealers, merchant bankers, bankers to an issue, debenture trustees, underwriters, venture capital funds, foreign venture capital investors, mutual funds, collective investment schemes.

#### **Trend of SEBI registered Market Intermediaries:**

The following table illustrates the trends in the SEBI registered Market Intermediaries registration of key capital market intermediaries with SEBI in the last few years:

<b>Market Intermediaries</b>	<b>2014-15</b>	<b>2015-16</b>	<b>2016-17\$</b>
Stock Exchanges (Cash Market)	15	5	5
Stock Exchanges (Equity Derivatives Market)	3	3	3
Stock Exchanges (Currency Derivatives Market)	3	3	3
Stock Exchanges (Commodity Derivatives Market)	Na	12	12
Brokers (Cash Segment)*	6,147	3,199	3,192
Corporate Brokers (Cash Segment)*	3,757	2,780	2,777
Brokers (Equity Derivatives Market)	2,990	2,760	2,697
Brokers (Currency Derivatives Market)	2,406	1,985	1,985
Brokers (Debt Segment)	6	6	6
Brokers (Commodity Derivatives Market)	Na	295	1083
Sub-brokers (Cash Segment)*	42,351	34,942	31,863
Foreign Portfolio Investors (FPIs)	1,444	4,311	6,079
Deemed FPIs	6,772	4,406	2,680
Custodians	19	19	19
Depositories	2	2	2
Depository Participants of NSDL & CDSL	854	858	859
Merchant Bankers	197	189	188
Bankers to an Issue	60	62	63
Underwriters	2	2	2
Debenture Trustees	32	31	32
Credit Rating Agencies	6	7	7
KYC Registration Agency (KRA)	5	5	5
Registrars to an Issue & Share Transfer Agents	72	71	73
Venture Capital Funds	201	200	199
Foreign Venture Capital Investors	204	215	214
Alternative Investment Funds	135	209	258
Portfolio Managers	188	204	214
Mutual Funds	47	48	46
Investment Advisors	271	427	529
Research Analysts	26	261	312
Infrastructure Investment Trusts (InVIT)	0	0	3
Collective Investment Management Company	1	1	1
Approved Intermediaries (Stock Lending Schemes)	2	2	2

Market Intermediaries	2014-15	2015-16	2016-17\$
STP (Centralised Hub)	1	1	1
STP Service Providers	2	2	2

Notes:

1. The Hyderabad Securities and Enterprises Ltd (erstwhile Hyderabad Stock Exchange), Coimbatore Stock Exchange Ltd, Saurashtra Kutch Stock Exchange Ltd, Mangalore Stock Exchange, Inter-Connected Stock Exchange of India Ltd, Cochin Stock Exchange Ltd, Bangalore Stock Exchange Ltd, Ludhiana Stock exchange Ltd, Gauhati Stock Exchange Ltd, Bhubaneswar Stock Exchange Ltd, Jaipur Stock Exchange Ltd, OTC Exchange of India, Pune Stock Exchange Ltd, Madras Stock Exchange Ltd, U.P. Stock Exchange Ltd, Madhya Pradesh Stock Exchange Ltd and Vadodara Stock Exchange Ltd have been granted exit by SEBI vide orders dated January 25, 2013, April 3, 2013, April 5, 2013, March 3, 2014, December 08, 2014, December 23, 2014, December 26, 2014, December 30, 2014, January 27, 2015, February 09, 2015, March 23, 2015, March 31, 2015, April 13, 2015, May 14, 2015, June 09, 2015 and November 09, 2015 respectively.
2. SEBI vide order dated September 3, 2007 refused to renew the recognition granted to Magadh Stock Exchange Ltd.
3. Stock brokers and Sub-brokers of Inter connected Stock exchange, Cochin Stock Exchange, Bangalore Stock Exchange, and Ludhiana Stock Exchange, which were granted exit, are excluded.
4. SEBI has withdrawn the recognition granted to Delhi Stock Exchange Limited dated November 19, 2014.
5. Pursuant to Section 131 of Finance Act, 2015 and Central Government notification F.No. 1/9/SM/2015 dated 28th August, 2015 all recognized associations (Commodity derivatives exchanges) under the Forward Contracts (Regulation) Act, 1952 (FCRA) as on September 28, 2015 are deemed to be recognized stock Exchanges under the Securities Contracts (Regulation) Act, 1956 (SCRA).
6. \*Stock brokers/sub-brokers pertaining to active stock exchanges.

\$ indicates as on October 31, 2016.

Source: SEBI, NSDL.

(Source: SEBI Bulletin April 2016 & November 2016)

As can be seen from the above table, there has been an increasing trend in the number of Portfolio Managers registered with SEBI, which clearly shows the opportunity for Portfolio Managers to capture the market. The increasing trend indicates that the players/ investors in the market have high interest in investing and managing their Portfolio.

## EQUITY CAPITAL MARKETS

### Primary Markets

Primary markets play the role of mobilizing the capital to the corporate both private and public. A healthy and efficient primary market is reflective of the economic stability that further accentuates the investor markets have seen a revival in the activity the global scenario. The primary market for equity, which consists of both the 'initial public offering' (IPO) market and the 'seasoned equity offering' (SEO) markets, experienced considerable activity in 2004 and 2005. During 2015-16, companies have raised ₹ 58,167 crore through 108 issues compared to ₹ 19,203 crore raised through 88 issues during 2014-15, which means that the number of issues have increased alongwith the increase in overall amount. The trends in the last few years in the primary markets in India are illustrated in the table below:

Year/ Month	Total		Category-wise				Issue-type				Instrument-wise							
			Public		Rights		Listed		IPOs		Equities				CCPS/FCDs*		Debt	
	No. of issues	Amount (₹ crore)	No. of issues	Amount (₹ crore)	No. of issues	Amount (₹ crore)	No. of issues	Amount (₹ crore)	No. of issues	Amount (₹ crore)	At Par		At Premium		No. of issues	Amount (₹ crore)	No. of issues	Amount (₹ crore)
											No. of issues	Amount (₹ crore)	No. of issues	Amount (₹ crore)				
2014-15	88	19,202	70	12,453	18	6,750	42	15,892	46	3,311	8	49	55	8,740	1	1,000	24	9,413
2015-16	108	58,167	95	48,928	13	9,239	34	43,351	74	14,815	13	672	74	23,382	0	0	21	34,112
2016-17\$	74	47,115	71	46,497	3	618	13	24,511	61	22,604	1	3	63	23,220	0	0	10	23,893
Apr-16	5	3,572	5	3,572	0	0	0	0	5	3,572	1	3	4	3,569	0	0	0	0
May-16	8	1,746	7	1,671	1	75	4	975	4	772	0	0	5	847	0	0	3	899
Jun-16	11	2,518	11	2,518	0	0	1	1,000	10	1,518	0	0	10	1,518	0	0	1	1,000
Jul-16	4	2,159	4	2,159	0	0	1	500	3	1,659	0	0	3	1,659	0	0	1	500
Aug-16	10	16,636	9	16,136	1	500	3	14,500	7	2,136	0	0	8	2,636	0	0	2	14,000
Sep-16	32	15,196	31	15,153	1	43	4	7,537	28	7,660	0	0	29	7,703	0	0	3	7,493
Oct-16	4	5,287	4	5,287	0	0	0	0	4	5,287	0	0	4	5,287	0	0	0	0

Note:

- The total provides category-wise total of any of the three sub-categories viz. public plus rights or issuer-type(listed plus IPOs) or instrument-wise(equities plus CCPS/FCDs plus debt).
- Amount for public debt issue for last two months is provisional.
- All the Issues are compiled from the Prospectus' of Issuer Companies filed with SEBI.
- \* CCPS: Compulsory Convertible Preference Shares, FCDs: Fully Convertible Debentures.
- Equity public issues also include issues listed on SME platform.

\$ indicates as on October 31, 2016.

Source: SEBI.

(Source: SEBI Bulletin April 2016 & November 2016)

Also, another table which further shows the increasing trend towards smaller size issues is as seen below:

Year/ Month	Total		< 5 crore		≥ 5crore - < 10crore		≥ 10 crore - < 50 crore		≥ 50 crore - < 100 crore		≥ 100 crore	
	No. of issue	Amount (₹ crore)	No. of issue	Amount (₹ crore)	No. of issue	Amount (₹ crore)	No. of issue	Amount (₹ crore)	No. of issue	Amount (₹ crore)	No. of issue	Amount (₹ crore)
2014-15	88	19,202	23	75	11	89	11	227	2	109	41	18,702
2015-16	108	58,166	29	80	13	82	9	166	7	487	50	57,350
2016-17\$	74	47,115	16	52	14	94	14	303	1	75	29	46,591
Apr-16	5	3,572	1	3	0	0	1	31	0	0	3	3,538
May-16	8	1,746	0	0	3	21	0	0	1	75	4	1,650
Jun-16	11	2,518	4	11	2	14	2	54	0	0	3	2,439
Jul-16	4	2,159	0	0	0	0	1	11	0	0	3	2,148
Aug-16	10	16,636	1	2	2	15	1	14	0	0	6	16,606
Sep-16	32	15,196	10	36	7	45	8	179	0	0	7	14,936
Oct-16	4	5,287	0	0	0	0	1	13	0	0	3	5,274

\$ indicates as on October 31, 2016.

Source: SEBI.

(Source: SEBI Bulletin April 2016 & November 2016)

## Secondary Markets

During the year 2015-16, Indian Equity markets remained subdued mainly on account of the turmoil in Global Equity Markets in August 2015. The benchmark indices Sensex and Nifty reached their maximum on April 13, 2015 when they touched the highest levels of 29,044 and 8,834 respectively.

(Source: Annual Report-SEBI 15-16)

The Sensex and the Nifty touched their intraday highs of 27,488.3 and 8,506.2 on October 05, 2016 respectively.

(Source: Sebi Bulletin-Nov16)

In fact the broader Indian Equity market has been performing well among overall gloom in the industry and economy which can be seen below:

	2016-17\$	2015-16	Oct-16	Sep-16	Percentage change over previous month
1	2	3	4	5	6
<b>A. Indices</b>					
S&P BSE Sensex	27,930	25,342	27,930.2	27,866.0	0.2
Nifty 50	8,626	7,738	8,625.7	8,611.2	0.2
<b>B. Market Capitalisation</b>					
BSE	1,14,06,693	94,75,328	1,14,06,693	1,10,73,648	3.0
NSE	1,11,61,049	93,10,471	1,11,61,049	1,08,66,063	2.7
<b>C. Gross Turnover</b>					
BSE	3,76,061	7,40,089	64,510	75,915	-15.0
NSE	23,43,732	42,36,983	3,85,163	4,58,920	-16.1
<b>D. P/E Ratio</b>					
S&P BSE Sensex	21.1	19.3	21.1	20.9	0.9
Nifty 50	23.3	20.9	23.3	23.4	-0.4
<b>E. No. of Listed Companies</b>					
BSE	5,867	5,911	5,867	5,843	0.4
NSE	1,836	1,808	1,836	1,822	0.8

Source: BSE, NSE

(Source: SEBI Bulletin – November 2016)

Reflecting the slightly upward trend in market movements, the market capitalisation of BSE and NSE rose by 3.0 percent and 2.7 percent to ₹ 1,14,06,693 crore and ₹ 1,11,61,049 crore respectively, at the end of October 2016 from ₹ 1,10,73,648 crore and ₹ 1,08,66,063 crore respectively, recorded at the end of September 2016

## Major indicators of Indian Equity Markets

The trends in the various other key indices of the equity capital markets in the last few years are as shown below:

Indices	2014	% change over last year	2015	% change over last year	2016	% change over last year
S&P BSE Mid Cap	10372.58	54.69%	11143.08	7.43%	12031.34	7.97%
S&P BSE Small Cap	11087.07	69.24%	11836.71	6.76%	12046.13	1.77%
S&P BSE 100	8369.27	32.28%	8097.57	(3.25%)	8386.69	3.57%
S&P BSE 200	3428.09	35.47%	3377.51	(1.48%)	3511.05	3.95%
S&P BSE 500	10721.62	36.96%	10634.22	(0.82%)	11036.44	3.78%
S&P BSE IPO	2815.35	81.78%	3355.87	19.20%	3345.94	(0.30%)
S&P BSE SME IPO	1084.28	139.64%	802.27	(26.01%)	1070.8	33.47%

(Source: www.bseindia.com)



As can be seen from the table above the Indian Equity Markets have been buoyant over the last few years despite extremely negative and pessimistic overall economic and industrial outlook during these years. Further, the SME indices have outperformed most of the other major indices.

The turnover on the nation's three stock exchanges- NSE, BSE and MSEI, in the Cash segment decreased by 4% to 49,77,248 crore in 2015-16 from ₹ 51,84,500 crore in 2014-15. The value of the contracts traded in NSE's equity derivatives segment increased by 16.6 per cent to ₹ 6.48 crore in 2015-16 from ₹ 5.56 crore in 2014-15, whereas the turnover in the equity derivatives segment at BSE was more than halved to ₹ 44,75,008 crore in 2015-16 from ₹ 2,03,62,741 crore in 2014-15. MSEI recorded no turnover during the year. During 2015-16, the total turnover was the highest at NSE (₹ 45,01,886 crore), followed by BSE (₹ 18,50,359 crore) and MSEI (₹ 3,24,576 crore). NSE accounted for 67.4 per cent of the total turnover in the currency segment followed by BSE (27.7 percent), and MSEI (4.9 per cent).

The historical data pertaining to the trends in the turnover in various segments in the Indian Equity Markets in the recent few years is as mentioned below:

Year	Turnover (crore)									
	Cash Segment			Equity Derivatives			Currency Derivatives (Futures)			
	BSE	NSE	MSEI	BSE	NSE	MSEI	BSE	NSE	MSEI	USE
2014-15	854845	4329655	NA	20362741	55606453	95	1908543	3023908	649925	52186
2015-16	740089	4236983	206	4475008	64825834	0	1850359	4501886	324576	NA
2016-17\$	451976	2805652	NA	6628	49557121	0	1079472	2700963	202061	NA

\$ indicates as on October 31, 2016.

(Source: SEBI Bulletins-annual report 15-16 & SEBI Bulletin November 2016)

## PORTFOLIO MANAGEMENT / ASSET MANAGEMENT SECTOR IN INDIA

According to SEBI "A portfolio manager is a body corporate who, pursuant to a contract or arrangement with a client, advises or directs or undertakes on behalf of the client (whether as a discretionary portfolio manager or otherwise), the management or administration of a portfolio of securities or the funds of the client." In India major brokerage firms, asset management companies and independent experts provide portfolio management services to clients.

### Origins and History

On 7th January 1993, SEBI issued Securities and Exchange Board of India (Portfolio Managers) Regulations, 1993 which marked the beginning of PMS as a formal investment vehicle in India. The issuance of the guidelines within a year of the establishment of SEBI highlights the importance of this service in the capital markets. In 2000, ICICI Prudential was the first institutional participant to provide PMS services.

Born in the late 1990s-early 2000s, portfolio management services, or PMS, became a favourite with investors in the bull market of 2005-2008. Between March 2004 to March 2006 the number of PMS providers increased from 60 to 132. But soon after, it lost steam in the 2008-2009 market turmoil. According to data from SEBI, the assets under management (AUM) of discretionary PMS products declined 40%, but the AUM for non-discretionary PMS products increased 26% from December 2010 till December 2011.

### Current Scenario

Trends in Portfolio Management Services Total assets under management (AUM) of portfolio management services (PMS) industry has increased by 1.0 percent to ₹ 11,62,243 crore in October 2016 from ₹ 11,50,343 crore in September 2016. As on October 31, 2016, AUM of discretionary PMS constitute 77.3 percent of the total AUM of PMS followed by advisory PMS (16.6 percent) and non-discretionary PMS (6.0 percent). In terms of number of clients, discretionary services category leads with total of 58,695 clients, out of 65,413 clients in PMS industry, followed by nondiscretionary category with 4,585 clients and advisory category with 2,133 clients.

(Source: Sebi)

The asset management industry in India is among the fastest growing in the world. Corporate investors accounted for around 45.9 per cent of total AUM in India, while High Net Worth Individuals (HNI) and retail investors account for 28.6 per cent and 22.9 per cent, respectively. In the Asia-Pacific, India is among the top five countries in terms of HNIs. (Source: IBEF)

### Asset under Management by Portfolio Manager

Portfolio management industry in India is steadily growing with the rise and increase in the number of HNIs and also in wealth. This is evident in the expanding clientele base of the portfolio management industry. The number of clients taking discretionary and non-discretionary services increased, while those opting for advisory services decreased in 2015-16. The trend of the assets managed by portfolio managers is seen in the table below:

Year	No. of Clients				AUM (₹ crore)				
	Discretionary	Non-Discretionary	Advisory	Total	Discretionary (EPFO/PFs)	Discretionary (Non EPFO/PFs)	Non-Discretionary	Advisory	Total
1	2	3	4	5	6	7	8	9	10
2014-15	40,558	3,297	2,851	46,706	6,31,091	68,213	47,957	1,80,123	9,27,385
2015-16	46,088	3,915	2,285	52,288	7,34,892	76,141	60,122	1,74,272	10,45,428

Note: The data has been compiled on the basis of information submitted by portfolio managers to SEBI

(Source: SEBI Annual Report 15-16)

The AUM of the portfolio management industry increased by 12.7 per cent to ₹ 10,45,428 crore from ₹ 9,27,385 crore in 2014-15. The discretionary services offered to EPFO/PFs constituted 70.3 per cent of the total assets under the management of portfolio managers followed by advisory services which constituted 16.7 per cent. In 2015-16, the AUM of discretionary portfolio managers, managing EPFO/PF funds, increased by 16.4 per cent over the previous year.

Year/Month	2014-15			2015-16			\$ 2016-17		
Particulars	Discretionary	Non-Discretionary	Advisory	Discretionary	Non-Discretionary	Advisory	Discretionary	Non-Discretionary	Advisory
No. of Clients	40,558	3,297	2,851	46,088	3,915	2,285	58,695	4,585	2,133
<b>AUM (₹ in crore)</b>									
Listed Equity	40,829	8,651	1,80,124	47,321	10,716	1,74,272.34	65,057	12,520	193210.5725*
Unlisted Equity	1,129	42		897	49		640	30	
Plain Debt	6,27,716	33,730		7,38,244	42,419		807,643	49,617	
Structured Debt	137	500		120	429		217	545	
Equity Derivative	153	-4		184	-2		183	-3	
Mutual Fund	5,866	4,901		7,284	6,265		8,076	7,283	
Other Instrument	23,473	136		16,985	247		16,904	319	
<b>Total</b>	<b>6,99,304</b>	<b>47,957</b>		<b>8,11,034</b>	<b>60,122</b>		<b>898720.85#</b>	<b>70,312</b>	
<b>Total of all Services</b>	<b>9,27,385</b>			<b>10,45,428</b>			<b>1,162,243</b>		

Notes:

- \*Value of Assets for which Advisory Services are being given.
- #Of the above AUM ₹ 794683.47 crore is contributed by funds from EPFO/PFs.
- The above data is based on the monthly reports received from portfolio managers

\$ indicates as on October 31, 2016.

Source: SEBI.

(Source: SEBI Bulletin April 2016, May 2016 & November 2016)

From the above table, it can be seen that the Total Assets Under Management (AUM) of portfolio management services (PMS) industry has increased by 1.4 percent to ₹ 10,59,822 crore in April 2016 from to ₹ 10,45,428 crore in March 2016. As on October 31, 2016, AUM of discretionary PMS constitute 77.3 percent of the total AUM of PMS followed by advisory PMS (16.6 percent) and non-discretionary PMS (6.0 percent). In terms of number of clients, discretionary services category leads with total of 58,695 clients, out of 65,413 clients in PMS industry, followed by nondiscretionary category with 4,585 clients and advisory category with 2,133 clients.

### Total Assets under Management of Mutual Funds:

Assets under management (AUM) is a financial term denoting the market value of all the funds being managed by a financial institution (a mutual fund, hedge fund, private equity firm, venture capital firm, or brokerage house) on behalf of its clients, investors, partners, depositors, etc

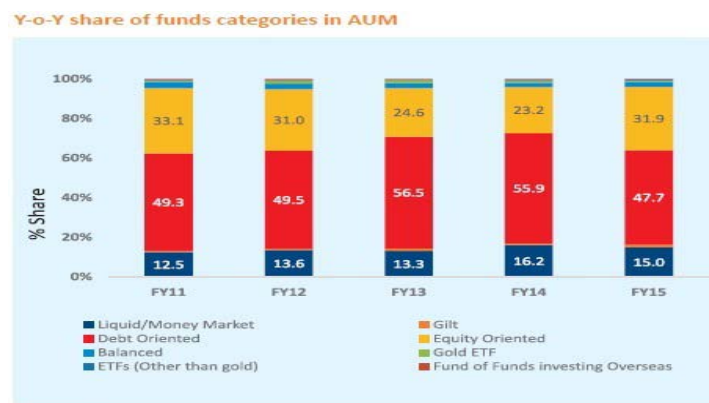
Assets Under Management (AUM) of mutual funds in India rose 14 percent to ₹ 13.53 lakh crore, in financial year 2015-16, driven largely by inflows into equity schemes and higher participation from small town investors. The AUM stood at ₹ 11.88 lakh crore at the end of financial year 2014-15, PTI reported, citing statistics released by industry body, the Association of Mutual Funds in India (AMFI). The Mutual Fund (MF) industry added 53 lakh investor accounts during financial year 2015-16, taking the total number of folios to ₹ 4.7 crore.

(Source: <http://www.ibtimes.co.in/assets-under-management-mutual-funds-grows-14-fy16-673327>)

Indian mutual funds' assets under management (AUM) crossed a record ₹ 15 trillion in the month ended July 2016, indicating that retail investors' interest remains strong amid strength in secondary markets.

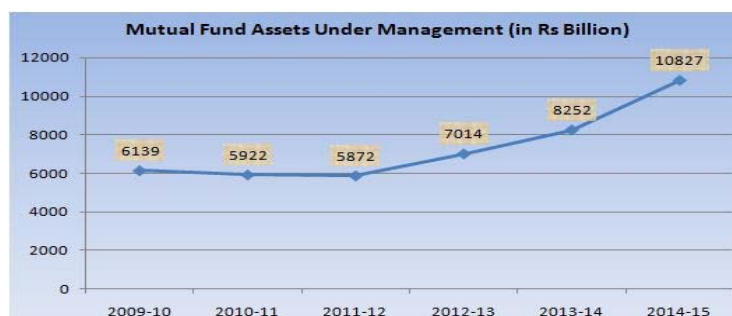
(Source: <http://www.livemint.com/Money/wSnV0feIH6f4CcuL1mCgII/Mutual-funds-AUM-in-July-at-record-high-crosses-Rs15-trill.html>)

As can be seen from the below figures, there is a significant increase in Mutual Funds' AUM in the last 4 to 5 years.



Source: AMFI

(Source: [http://www.dnb.co.in/Publications/IndiasLeadingBFSICompanies\\_2016/MutualFunds.asp](http://www.dnb.co.in/Publications/IndiasLeadingBFSICompanies_2016/MutualFunds.asp))



(Source: <http://www.relakhs.com/rbis-statistical-data-on-households-savings-investments-2015/>)

## PERSONAL FINANCE ADVISORY SERVICE INDUSTRY INDIAN SCENARIO

India has a diversified financial sector undergoing rapid expansion, both in terms of strong growth of existing financial services firms and new entities entering the market. The sector comprises commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities. The banking regulator has allowed new entities such as payments banks to be created recently thereby adding to the types of entities operating in the sector. However, the financial sector in India is predominantly a banking sector with commercial banks accounting for more than 64 per cent of the total assets held by the financial system.



The Government of India has introduced several reforms to liberalise, regulate and enhance this industry. The Government and Reserve Bank of India (RBI) have taken various measures to facilitate easy access to finance for Micro, Small and Medium Enterprises (MSMEs). These measures include launching Credit Guarantee Fund Scheme for Micro and Small Enterprises, issuing guideline to banks regarding collateral requirements and setting up a Micro Units Development and Refinance Agency (MUDRA). With a combined push by both government and private sector, India is undoubtedly one of the world's most vibrant capital markets.

### Market Size

Gross financial savings of households went up marginally to 10.8% in FY 2015-16, from 10% in FY 2014-15. Within the financial savings, further details show that investors are moving to financial instruments other than traditional savings deposits.

Bank deposits have been marginally coming down for at least 3 years. In FY 2015-16, deposits were estimated to have come down to 4.7% from 4.9% in FY 2014-15.

At the same time, investments in market-linked products like mutual funds went up from 0.4% in FY 2013-14 and 2014-15 to 0.7% in FY 2015-16. This suggests that Indian households are warming up to financial products.

Between FY 2014-15 and FY 2015-16, household financial liabilities have also gone up from 2.5% in FY 2014-15 to 3% in FY 2015-16.

Effectively, the net financial savings of households stands at 7.7%. This is the difference between gross household financial savings and financial liabilities. Net financial savings stood at 7.5% in FY 2014-15.

*(Source: <http://www.livemint.com/Money/YWXoETAc9c4HcJTDL8wcXM/187-gross-household-savings-percentage.html>)*

India's life insurance sector is the biggest in the world with about 360 million policies, which are expected to increase at a Compounded Annual Growth Rate (CAGR) of 12-15 per cent over the next five years. The general insurance industry recorded a 12 per cent growth year-on-year in Gross Direct Premium underwritten in April 2016 at ₹ 105.25 billion (US\$ 1.55 billion).

Investment corpus in India's pension sector is expected to cross US\$ 1 trillion by 2025, following the passage of the Pension Fund Regulatory and Development Authority (PFRDA) Act 2013.

### Financial Savings of the Household Sector:

Households' Savings correspond to the total income saved by households during a certain period of time. Savings and investments in banks, stock markets, Post office schemes, company deposits etc., are considered as Financial Assets / Financial Savings.

Preliminary estimates showed that the household net financial saving rate increased to 7.7 percent of gross national disposable income (GNDI) in 2015-16 from 7.5 percent in 2014-15 and 7.4 per cent in 2013-14.

### Financial Assets of the Household Sector:

Financial Assets of the Household Sector (2012 -2015)							(in Rs Billion)
Year	Currency	Bank Deposits	Non-Banking Deposits	Life Insurance Funds	Provident & Pension Funds	Shares & Debentures	Total Financial Assets
2012-13	1,116	5,750	172	1,820	1,240	438	10,244
2013-14	1,018	7,741	305	2,052	1,362	323	12,792
2014-15	1,317	5,792	274	2,347	2,008	570	12,356

\* Life Insurance Fund includes Central or State Governments employees' insurance funds and postal insurance funds.

\* Shares and Debentures include investment in shares and debentures of credit / non-credit societies, public sector bonds and mutual funds (other than Specified Undertaking of the UTI).

(Source: <http://www.relakhs.com/rbis-statistical-data-on-households-savings-investments-2015/>)

From the above table, it can be seen that, the total investments made in Bank Deposits were at Rs 5,792 billion, showing a decrease of around 25%. Public Deposits issued by NBFCs saw an increase of almost 150% during 2014-15 (end of March 2015).

Below table shows the various Financial Assets as a percentage of Total Financial Assets:

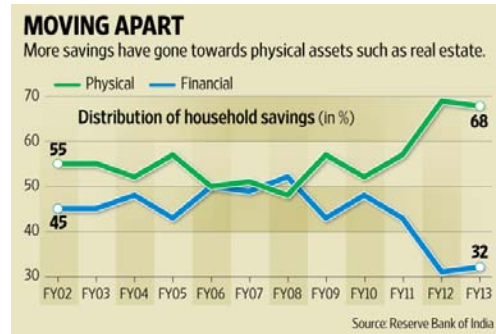
Financial Asset as a % of Total Financial Assets						
Year	Currency	Bank Deposits	Non-Banking Deposits	Life Insurance Funds	Provident & Pension Funds	Shares & Debentures
2012-13	10.9	56.1	1.7	17.8	12.1	4.3
2013-14	8.0	60.5	2.4	16.0	10.6	2.5
2014-15	10.7	46.9	2.2	19.0	16.3	4.6

(Source: <http://www.relakhs.com/rbis-statistical-data-on-households-savings-investments-2015/>)

As per the above data, it is very clear that most of the household savings are routed to bank deposits. Investments in shares, mutual funds and debentures were abysmally low.

### Physical Savings of the Household Sector:

Investments in properties (real estate), gold, silver etc., are Physical Savings / Physical Assets.



From the above chart, it is clearly visible that, more savings are going towards physical assets such as real estate. The real estate sector is one of the most globally recognised sectors. In India, real estate is the second largest employer after agriculture and is slated to grow at 30 per cent over the next decade. The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well as residential spaces. According to data released by Department of Industrial Policy and Promotion (DIPP), the construction development sector in India has received Foreign Direct Investment (FDI) equity inflows to the tune of US\$ 24.19 billion in the period April 2000-March 2016. (Source: *ibef.org*)

### Government Initiatives

Several measures have been outlined in the Union Budget 2016-17 that aim at reviving and accelerating investment which, inter alia, include fiscal consolidation with emphasis on expenditure reforms and continuation of fiscal reforms with rationalization of tax structure.

The Union Budget 2016-17 has allowed foreign investment in the insurance and pension sectors in the automatic route up to 49 per cent subject to the extant guidelines on Indian management and control to be verified by the regulators.

The Government has also announced several schemes to improve the extent of financial inclusion. The Prime Minister of India has launched the Micro Unit Development and Refinance Agency (MUDRA) to fund and promote Microfinance Institutions (MFIs), which would in turn provide loans to small and vulnerable sections of the business community. Financial Services Secretary Mr Hasmukh Adhia has announced that the ministry will launch a campaign for loans under Pradhan Mantri Mudra Yojana (PMMY) in order to double loan disbursement to the small business sector to over ₹ 100,000 crore (US\$ 14.67 billion).

Government of India's 'Jan Dhan' initiative for financial inclusion is gaining momentum. Under Pradhan Mantri Jan Dhan Yojna (PMJDY), 217 million accounts<sup>#</sup> have been opened and ₹174.6 million RuPay debit cards have been issued. Government of India aims to extend insurance, pension and credit facilities to those excluded from these benefits under the Pradhan Mantri Jan Dhan Yojana (PMJDY). The Union Cabinet Minister has also approved the Pradhan Mantri Suraksha Bima Yojana which will provide affordable personal accident and life cover to a vast population.

The Union Cabinet has approved 100 per cent Foreign Direct Investment (FDI) under the automatic route for non-bank entities that operate White Label Automated Teller Machine (WLA), subject to certain conditions.

Minister of Finance Mr Arun Jaitley has formally declared the merger of Forward Markets Commission (FMC) with Securities and Exchange Board of India (SEBI), which help convergence of regulations in the commodities and equity derivatives markets. The Insurance Regulatory and Development Authority of India (IRDA), as part of its endeavour to increase insurance sector growth, has allowed a new distribution avenue called the 'point of sale' person, who will be allowed to sell simple standardised insurance products in the non-life and health insurance segments, which are largely pre-underwritten.

The Department of Industrial Policy and Promotion (DIPP) has allowed 100 per cent Foreign Direct Investment (FDI) in asset reconstruction companies (ARC) under automatic route, which will help to tackle the issue of declining asset quality of banks.

### **Road Ahead**

India is today one of the most vibrant global economies, on the back of robust banking and insurance sectors. The country is projected to become the fifth largest banking sector globally by 2020<sup>##</sup>. The report also expects bank credit to grow at a Compound Annual Growth Rate (CAGR) of 17 per cent in the medium term leading to better credit penetration. Life Insurance Council, the industry body of life insurers in the country also projects a CAGR of 12–15 per cent over the next few years for the financial services segment.

Also, the relaxation of foreign investment rules has received a positive response from the insurance sector, with many companies announcing plans to increase their stakes in joint ventures with Indian companies. Over the coming quarters there could be a series of joint venture deals between global insurance giants and local players. The relaxation in the foreign direct investment (FDI) limit to 49 per cent can result in additional investments up to ₹ 60,000 crore (US\$ 8.81 billion).

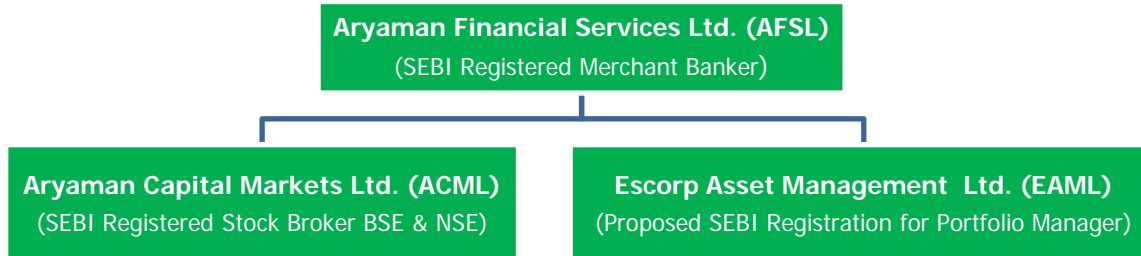
*(Source: <http://www.ibef.org/industry/financial-services-india.aspx>)*

## OUR BUSINESS

### OVERVIEW

#### About our group

Our company is a subsidiary company of Aryaman Financial Services Limited which is the flagship company of the Aryaman Group. Aryaman Group is a Financial Services player having interests in Merchant Banking, Investment Banking, Corporate Advisory, Stock Broking, Market Making and Equity Investments. The diagram below further illustrates the group's business model and structure:



AFSL; our corporate promoter is actively involved in the business of Merchant Banking and has completed 2 Main Board IPOs, 21 SME IPOs, 18 Open Offers, 1 Delisting Offer, and many other valuation and corporate advisory activities since the change in management in 2007 - 08. AFSL has been a pioneer in the field of SME IPOs having been the first Merchant Banker to complete an SME IPO and list the same on an SME Exchange in India. AFSL has received the award for being one of the "Top Performing" Merchant Bankers in the SME Segment from BSE for three years since beginning of this segment in 2012. The market making and group proprietary investment and trading activity are being carried out through ACML.

Both AFSL and ACML are listed on BSE and BSE SME respectively and are having an aggregate market capitalisation of around ₹ 5,000 lakhs.

#### About our company

Our company represents the asset management arm of the group, and proposes to carry out the following key business activities:





In October 2016, we have applied to SEBI for registration under SEBI (Portfolio Managers) Regulations 1993, as amended from time to time and have received the letter from SEBI stating that the application has been found eligible for grant of registration and have paid the registration fees as required, however we are yet to receive final registration certificate as on the date of this Prospectus.

We propose to utilise the group's growing network and intellect and cross sell our products / services as well as add new clients and client groups in the ambit of the group. In line with the group's current strength; we aim to position ourselves within the investment community as an alternative asset management company with unique focus on SME sector and its growth opportunities. Further we propose to provide professional global standard services in fields of financial planning and tax advisory; which we believe are being serviced currently in India in a highly unorganised manner.

Our net worth and total balance sheet size as on September 30, 2016 was ₹ 524.55 lakhs and ₹ 794.68 lakhs respectively.

## **Our Strengths**

### ***Qualified and Experienced Directors***

Our company is led by Mr. Shripal Shah and Mr. Shreyas Shah who are well qualified and experienced in the finance and legal fields. For further details regarding the education qualifications, experience and other relevant details of our Directors (who are also the natural persons owning our corporate promoter) please refer to "Our Management" beginning on page no. 97 of this Prospectus. We believe that since our Directors have been actively involved in the Financial Services Industry and have gained requisite domain knowledge, experience, and industry networks they would be able to adequately exploit opportunities in our sector going forward and help us in improving our operational performance and brand value.

### ***Strong Market Presence of our Corporate Promoter***

Our proposed services would have a focus and niche in our ability to identify risk adjusted return giving opportunity in Small Cap and Mid Cap segment for our clients. We believe that our group's investment banking and advisory businesses will help us better recognize investment opportunities and we believe this unique synergy will help make better investment decisions and identify long term as well as short term risk adjusted return giving opportunities in this segment. Further, in order get leads and new clients for our services; our corporate promoter's well established network among other body corporates or their senior management executives would help us cross sell our products due to the already created goodwill of our corporate promoter. For e.g. if our corporate promoter is advising a corporate on its equity issuance; we can simultaneously provide trust advisory or succession planning to the promoter of such company in line with the overall vision of the promoter family.

### ***Low Debt and sustainable balance sheet situation***

Post our acquisition by Aryaman Financial Services Limited in May 2016 (by way of share subscription), we have increased our capital base and hence have become a well-capitalized company. Further; through this issue we propose to improve our equity capitalizations. Post the completion of this issue we would have paid off all of our outside indebtedness incurred upto December 31, 2016. We believe that this is a unique balance sheet situation in such uncertain times and hence would help us raise debt and when required in the future as well as ensure our long term sustainability. Further, being a well-capitalised firm would allow us to be able to take greater risks in hiring professionals in the future and augment our abilities to bear operating negative cash flows as and when required to develop a new line a business.

### ***One Stop Shop for individuals; HNIs and Corporates in personal finance***

We propose to provide institutional fund management advisory, personal investment advisory; portfolio management (discretionary and non-discretionary); research advisory services, tax advisory and financial planning services to individuals; HNIs; family offices and corporates. We believe that our strategy to provide all kinds of personal finance services to all segments of the client base without any discrimination of size of client would position us a one-stop shop for our current and future client needs.

## Our Strategies

### *Focus on under serviced or unorganised segments of personal finance*

As compared to large corporates; who have large law firms and AMCs advising on personal capital creation and wealth management; many small and medium sized company promoters are normally seen to be managing their personal wealth without any professional guidance or through non specialists such as Chartered Accountants or friends and relatives. The large AMCs do not provide a focused service approach for this customer segment due to size as well as legal complications. We believe that there lies a service gap for this segment and we propose to position ourselves in this segment in order to gain first mover advantage in providing specialist services to these or similar underserved or unorganised customer segment. In order to scale our offerings we may also engage technology partners to provide tech based solutions to smaller than required clients in the future. Further we believe that this segment of customers may be low margin clients initially but going forward they would pay long term returns for our company due to the high loyalty and trust oriented decision making of this segment.

### *Unique Equity Advisory due to focus on SME Exchanges*

Since our group has been involved in the SME exchange related services since its inception; we have an insight of developments in this segment. The trends in the various other key indices of the equity capital markets in the last few years are as shown below:

Indices	2014	% change over last year	2015	% change over last year	2016	% change over last year
S&P BSE Mid Cap	10372.58	54.69%	11143.08	7.43%	12031.34	7.97%
S&P BSE Small Cap	11087.07	69.24%	11836.71	6.76%	12046.13	1.77%
S&P BSE 100	8369.27	32.28%	8097.57	(3.25%)	8386.69	3.57%
S&P BSE 200	3428.09	35.47%	3377.51	(1.48%)	3511.05	3.95%
S&P BSE 500	10721.62	36.96%	10634.22	(0.82%)	11036.44	3.78%
S&P BSE IPO	2815.35	81.78%	3355.87	19.20%	3345.94	(0.30%)
S&P BSE SME IPO	1084.28	139.64%	802.27	(26.01%)	1070.8	33.47%

(Source: [www.bseindia.com](http://www.bseindia.com))

As seen above, there has been significant growth in S&P BSE SME IPO. Even though these returns are for everyone to see and analyse many professional portfolio management or asset management companies have not been actively trading or investing in these stocks due to their lower market awareness. Our ability to provide sound investment advisory or fund management with focus on investing in this segment would provide us a niche and hence an entry point with existing PMS or Investment Advisory clients and over time we can sell other products of our business to them.

### *Focus on global standard of personal finance*

Our promoters are having financial and legal backgrounds. As compared to other developed countries where financial planning is almost a given for each HNI; in India this space is highly unorganised. India is on a verge of modifying tax and other laws w.r.t. estate and inheritance etc. and many of the wealth currently being held in form of HUFs or individual firms or family corporate holding companies would need to adapt to other forms such as family trusts etc. Accordingly we propose to be able to position ourselves with the intellect of global standards and practices for managing wealth and hence ensure highest quality path breaking services for clients.

### *Develop an additional brand and revenue stream for the group*

Despite being part of the Aryaman Group; we have opted for a name which is different. We propose to ensure that Aryaman becomes a brand within the corporate sector for advisory; and we develop our own identity and brand within the personal finance space thereby being able to benefit from multiple brands as well as be able to take strategic financial and operating partners in our company in the future to add business segments which we cannot build organically. We have applied for registration of our new logo and are awaiting the same. For details of our application please refer to “*Intellectual Property*” on page no. 86 of this Prospectus. Further; our group has been instrumental in listing some of the top performing

companies on SME exchanges in India; and hence has a regular investor base which invests in these IPOs or secondary offerings. Currently; these investors invest in their personal capacity and the entire profit / loss of the investment is their personal beneficiary. We believe that having an in house PMS would help the group harness these opportunities and become partner in long term capital appreciation of these companies along with increasing investor base for the group.

## DETAILS OF OUR BUSINESS

### Location

We are strategically located within the Fort Area of Mumbai in line with our primary business model. Our Company operates from its registered and corporate offices located at:

<b>Registered Office:</b>  60, Khatau Building, Gr. Floor, Alkesh Dinesh Modi Marg, Fort, Mumbai - 400001	<b>Corporate Office:</b>  718-A, P.J. Towers, Dalal Street, Fort, Mumbai - 400001.
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There are no branch offices of our company currently. However once we have established our business; we shall explore possibilities of opening channel partners organically as well as inorganically.

### Our Products and Services

We are proposing to be Services Company with “product like approach” to services. Our proposed product and services portfolio can be classified as follows:

Portfolio Management Services (Non Institutional)	Personal Finance Advisory	Institutional Asset Management
<ul style="list-style-type: none"> <li>• Discretionary Portfolio Management</li> <li>• Non Discretionary Portfolio Management</li> <li>• Investment Advisory (Fee Based)</li> <li>• Research Services (Fee Based)</li> </ul>	<ul style="list-style-type: none"> <li>• Financial Planning</li> <li>• Estate Planning</li> <li>• Succession Planning</li> <li>• Personal Tax Advisory</li> </ul>	<ul style="list-style-type: none"> <li>• Discretionary Fund Management for FIIs, FPIs, Domestic Investment Funds</li> <li>• Non Discretionary Fund advisory</li> <li>• Research Services (Fee Based)</li> <li>• Corporate Treasury Services</li> </ul>

#### 1) Portfolio Management Services (Non – Institutional)

Subsequent to obtaining the SEBI Registration; we propose to commence PMS services. We propose to provide discretionary as well as non-discretionary portfolio management Services. The main target client group for this product group is HNIs and family office organisations.

- **Discretionary PMS**

Discretionary PMS is wherein the fund manager shall have full control and discretion over the investment decisions of the client’s funds. These could be in form of a general portfolio managed by the PMS and the clients fund invested as part of that portfolio; or a customised new portfolio created based on client’s needs. However; post investment; the decision to modify as well as liquidate the portfolio is the sole discretion of the portfolio manager.

Following the other salient features of this service:

- ✓ *Investment Objective:* To generate medium to long-term capital growth (3-4 years) by identifying undervalued stocks and those with growth opportunities on stock exchanges in India.
- ✓ *Strategy:* We propose to launch three main type of investment strategy portfolios:
  - **Value Portfolio:** It will be positioned to invest in low multiple stocks with high margin of safety with an objective of earning dividend yields or slow but steady capital appreciation. This portfolio may regularly also invest in liquid or debt funds for ensuring low capital depreciation risk. The fund will normally invest in stocks of Large Cap, Mid and small cap companies that have a sound track record, quality management, earnings and growth potentials and strong fundamentals.
  - **Growth Portfolio:** It will be positioned to invest in high growth companies which could potentially provide capital appreciation opportunities with risk adjusted returns. This portfolio would follow a combination of top-down approach as well as bottom up approach to investing.
  - **High Growth Portfolio:** It will be position to invest in turnaround companies which could potentially provide high capital appreciation as well as strong possibility of dividend yields in the long term. This portfolio would follow a bottom up approach to investing. Further this stock may undertake short term trading opportunities in cash well as derivative markets.

However; depending our demand from customers we may modify these planned portfolio funds as well as create customised portfolios with unique strategies as and when required.

- ✓ *Minimum Investment:* ₹ 25 lakhs for each portfolio client.
- ✓ *Revenue Model:* The revenue model for EAML would include a fixed service fee of certain percentage of the size of the portfolio being managed and a performance fee in form of profit sharing percentage with relevant hurdle rates / high water mark levels as and where applicable.
- ***Non-Discretionary PMS***

Non-Discretionary Portfolio management is wherein the portfolio is managed by the manager in accordance with the requirements and directions of the client, without complete independence unlike the discretionary portfolio management services. This service is more suitable for a informed HNI or investor group with pre-defined set of investment objectives and strategy.

The revenue model for this service is normally only a fixed service fee of certain percentage of portfolio being managed.

- ***Investment Advisory and Research Services (Fee Based)***

This is a fee based product which is not linked to the size of portfolio being advised. In this a client shall enrol with EAML for a fixed fee (payable monthly; quarterly or annually) in order to get stock advice or portfolio advice on specific items. This product is designed towards smaller clients who would want to invest less than ₹ 25 lakhs mostly or highly informed clients with large portfolios looking for additional advisory and trade ideas.

The revenue model for this service would be a subscription fee, divided into different levels based on exhaustiveness of data, type of investment product being advised on and amount of time involved. These services would initially begin through an individual to individual interface; however going forward we would be exploring the idea of setting up a web portal to scale up the subscriber base.

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## 2) Personal Finance Advisory

Personal finance is the financial management which an individual or a family unit performs to budget, save, and spend monetary resources over time, taking into account various financial risks and future life events. We believe that this is a highly underserved area in India; with most of it being done without professional help. We propose to provide personal finance advisory of global level with clear understanding of the Indian culture and ethos in mind.

We believe that our group's strong strength in developing relations with promoters of companies we advise or transact for would create a strong goodwill among these individuals belonging to senior management or promoter levels. In highly competitive times like these an individual's ability to focus on themselves and their family goals is hindered due to focus on the company or business; and hence we believe there would be a need for strong advisory and management support for achieving personal financial goals as well as capital and wealth creation for these individuals.

We propose to create a team of dedicated analysts and advisors who manage and monitor the personal finance items of such HNIs and family trusts etc.

The key sub-activities covered in this product group are explained below:

- ***Financial Planning***

Financial Planning is the process of meeting one's life goals through the proper management of finances. Life goals can include buying a house, saving for your child's higher education or planning for retirement. The process involves gathering relevant financial information, setting life goals, examining your current financial status and coming up with a strategy or plan for how you can meet your goals given your current situation and future plans.

- ***Estate Planning***

Estate planning is the act of preparing for the transfer of a person's wealth and assets after his or her death. Assets, life insurance, pensions, real estate, cars, personal belongings, and debts are all part of one's estate. Estate plans must be written, signed, and notarized by the person who owns the estate. We believe that our insight into the HNIs overall business empire, our director's legal background and our good relations with law firms is a combination which would put us in a position of strength when it comes to providing estate planning advice.

- ***Succession Planning***

Succession planning is a process for identifying and developing new leaders, who can replace old leaders when they leave, retire or die. In dictatorships, it aims for continuity of leadership, preventing a chaotic power struggle by preventing a power vacuum. Our group's insights into the corporate structure and business ethos coupled our expertise on industry scenarios would put us in a position of strength for succession planning services.

Our succession planning advisory services would include:

- ❖ Family re-organization
- ❖ Succession planning consulting
- ❖ Helping to establish efficient succession structures

- ***Tax Advisory***

Our advisory services would help businesses and HNIs optimize taxes which will ensure compliance in a dynamic environment. The ranges of services to be provided by us are:

- ❖ Direct Tax
- ❖ Compliance services
- ❖ Litigation services
- ❖ Advisory services
- ❖ Support for M&A transaction Indirect tax

- ❖ Service Tax
- ❖ Value Added Tax and other indirect taxes

### 3) Institutional Asset Management

This product classification pertains to asset management and related services targeted towards institutions operating in capital markets with a niche for equity related services. We believe that once we begin our Non Institutional Services mentioned above and create a track record of service and performance levels we can approach institutions to provide these services as explained below:

- ***Discretionary Institutional Fund Management:***

In today's dynamic environment many institutional investors such MFs, FIIs, FPIs etc. appoint PMS license holders as their dedicated AMCs or fund management partners. Our niche insights into SME exchange and other equity based ideas generated could put us in a position of strength to target such institutions looking to launch funds with these focus areas or investment philosophy and further looking to partner with us for such services.

The revenue model for this; would normally be a fixed service charge for portfolio or AUM; however, in certain cases we may even be able to build a performance fee element.

- ***Non-Discretionary Institutional Fund Management:***

Non-Discretionary management would involve managing a fund portfolio for institutional investors along tight guidelines approved by the investor with certain minor independencies or NIL independencies.

The revenue model for this service is normally only a fixed service fee of certain percentage of portfolio being managed.

- ***Institutional Advisory or Research Services***

This is a fee based product which is not linked to the size of portfolio being advised. In this an institutional investor shall appoint us as advisors or research providers for a fixed fee (payable monthly; quarterly or annually) in order to get stock advice or portfolio advice on specific items. This product is designed towards new clients who would like to start small with us and develop new relations along with fund manager who are looking for additional advisory and trade ideas.

The revenue model for this service would be a subscription fee, divided into different levels based on exhaustiveness of data, type of investment product being advised on and amount of time involved.

- ***Corporate Treasury Advisory Services***

Many profitable or well capitalised companies have huge cash or liquid reserves for substantial period of time. These liquid reserves are either awaiting some capital expenditure investment opportunity to get finalised or are in form of working capital funds. We believe that our liquid investment ideas with combination of debt; derivative; arbitrage as well as equity bets could help corporate companies effectively utilise these funds in the short to medium term horizon and further we may also provide long term treasury management advice such as liquid fund based banking set-ups; changes in payment management systems etc. to optimise returns on these funds for the companies.

The revenue model for this service would be a fee fixed on each mandate; normally considering size of company and treasury operations.

### **Plant, Machinery, Manufacturing Process and Equipments**

Being a financial services company, we do not own any major plant and machinery. However we own the requisite software and hardware required to carry out our services business effectively. We shall continue to invest in technology as and when our business grows.

## Collaborations

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

## Infrastructure Facilities

Our offices are equipped with latest computer systems, relevant software's, uninterrupted power supply, Internet connectivity, security and other facilities, which are required for our business operations to function smoothly.

## Human Resources

The details of manpower employed as on the date of this Prospectus are as under:

Sr. No.	Category	No. of employees
1.	Directors	2
2.	Middle Management and Operations Staff	4
3.	Peons, Office Boys	1
	<b>Total</b>	<b>7</b>

We shall be augmenting our operations staff as well as middle management team as and when the business operations grow. Further; we may explore possibilities of partnering with other research analysts or investment advisors while scaling the business in order to ensure lower overheads and higher focus on client sourcing and strategy, which we believe are our core strengths.

## Capacity and Capacity Utilization

Our Company is engaged in the service sector and hence capacity and capacity utilisation is not applicable to us

## Export Possibilities & Export Obligation

We have not done any exports till date. Further we do not have any outstanding export obligations as on date of this Prospectus.

## Marketing Set Up

We are currently promoter driven organisation. Our marketing is proposed to be a function of existing network as well as group presence leveraging and new product development and performance based marketing. Over time we may add channel partners to distribute our products and services.

## Competition

All aspects of our business are intensely competitive. Our competitors are other financial advisory firms or PMS companies. Many of our competitors have significantly greater financial, technical, marketing and other resources than those available to us. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of our people, market focus and the relative quality and price of our services and products. In recent years there has been substantial consolidation and convergence among companies in the financial services industry. This trend toward consolidation and convergence has significantly increased the capital base and geographic reach of many of our competitors. Many of our competitors have the ability to offer a wider range of products and services that may enhance their competitive position. Competition is also intense for the recruitment and retention of qualified professionals. Our ability to continue to compete effectively in our businesses will depend upon our continued ability to attract new professionals and retain and motivate our existing professionals.

## Properties



We do not own any property as on date of this Prospectus. We operate from rented premises as explained above:

Sr. No.	Location	Utilisation	Terms of Occupation*
1.	60, Khatau Building, Gr. Floor, Alkesh Dinesh Modi Marg, Fort, Mumbai – 400 001	Registered Office	Pursuant to Office sharing agreement with AFSL valid upto 5 years beginning September 2016.
2.	718-A, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001	Corporate Office	Pursuant to Office sharing agreement with ACML valid upto 5 years beginning September 2016.

\*Our company does not pay any rent for these premises as per the office sharing agreement.

## Intellectual Properties

Our company has made an application to ‘The Registrar of Trade Marks, Trade Marks Registry for the registration of corporate logo and trademark, which is under process for registration. The detail of such application is as under:

Sr. No	Particulars of the mark	Word/ Label Mark	Applicant	Trademark/ Application Number	Issuing Authority	Class	Status
1		Device	Escorp Asset Management Limited	3460323	Trade Marks Registry, Mumbai	36	Pending Approval
2		Device	Escorp Asset Management Limited	3460322	Trade Marks Registry, Mumbai	36	Pending Approval

## Insurance

We have obtained following insurance policies:

Sr. No.	Name of the Insurance Company	Type of Policy	Validity Period	Description of cover under the policy	Policy No.	Sum Insured (₹ lakhs)	Premium p.a.
1.	The New India Assurance Co. Ltd.	Standard Fire & Special Perils Policy	17.01.2017 To 16.01.2018	As per note no. 1	1420001116010 0001000	₹ 52.70	₹ 2,197.00

1. Building including Superstructure, Furniture, Fixture, Fitting and other Contents situated at 718-A, Stock Exchange Building, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001.



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## KEY REGULATIONS AND POLICIES

*In carrying on our business as described in the section titled “Our Business” on page no. 78 of this Prospectus, our Company is regulated by the following legislations in India. The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to the Company being a part of portfolio management services industry. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive, and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see “Government and other Statutory Approvals”.*

Our business is governed by various central and state legislations that regulate the substantive and procedural aspects of our business. We are required to obtain and regularly renew certain licenses/ registrations and / or permissions required statutorily under the provisions of various Central and State Government regulations, rules, bye laws, acts and policies.

Given below is a brief description of the certain relevant legislations that are currently applicable to the business carried on by our Company:

### INDUSTRY RELATED REGULATIONS

#### **The Minimum Wages Act, 1948**

The Minimum Wages Act, 1948 (“**MWA Act**”) was enacted to establish minimum wages for certain categories of employees. Under this Act, the Central and the State Governments stipulate the scheduled industries and establishments and fix minimum wages.

#### **Payment of Bonus Act, 1965**

Pursuant to the Payment of Bonus Act, 1965, as amended, an employee in a factory or in any establishment where 20 (twenty) or more persons are employed on any day during an accounting year, who has worked for at least 30 (thirty) working days in a year, is eligible to be paid a bonus. Contravention of the provisions of the Payment of Bonus Act, 1965 by a company is punishable with imprisonment upto six months or a fine up to ₹ 1,000 or both.

#### **The Maternity Benefit Act, 1961**

The purpose of the Maternity Benefit Act, 1961 is to regulate the employment of pregnant women in certain establishments for certain periods and to ensure that they get paid leave for a specified period before and after childbirth, or miscarriage or medical termination of pregnancy. It inter alia provides for payment of maternity benefits, medical bonus and prohibits the dismissal of and reduction of wages paid to pregnant women.

#### **The Payment of Wages Act, 1936**

The Payment of Wages Act, 1936 (“**PWA**”) is applicable to the payment of wages to persons in factories and other establishments. PWA ensures that wages that are payable to the employee are disbursed by the employer within the prescribed time limit and no deductions other than those prescribed by the law are made by the employer.

#### **Equal Remuneration Act, 1979**

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

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### **Child Labour (Prohibition and Regulation) Act, 1986**

The Child Labour (Prohibition and Regulation) Act, 1986 (the “CLPR Act”) seeks to prohibit the engagement of children in certain employments and to regulate the conditions of work of children in certain other employments. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

### **Industrial Disputes Act, 1947 and Industrial Dispute (Central) Rules, 1957**

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

### **The Employees’ Compensation Act, 1923**

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

### **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.

### **SEBI (Portfolio Managers) Regulations, 1993**

Portfolio managers are governed by SEBI (Portfolio Managers) Regulations, 1993, hereinafter referred to as the Portfolio Manager Regulations. As per this regulation, “portfolio” means the total holdings of securities belonging to any person. Portfolio Manager Regulations defines a portfolio manager as any person who pursuant to a contract or arrangement with a client, advises or directs or undertakes on behalf of the client (whether as a discretionary portfolio manager or otherwise) the management or administration of a portfolio of securities or the funds of the client. As specified by regulation 6A of the Portfolio Manager Regulations, the provisions of The SEBI (Criteria for Fit and Proper Person) Regulations, 2004 shall apply to all portfolio managers. The portfolio manager shall be registered as such with SEBI in order to carry on portfolio manager services. The certificate of registration shall be valid for a period of three years from the date of its issue to the applicant.

## **The Prevention of Money Laundering Act, 2002**

As per the provisions of the Prevention of Money Laundering Act, 2002 (“PMLA”), every banking company, financial institution, which includes chit fund company, a co-operative bank, a housing finance institution and a non-banking financial company; and intermediary, which includes a stock-broker, sub-broker, share transfer agent, banker to an issue, trustee to a trust deed, registrar to an issue, merchant banker, underwriter, portfolio manager, investment adviser and any other intermediary associated with securities market and registered under section 12 of the Securities and Exchange Board of India Act, 1992, shall have to maintain a record of all the transactions; the nature and value of which has been prescribed in the rules under the PMLA. The procedure and manner of maintaining and time for furnishing information and verification and maintenance of records of the identity of the clients of the banking companies, financial institutions and intermediaries have also been provided for under the rules prescribed in the regard.

The following rules are applicable to the Company:

*Prevention Of Money-Laundering (Maintenance Of Records Of The Nature And Value Of Transactions, The Procedure And Manner Of Maintaining And Time For Furnishing Information And Verification And Maintenance Of Records Of The Identity Of The Clients Of The Banking Companies, Financial Institutions And Intermediaries) Rules, 2005*

## **TAX RELATED LEGISLATIONS**

### **Income-tax Act, 1961**

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

### **Service Tax**

Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of ‘taxable services’, defined therein. The service provider of taxable services is required to collect service tax from the recipient of such services and pay such tax to the Government. Vide Notification No. 30/2012-Service Tax dated June 20, 2012, the liability to pay service tax in respect of certain taxable services, as specified therein, has shifted from the person who provides the service, to the person who receives the service. Every person who is liable to pay service tax must register himself with the appropriate authorities. According to Rule 6 of the Service Tax Rules, 1994, every assessee is required to pay service tax in TR 6 challan by the 6th of the month immediately following the month to which it relates. Further, under Rule 7 (1) of Service Tax Rules, 1994, the Company is required to file a half-yearly return in Form ST 3 by the 25th of the month immediately following the half year to which the return relates. Every assessee is required to file the half-yearly return electronically.

### **Professional Tax**

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

obtain a certificate of enrolment from the assessing authority. The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975 is applicable to the Company.

For details of the Company's material registrations under the applicable the tax legislations, kindly refer to the Chapter titled "*Government and Other Key Approvals*" beginning on page no. 158 of this Prospectus.

## **Other Regulations**

### **The Maharashtra Shops and Establishment Act, 1948**

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 Company has its registered office at 60, Khatau Building, Ground Floor, Alkesh Dinesh Modi Marg, Fort, Mumbai-400001 and its corporate office at 718-A, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001. Accordingly, the provisions of the Maharashtra Shops and Establishments Act, 1948 are applicable to the Company.

### **Transfer of Property Act, 1882**

The transfer of property, including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the Transfer of Property Act, 1882 ("**T.P. Act.**"). The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter.

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

**Sale:** The transfer of ownership in property for a price, paid or promised to be paid.

**Mortgage:** The transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The T.P. Act recognises several forms of mortgages over a property.

**Charges:** Transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the court attaching to specified immovable property, or by an act of the parties.

**Leases:** The transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.

**Leave and License:** The transfer of a right to do something upon immovable property without creating interest in the property.

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

### **The Registration Act, 1908**

The Registration Act, 1908 ("**Registration Act**") was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents

also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

### **The Indian Stamp Act, 1899**

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act, 1899 (“**Stamp Act**”) which is enacted by the Central Government. All other instruments are required to be stamped, as per the rates prescribed by the respective State Governments. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one state to another. Certain states in India have enacted their own legislation in relation to stamp duty while the other states have adopted and amended the Stamp Act, as per the rates applicable in the state. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act. Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from state to state. The Maharashtra Stamp Act, 1958 is applicable to the Company

### **Maharashtra Stamp Act, 1958**

The Maharashtra Stamp Act, 1958 (“**Maharashtra Stamp Act**”) prescribes the different rates of duties on the instrument falling within the various descriptions set-out in Schedule I of the Maharashtra Stamp Act., then the instrument is chargeable with the highest of the duty prescribed. In addition, the Maharashtra Stamp Act also prescribes methodology for adjudication, refund of duties, grievance processes and prosecutions. The Collector is normally vested with the power of adjudication. If a document is not stamped or adequately stamped, it is likely to be impounded.

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

### **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.

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## **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.

## **The Companies Act, 1956**

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

## **The Companies Act, 2013**

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs has vide its notification dated September 12, 2013 has notified 98 Sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. A further 183 Sections have been notified on March 26, 2014 and have become applicable from April 1, 2014. Further, several provisions have been brought into force in 2016. The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

## **The Trademarks Act, 1999**

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

## **REGULATIONS REGARDING FOREIGN INVESTMENT**

### **Foreign Exchange Management Act, 1999 (“the FEMA”)**

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

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framework on Foreign Direct Investment (“FDI”), with effect from June 7, 2016. The FDI Circular consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till June 6, 2016. All the press notes, press releases, clarifications on FDI issued by DIPP till June 6, 2016 stand rescinded as on June 7, 2016. Further, the DIPP has issued Press Note No.6 (2016 Series) on October 25, 2016 (“Press Note 6”) inter-alia amending the FDI Circular vis-à-vis FDI in the financial services sector, amongst others.

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.

In terms of the FDI Circular issued by the DIPP read with the aforesaid Press Note 6, foreign investments in the sector in which the Company operates is permitted upto 100% 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 person’s resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. As mentioned above, the Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

## HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated as Escorp Financial Services Private Limited on February 13, 2011 under the Companies Act, 1956 with the Registrar of Companies, Mumbai bearing Registration No. 213451. The name of the Company was changed to Escorp Industries Private Limited vide Special Resolution dated July 02, 2013 and the name change certificate was issued on July 23, 2013. Again, the name of the company was changed to Escorp Asset Management Private Limited vide Special Resolution dated August 03, 2016 and the certificate for the same was issued on August 18, 2016. The status of the Company was changed to public limited and the name of our Company was changed to Escorp Asset Management Limited vide Special Resolution dated September 28, 2016. The fresh certificate of incorporation consequent to conversion was issued on October 14, 2016 by the Registrar of Companies, Mumbai. The Company's Corporate Identity Number is U17121MH2011PLC213451.

### *Our Business*

Our company represents the asset management arm of the group, and proposes to carry out the following key business activities:



In October 2016, we have applied to SEBI for registration under SEBI (Portfolio Managers) Regulations 1993, as amended from time to time and have received the letter from SEBI stating that the application has been found eligible for grant of registration and have paid the registration fees as required, however we are yet to receive final registration certificate as on the date of this Prospectus.

We propose to utilise the group's growing network and intellect and cross sell our products / services as well as add new clients and client groups in the ambit of the group. In line with the group's current strength; we aim to position ourselves within the investment community as an alternative asset management company with unique focus on SME sector and its growth opportunities. Further we propose to provide professional global standard services in fields of financial planning and tax advisory; which we believe are being serviced currently in India in a highly unorganised manner.

For further details regarding our business operations, please see the chapter titled "*Our Business*" beginning on page no 78 of this Prospectus.

Our Company has Seven (7) shareholders, as on the date of this Prospectus.



## Major Events

Year	MILESTONE
2011	Incorporated under Companies Act, 1956 as Escorp Financial Services Private Limited
2013	Name of the Company was changed to Escorp Industries Private Limited and additional business activities were added into the main objects of the company.
2016	Change in major shareholding pattern and our company became a subsidiary of Aryaman Financial Services Limited.
2016	Name of the Company was changed to Escorp Asset Management Private Limited and additional business activities were added into the main objects of the company.
2016	Changed the status of our Company from Private to Public i.e. Escorp Asset Management Limited
2016	Applied with SEBI for registration as a Portfolio Manager

## MAIN OBJECTS

The main object of our Company is as follows:

"To acquire, hold, sell, buy or otherwise deal in any shares, units, stocks, debentures, debenture-stock, bonds, mortgages, commodities, obligations and other securities or alternative investment items by original subscription, tender, purchase, change, gift or otherwise and to subscribe for the same, either conditionally or otherwise, and to underwrite, sub-underwrite or guarantee the subscription thereof to purchase and sell the above mentioned securities and to carry on and undertake the business of asset management, portfolio management, investment advisory, research services, financial advisors, business counselors, treasury management, advisors, and to render such services to individuals, companies, corporations, trusts and other entities.

To carry on the activities of raising or acquiring funds for and/or managing mutual funds, venture capital funds, offshore funds, pension funds, provident funds, insurance funds, alternate investment funds, portfolio management services or any other funds, and to act as managers, consultants, advisors, administrators, attorneys, agents, or representatives of or for mutual funds, venture capital funds, offshore funds. Pension funds, provident funds, insurance funds, alternate investment funds, portfolio management services or any other funds formed or established in India or elsewhere by the Company or any other person (whether incorporated or not) or by any government, state, local authority, association, institution (whether incorporated or not) or any other agency or organization

## CHANGES IN REGISTERED OFFICE OF OUR COMPANY

Date of Change	Changed From	Change to
September 16, 2016	2, Neel Sagar, A. G. Khan Road, Worli, Mumbai - 400 018	60, Khatau Building, Ground Floor, Alkesh Dinesh Modi Marg, Fort, Mumbai- 400 001

## AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Dates on which some of the main clauses of the Memorandum of Association of our Company have been changed citing the details of amendment as under:

Date	Nature of Amendment
July 17, 2013	Alteration of the Main Object Clause in compliance with Section 18(1)(A) of Companies Act 1956.
July 23, 2013	Name of the Company was changed to Escorp Industries Private Limited
July 29, 2013	Alteration of the Main Object Clause in compliance with Section 18(1)(A) of Companies Act 1956.
May 25, 2016	The Increase in the Authorised Capital from ₹ 100,000 divided into 10,000 shares of ₹ 10 to ₹ 3,01,00,000 divided into 30,10,000 shares of ₹ 10.
August 03, 2016	The Increase in the Authorised Capital from ₹ 3,01,00,000 divided into 30,10,000 shares ₹ 10 to ₹ 4,60,00,000/- divided into 46,00,000 shares of ₹ 10.
August 17, 2016	Alteration of the Main Object Clause in compliance with Section 13(1) of Companies Act 2013.
August 18, 2016	Name of the Company was changed to Escorp Asset Management Private Limited.

<b>Date</b>	<b>Nature of Amendment</b>
October 14, 2016	Conversion from a Private Limited to Public Limited.
January 14, 2017	The Increase in the Authorised Capital from ₹ 4,60,00,000 divided into 46,00,000 shares ₹ 10 to ₹ 7,00,00,000/- divided into 70,00,000 shares of ₹ 10.

## **SUBSIDIARIES**

As on the date of this Prospectus, we don't have any subsidiary company.

## **THE AMOUNT OF ACCUMULATED PROFIT/ (LOSSES) NOT ACCOUNTED FOR BY OUR COMPANY**

There is no accumulated profit/ (losses) not accounted for by our Company.

## **HOLDING COMPANY**

Please see the chapter "*Our Promoters & Promoter Group*" on the page no. 109 of this Prospectus for further details of our Holding Company i.e., Aryaman Financial Services Limited

## **JOINT VENTURES**

As on the date of this Prospectus, there are no joint ventures of our Company.

## **SHAREHOLDERS' AGREEMENT**

There are no Shareholders' Agreements existing as on the date of this Prospectus.

## **ACQUISITION OF BUSINESS / UNDERTAKINGS**

We have not acquired any business / undertakings since incorporation.

## **FINANCIAL PARTNERS**

We do not have any financial partners as on the date of this Prospectus.

## **STRATEGIC PARTNERS**

We do not have any strategic partners as on the date of this Prospectus.

## **OTHER AGREEMENTS**

Except the contracts / agreements entered in the ordinary course of the business carried on or intended to be carried on by our Company, we have not entered into any other agreement / contract as on the date of this Prospectus.

## **INJUNCTIONS OR RESTRAINING ORDERS**

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

## OUR MANAGEMENT

### Board of Directors:

Our Company has Five (5) Directors consisting of Two (2) Executive Directors and Three (3) Non-Executive Independent Directors.

The following table sets forth details regarding our Company's Board of Directors as on the date of this Prospectus:

Sr. No.	Name, Designation, Address, Occupation, Term, Date of Birth and DIN	Nationality	Age	Other Directorships
1	<p><b>Mr. Shripal Shah</b> Executive Director</p> <p><b>Address:</b> 02, Neel Sagar, A.G. Khan Road, Worli, Mumbai- 400 018.</p> <p><b>Date of Appointment as Executive Director:</b> February 13, 2011</p> <p><b>Occupation:</b> Business</p> <p><b>Term:</b> Liable to retire by rotation</p> <p><b>DIN:</b> 01628855</p>	Indian	32 years	<ul style="list-style-type: none"> <li>• Aryaman Financial Services Limited</li> <li>• Aryaman Capital Markets Limited</li> <li>• Mahshri Enterprises Private Limited</li> </ul>
2	<p><b>Mr. Shreyas Shah</b> Executive Director</p> <p><b>Address:</b> 02, Neel Sagar, A.G. Khan Road, Worli, Mumbai- 400 018.</p> <p><b>Date of Appointment as Executive Director:</b> July 27, 2016</p> <p><b>Occupation:</b> Business</p> <p><b>Term:</b> Liable to retire by rotation</p> <p><b>DIN:</b> 01835575</p>	Indian	28 years	<ul style="list-style-type: none"> <li>• Aryaman Financial Services Limited</li> <li>• Aryaman Capital Markets Limited</li> <li>• Mahshri Enterprises Private Limited</li> </ul>
3	<p><b>Mr. Darshit Parikh</b> Non Executive Independent Director</p> <p><b>Address:</b> B/12, 3rd Floor, New Sunita Park Sodawala Lane, Borivali (West), Mumbai - 400092</p> <p><b>Date of Appointment as Non Executive Independent Director:</b> July 27, 2016</p> <p><b>Occupation:</b> Professional</p> <p><b>Term:</b> Appointed as Non Executive Independent Director for a period of five years i.e. till July 26, 2021</p> <p><b>DIN:</b> 03492803</p>	Indian	31 years	<ul style="list-style-type: none"> <li>• Aryaman Financial Services Limited</li> <li>• Aryaman Capital Markets Limited</li> <li>• Fyipe Technologies Private Limited</li> <li>• ADS Corconsultants Private Limited</li> </ul>

Sr. No.	Name, Designation, Address, Occupation, Term, Date of Birth and DIN	Nationality	Age	Other Directorships
4	<p><b>Ms. Supriya Tatkar</b> Non Executive Independent Director</p> <p><b>Address:</b> G- 702, Ritu Paradise Housing Society, Phase 1, Mira Bhayandar Road, Mira Road East, Thane- 401 102.</p> <p><b>Date of Appointment as Additional Independent Director:</b> January 16, 2017</p> <p><b>Occupation:</b> Professional</p> <p><b>Term:</b> Up to next General Meeting</p> <p><b>DIN:</b> 03340550</p>	Indian	33 Years	<ul style="list-style-type: none"> <li>Aryaman Capital Markets Limited</li> </ul>
5	<p><b>Mr. Haresh Sanghvi</b> Non Executive Independent Director</p> <p><b>Address:</b> A/6, Mazdock Apartments, 74/G, J.P. Road, 7 Bungalows, Andheri West, Mumbai- 400 061</p> <p><b>Date of Appointment as Additional Independent Director:</b> January 16, 2017</p> <p><b>Occupation:</b> Professional</p> <p><b>Term:</b> Up to next General Meeting</p> <p><b>DIN:</b> 00006301</p>	Indian	63 Years	<ul style="list-style-type: none"> <li>H P Sanghvi (OPC) Private Limited</li> <li>Maxvridhhi Financial Services Private Limited</li> </ul>

Further details on their qualification, experience etc., please see their respective biographies under the heading “*Brief Biographies*” below.

**Notes:**

- There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors were selected as a Director.
- There is no service contracts entered into by the Directors with our Company providing for benefits upon termination of employment.
- None of the Directors is or was a director of any listed company during the last five years preceding the date of the Draft Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in such company.
- None of the Directors is or was a director of any listed company which has been or was delisted from any recognized stock exchange in India during the term of their directorship in such company.
- None of the Directors is categorized as a willful defaulter, as defined under SEBI (ICDR) Regulations.

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**BRIEF BIOGRAPHIES OF OUR DIRECTORS****Mr. Shripal Shah**

Mr. Shripal Shah, aged 32 years is Executive Director and also the Promoter of our company. He is a Management Graduate (International Finance) and a CFA (USA). He has an experience of over a decade in the field of finance and investments. His functional responsibility is developing industry networks for further business development.

**Mr. Shreyas Shah**

Mr. Shreyas Shah aged 28 years is Executive Director and also the Promoter of our company. He is a Management Graduate from Mumbai University and has also completed his graduation in Law (LLB) from Mumbai University. He has an experience of over 7 years in the field of investments and finance. His functional responsibility in our Company involves handling the overall business affairs of our Company including devising investment strategies, and overall development of the business of our Company.

**Mr. Darshit Parikh**

Mr. Darshit Parikh, aged 31 years, is the Non-Executive Independent Director of our Company. He holds Bachelor of Commerce degree from Mumbai University, Bachelor of Law and Associate Member of the Institute of Company Secretaries of India. He has diversified experience of around 8 years in handling secretarial matters and compliances.

**Ms. Supriya Tatkar**

Ms. Supriya Tatkar, aged 33 years, is a Non-Executive Independent Director of our company. She holds a Bachelors degree in Commerce from Mumbai University and is an Associate Member of the Institute of Company Secretaries of India. She has diversified experience of around 7 years in handling secretarial matters and compliances

**Mr. Haresh Sanghvi**

Mr. Haresh Sanghvi aged 63, is a Non-Executive Independent Director of our Company. He is a B.com, LLB, MBA and FCS by qualification. He has over 2 decades of industry experience having worked at senior executive positions at the Mariwala Group for a period of 7 years, Ajmera Group for a period of 5 years and the Khatau Group for a period of 7 years. After obtaining his Fellow Company Secretary registration in 2001, he has been a Practicing Company Secretary for the almost 15 years and has diversified experience servicing listed and unlisted Companies.

**RELATIONSHIP BETWEEN DIRECTORS**

None of Directors on our Board are related to each other, except as stated below:

- Mr. Shreyas Shah is the Brother of Mr. Shripal Shah

**Borrowing Powers of our Board of Directors**

Our Company at its Extra-Ordinary General Meeting held on August 03, 2016 passed a resolution authorizing Board of Directors pursuant to the provisions of section 180 (1)(c) of the Companies Act, 2013 for borrowing from time to time any sum or sums of money from any person(s) or bodies corporate (including holding Company) or any other entity, whether incorporated or not, on such terms and conditions as the Board of Directors may deem fit for the purpose of the Company's business. The monies so borrowed together with the monies already borrowed by our Company (apart from temporary loans obtained from the banks in the ordinary course of business) may exceed the aggregate of the paid up share capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of such borrowings together with the amount already borrowed and outstanding shall not, at any time, exceed ₹ 50.00 crores.

## REMUNERATION OF EXECUTIVE DIRECTORS

### Mr. Shripal Shah, Executive Director

Our Company at its Extra-Ordinary General Meeting held on January 14, 2017, passed a resolution authorizing Board of Directors pursuant to the provisions of section 196-197 of Companies act, 2013 to approve as and when they deem fit and based on the company's financial stability position to approve a remuneration payable to Mr. Shripal Shah not exceeding ₹ 60,00,000 (Rupees Sixty Lakhs only) per annum as provided under the provisions of the Act unless otherwise approved by the Central Government. However, till date the board has not approved any remuneration package for our Executive Director.

Remuneration paid to Mr. Shripal Shah for FY 2015-16 was Nil.

### Mr. Shreyas Shah, Executive Director

Our Company at its Extra-Ordinary General Meeting held on January 14, 2017, passed a resolution authorizing Board of Directors pursuant to the provisions of section 196-197 of Companies act, 2013 to approve as and when they deem fit and based on the company's financial stability position to approve a remuneration payable to Mr. Shreyas Shah not exceeding ₹ 60,00,000 (Rupees Sixty Lakhs only) per annum as provided under the provisions of the Act unless otherwise approved by the Central Government. However, till date the board has not approved any remuneration package for our Executive Director.

Remuneration paid to Mr. Shreyas Shah for FY 2015-16 was Nil

### Compensation of Non-Executive Independent Directors

Pursuant to a resolution passed at the meeting of the Board of the Company on January 16, 2017 the Non-Executive Independent Directors will be paid ₹ 10,000 per sitting fee for Board and ₹ 2,500 per sitting fees for Committee meetings held.

Remuneration paid to our Non-Executive Independent Directors in Fiscal 2016: Nil

### Shareholding of Directors

The following table sets forth the shareholding of our Directors as on the date of this Prospectus:

Name Of Directors	No. of Equity Shares held	% of Pre-Issue Paid Up Capital
Mr. Shripal Shah	5,05,000	11.20%
Mr. Shreyas Shah	5,04,000	11.18%
Mr. Darshit Parikh	-	-
Ms. Supriya Talkar	-	-
Mr. Haresh Sanghvi	-	-
<b>Total Holding of Directors</b>	<b>10,09,000</b>	<b>22.38%</b>
<b>Total Paid up Capital</b>	<b>45,10,000</b>	<b>100.00%</b>

### Interest of Directors

All of our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or allotted to the companies in which they are interested as Directors, Members, and Promoter, pursuant to this issue. All of our Directors may also be

deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Except as stated in this chapter titled “*Our Management*” and the chapter titled “*Annexure XXII - Related Party Transactions*” beginning on page nos. 97 and 139 of this Prospectus respectively, our Directors do not have any other interest in our business.

Except as disclosed in “*Properties*” within the section titled “*Our Business*” on page no. 86 of this Prospectus, our Directors have no interest in any property acquired by our Company within two years of the date of this Prospectus. Further, except as disclosed in “*Properties*” within the section titled “*Our Business*” on page no. 86 of this Prospectus, our Company has not taken any property on lease from our Promoters within two years of the date of this Prospectus.

### Changes in our Board of Directors in the last three years

Following are the changes in our Board of Directors in the last three years:

Name	Date of Change	Reason
Mrs. Meloni Shah	July 27, 2016	Resignation
Mr. Shreyas Shah	July 27, 2016	Appointment
Mr. Darshit Parikh	July 27, 2016	Appointment
Ms. Supriya Tatkar	January 16, 2017	Appointment
Mr. Haresh Sanghvi	January 16, 2017	Appointment

### Corporate Governance

In addition to the applicable provisions of the Companies Act, 2013 with respect to corporate governance, provisions of the SEBI Listing Regulations to the extent applicable to the entity whose shares are listed on the SME Exchange will also be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchange. We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, the SEBI Regulations and the Companies Act, in respect of corporate governance including constitution of the Board and committees thereof.

Our Board has been constituted in compliance with the Companies Act and SEBI (LODR) Regulations, 2015. The Board functions either as a full board or through various committees constituted to oversee specific functions. Our executive management provides our Board detailed reports on its performance periodically.

Currently, our Board has five (5) Directors. In compliance with the requirements of the Companies Act we have two (2) Executive Directors and three (3) Non Executive Independent Directors on our Board. Our Chairman is an Executive Director and we have a woman director on our Board.

### Committees of our Board

We have constituted the following committees of our Board of Directors for compliance with corporate governance requirements:

1. Audit Committee
2. Stakeholder's Relationship Committee
3. Nomination and Remuneration Committee

## 1. Audit Committee

The Audit Committee of our Board was constituted by our Directors by a board resolution dated January 16, 2017 pursuant to section 177 of the Companies Act, 2013. The Audit Committee comprises of:

Sr. No.	Name	Designation in Committee	Nature of Directorship
1	Mr. Darshit Parikh	Chairman	Non Executive Independent Director
2	Ms. Supriya Tatkar	Member	Non Executive Independent Director
3	Mr. Shripal Shah	Member	Executive Director

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

- a) Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) 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.
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- d) 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.
- e) Reviewing, with the management, the half yearly financial statements before submission to the board for approval
- f) 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/Draft Prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- h) Approval or any subsequent modification of transactions of the company with related parties;
- i) Scrutiny of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;
- l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- m) 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.



- 
- n) Discussion with internal auditors any significant findings and follow up there on.
  - o) 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.
  - p) 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.
  - q) 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.
  - r) To review the functioning of the Whistle Blower mechanism.
  - s) 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.
  - t) 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.

The Company Secretary of the Company acts as the Secretary to the Committee.

#### *Meeting of Audit Committee*

The audit committee shall meet at least four times in a year and not more than one hundred and twenty days 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.

## **2. Stakeholder's Relationship Committee**

The Shareholder and Investor Grievance Committee of our Board were constituted by our Directors pursuant to section 178 (5) of the Companies Act, 2013 by a board resolution dated January 16, 2017. The Shareholder and Investor Grievance Committee comprises of:

<b>Sr. No.</b>	<b>Name</b>	<b>Designation in Committee</b>	<b>Nature of Directorship</b>
1	Mr. Darshit Parikh	Chairman	Non Executive Independent Director
2	Mr. Haresh Sanghvi	Member	Non Executive Independent Director
3	Mr. Shripal Shah	Member	Executive Director

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

- a) Allotment and listing of our shares in future
- b) Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
- c) Monitoring 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;
- d) Reference to statutory and regulatory authorities regarding investor grievances;
- e) To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- f) And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

The Company Secretary of our Company acts as the Secretary to the Committee.

#### *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. Since the formation of the committee, no Stakeholders Relationship Committee meetings have taken place.

## **3. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee of our Board was constituted by our Directors pursuant to section 178 of the Companies Act, 2013 by a board resolution dated January 16, 2017.

The Nomination and Remuneration Committee currently comprises of:

Sr. No.	Name	Designation in Committee	Nature of Directorship
1	Ms. Supriya Tatkar	Chairman	Non Executive Independent Director
2	Mr. Darshit Parikh	Member	Non Executive Independent Director
3	Mr. Haresh Sanghvi	Member	Non Executive Independent Director

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

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b) Formulation of criteria for evaluation of Independent Directors and the Board;
- c) Devising a policy on Board diversity
- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

#### ***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. The Committee is required to meet at least once a year.

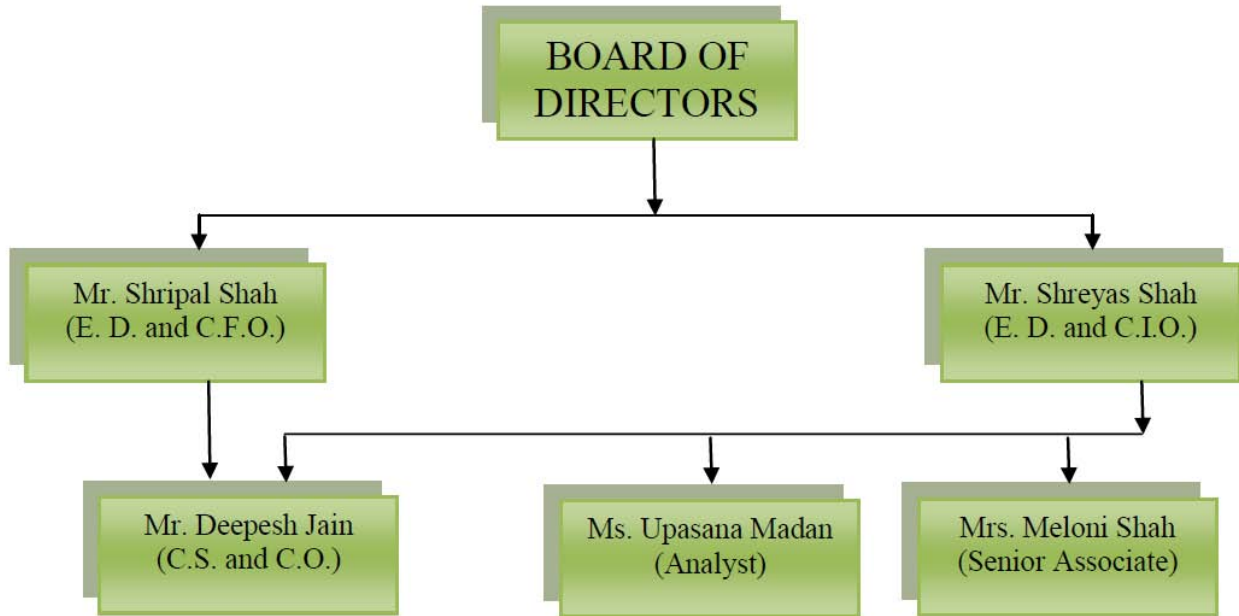
The Company Secretary of our Company acts as the Secretary to the Committee.

#### **Policy on Disclosure and Internal Procedure for Prevention of Insider Trading**

The provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Stock Exchange. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of our Equity Shares on stock exchange. Further, Board of Directors have approved and adopted the policy on insider trading in view of the proposed public offer.

Our Board is responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the code of conduct under the overall supervision of the board.

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**Management Organisation Structure**


- |                      |   |  |
|----------------------|---|--|
| <b>E. D.</b>         | - | Executive Director                       |
| <b>C.F.O.</b>        | - | Chief Financial Officer                  |
| <b>C.I.O</b>         | - | Chief Investment Officer                 |
| <b>C.S. and C.O.</b> | - | Company Secretary and Compliance Officer |

## Key Managerial Personnel

The following table sets forth the Key Managerial Personnel and their significant details:

Name of Employee	Designation and Functional Area	Date of Appointment / Change in Designation	Compensation for Last Fiscal Year (₹ in lakhs)	Qualification	Name of Previous Employer	Total Years of Experience
Mr. Shreyas Shah	Chief Investment Officer	July 27, 2016	Nil	L.L.B. B.M.S	-	7 Years
Mrs. Meloni Shah	Senior Associate	August 01, 2016	Nil	B.Sc (H.S.)	Dilip C. Bagri	6 Years
Mr. Deepesh Jain <sup>(1)</sup>	Company Secretary and Compliance Officer	August 19, 2016	Nil	C.S. B.B.A	RJ Bio-Tech Limited	2 Years
Ms. Upasana Madan	Analyst	January 10, 2017	Nil	C.F.A. (Level 1) B.F.M	-	-
Mr. Shripal Shah	Chief Financial Officer	January 16, 2017	Nil	C.F.A B.M.S	JP Morgan Chase	11 Years

<sup>(1)</sup> Except for Mr. Deepesh Jain, who is on payroll of our promoter – AFSL; but is deployed to us for secretarial work, all the other KMPs are on the payrolls of our Company as permanent employees.

Other Notes –

The aforementioned KMP are on the payrolls of our Company as permanent employees.

Also, they are related parties as per the Accounting Standard 18. For details, please see the chapter titled “Financial Statements- Annexure XXII - Related Party Transactions” on page no. 139 of this Prospectus.

## Relationship amongst the Key Managerial Personnel

None of our KMP's of our Company is related to each other as on the date of this Prospectus except as mentioned below:

- Mr. Shreyas Shah is the Brother of Mr. Shripal Shah
- Mr. Shripal Shah is the Husband of Mrs. Meloni Shah
- Mr. Shreyas Shah is the Brother in Law of Mrs Meloni Shah

Also, none of them have been selected pursuant to any arrangement/understanding with major shareholders/ customers/ suppliers.

## Shareholding of Key Managerial Personnel

None of our KMP's holds any shares of our Company as on the date of this Prospectus except as mentioned below:

- Mr. Shripal Shah holds 5,05,000 Equity Shares of our Company.
- Mr. Shreyas Shah holds 5,04,000 Equity Shares of our Company.
- Mrs. Meloni Shah holds 970 Equity Shares of our Company.

## Interest of Key Managerial Personnel

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

Personnel prior to/ in terms of this Issue, they will be deemed to be interested to the extent of their shareholding and / or dividends paid or payable on the same.

#### **Bonus or Profit Sharing Plan for the Key Managerial Personnel**

Our Company does not have fixed bonus/profit sharing plan for any of the employees, key managerial personnel.

#### **Loans taken by Key Management Personnel**

None of our Key Managerial Personnel have taken any loan from our Company as on the date of the Prospectus.

#### **Employee Share Purchase and Employee Stock Option Scheme**

Presently, we do not have ESOP/ESPS scheme for employees.

#### **Payment or Benefit to our Officers**

Except for the payment of salaries and yearly bonus, we do not provide any other benefits to our employees.

#### **Changes in the Key Managerial Personnel in the three years preceding the date of filing this Prospectus**

<b>Name</b>	<b>Designation</b>	<b>Date of Joining/ Change in Designation</b>
Mr. Shreyas Shah	Chief Investment Officer	July 27, 2016
Mrs. Meloni Shah	Senior Associate	August 01, 2016
Mr. Deepesh Jain	Company Secretary and Compliance officer	August 19, 2016
Ms. Upasana Madan	Analyst	January 10, 2017
Mr. Shripal Shah	Chief Financial Officer	January 16, 2017


## OUR PROMOTERS AND PROMOTER GROUP

### Our Promoters


1. Mr. Shripal Shah (Individual Promoter)
2. Mr. Shreyas Shah (Individual Promoter)
3. Aryaman Financial Services Limited (Corporate Promoter)

The details of our Promoters are as follows:

#### Mr. Shripal Shah

	Identification	Details
	PAN	BBTPS8152C
	Passport No.	J1697902
	Driving License Number	MH.01.004/10589
	Voter's ID	JGP0635060
	Bank Account Number	317902010061637
Name of Bank & Branch		Union Bank of India (Fort, Mumbai)

#### Mr. Shreyas Shah

	Identification	Details
	PAN	BEOPS6554N
	Passport No.	N2558947
	Driving License Number	MH01 20060036845
	Voter's ID	SHA4401303
	Bank Account Number	317902010061636
Name of Bank & Branch		Union Bank of India (Fort, Mumbai)

*For additional details on the age, background, personal address, educational qualifications, experience, positions/posts held in the past, terms of appointment as Directors and other directorships of our Promoters, please see the Chapter titled "Our Management" beginning on page no.97 of this Prospectus.*

*For details of the build-up of our Promoters' shareholding in our Company, please see the chapter titled "Capital Structure –Notes to Capital Structure" beginning on page no. 45 of this Prospectus*

#### Aryaman Financial Services Limited (AFSL)

Aryaman Financial Services Limited is the promoter of our company and holds of the 77.61% pre-issue paid up equity share capital of our company.

<b>Name</b>	Aryaman Financial Services Limited
<b>Permanent Account Number</b>	AABCA1376P
<b>Company Registration Number</b>	L74899DL1994PLC059009
<b>Address of ROC with which the company is registered</b>	102, Ganga Chambers, 6A/1, W.E.A, Karol Bagh, New Delhi – 110 005
<b>Bank Account Number</b>	32692642726
<b>Name of the Bank and Branch</b>	State Bank of India (Mumbai Main Branch)

## Brief

### History and Background

AFSL was originally incorporated on May 11, 1994 with the name Aryaman Financial Services Limited and Certificate of Commencement of Business was received on June 16, 1994. In the year 1995 AFSL floated its Initial Public Offer in 1995 and is currently listed on Bombay Stock Exchange. AFSL is a category – I Merchant Banker registered with SEBI having certificate number INM000006807. Mahshri Enterprises Private Limited acquired substantial control from Aryaman Holding Limited in the year 2007 vide a Share Purchase Agreement dated August 10, 2007 and pursuant to change in management and after completion of all SEBI formalities a fresh registration certificate bearing number INM000011344 was issued to AFSL.

Since then, AFSL has been a fast growing capital market intermediary and has received its permanent registration as a Merchant Banker in 2013. AFSL has been a pioneer in the SME exchange segment in India and has been awarded as being “one of top performing” Merchant Bankers in the BSE SME Segment. The registered office of AFSL is located at 102, Ganga Chambers, 6A/1, W.E.A, Karol Bagh, New Delhi – 110005 and it operates from its Corporate Office located at 60, Khatau Building, Alkesh Dinesh Modi Marg, Fort, Mumbai - 400001.

Mahshri Enterprises Private Limited is currently the single largest shareholder in AFSL and holds 64.54% of the Equity Share Capital of the Company.

### Board of Directors of Aryaman Financial Services Limited as on date of this Prospectus

Sr. No.	Name of Director	Designation
1	Mr. Shripal Shah	Executive Director
2	Mr. Shreyas Shah	Executive Director
3	Mr. Ram Gaud	Independent Director
4	Mr. Darshit Parikh	Independent Director
5	Mrs. Tejal Vala	Independent Director

### Brief Audited Financials of Aryaman Financial Services Limited

(₹ in Lakhs)

Sr. No.	Particulars	As at March, 31		
		2016	2015	2014
1	Share Capital	1,097.5	1,097.5	1,097.5
2	Reserves (Excluding revaluation reserve) and Surplus	416.23	361.58	329.50
3	Income including other income	264.36	176.83	263.29
4	Profit/(Loss) after tax	54.65	32.32	41.18
5	Earnings per share/ Diluted Earnings per Share	0.50	0.29	0.38
6	Net Asset Value per share	13.79	13.29	12.40

### The Stock Market data of Aryaman Financial Services Limited at BSE (Scrip Code: 530245)

Month	High (₹)	Low (₹)	No. of Shares Traded	Total Turnover (₹)
February 2017	24.20	19.50	3,99,878	85,12,062
January 2017	20.70	17.10	5,11,218	95,91,333
December 2016	26.30	19.05	3,61,102	85,99,841
November 2016	26.60	22.50	8,39,415	2,11,60,062
October 2016	25.15	21.00	18,470	3,97,502
September 2016	22.95	20.20	4,44,057	91,77,204

(Source: www.bseindia.com)

The closing share prices of AFSL as on the date of this Prospectus on BSE was ₹ 22.50.

The market capitalization of AFSL as on the date of this Prospectus on BSE was ₹ 2,469.38 lakhs.



**Shareholding pattern of Aryaman Financial Services Limited on December 31, 2016**

Category (I)	Category of Share- holder (II)	No. of Share-holder (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares Underlying Depository Receipts (VI)	Total Nos. Shares held (VII) = (IV) + (V) + (VI)	Share holding as a % of total No. of Shares (calculated As per SCRR, 1957)(VIII)As a % of (A+B+C2)	Number of Voting Rights held in each Class of securities (IX)				No of Underlying Outstanding Convertible securities (incl. Warrants) (X)	Share Holding as a % assuming Full convertible securities (as a % of Diluted Share Capital)(XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked In shares (XII)		No. of shares Pledged Or Otherwise encumbered (XIII)		No. of Equity shares held in De-mat form (XIV)
								No of voting Right			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)	
								Class-Equity	Classes	Total								
(A)	Promoter & Promoter Group	1	70,83,030	-	-	70,83,030	64.54%	70,83,030	-	70,83,030	64.54%	-	64.54%	-	-	-	-	70,83,030
(B)	Public	1,339	38,91,970	-	-	38,91,970	35.46%	38,91,970	-	38,91,970	35.46%	-	35.46%	-	-	-	-	34,99,010
(C)	Non Promoter Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>1,340</b>	<b>1,09,75,000</b>	-	-	<b>1,09,75,000</b>	<b>100.00%</b>	<b>1,09,75,000</b>	-	<b>1,09,75,000</b>	<b>100.00%</b>	-	<b>100.00%</b>	-	-	-	-	<b>1,05,82,040</b>

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**Past Penalties and Listing Compliances:**

AFSL has not faced any suspension on the BSE for any listing agreement non-compliance.

**Mechanism for redressal of Investor Grievance**

All share related matters namely transfer, transmission, transposition, nomination, dividend, change of name, address and signature, registration of mandate and power of attorney, replacement, split, consolidation, dematerialization and dematerialization of shares, issue of duplicate certificates etc. are handled by AFSL registrars and transfer agents, Adroit Corporate Services Private Limited.

Investors correspond directly with Adroit Corporate Services Private Limited, on all share related matters. AFSL has an established mechanism for investor service and grievance handling, with Adroit Corporate Services Private Limited and the compliance officer appointed by AFSL for this purpose being the important functional nodes.

AFSL has constituted Shareholders Relationship committee consisting of Mr. Darshit Parikh, Mr. Shripal Shah and Mrs. Tejal Vala, which, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with securities transfers and other processes. As on the date of this Prospectus, there were no investor complaints pending against AFSL.

**Promise vis-à-vis Objects**

AFSL has not undertaken any public issue/ rights issue in the last ten years.

**Promoter of AFSL**

AFSL is currently promoted by Mahshri Enterprises Private Limited (MEPL) which holds 64.54% of the paid-up capital. The natural persons having control over MEPL are:

- Mr. Shripal Shah\*
- Mr. Shreyas Shah\*

*\*For details regarding Mr. Shripal Shah and Mr. Shreyas Shah, please refer to Chapter “Promoters and Promoter Group” on page no. 109 of this Prospectus*

**Other disclosures:**

- AFSL is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up. AFSL neither has a negative net-worth nor has made a loss in the immediately preceding year.
- No application has been made to RoC for striking off the name of AFSL;
- No show cause notice has been issued or no prosecution proceeding have been initiated by SEBI against AFSL
- Promoters or directors of AFSL have not been declared as wilful defaulters by the RBI or any other governmental authority and except as stated in “*Outstanding Litigations and Material Developments*” and “*Risk Factors*” beginning on page 152 and 10 respectively of this Prospectus, there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them.
- AFSL will not subscribe to the IPO of our Company.

There are no defaults in meeting any statutory /bank/institutional dues. No proceedings have been initiated for economic offences against the Company.

**Changes in Management and Control**

There has been no change in control of the management of Aryaman Financial Services Limited in the three years proceeding the year of this Prospectus.

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**Other undertakings and confirmations**

We confirm that the PAN, bank account number and passport number of the Individual Promoter have been submitted to the Stock Exchanges at the time of filing of the Draft Prospectus with the Stock Exchange.

We confirm that the PAN, bank account number and Certificate of Incorporation of the Corporate Promoter have been submitted to the Stock Exchanges at the time of filing of the Draft Prospectus with the Stock Exchange.

Our Promoters, the members of our Promoter Group have confirmed that they have not been identified as willful defaulters by the RBI or any other governmental authority.

No violations of securities laws have been committed by our Promoters or members of our Promoter Group or any Group Companies in the past or are currently pending against them. None of (i) our Promoters, Promoter Groups or Group Companies or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoters are or were associated as a promoter, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions 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.

**Outstanding Litigation**

There is no outstanding litigation against our promoters except as disclosed in the sections titled "*Risk Factors*" and chapters titled "*Outstanding Litigations and Material Developments*" beginning on page nos. 10 and 152 respectively of this Prospectus.

**Interests of Promoters**

None of our Promoters / Directors have any interest in our Company except to the extent of compensation payable / paid, rents on properties owned by their relatives but used by our company and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details please see the chapters titled "*Capital Structure*", "*Financial Information*" and "*Our Management*" beginning on page nos. 44, 125 and 97 of this Prospectus.

Except as stated otherwise in this Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

For Further details on the related party transaction, to the extent of which our Company is involved, please see "*Annexure XXII - Statement of Related Party Transaction*" on page no. 139 of this Prospectus.

**Payment of benefits to the our Promoters**

Except as stated in "*Financial Information- Annexure XXII - Related Party Transactions*" beginning on page no. 139 of this Prospectus, there has been no payment of benefits to the Promoters during the two years preceding the date of the Draft Prospectus.

**Common Pursuits of Promoter and Group Companies**

Our Promoter and Group Companies have been authorised by their respective Memorandum of Associations to undertake activities which are similar to ours and are currently engaged in businesses similar to ours. Following are the Promoter and Group Companies, whose main objects are similar to ours and this may result in potential conflicts of interest with our Company in the future

- Aryaman Financial Services Limited

- Aryaman Capital Markets Limited
- Mahshri Enterprises Private Limited
- Overskud Multi Assets Management Private Limited

For Further details on the related party transaction, to the extent of which our Company is involved, please see “*Annexure XXII - Statement of Related Party Transaction*” on page no. 139 of this Prospectus.

### **Companies with which the Promoter has disassociated in the last three years**

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of the Draft Prospectus except from the following:

<b>Sr. No.</b>	<b>Name of the Promoter</b>	<b>Name of the Company</b>	<b>Remarks/ Reason</b>
1	Mr. Shreyas Shah	Omni Ax’s Software Limited	Resignation
		Eduexel Infotainment Limited	Resignation
		Overskud Multi Asset Management Private Limited	Resignation
		Nopea Capital Services Private Limited	Resignation

### **Interest of Promoters in the Promotion of our Company**

Our Company is currently promoted by Promoters in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding (Individual and Corporate) and directorship (Individual) in our Company and the dividend declared, if any, by our Company.

### **Interest of Promoters in the Property of our Company**

Our Promoters have confirmed that they do not have any interest in any property acquired by our Company within two years preceding the date of the Draft Prospectus or proposed to be acquired by our Company as on the date of this Prospectus, other than as mentioned in the chapter titled “*Our Business*” and “*Objects of the Issue*” beginning on page nos. 78 and 53 respectively of this Prospectus.

Further, other than as mentioned in the chapter titled “*Our Business*”, our Promoters do not have any interest in any transactions in the acquisition of land, construction of any building or supply of any machinery.

### **Payment of Amounts or Benefits to our Promoters or Promoter Group during the last two years**

Except as stated in “*Annexure XXII - Related Party Transactions*” on page no. 139 of this Prospectus, no amount or benefit has been paid by our Company to our Promoter or the members of our Promoter Group in the last two years preceding the date of the Draft Prospectus

### **Interest of Promoters in our Company other than as Promoters**

Other than as Promoters, our Promoters are interested in our Company to the extent of their shareholding (Individual and Corporate) and directorship (Individual) in our Company and the dividend declared, if any, by our Company. For details please see chapters titled “*Our Management*” and “*Capital Structure*” beginning on page nos. 97 and 44 respectively of this Prospectus.

Except as mentioned in this section and the Chapters titled “*Our Business*”, “*Objects of the Issue*”, “*History and Certain Corporate Matters*” and “*Financial Information - Related Party Transactions - Annexure XXII*” beginning on page nos. 78, 53, 94 and 139 of this Prospectus, our Promoters do not have any interest in our Company other than as Promoters.

### **Related Party Transactions**

Except as stated in “*Financial Information - Annexure XXII - Related Party Transactions*” beginning on page no. 139, our Company has not entered into related party transactions with our Promoters or our Group Companies.

## Shareholding of the Promoter Group in our Company

For details of shareholding of members of our Promoter Group as on the date of this Prospectus please see chapter titled “*Capital Structure – Notes to Capital Structure*” beginning on page no. 45 of this Prospectus.

### Other confirmations

Our Company has neither made any payments in cash or otherwise to the Promoters or to firms or companies in which our Promoters are interested as members, directors or promoters nor have our Promoters 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 in the section “*Financial Information Annexure XXII - Related Party Transactions*” beginning on page no. 139 of this Prospectus.

## OUR PROMOTER GROUP

Apart from our Promoters, as per Regulation 2(1)(zb) of the SEBI (ICDR) Regulation, 2009, the following individuals and entities shall form part of our Promoters Group:

### 1. Natural Persons who are Part of the Promoter Group

The Natural persons who are part of the Promoter Group (due to their relationship with the Promoters), other than the Promoter, are as follows:

Name of the Promoter	Name of the Relative	Relationship with the Promoter
<b>Mr. Shripal Shah</b>	Mr. Shrenik Shah	Father
	Mrs. Roopa Shah	Mother
	Mrs. Meloni Shah	Wife
	Mr. Shreyas Shah	Brother(s)
	Ms. Shravya Shah	Daughter(s)
	Mr. Maahir Shah	Son(s)
	Mr. Chetan Gosalia	Wife's Father
	Mrs. Manisha Gosalia	Wife's Mother
	Mr. Dharmil Gosalia	Wife's Brother
<b>Mr. Shreyas Shah</b>	Mr. Shrenik Shah	Father
	Mrs. Roopa Shah	Mother
	Mr. Shripal Shah	Brother(s)

### 2. Corporate Entities or Firms forming part of the Promoter Group

As per Regulation 2(1)(zb)(iv) of the SEBI (ICDR) Regulations, 2009, the following entities would form part of our Promoter Group:

Sr. No.	Name of Promoter Group Entity
1	Aryaman Capital Markets Limited
2	Mahshri Enterprises Private Limited
3	Overskud Multi Asset Management Private Limited
4	Roopshri Resorts Private Limited

## OUR GROUP COMPANIES

In addition to our Promoters & Promoter Group, as specified under the section “*Our Promoters and Promoter Group*” on page no. 109 of this Prospectus, the companies that form part of our ‘Group Companies’ are based on the requirements of the Schedule VIII of the SEBI (ICDR) Regulations, 2009, as amended.

Our group companies based on the above are:

- Aryaman Capital Markets Limited
- Mahshri Enterprises Private Limited
- Overskud Multi Asset Management Private Limited
- Roopshri Resorts Private Limited

### DETAILS OF OUR GROUP COMPANY:

#### 1. ARYAMAN CAPITAL MARKETS LIMITED (ACML)

<b>Incorporation</b>	Our Company was incorporated as Aryaman Broking Limited on July 22, 2008 under the Companies Act, 1956 bearing Registration No. 184939 and having its Registered Office in Mumbai. Subsequently, Vide special resolution dated December 19, 2013 the name of the Company was changed to Aryaman Capital Markets Limited. A fresh certificate of Incorporation consequent upon change of name was issued on January 27, 2014 by the Registered of Companies, Mumbai.
<b>CIN</b>	L65999MH2008PLC184939
<b>Registered Office</b>	60, Khatau Building, Ground Floor, Alkesh Dinesh Modi Marg, Fort, Mumbai – 400 001
<b>Nature of Business</b>	Stock Broking, Market Making and Investment
<b>Registrar of Companies</b>	Everest, 100, Marine Drive, Mumbai – 400 002.

<b>Date and Year of Initial Listing</b>	October 20, 2014
<b>Name of the Stock Exchanges where currently listed</b>	BSE
<b>Details of public offerings in last 3 Years</b>	IPO
<b>Date of opening and closing of Issue</b>	Opening Date: September 25, 2014 Closing Date: October 01, 2014
<b>Date of Allotment</b>	October 14, 2014
<b>Face Value (₹)</b>	10/-
<b>Listing Code</b>	BSE: 538716

#### Interest of our Promoters / Promoter Group

Our promoters and promoter group hold 74.28% Equity Shares of this Company.

**Brief Audited Financials of Aryaman Capital Markets Limited**

(₹ in Lakhs)

S. No.	Particulars	As at March, 31		
		2016	2015	2014
1	Share Capital	1,197.71	1,197.71	838.71
2	Reserves (Excluding revaluation reserve) and Surplus	132.76	120.52	42.90
3	Income including other income	993.79	689.66	293.10
4	Profit/(Loss) after tax	12.24	5.81	6.44
5	Earnings per share/ Diluted earnings per share	0.10	0.05	0.09
6	Net Asset Value per share	11.11	11.01	10.51

**The Stock Market data of ACML at BSE (Scrip Code: 538716)**

Month	High (₹)	Low (₹)	No. of Shares Traded	Total Turnover (₹)
February 2017	21.00	20.75	6,80,000	1,41,69,500
January 2017	23.50	22.75	3,30,000	75,82,500
December 2016	23.00	22.00	5,30,000	1,18,99,000
November 2016	20.50	17.50	3,80,000	66,95,000
October 2016	-	-	-	-
September 2016	17.60	15.00	2,40,000	37,35,000

 (Source: [www.bseindia.com](http://www.bseindia.com))

The closing share prices of ACML as on the date of this Prospectus on BSE was ₹ 22.70.

The market capitalization of ACML as on the date of this Prospectus on BSE was ₹ 2,718.81 lakhs.

**Shareholding pattern of Aryaman Capital Markets Limited on September 30, 2016**

Category (I)	Category of Share-holder (II)	No. of Share-holder (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares Underlying Depository Receipts (VI)	Total Nos. Shares held (VII) = (IV) + (V) + (VI)	Share holding as a % of total No. of Shares (calculated As per SCRR, 1957)(VIII)As a % of (A+B+C2)	Number of Voting Rights held in each Class of securities (IX)				No of Underlying Outstanding Convertible securities (incl. Warrants) (X)	Share Holding as a % assuming Full convertible securities (as a % of Diluted Share Capital)(XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked In shares (XII)		No. of shares Pledged Or Otherwise encumbered (XIII)		No. of Equity shares held in De-mat form (XIV)
								No of voting Right			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)	
								Class-Equity	Classes	Total								
(A)	Promoter & Promoter Group	7	88,97,126	-	-	88,97,126	74.28%	88,97,126	-	88,97,126	74.28%	-	-	-	-	-	-	88,97,126
(B)	Public	23	30,80,000	-	-	30,80,000	25.72%	30,80,000	-	30,80,000	25.72%	-	-	-	-	-	-	30,80,000
(C)	Non Promoter Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>30</b>	<b>1,19,77,126</b>	<b>-</b>	<b>-</b>	<b>1,19,77,126</b>	<b>100.00%</b>	<b>1,19,77,126</b>	<b>-</b>	<b>1,19,77,126</b>	<b>100.00%</b>	<b>-</b>	<b>100.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,19,77,126</b>



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**Past Penalties and Listing Compliances:**

ACML has not faced any suspension on the BSE for any listing agreement non-compliance.

**Mechanism for redressal of Investor Grievance**

All share related matters namely transfer, transmission, transposition, nomination, dividend, change of name, address and signature, registration of mandate and power of attorney, replacement, split, consolidation, dematerialization and dematerialization of shares, issue of duplicate certificates etc. are handled by ACML registrars and transfer agents, Bigshare Services Private Limited.

Investors correspond directly with Bigshare Services Private Limited, on all share related matters. ACML has an established mechanism for investor service and grievance handling, with Bigshare Services Private Limited and the compliance officer appointed by ACML for this purpose being the important functional nodes.

ACML has constituted Shareholders Relationship committee consisting of Mrs. Supriya Tatkar, Mr. Shripal Shah and Mr. Ram Gaud, which, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with securities transfers and other processes. As on the date of this Prospectus, there were no investor complaints pending against ACML

**Other disclosures:**

- ACML is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up. ACML neither has a negative net-worth nor has made a loss in the immediately preceding year.
- No application has been made to RoC for striking off the name of ACML;
- No show cause notice has been issued or no prosecution proceeding have been initiated by SEBI against AFSL
- Promoters or directors of AFSL have not been declared as wilful defaulters by the RBI or any other governmental authority and except as stated in “*Outstanding Litigations and Material Developments*” and “*Risk Factors*” beginning on page 152 and 10 respectively of this Prospectus, there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them.
- AFSL will not subscribe to the IPO of our Company.

There are no defaults in meeting any statutory /bank/institutional dues. No proceedings have been initialled for economic offences against the Company.

**2. MAHSHRI ENTERPRISES PRIVATE LIMITED (MEPL)*****Corporate Information***

MEPL was incorporated under the Companies Act, 1956 as a Private Limited Company on November 27, 2006 in Mumbai. Its registered office is situated at 2, Neel Sagar, A G Khan Road, Worli, Mumbai – 400 018. The CIN No. of the Company is U74140MH2006PTC165813. The company is in the business of Financial Services and Investment

**Interest of our Promoters / Promoter Group**

Our promoters and promoter group hold 100.00% Equity Shares of this Company.

### Financial Performance

The brief financial details of MEPL derived from its Audited Financial Statements, for Fiscals 2016, 2015 & 2014 are set forth below

(₹ in Lakhs)

Particulars	As at March, 31		
	2016	2015	2014
Equity Share Capital (F. V. ₹ 10/-)	200.00	200.00	200.00
Reserves (excluding revaluation reserve) and Surplus	(8.81)	(8.82)	(8.83)
Income including other income	0.04	0.12	0.09
Profit/ (Loss) after tax	0.00	0.01	0.01
Earnings per share (face value of ₹ 10 each)	0.00	0.00	0.00
Net asset value per share	9.56	9.56	9.56

#### Other disclosures:

- The equity shares of MEPL are not listed on any stock exchange;
- MEPL is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up. MEPL neither has a negative net-worth nor has made a loss in the immediately preceding year.
- No application has been made to RoC for striking off the name of MEPL;
- MEPL is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.

There are no defaults in meeting any statutory /bank/institutional dues. No proceedings have been initialled for economic offences against the Company.

### 3. OVERSKUD MULTI ASSET MANAGEMENT PRIVATE LIMITED (OMAMPL)

#### Corporate Information

OMAMPL was incorporated under the Companies Act, 1956 as a Private Limited Company on December 15, 1993 in Mumbai. Its registered office is situated at 56/1421, Mig Adarsh Nagar, Near Century Bazar, Worli, Mumbai 400 025. The CIN No. of the Company is U67190MH1993PTC075605. The company is in the business of Commodity Trading and Broking and Investment

#### Interest of our Promoters / Promoter Group

Our promoters and promoter group hold 64.95% Equity Shares of this Company.

#### Financial Performance

The brief financial details of OMAMPL derived from its Audited Financial Statements, for Fiscals 2016, 2015 & 2014 are set forth below

(₹ in Lakhs)

Particulars	As at March, 31		
	2016	2015	2014
Equity Share Capital (F. V. ₹ 10/-)	50.00	50.00	50.00
Reserves (excluding revaluation reserve) and Surplus	321.53	319.99	318.22
Income including other income	22.97	13.53	23.95
Profit/ (Loss) after tax	1.65	1.76	1.78
Earnings per share (face value of ₹ 10 each)	0.33	0.35	0.36
Net asset value per share	74.31	74.00	73.64

#### Other disclosures:

- The equity shares of OMAMPL are not listed on any stock exchange;

- OMAMPL is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up. OMAMPL neither has a negative net-worth nor has made a loss in the immediately preceding year.
- No application has been made to RoC for striking off the name of OMAMPL;
- OMAMPL is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.

There are no defaults in meeting any statutory /bank/institutional dues. No proceedings have been initialled for economic offences against the Company.

#### 4. ROOPSHRI RESORTS PRIVATE LIMITED (RRPL)

##### *Corporate Information*

RRPL was incorporated under the Companies Act, 1956 as a Private Limited Company on January 09, 1990 in Mumbai. Its registered office is situated at 56/1421, Mig Adarsh Nagar, Near Century Bazar, Worli, Mumbai 400 025. The CIN No. of the Company is U45200MH1990PTC054953. The company is in the business of Hotel and Hospitality.

##### **Interest of our Promoters / Promoter Group**

Our promoters and promoter group hold 100.00% Equity Shares of this Company.

##### *Financial Performance*

The brief financial details of RRPL derived from its Audited Financial Statements, for Fiscals 2016, 2015 & 2014 are set forth below

(₹ in Lakhs)

Particulars	As at March, 31		
	2016	2015	2014
Equity Share Capital (F. V. ₹ 10/-)	1.00	1.00	1.00
Reserves (excluding revaluation reserve) and Surplus	(0.01)	(0.03)	(0.04)
Income including other income	0.37	0.53	0.31
Profit/ (Loss) after tax	0.02	0.00	0.00
Earnings per share (face value of ₹ 10 each)	0.19	0.08	0.07
Net asset value per share	9.88	9.69	9.62

##### *Other disclosures:*

- The equity shares of RRPL are not listed on any stock exchange;
- RRPL is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up. RRPL neither has a negative net-worth nor has made a loss in the immediately preceding year.
- No application has been made to RoC for striking off the name of RRPL;
- RRPL is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.

There are no defaults in meeting any statutory /bank/institutional dues. No proceedings have been initialled for economic offences against the Company.

#### **NATURE AND EXTENT OF THE INTEREST OF THE GROUP COMPANIES IN OUR COMPANY**

##### **In the promotion of our Company**

None of the Group Companies have any interest in the promotion of our Company.

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### **In transactions for acquisition of land, construction of building and supply of machinery**

None of the Group Companies have any interest in our Company in relation to transactions for acquisition of land, construction of building and supply of machinery.

### **Payment of amount or benefits to our Group Companies during the last two years**

Except as disclosed in the section “*Financial Information – Annexure XXII - Related Party Transactions*” beginning on page no. 139 of this Prospectus, no amount or benefits were paid or were intended to be paid to our Group Companies since the incorporation of our Company except to the extent of their shareholding and the dividend payable, if any and other distributions in respect of the Equity Shares held by them

### **Common Pursuits of Promoter and Group Companies**

Our Promoter and Group Companies have been authorised by their respective Memorandum of Associations to undertake activities which are similar to ours and are currently engaged in businesses similar to ours. Following are the Promoter and Group Companies, whose main objects are similar to ours and this may result in potential conflicts of interest with our Company in the future

- Aryaman Financial Services Limited
- Aryaman Capital Markets Limited
- Mahshri Enterprises Private Limited
- Overskud Multi Assets Management Private Limited

For Further details on the related party transaction, to the extent of which our Company is involved, please see “*Annexure XXII - Statement of Related Party Transaction*” on page no. 139 of this Prospectus.

### **Sale/purchase between Group Companies (exceeding 10% in aggregate of the total sales or purchases of our Company)**

For details, please see the chapter titled “*Financial Statements- Annexure XXII - Related Party Transactions*” on page no. 139 of this Prospectus.

### **Defunct Group Companies**

None of the Group Companies are defunct and no application has been made to the registrar of companies for striking off the name of any of the Group Companies during the five years preceding the date of the Draft Prospectus.

### **Outstanding Litigations**

For details relating to the material legal proceedings involving our Group Companies, see the chapter titled “*Outstanding Litigations and Material Developments*” on page no. 152 of this Prospectus.

### **Other Confirmations**

Our Group Companies have further confirmed that they have not been declared as willful defaulters and there have been no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them except as stated under chapters “*Risk Factors*”, “*Our Group Companies*” and “*Outstanding Litigations and Material Developments*” on page nos. 10, 116 and 152 of this Prospectus respectively. Additionally, none of our Group Companies have been restrained from accessing the capital markets for any reasons by the SEBI or any other authorities except as stated under chapters “*Risk Factors*”, “*Our Group Companies*” and “*Outstanding Litigations and Material Developments*” on page nos. 10, 116 and 152 of this Prospectus respectively.

## **CURRENCY, UNITS OF PRESENTATION AND EXCHANGE RATES**

All references to “Rupees”, “Rs.” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “US\$” or “US Dollars” or “USD” are to United States Dollars, the official currency of the United States of America.

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

## **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. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

There are no dividends declared by our Company since incorporation.

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

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## SECTION VI - FINANCIAL INFORMATION

### FINANCIAL STATEMENT

#### REPORT OF THE AUDITORS ON FINANCIAL STATEMENTS

To,  
The Board of Directors,  
**Escorp Asset Management Limited**  
60, Khatau Building, Ground Floor,  
Alkesh Dinesh Modi Marg, Fort,  
Mumbai,  
Maharashtra - 400001

We have examined Financial Statements and Other Financial Information of Escorp Asset Management Limited (the 'Company') taking into consideration the terms of reference and terms of our engagement agreed upon with you in connection with the proposed IPO of the Company and the Guidance Note (Revised) on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India.

The said Restated Financial Statements and other Financial Information have been prepared for the purposes of inclusion in the Draft Prospectus / Prospectus (collectively hereinafter referred to as "Offer Document") in connection with the proposed Initial Public Offer ("IPO") of the Company in accordance with the requirements of:

- i. Sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 read with applicable provisions within Rule 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (hereinafter referred to as the "Act");
  - ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the 'SEBI Regulations') and the related clarifications issued by the Securities and Exchange Board of India ('SEBI'); as amended to date;
  - iii. We have examined the accompanied 'Restated Statement of Profit and Loss' (**Annexure – II**) for the period ended on 30<sup>th</sup> September 2016 and the years ended on 31st March 2016, 2015, 2014, 2013 and 2012 and the 'Restated Statement of Assets and Liabilities' (**Annexure – I**) as on those dates, forming Part of the 'Financial Information' dealt with by this Report, detailed below. Both read together with the Significant Accounting Policies and Notes to Accounts (**Annexure – IV & V**) thereon, which are the responsibility of the Company's management. The information have been extracted from the standalone financial statements for the financial year ended on 31st March 2016, 2015, 2014, 2013 and 2012 audited by M/s Mahadevan & Co., Chartered Accountants, and for the period ended on 30<sup>th</sup> September 2016 audited by M/s. Thakur, Vaidyanath Aiyar & Co., Chartered Accountants, being the Statutory Auditors of the Company for the respective years and is re-audited by us for the period ended September 30<sup>th</sup> 2016 and financial year ended 31st March 2016, approved by the Board of Directors. We did not carry out any validation tests or review procedures of financial statements for aforesaid financial year audited by previous auditors, upon which we have placed our reliance while reporting.
1. In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts of Escorp Asset Management Limited, we, M/s. Thakur, Vaidyanath Aiyar & Co., Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.
  2. Based on our examination, we further report that:
    - a. The Restated Statement of Assets and Liabilities of the Company as at September 30, 2016, March 31, 2016, 2015, 2014, 2013 and 2012 examined by us, as set out in **Annexure I** to this examination report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in **Annexure IV** and the Notes to Accounts in **Annexure V**.

- b. The Restated Statement of Profit and Loss of the Company for the period ended September 30, 2016 and financial years ended on March 31, 2016, 2015, 2014, 2013 and 2012 examined by us, as set out in **Annexure II** to this examination report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in Annexure IV and the Statement of Adjustments to the audited financial statements in Annexure V.
- c. The Restated Statement of Cash Flows of the Company for the period ended September 30, 2016 and the financial years ended March 31, 2016, 2015, 2014, 2013 and 2012 examined by us, as set out in **Annexure III** to this examination report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in **Annexure IV** and the Notes to Accounts in **Annexure V**.
- d. The Restated Financial Statements have been made after incorporating adjustments for :
- i. The changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period /years.
  - ii. Prior period and other material amounts in the respective financial years to which they relate.
- Which are stated in the Notes to Accounts as set out in **Annexure V**:
- e. Such Financial statements do not require any corrective adjustments on account of :
- i. Other remarks/comments in the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub - section (4A) of section 227 of the act, on financial statements of the company as at and for the period ended September 30, 2016 and for the financial years ended March 31, 2016, 2015, 2014, 2013, and 2012
  - ii. Extra-ordinary items that need to be disclosed separately in the accounts requiring adjustments.
3. At the request of the company, we have also examined the following financial information("Other Financial Information") proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report:
- i) Statement of Share Capital (Annexure - VI)
  - ii) Statement of Reserves & Surplus (Annexure - VII)
  - iii) Statement of Fixed Assets (Annexure - VIII)
  - iv) Statement of Non Current Investments (Annexure – IX)
  - v) Statement of Other Non Current Assets (Annexure – X)
  - vi) Statement of Trade Receivables (Annexure – XI)
  - vii) Statement of Other Current Assets (Annexure – XII)
  - viii) Statement of Cash and Cash Equivalents (Annexure – XIII)
  - ix) Statement of Short Term Loans and Advances (Annexure – XIV)
  - x) Statement of Long Term Borrowings (Annexure – XV)
  - xi) Statement of Short Term Borrowings (Annexure – XVI)
  - xii) Statement of Trade Payables (Annexure – XVII)
  - xiii) Statement of Other Current Liabilities (Annexure – XVIII)
  - xiv) Statement of Short Term Provisions (Annexure – XIX)
  - xv) Statement of Revenue from Operations (Annexure – XX)
  - xvi) Statement of Other Income (Annexure – XXI)
  - xvii) Statement of Related Party Transactions (Annexure – XXII)
  - xviii) Capitalization Statement (Annexure – XXIII)
  - xix) Statement of Contingent Liability (Annexure – XXIV)
  - xx) Summary of Accounting Ratios (Annexure – XXV)
  - xxi) Statement of Tax Shelter (Annexure – XXVI)



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

Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As a result of these regrouping and adjustments, the amount reported in the financial information may not necessarily be the same as those appearing in the respective audited financial statements for the relevant years.

5. This report should not in any way construed as a reissuance or redrafting of any of the previous audit report issued by us nor should this report be construed as new opinion on any of the financial statement referred to therein.
6. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
7. This report is intended solely for your information and for inclusion in the Offer document in connection with the Company's proposed IPO of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For THAKUR, VAIDYANATH AIYAR & CO.**  
**Chartered Accountants**  
(Firm Registration No. 000038 N)

**C.V. PARAMESWAR**  
**Partner**  
Membership No: 011541

Place: Mumbai  
Date: January 16, 2017

**Annexure I**  
**STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED**

(₹ in Lakhs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
<b>EQUITY AND LIABILITIES</b>						
<b>Shareholder's fund</b>						
a) Equity Share Capital	451.00	1.00	1.00	1.00	1.00	1.00
b) Reserves and surplus	72.36	0.22	0.06	0.05	0.05	0.01
<b>Total Shareholders Fund (Net of revaluation reserve)</b>	<b>523.36</b>	<b>1.22</b>	<b>1.06</b>	<b>1.05</b>	<b>1.05</b>	<b>1.01</b>
<b>Non-current liabilities</b>						
a) Long Term Borrowings	-	0.13	0.13	0.12	0.12	0.20
b) Other Long Term Liabilities	-	-	-	-	-	-
c) Deferred Tax Liabilities	0.06	-	-	-	-	-
<b>Total</b>	<b>0.06</b>	<b>0.13</b>	<b>0.13</b>	<b>0.12</b>	<b>0.12</b>	<b>0.20</b>
<b>Current liabilities</b>						
a) Short-term borrowings	265.00	-	-	-	-	-
b) Trade payables	0.08	-	-	-	-	-
c) Other Current Liabilities	4.53	0.02	0.02	0.01	0.03	-
c) Short-term provisions	1.65	0.07	-	-	0.02	0.01
<b>Total</b>	<b>271.26</b>	<b>0.09</b>	<b>0.02</b>	<b>0.01</b>	<b>0.05</b>	<b>0.01</b>
<b>TOTAL</b>	<b>794.68</b>	<b>1.44</b>	<b>1.21</b>	<b>1.18</b>	<b>1.22</b>	<b>1.22</b>
<b>ASSETS</b>						
<b>Non - Current Assets</b>						
a) Fixed Assets						
i.) Tangible assets	0.68	-	-	-	-	-
ii) Intangible assets	-	-	-	-	-	-
Gross Block	0.68	-	-	-	-	-
Less Depreciation	0.02	-	-	-	-	-
<b>Net Block</b>	<b>0.66</b>	-	-	-	-	-
b) Non- Current Investments	432.57	-	-	-	-	-
c) Other Non Current Assets	-	0.04	0.06	0.08	0.04	0.05
<b>Total</b>	<b>433.23</b>	<b>0.04</b>	<b>0.06</b>	<b>0.08</b>	<b>0.04</b>	<b>0.05</b>
<b>Current Assets</b>						
a) Trade Receivables	-	0.22	-	-	0.07	0.07
b) Cash and Cash equivalents	356.58	1.16	1.15	1.10	1.10	1.10
c) Short-term loans and advances	-	-	-	-	0.01	-
d) Other Current Assets	4.87	0.02	-	-	-	-
<b>Total</b>	<b>361.45</b>	<b>1.41</b>	<b>1.15</b>	<b>1.10</b>	<b>1.18</b>	<b>1.17</b>
<b>TOTAL</b>	<b>794.68</b>	<b>1.44</b>	<b>1.21</b>	<b>1.18</b>	<b>1.22</b>	<b>1.22</b>

**Annexure II**  
**STATEMENT OF PROFIT AND LOSS ACCOUNT, AS RESTATED**

(₹ in Lakhs)

Particulars	As at September 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
<b>INCOME:</b>						
Revenue from Operations	1.00	0.26	0.05	-	-	-
Other Income	8.74	-	-	-	0.15	0.07
<b>Total income</b>	<b>9.74</b>	<b>0.26</b>	<b>0.05</b>	<b>-</b>	<b>0.15</b>	<b>0.07</b>
<b>EXPENSES:</b>						
Employee benefits expense	0.69	-	-	-	-	-
Finance cost	4.52	0.00	0.00	-	0.00	0.00
Depreciation and amortization expense	0.02	-	-	-	-	-
Administration and other expenses	0.32	0.03	0.04	-	0.09	0.04
<b>Total expenses</b>	<b>5.55</b>	<b>0.03</b>	<b>0.04</b>	<b>-</b>	<b>0.09</b>	<b>0.04</b>
<b>Net Profit / (Loss) before exceptional items and tax</b>	<b>4.19</b>	<b>0.23</b>	<b>0.01</b>	<b>-</b>	<b>0.06</b>	<b>0.03</b>
Exceptional items	-	-	-	-	-	-
<b>Net Profit / (Loss) before tax</b>	<b>4.19</b>	<b>0.23</b>	<b>0.01</b>	<b>-</b>	<b>0.06</b>	<b>0.03</b>
<b>Less: Tax expense</b>						
Current tax	1.13	0.07	-	-	0.02	0.01
Deferred tax	0.06	-	-	-	-	-
Provision for previous Year	-	0.00	-	-	-	-
<b>Total Tax Expense</b>	<b>1.19</b>	<b>0.07</b>	<b>-</b>	<b>-</b>	<b>0.02</b>	<b>0.01</b>
<b>Net Profit / ( Loss ) after tax</b>	<b>2.99</b>	<b>0.16</b>	<b>0.01</b>	<b>-</b>	<b>0.04</b>	<b>0.02</b>

**Annexure III**  
**CASH FLOW STATEMENT, AS RESTATED**

(₹ in Lakhs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
<b>Cash Flow From Operating Activities</b>						
<b>Net Profit Before Tax</b>	<b>4.19</b>	<b>0.23</b>	<b>0.01</b>	<b>-</b>	<b>0.05</b>	<b>0.03</b>
Adjustments for :						
Preliminary Expenses	0.04	0.02	0.03	(0.05)	0.01	0.01
Discount/ Dividend Received	-	-	-	-	-	-
Depreciation/Amortisation	0.02	-	-	-	-	-
Finance Cost	4.53	0.00	0.00	-	0.00	0.00
Less: Interest Income	(8.57)	-	-	-	-	-
Less: Income from investment (Net)	(0.17)	-	-	-	(0.14)	(0.07)
<b>Operating Profit Before Working Capital Changes</b>	<b>0.02</b>	<b>0.25</b>	<b>0.04</b>	<b>(0.05)</b>	<b>(0.08)</b>	<b>(0.03)</b>
Adjusted for (Increase)/ Decrease:						
Trade Receivables	0.23	(0.23)	-	0.07	-	(0.07)
Short Term Loans and Advances	-	-	-	0.01	(0.01)	-
Other Current Assets	(4.85)	(0.02)	-	-	-	-
Trade Payables	0.08	-	-	-	-	-
Other Current Liabilities	4.51	0.01	-	(0.01)	0.03	-
<b>Cash Generated From Operations Before Exceptional Items</b>	<b>(0.02)</b>	<b>0.01</b>	<b>0.04</b>	<b>0.02</b>	<b>(0.07)</b>	<b>(0.10)</b>
Add:- Exceptional Items	-	-	-	-	-	-
<b>Cash Generated From Operations</b>	<b>(0.02)</b>	<b>0.01</b>	<b>0.04</b>	<b>0.02</b>	<b>(0.07)</b>	<b>(0.10)</b>
Less: Direct Tax paid	0.45	0.00	-	0.02	-	-
<b>Net Cash flow from/(used in) Operating Activities (A)</b>	<b>0.42</b>	<b>0.01</b>	<b>0.04</b>	<b>(0.00)</b>	<b>0.07</b>	<b>(0.10)</b>
<b>Cash Flow From Investing Activities</b>						
Sale/(Purchase) of fixed assets	(0.68)	-	-	-	-	-
Sale/(Purchase) of investments	(432.57)	-	-	-	-	-
Interest Income	8.57	-	-	-	-	-
Income from Investment	0.17	-	-	-	0.15	0.07
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(424.50)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.15</b>	<b>0.07</b>
<b>Cash Flow From Financing Activities</b>						
Proceeds From Share Capital	450.00	-	-	-	-	-
Proceeds from Share Premium (Net)	69.15	-	-	-	-	-
Increase/(Decrease) of Long Term Borrowing	(0.14)	-	0.01	0.00	(0.08)	0.03
Increase/(Decrease) of Short Term Borrowing	265.00	-	-	-	-	-
Increase/ (Decrease) of Long Term Loans & Advances	-	-	-	-	-	-
Finance Cost	(4.52)	(0.00)	(0.00)	-	(0.00)	(0.00)
<b>Net Cash Flow from Financing Activities (C)</b>	<b>779.50</b>	<b>(0.00)</b>	<b>0.01</b>	<b>0.00</b>	<b>(0.08)</b>	<b>0.03</b>
<b>Net Increase/ ( Decrease) in Cash and Cash Equivalents ( A + B + C )</b>	<b>355.42</b>	<b>0.01</b>	<b>0.05</b>	<b>(0.00)</b>	<b>0.00</b>	<b>0.00</b>
Cash & Cash equivalent at the beginning of the year	1.16	1.15	1.10	1.10	1.10	1.10
<b>Cash &amp; Cash Equivalent at the end of the year</b>	<b>356.58</b>	<b>1.16</b>	<b>1.15</b>	<b>1.10</b>	<b>1.10</b>	<b>1.10</b>

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**Annexure IV****SIGNIFICANT ACCOUNTING POLICIES****1. Basis of Preparation of Financial Statements**

The Financial Statements are prepared under the Historical Cost Convention and comply in all material aspects with the applicable Accounting Principles in India and the relevant provisions of the Companies Act, 2013.

**2. Use of Estimates:**

Preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. Management believes that the estimates made in the preparation of the financial statements are prudent and reasonable. Actual results could differ from those estimates. Any revision of accounting estimates is recognised prospectively in current and future periods.

**3. 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 and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**4. Current / Non-current classification:**

The Schedule III to the Act requires assets and liabilities to be classified as either Current or Non-current.

An asset is classified as current when it satisfies any of the following criteria:

- (i) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- (ii) it is held primarily for the purpose of being traded;
- (iii) it is expected to be realised within twelve months after the reporting date; or
- (iv) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- (i) it is expected to be settled in, the Company's normal operating cycle;
- (ii) it is held primarily for the purpose of being traded;
- (iii) it is due to be settled within twelve months after the reporting date; or
- (iv) The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the opinion of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

**Operating Cycle**

Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

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## **5. Revenue Recognition:**

Income from Sale of services are recorded on accrual basis.

## **6. Other Income:**

Interest income and income from investment is accounted on accrual basis. Dividend Income is accounted for when the right to receive is established.

## **7. Investments:**

- (i) Long term Investments are carried at Cost plus brokerage and other charges. Provision is made to recognise a decline, other than temporary in value of investments and is determined separately for each individual investment.
- (ii) Current investments are carried at lower of cost and fair value, computed separately in respect of each category of investment.

## **8. Employee Benefits:**

### **(i) Short-Term Employee Benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries and wages, leave salary etc. and the expected cost of ex-gratia are recognized in the period in which the employee renders the related services.

### **(ii) Post Employment Benefits**

Defined contribution & benefit plans:

The provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and the Gratuity Act, 1972 are not applicable to the Company. The Company does not have any other retirement benefit scheme for employees.

## **9. Borrowing Cost:**

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are treated as direct cost and are considered as part of the cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

## **10. Segment reporting:**

The Company's main business is providing Portfolio Management services and/ or managing funds.. All other activities revolve around the main business. The Company does not have any geographic segments. As such, there are no separate reportable segments as per Accounting Standard 17 on 'Segment Reporting' as notified under the Companies (Accounting Standards) Rules, 2006.

## **11. Earnings per share:**

The Basic EPS is computed by dividing the net profit/(loss) attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period. Diluted EPS is computed by dividing the net profit/(loss) attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

## 12. Taxes on Income:

- (i) Income tax expense comprises of current tax, (i.e. amount of tax for the Year determined in accordance with the Income Tax Act) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the Year).
- (ii) Tax on current income for the current Year is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income-tax Act, 1961.
- (iii) The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that are enacted or are substantially enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however; where there is unabsorbed depreciation or carried forward loss under Taxation laws, deferred tax assets are recognised only if there is virtual certainty that such assets can be realised. Deferred tax assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonable / virtually certain (as the case may be) to be realised.

## 13. Impairment of Assets:

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit and Loss Statement. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

## 14. Provision, Contingent Liabilities and Contingent Assets:

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

There are no Auditor's Qualification in any of the audited Financial Statements as at and for the period ended on 30th September 2016 and the years ended on 31st March 2016, 2015, 2014, 2013 and 2012

### Annexure V

#### NOTES TO ACCOUNTS

#### 1. Managerial Remuneration

(₹ in Lakhs)

Particulars	As at September 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Salaries and Allowances	-	-	-	-	-	-
Other Fees	-	-	-	-	-	-

**2. Remuneration to Statutory Auditors:**
*(₹ in Lakhs)*

Particulars	As at September 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Audit Fees	0.08	0.01	-	-	0.05	-
<b>Total</b>	<b>0.08</b>	<b>0.01</b>	-	-	<b>0.05</b>	-

3. The Company has not received any intimation from suppliers 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 yearend together with interest payable as required under the said Act have not been furnished.

4. 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.

5. Previous year figures have been re-grouped and reclassified wherever necessary to confirm to the current year classification.

**6. Information regarding Foreign Exchange earnings and expenditure:**
*(₹ in Lakhs)*

Particulars	As at September 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Earning in Foreign Exchange	-	-	-	-	-	-
Expenditure in Foreign Exchange	-	-	-	-	-	-

**ADJUSTMENTS MADE IN RESTATED FINANCIAL STATEMENTS / REGROUPING NOTES**

There are no restatement in the Statement of Profit and Loss as per the audited financial statements for the Period ended September 30, 2016, year ended March 31, 2016, 2015, 2014, 2013, and 2012.

**Regrouping done in Balance Sheet- Liabilities**
**FY 2011-12, 2012-13, 2013-14 & 2014-15**

Certain items of liabilities were classified as Short Term Borrowings. The same have been restated to conform to latest accounting treatment i.e. Long Term Borrowings. Accordingly, the balance of Short Term Borrowings and Long Term Borrowings has been restated.

*(₹ in Lakhs)*

Particulars	As at September 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Short Term Borrowings as per audited Financial Statements	265.00	-	0.13	0.12	0.12	0.20
Less: Amount reclassified as Long Term Borrowings	-	-	0.13	0.12	0.12	0.20
Short Term Borrowings as per Restated Financial Statements	265.00	-	-	-	-	-



**Annexure VI**  
**STATEMENT OF SHARE CAPITAL, AS RESTATED**
*(₹ in Lakhs)*

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
<b>Authorised Share Capital :</b>						
10,000 Equity Shares of ₹ 10/- each	-	1.00	1.00	1.00	1.00	1.00
46,00,000 Equity Shares of ₹ 10/- each	460.00	-	-	-	-	-
<b>Total</b>	<b>460.00</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>
<b>Issued Subscribed and Paid Up Capital :</b>						
10,000 Equity Shares of ₹ 10/- each	-	1.00	1.00	1.00	1.00	1.00
45,10,000 Equity Shares of ₹ 10/- each	451.00	-	-	-	-	-
<b>Total</b>	<b>451.00</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>

**Reconciliation of number of shares outstanding:**

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
<b>Equity Shares</b>						
At the beginning of the period	10,000	10,000	10,000	10,000	10,000	10,000
Addition during the period	45,00,000	-	-	-	-	-
Outstanding at the end of the period	45,10,000	10,000	10,000	10,000	10,000	10,000

**Annexure VII**  
**STATEMENT OF RESERVES AND SURPLUS**
*(₹ in Lakhs)*

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
<b>Profit &amp; Loss A/c</b>						
<b>Balance as at the beginning of the year</b>	<b>0.22</b>	<b>0.06</b>	<b>0.05</b>	<b>0.05</b>	<b>0.01</b>	<b>(0.00)</b>
Add : Profit/(Loss) for the year transferred to reserves	2.99	0.16	0.01	-	0.04	0.02
<b>Balance as at the end of the year (a)</b>	<b>3.21</b>	<b>0.22</b>	<b>0.06</b>	<b>0.05</b>	<b>0.05</b>	<b>0.01</b>
<b>Securities Premium Reserve</b>						
Share Premium Received	75.00	-	-	-	-	-
Less: Capital issue expenses	(5.85)	-	-	-	-	-
<b>Balance as at the end of the year (b)</b>	<b>69.15</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total (a+b)</b>	<b>72.36</b>	<b>0.22</b>	<b>0.06</b>	<b>0.05</b>	<b>0.05</b>	<b>0.01</b>

**Annexure VIII**  
**STATEMENT OF FIXED ASSETS, AS RESTATED**
*(₹ in Lakhs)*

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
<b>Computer</b>						
Opening Balance	-	-	-	-	-	-
Addition during the year	0.68	-	-	-	-	-
Reduction during the year	-	-	-	-	-	-

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Accumulated Depreciation	0.02	-	-	-	-	-
<b>Closing Balance</b>	<b>0.66</b>	-	-	-	-	-
<b>Tangible Gross Block</b>	<b>0.68</b>	-	-	-	-	-
<b>Intangible Gross Block</b>	<b>-</b>	-	-	-	-	-
<b>Total Accumulated Depreciation</b>	<b>0.02</b>	-	-	-	-	-
<b>Net Block</b>	<b>0.66</b>	-	-	-	-	-

**Annexure IX**  
**STATEMENT OF NON CURRENT INVESTMENTS, AS RESTATED**

(₹ in Lakhs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
<b>Investment in Quoted Securities</b>						
SRG Housing Finance Ltd	65.33	-	-	-	-	-
Bajaj Healthcare Ltd	367.23	-	-	-	-	-
<b>Total</b>	<b>432.57</b>	-	-	-	-	-
<b>*Aggregate Market Value of investment</b>	<b>561.30</b>					

**Annexure X**  
**STATEMENT OF OTHER NON CURRENT ASSETS, AS RESTATED**

(₹ in Lakhs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
<b>Preliminary Expenses</b>						
Opening Balance	0.04	0.06	0.08	0.04	0.05	0.06
Add: Pre-operative Expenses	-	-	-	0.06	-	-
Less: written off during the year	0.04	0.02	0.02	0.01	0.01	0.01
<b>Total</b>	<b>-</b>	<b>0.04</b>	<b>0.06</b>	<b>0.08</b>	<b>0.04</b>	<b>0.05</b>

**Annexure XI**  
**STATEMENT OF TRADE RECEIVABLES, AS RESTATED**

(₹ in Lakhs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
<b>Unsecured, Considered Good:</b>						
More than six months	-	0.22	-	-	-	-
Others	-	-	-	-	0.07	0.07
<b>Total</b>	<b>-</b>	<b>0.22</b>	<b>-</b>	<b>-</b>	<b>0.07</b>	<b>0.07</b>

**Annexure XII**  
**STATEMENT OF OTHER CURRENT ASSETS, AS RESTATED**

(₹ in Lakhs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Interest Receivable	4.28	-	-	-	-	-
Advance tax	-	0.02	-	-	-	-
Others-for TDs & Service tax	0.59	-	-	-	-	-
<b>Total</b>	<b>4.87</b>	<b>0.02</b>	-	-	-	-

**Annexure XIII**  
**STATEMENT OF CASH AND CASH EQUIVALENTS, AS RESTATED**

(₹ in Lakhs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Cash in Hand	1.00	1.00	1.00	1.00	1.00	1.00
<b>Total (a)</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>	<b>1.00</b>
<b>Balances with Banks</b>						
In Current Account	95.58	0.16	0.15	0.10	0.10	0.10
In Deposit Account	260.00	0.00	0.00	0.00	0.00	0.00
<b>Total (b)</b>	<b>355.58</b>	<b>0.16</b>	<b>0.15</b>	<b>0.10</b>	<b>0.10</b>	<b>0.10</b>
<b>Total (a+b)</b>	<b>356.58</b>	<b>1.16</b>	<b>1.15</b>	<b>1.10</b>	<b>1.10</b>	<b>1.10</b>

**Annexure XIV**  
**STATEMENT OF SHORT TERM LOANS AND ADVANCES, AS RESTATED**

(₹ in Lakhs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Other Advances	-	-	-	-	0.01	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.01</b>	<b>-</b>

**Annexure XV**  
**STATEMENT OF LONG TERM BORROWINGS, AS RESTATED**

(₹ in Lakhs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
<b>Secured Loans</b>						
Term Loan (From Bank)	-	-	-	-	-	-
<b>Total (a)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Unsecured Loans</b>						
Loan from Directors	-	0.13	0.13	0.12	0.12	0.20
Loan from Others	-	-	-	-	-	-
<b>Total (b)</b>	<b>-</b>	<b>0.13</b>	<b>0.13</b>	<b>0.12</b>	<b>0.12</b>	<b>0.20</b>
<b>Total (a+ b)</b>	<b>-</b>	<b>0.13</b>	<b>0.13</b>	<b>0.12</b>	<b>0.12</b>	<b>0.20</b>

**Annexure XVI**  
**STATEMENT OF SHORT TERM BORROWINGS, AS RESTATED**

(₹ in Lakhs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
<b>Unsecured Loans</b>						
Loan from related parties	-	-	-	-	-	-
Loan from others	265.00	-	-	-	-	-
<b>Total</b>	<b>265.00</b>	-	-	-	-	-

\* The aforementioned loan of ₹ 265.00 lakhs are unsecured loans taken from corporate entities and are repayable on demand.

**Annexure XVII**  
**STATEMENT OF TRADE PAYABLES, AS RESTATED**

(₹ in Lakhs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
<b>Unsecured, considered good</b>						
Sundry Creditors	0.08	-	-	-	-	-
<b>Total</b>	<b>0.08</b>	-	-	-	-	-

**Annexure XVIII**  
**STATEMENT OF OTHER CURRENT LIABILITIES, AS RESTATED**

(₹ in Lakhs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Creditors for expenses	4.53	0.02	0.02	0.02	0.03	-
<b>Total</b>	<b>4.53</b>	<b>0.02</b>	<b>0.02</b>	<b>0.02</b>	<b>0.03</b>	-

**Annexure XIX**  
**STATEMENT OF SHORT TERM PROVISIONS, AS RESTATED**

(₹ in Lakhs)

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
Provision for Income Tax	1.20	0.07	0.00	0.00	0.02	0.01
Provision for Employee benefits	0.45	0.00	0.00	0.00	0.00	0.00
<b>Total</b>	<b>1.65</b>	<b>0.07</b>	<b>0.00</b>	<b>0.00</b>	<b>0.02</b>	<b>0.01</b>

**Annexure XX**  
**STATEMENT OF REVENUE FROM OPERATIONS, AS RESTATED**

(₹ in Lakhs)

Particulars	As at September 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
<b>Revenue from Operations</b>						
Sale of services	1.00	0.26	0.05	-	-	-
<b>Total</b>	<b>1.00</b>	<b>0.26</b>	<b>0.05</b>	-	-	-

**Annexure XXI**  
**STATEMENT OF OTHER INCOME, AS RESTATED**

(₹ in Lakhs)

Particulars	As at September 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Interest Income	8.57	-	-	-	-	-
Income from investment (Net)	0.17	-	-	-	0.15	0.07
<b>Total</b>	<b>8.74</b>	-	-	-	<b>0.15</b>	<b>0.07</b>

**Annexure XXII**  
**STATEMENT OF RELATED PARTY TRANSACTIONS, AS RESTATED**

As per Accounting Standard 18 on related party disclosure issue by the Institute of Chartered Accountants of India, the Company's related parties are disclosed below:

## (i) Key Managerial Personnel

As at September 30, 2016	For the year ended March 31,				
	2016	2015	2014	2013	2012
Shripal Shah	Shripal Shah	Shripal Shah	Shripal Shah	Shripal Shah	Shripal Shah
Meloni Shah	-	-	-	-	-

## (ii) Group Company

As at September 30, 2016	For the year ended March 31,				
	2016	2015	2014	2013	2012
Overskud Multi Asset Management Private Limited	Overskud Multi Asset Management Private Limited	Overskud Multi Asset Management Private Limited	Overskud Multi Asset Management Private Limited	Overskud Multi Asset Management Private Limited	Overskud Multi Asset Management Private Limited

## (iii) Particulars of Transactions with Related Parties

**Key Management Personnel & Relatives**

(₹ in Lakhs)

Particulars	For the period ended Sep 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Long term borrowings	(0.13)	-	0.01	-	(0.08)	-
<b>Outstanding Balances</b>	<b>-</b>	<b>0.13</b>	<b>0.13</b>	<b>0.12</b>	<b>0.12</b>	<b>0.20</b>
Remuneration paid/payable	0.30	-	-	-	-	-

## (iv) Group Company

(₹ in Lakhs)

Particulars	For the period ended Sep 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Income from Services	-	0.16	0.05	-	-	0.07

**Annexure XXIII**  
**STATEMENT OF CAPITALIZATION**
*(₹ in Lakhs)*

Particular	Pre Issue (as at September 30, 2016)	Post Issue
<b>Debt</b>		
Long Term Debt	-	-
Short Term Debt	265.00	-
<b>Total Debts (A)</b>	<b>265.00</b>	-
<b>Equity (Shareholder's funds)</b>		
Equity share capital	451.00	667.00
Reserve and Surplus	72.36	180.36
<b>Total Equity (B)</b>	<b>523.36</b>	847.36
<b>Long Term Debt / Equity Shareholder's funds</b>	-	-
<b>Total Debts / Equity Shareholder's funds</b>	<b>0.51</b>	-

**Note:**

1. The above has been computed on the basis of Restated Financials of the Company.

**Annexure XXIII**  
**STATEMENT OF CONTINGENT LIABILITIES, AS RESTATED**
*(₹ in Lakhs)*

Particulars	As at September 30, 2016	As at March 31,				
		2016	2015	2014	2013	2012
NIL	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	-

**Annexure XXIV**  
**STATEMENT OF ACCOUNTING RATIOS, AS RESTATED**
*(₹ in Lakhs)*

Particulars	As at September 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Restated PAT as per P & L Account	2.99	0.16	0.01	0.00	0.04	0.02
Actual number of shares outstanding at the end of period	45,10,000	10,000	10,000	10,000	10,000	10,000
Weighted Average Number of Equity Shares at the end of the period	23,54,262	10,000	10,000	10,000	10,000	10,000
Share Capital	451.00	1.00	1.00	1.00	1.00	1.00
Reserves and Surplus	72.36	0.22	0.06	0.05	0.05	0.01
Less:- Misc. Expenses not written off	-	0.04	0.06	0.08	0.04	0.05
Net Worth	523.36	1.18	1.00	0.96	1.01	0.96
<b>Earnings Per Share</b>						
Basic and Diluted	0.13	1.55	0.11	0.00	0.36	0.17
Return on Net Worth (%)	0.57%	13.16%	1.12%	0.00%	3.57%	1.81%
Net Asset Value Per Share (₹)	11.60	11.80	10.00	9.60	10.10	9.60
Nominal Value per Equity Share (₹)	10.00	10.00	10.00	10.00	10.00	10.00

*Notes on Accounting Ratios:*

1. Earnings Per Share (₹) = (Restated PAT as per P & L Account/ Weighted Average Number of Equity Shares at the end of the Year).
2. Return on Net Worth (%) = Restated PAT as per P & L Account/ Net Worth - Restated \* 100.
3. Net Asset Value Per Share (₹) = Net Worth- Restated/ Number of Equity Shares at the end of the Year.

**Annexure XXVII**  
**STATEMENT OF TAX SHELTER**

(₹ in Lakhs)

Particulars	As at September 30, 2016	For the year ended March 31,				
		2016	2015	2014	2013	2012
Normal Corporate tax rates	30.90%	30.90%	30.90%	30.90%	30.90%	30.90%
Minimum alternative tax rates	19.06%	19.06%	19.06%	19.06%	19.06%	19.06%
Profit before tax as per Restated P/L	4.19	0.23	0.01	-	0.05	0.03
Applicable Corporate tax Rate	30.90%	30.90%	30.90%	30.90%	30.90%	30.90%
<b>Notional tax as per tax rate on profits (A)</b>	<b>1.29</b>	<b>0.07</b>	<b>0.00</b>	<b>0.00</b>	<b>0.02</b>	<b>0.01</b>
<b>Tax Adjustment</b>						
<b>Permanent Difference</b>	-	-	-	-	-	-
<b>Total Permanent Difference (B)</b>	-	-	-	-	-	-
<b>Timing Difference</b>	-	-	-	-	-	-
<b>Total Timing Difference (C)</b>	-	-	-	-	-	-
<b>Business Losses not set off in past years (D)</b>	-	-	-	-	-	-
<b>Total Adjustment (E) = (B+C+D)</b>	-	-	-	-	-	-
<b>Tax Expenses / (Saving) thereon (F) = (E)* Tax rate</b>	-	-	-	-	-	-
<b>Income From Other Sources (G)</b>	8.74	-	-	-	-	-
<b>Taxable Income / (Loss) H = (A+E+G)</b>	<b>10.04</b>	<b>0.07</b>	<b>0.00</b>	<b>0.00</b>	<b>0.02</b>	<b>0.01</b>
<b>Tax Rate as per normal provisions</b>	30.90%	30.90%	30.90%	30.90%	30.90%	30.90%
<b>Tax payable as per normal provisions (other than 115JB) of the Act (G)</b>	<b>3.10</b>	<b>0.02</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Taxable income as per MAT</b>	-	-	-	-	-	-
<b>MAT tax rate (H)</b>	19.06%	19.06%	19.06%	19.06%	19.06%	19.06%
<b>Tax under MAT (I)</b>	-	-	-	-	-	-
<b>Tax payable for the year maximum of (G) or (I)</b>	<b>3.10</b>	<b>0.02</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**Notes:**

1. The aforesaid Statement of tax Shelters has been prepared as per the 'Restated Profit and Loss Account.

**CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE YEARS**

There has been no change in the Accounting Policies.

**CHANGES IN ACCOUNTING PERIOD**

There has been no change in the accounting period of the Company.

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## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion and analysis of our financial condition and results of operations together with our restated financial statements, including the notes thereto, and other financial data in Chapter titled "Financial Statements" beginning on page no. 125 of the Prospectus. You should also read the sections titled "Risk Factors" and "Forward-Looking Statements" beginning on page nos. 10 and 9, respectively, of the Prospectus which discuss a number of factors and contingencies that could impact our financial condition and results of operations.*

*The following discussion is based on our restated financial statements as of and for the nine months period ended September 30, 2016 and fiscal years ended March 31, 2015, 2015, 2014, 2013 and 2012. Our audited financial statements are prepared in accordance with Indian GAAP, the accounting standards prescribed by the ICAI and the relevant provisions of the Companies Act and restated in accordance with the relevant provisions of the SEBI Regulations and the Companies Act. Our fiscal year ends on March 31 of each year. Unless otherwise stated, "fiscal year" or "fiscal" refers to the twelve month period ending March 31 of that year.*

### **Significant Accounting Policies**

#### **1. Basis of Preparation of Financial Statements**

The Financial Statements are prepared under the Historical Cost Convention and comply in all material aspects with the applicable Accounting Principles in India and the relevant provisions of the Companies Act, 2013.

#### **2. Use of Estimates:**

Preparation of the financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. Management believes that the estimates made in the preparation of the financial statements are prudent and reasonable. Actual results could differ from those estimates. Any revision of accounting estimates is recognised prospectively in current and future periods.

#### **3. 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 and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

#### **4. Current / Non-current classification:**

The Schedule III to the Act requires assets and liabilities to be classified as either Current or Non-current.

An asset is classified as current when it satisfies any of the following criteria:

- (i) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- (ii) it is held primarily for the purpose of being traded;
- (iii) it is expected to be realised within twelve months after the reporting date; or
- (iv) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- (i) it is expected to be settled in, the Company's normal operating cycle;
- (ii) it is held primarily for the purpose of being traded;
- (iii) it is due to be settled within twelve months after the reporting date; or



(iv) The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the opinion of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

#### Operating Cycle

Based on the nature of services and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

#### **5. Revenue Recognition:**

Income from Trading in shares and Sale of services are recorded on accrual basis.

#### **6. Other Income:**

Interest income is accounted on accrual basis. Dividend Income is accounted for when the right to receive is established.

#### **7. Investments:**

- (i) Long term Investments are carried at Cost plus brokerage and other charges. Provision is made to recognise a decline, other than temporary in value of investments and is determined separately for each individual investment.
- (ii) Current investments are carried at lower of cost and fair value, computed separately in respect of each category of investment.

#### **8. Employee Benefits:**

##### **(i) Short-Term Employee Benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries and wages, leave salary etc. and the expected cost of ex-gratia are recognized in the period in which the employee renders the related services.

##### **(ii) Post Employment Benefits**

Defined contribution & benefit plans:

The provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and the Gratuity Act, 1972 are not applicable to the Company. The Company does not have any other retirement benefit scheme for employees.

#### **9. Borrowing Cost:**

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are treated as direct cost and are considered as part of the cost of such assets. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

#### **10. Segment reporting:**

The Company's main business is related to Equity capital markets. All other activities revolve around the main business. The Company does not have any geographic segments. As such, there are no separate reportable segments as per Accounting Standard 17 on 'Segment Reporting' as notified under the Companies (Accounting Standards) Rules, 2006.

## **11. Earnings per share:**

The Basic EPS is computed by dividing the net profit/(loss) attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period. Diluted EPS is computed by dividing the net profit/(loss) attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

## **12. Taxes on Income:**

- (iv) Income tax expense comprises of current tax, (i.e. amount of tax for the Year determined in accordance with the Income Tax Act) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the Year).
- (v) Tax on current income for the current Year is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the Income-tax Act, 1961.
- (vi) The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that are enacted or are substantially enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however; where there is unabsorbed depreciation or carried forward loss under Taxation laws, deferred tax assets are recognised only if there is virtual certainty that such assets can be realised. Deferred tax assets are reviewed at each balance sheet date and written down or written up to reflect the amount that is reasonable / virtually certain (as the case may be) to be realised.

## **13. Impairment of Assets:**

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on an appropriate discount factor. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit and Loss Statement. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

## **14. Provision, Contingent Liabilities and Contingent Assets:**

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

There is no Auditor's Qualification in any of the audited Financial Statements as at and for the period ended on 30th September 2016 and the years ended on 31st March 2016, 2015, 2014, 2013 and 2012.

### ***Business Overview***

Our company represents the asset management arm of the group, and proposes to carry out the following key business activities:



In October 2016; we have applied with SEBI for registration as a portfolio manager and we are currently awaiting registration for the same. Upon receiving this registration we propose to commence our full-fledged operations in the above mentioned fields.

We propose to utilise the group’s growing network and intellect and cross sell our products / services as well as add new clients and client groups in the ambit of the group. In line with the group’s current strength; we aim to position ourselves within the investment community as an alternative asset management company with unique focus on SME sector and its growth opportunities. Further we propose to provide professional global standard services in fields of financial planning and tax advisory; which we believe are being serviced currently in India in a highly unorganised manner.

For further details regarding our business operations, please see the chapter titled “*Our Business*” beginning on page no 78 of this Prospectus.

***Significant developments after September 30, 2016 that may affect our future results of operations.***

In the opinion of the Board of Directors of our Company, there have not arisen, since the date of the last financial statements disclosed in the Draft Prospectus, any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

***Significant Factors Affecting Our Results of Operations***

Our business is subject to various risks and uncertainties, including those discussed in the section titled “*Risk Factors*” beginning on page no. 10 of this Prospectus.

Among various other factors that affect our financial results and operations for a given financial year, some key factors are as follows:

- Changes in laws and regulations that apply to the industry;
- Increasing competition in the industry;
- Company’s inability to successfully implement its growth and expansion plans;
- General economic and business conditions.

***Overview of our Results of Operations***

As a result of the various factors discussed above that affect our income and expenditure, our results of operations may vary from period to period. The following table sets forth certain information with respect to our results of operations for the nine months period ended September 30, 2016 and Fiscals 2016, 2015, 2014, and 2013 as derived from our restated financial statements:

Particulars	For the period ended September 30,		For the year ended March 31,							
	2016	% of Total Income	2016	% of Total Income	2015	% of Total Income	2014	% of Total Income	2013	% of Total Income
<b>INCOME</b>										
Revenue from Operations	1.00	10.27%	0.26	100.00%	0.05	100.00%	-	-	-	-
Other Income	8.74	89.73%	-	-	-	-	-	-	0.15	100.00%
<b>Total Income</b>	<b>9.74</b>	<b>100.00%</b>	<b>0.26</b>	<b>100.00%</b>	<b>0.05</b>	<b>100.00%</b>	-	-	<b>0.15</b>	<b>100.00%</b>
<b>EXPENDITURE</b>										
Employee benefit expenses	0.69	7.08%	-	-	-	-	-	-	-	-
Finance costs	4.52	46.41%	-	-	-	-	-	-	-	-
Depreciation and amortization expense	0.02	0.21%	-	-	-	-	-	-	-	-
Administration and other expenses	0.32	3.29%	0.03	11.54%	0.04	80.00%	-	-	0.09	60.00%
<b>Total Expenses</b>	<b>5.55</b>	<b>56.98%</b>	<b>0.03</b>	<b>11.54%</b>	<b>0.04</b>	<b>80.00%</b>	-	-	<b>0.09</b>	<b>60.0%</b>
<b>Profit before extraordinary items and tax</b>	<b>4.19</b>	<b>43.02%</b>	<b>0.23</b>	<b>88.46%</b>	<b>0.01</b>	<b>20.00%</b>	-	-	<b>0.06</b>	<b>40.00%</b>
Extraordinary items	-	-	-	-	-	-	-	-	-	-
<b>Profit before tax</b>	<b>4.19</b>	<b>43.02%</b>	<b>0.23</b>	<b>88.46%</b>	<b>0.01</b>	<b>20.00%</b>	-	-	<b>0.06</b>	<b>40.00%</b>
<b>Less: Tax expenses</b>										
Current tax	1.13	11.60%	0.07	26.92%	-	-	-	-	0.02	13.33%
Deferred tax	0.16	1.64%	-	-	-	-	-	-	-	-
Provision for previous Year	-	-	0.00	0.00%	-	-	-	-	-	-
<b>Total Tax Expense</b>	<b>1.19</b>	<b>12.22%</b>	<b>0.07</b>	<b>26.92%</b>	-	-	-	-	<b>0.02</b>	<b>13.33%</b>
<b>Profit for the year</b>	<b>2.99</b>	<b>30.77%</b>	<b>0.16</b>	<b>61.54%</b>	<b>0.01</b>	<b>20.00%</b>	-	-	<b>0.04</b>	<b>26.67%</b>

### *Description of Income Items*

#### **Income from operations**

Our income from operations consists of revenue from trading of shares and services income consists as portfolio management services dividend received etc.

#### **Other Income**

Our Other income includes interest received.

### *Description of Expenditure Items*

#### **Employee Benefits Expenses**

Our employee benefits cost primarily consists of salaries, bonus and staff welfare expenses.

#### **Financial Cost**

Our financial cost includes interest and charges.

#### **Other Expenses**

Other expenses include demat charges and share trading expenses, ROC fees, office expenses, audit fees, travelling, business promotion and Preliminary expenses etc.

### *Review of six months period ended September 30, 2016*

#### **Incomes**

##### **Income from operations**

Our income from operations was ₹ 1.00 lakhs which are 10.27% of our total income for the six months period ended September 30, 2016.

##### **Other Income**

Our other income was ₹ 8.57 lakhs which are 89.73% of our total income for the six months period ended September 30, 2016.

#### **Expenditure**

##### **Employee Benefits Expenses**

Our employee benefits expenses were ₹ 0.69 lakhs which was 7.08% of our total income for the six months period ended September 30, 2016.

##### **Finance Cost**

Our finance costs were ₹ 4.52 lakhs which was 46.41% of our total income for the six months period ended September 30, 2016.

##### **Depreciation and amortization expenses**

Our depreciation and amortization expenses were ₹ 0.02 lakhs which was 0.21% of our total income for the six months period ended September 30, 2016.

**Other Expenses**

Our other expenses were ₹ 0.32 lakhs which was 3.29% of our total income for the six months period ended September 30, 2016.

**Profit before tax**

Our profit before tax was ₹ 4.19 lakhs which was 43.02% for the six months period ended September 30, 2016.

**Net Profit after tax as Restated**

Our restated net profit was ₹ 2.99 lakhs which was 30.70% for the six months period ended September 30, 2016.

***Comparison of Fiscal 2016 with Fiscal 2015*****Incomes****Revenue from operations**

Our revenue from operations increased by 420.00% from ₹ 0.05 lakhs in Fiscal 2015 to ₹ 0.26 lakhs in Fiscal 2016. The increase in operating revenue was mainly Increase in sale services.

**Expenses****Other Expenses**

Our other expenses decreased by 25.00% to ₹ 0.03 lakhs in Fiscal 2016 from ₹ 0.04 lakhs in Fiscal 2015.

**Profit before tax**

Principally due to reasons described above, our profit before tax increased by 2200.00% from ₹ 0.01 lakhs in Fiscal year 2015 to ₹ 0.23 lakhs in Fiscal 2016.

**Net Profit after tax as Restated**

Our net profit after tax increased by 1600% from ₹ 0.01 lakhs in Fiscal 2015 to ₹ 0.16 lakhs in Fiscal 2016.

***Comparison of Fiscal 2015 with Fiscal 2014*****Incomes****Income from operations**

Our income from operations increased by ₹ 0.05 lakhs from Nil in Fiscal 2014 to 0.05 lakhs in Fiscal 2015. The increase in operating revenue was mainly due to increase in services.

***Expenditure*****Other Expenses**

Our other expenses increase by 0.04 lakhs in Fiscal 2015 from Nil in Fiscal 2014.

### Profit before tax

Principally due to reasons described above, our profit before tax increases substantially by ₹ 0.01 lakhs in Fiscal year 2015 from Nil in Fiscal 2014.

### Net Profit after tax as Restated

Our net profit after tax increased by ₹ 0.01 lakhs in Fiscal year 2015 from Nil in Fiscal 2014.

### Comparison of Fiscal 2014 with Fiscal 2013

#### Incomes

##### Other Income

Our other income has decreased to Nil in Fiscal 2014 from ₹ 0.15 lakhs in Fiscal 2013. The decrease in other income was mainly due lack of investments.

#### Expenditure

##### Other Expenses

Our other expenses decreased by ₹ 0.09 lakhs from ₹ 0.09 lakhs in 2013 to Nil in 2014. This decrease was mainly due to lack of operations

### Profit before tax

Principally due to reasons described above, our profit before tax decreased by ₹ 0.06 lakhs from ₹ 0.06 lakhs in fiscal 2014 to Nil Fiscal year 2014.

### Net Profit after tax as Restated

Our net profit after tax has decreased by ₹ 0.04 lakhs from ₹ 0.04 lakhs in fiscal 2013 to Nil Fiscal year 2014.

#### Cash Flows

(₹ in lakhs)

Particulars	Period ended September 30, 2016	Year ended March 31,			
		2016	2015	2014	2013
Net Cash from Operating Activities	0.42	0.01	0.04	(0.00)	0.42
Net Cash from Investing Activities	(424.50)	0.00	0.00	0.00	(424.50)
Net Cash used in Financial Activities	779.50	(0.00)	0.01	0.00	779.50
Net Increase / (Decrease) in Cash and Cash equivalents	355.42	0.01	0.05	(0.00)	0.00

#### Cash Flows from Operating Activities

Net cash from operating activities in the period ended September 30, 2016 was ₹ 0.42 lakhs as compared to the PBT of ₹ 4.19 lakhs for the same period. This difference is primarily on account of changes in trade receivable, other current liability and other current assets.

Net cash from operating activities in fiscal 2016 was ₹ 0.01 lakhs as compared to the PBT of ₹ 0.23 lakhs for the same period. This difference is primarily on account of changes in trade receivables and other currents assets.

Net cash from operating activities in fiscal 2015 was ₹ 0.04 lakhs as which is equal to the PBT of ₹ 0.06 lakhs for the same period.

Net cash from operating activities in fiscal 2014 was negative ₹ 0.00 lakhs as compared to the PBT Nil for the same period. This difference is primarily on account of changes in other trade receivables.

### **Cash Flows from Investment Activities**

In period ended September 30, 2016, the net cash invested in Investing Activities was negative ₹ 424.50 lakhs. This was on account of purchase of investments and purchase of fixed assets.

In fiscal 2016, the net cash invested in Investing Activities was positive 0.00 lakhs.

In fiscal 2015, the net cash invested in Investing Activities was positive ₹ 0.00 lakhs.

In fiscal 2014, the net cash invested in Investing Activities was negative ₹ 0.00 lakhs.

### **Cash Flows from Financing Activities**

Net cash from financing activities in period ended September 30, 2016 was ₹ 779.50 lakhs. This was on account of proceeds from issue of shares and increase in short term borrowings.

Net cash from financing activities in fiscal 2016 was positive Nil.

Net cash from financing activities in fiscal 2015 was positive ₹ 0.01 lakhs this was on account of increase in long term borrowings.

Net cash from financing activities in fiscal 2014 was Nil.

### **Other Matters**

#### **1. Unusual or infrequent events or transactions**

Except as described in the 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 chapters titled “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*”, beginning on page nos. 10 and 142 respectively 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. 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 chapter titled “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Conditions and Result of Operations*”, beginning on page nos. 10 and 142 respectively 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.

#### **4. Future relationship between Costs and Income**

Other than as described in the chapter titled “*Risk Factors*” on page no. 10 of this Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.



**5. The extent to which material increases in revenue or income from operations are due to increased volume, introduction of new products or services or increased prices**

Increases in revenues are by increases in volume of business activity carried out by the Company.

**6. Total turnover of each major industry segment in which the issuer company operates.**

Our Company is engaged in the business of providing services; namely, Portfolio Management Services (Non – Institutional), Personal Finance Advisory and Institutional Asset Management. Hence, the entire turnover is from one industry segment. Relevant industry data, as available, has been included in the chapter titled “*Industry Overview*” beginning on page no 63 of this Prospectus.

**7. Status of any publicly announced new products or business segments**

Please refer to the chapter titled “*Our Business*” beginning on page no. 78 of this Prospectus.

**8. The extent to which the business is seasonal.**

Our business is not seasonal in nature. However, the business is cyclical in nature due to heavy dependence on the Capital Market conditions in India.

**9. Any significant dependence on a single or few suppliers or customers**

The revenue from our top 5 customers constituted almost 100.00% for the period ended September 30, 2016.

**10. Competition**

All aspects of our business are intensely competitive. Our competitors are other financial advisory firms or PMS companies. Many of our competitors have significantly greater financial, technical, marketing and other resources than those available to us. We believe that the principal factors affecting competition in our business include client relationships, reputation, the abilities of our people, market focus and the relative quality and price of our services and products. In recent years there has been substantial consolidation and convergence among companies in the financial services industry. This trend toward consolidation and convergence has significantly increased the capital base and geographic reach of many of our competitors. Many of our competitors have the ability to offer a wider range of products and services that may enhance their competitive position. Competition is also intense for the recruitment and retention of qualified professionals. Our ability to continue to compete effectively in our businesses will depend upon our continued ability to attract new professionals and retain and motivate our existing professionals.

## SECTION VIII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

*Except as described below, there are no outstanding litigations, suits, civil or criminal prosecutions, proceedings before any judicial, quasi-judicial, arbitral or administrative tribunals, including pending proceedings for violation of statutory regulations or, alleging criminal or economic offences or tax liabilities or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (i) of Part 1 of Schedule XIII of the Companies Act) against our Company, our Directors, our Promoter and our Group Entities that would have a material adverse effect on our business. There are no defaults, non-payments or overdue of statutory dues, institutional/bank dues and dues payable to holders of debentures or fixed deposits and arrears of cumulative preference shares that would have a material adverse effect on our business.*

*Further, except as disclosed in this section, our Board of Directors do not consider any other outstanding litigation or past penalties involving our Company, Subsidiaries, Promoter, Group Companies and Directors as material as on the date of this Prospectus. Our Board of Directors considers dues owed by our Company to the small scale undertakings and other creditors exceeding ₹ 1.00 lakhs as material dues for our Company. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on January 16, 2017.*

#### CONTINGENT LIABILITIES OF OUR COMPANY

Particulars	Amount (₹ in lakhs)
Disputed Amount	NIL

#### LITIGATION INVOLVING OUR COMPANY

##### A. LITIGATION AGAINST OUR COMPANY

##### 1. Litigations involving Criminal matters

NIL

##### 2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

##### 3. Litigation involving Tax Liabilities

##### (i) Direct Tax Liabilities

Sr. No.	Type of Direct Tax	No. of Cases	Amount in dispute/ demanded (₹ in lakhs)
1.	Income-tax	NIL	NIL
<b>Total</b>		<b>NIL</b>	<b>NIL</b>

##### (ii) Indirect Taxes Liabilities

Sr. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/ demanded (₹ in lakhs)
1.	NIL	NIL	NIL
<b>Total</b>		<b>NIL</b>	<b>NIL</b>

##### 4. Other Pending Litigations

NIL

**B. LITIGATIONS FILED BY OUR COMPANY**
**1. Litigation Involving Criminal matters**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**
**(i) Direct Tax Liabilities**

Sr. No.	Type of Direct Tax	No. of Cases	Amount in dispute/ demanded (₹ in lakhs)
1.	NIL	NIL	NIL
<b>Total</b>		<b>NIL</b>	<b>NIL</b>

**(ii) Indirect Taxes Liabilities**

Sr. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/ demanded (₹ in lakhs)
1.	NIL	NIL	NIL
<b>Total</b>		<b>NIL</b>	<b>NIL</b>

**5. Other Pending Litigations**

NIL

**LITIGATION INVOLVING OUR DIRECTORS**
**A. LITIGATION AGAINST OUR DIRECTORS**
**1. Litigation Involving Criminal Matters**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**
**(i) Direct Tax Liabilities**

Sr. No.	Type of Direct Tax	No. of Cases	Amount in dispute/ demanded (₹ in lakhs)
1.	NIL	NIL	NIL
<b>Total</b>		<b>NIL</b>	<b>NIL</b>

**(i) Indirect Taxes Liabilities**

Sr. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/ demanded (₹ in lakhs)
1.	NIL	NIL	NIL
<b>Total</b>		<b>NIL</b>	<b>NIL</b>

**4. Other Pending Litigations**

NIL

**B. LITIGATION FILED BY OUR DIRECTORS**
**1. Litigation Involving Criminal matters**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**
**(i) Direct Tax Liabilities**

Sr. No.	Type of Direct Tax	No. of Cases	Amount in dispute/ demanded (₹ in lakhs)
1.	Income Tax	1	NIL <sup>(1)</sup>
<b>Total</b>		<b>1</b>	<b>NIL</b>

<sup>(1)</sup>The Assessing Officer (AO) had demanded tax of ₹ 12.84 Lakhs. Thereafter Mr. Shripal Shah had preferred an appeal with CIT(A); which was partly allowed consequently reducing the tax demand to ₹ 4.95 Lakhs. Thereafter for the disallowed appeal portion; Mr. Shripal Shah had appealed before Income Tax Appellate Tribunal (ITAT); who had allowed the appeal in full. Hence as on date; there is no outstanding liability on part of the Director of the Company. However, if the Income Tax Officer prefers an appeal against the ITAT order dated December 09, 2016, then the liability of our director may extend to ₹ 4.95 lakhs excluding any such penalty or interest levied upto the date of payment as per applicable tax laws. Hence; this matter has been disclosed as an outstanding dispute.

**(ii) Indirect Taxes Liabilities**

Sr. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/ demanded (₹ in lakhs)
1.	NIL	NIL	NIL
<b>Total</b>		<b>NIL</b>	<b>NIL</b>

**4. Other Pending Litigations**

NIL

**LITIGATION INVOLVING OUR CORPORATE PROMOTER**
**A. LITIGATION AGAINST OUR PROMOTER**
**1. Litigation Involving Criminal matters**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

### 3. Litigation involving Tax Liabilities

#### (i) Direct Tax Liabilities

Sr. No.	Type of Direct Tax	No. of Cases	Amount in dispute/ demanded (₹ in lakhs)
1.	NIL	NIL	NIL
<b>Total</b>		<b>NIL</b>	<b>NIL</b>

#### (ii) Indirect Taxes Liabilities

Sr. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/ demanded (₹ in lakhs)
1.	NIL	NIL	NIL
<b>Total</b>		<b>NIL</b>	<b>NIL</b>

### 4. Other Pending Litigations

NIL

## B. LITIGATION FILED BY OUR PROMOTER

### 1. Litigation Involving Criminal matters

NIL

### 2. Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

### 3. Litigation involving Tax Liabilities

#### (i) Direct Tax Liabilities

Sr. No.	Type of Direct Tax	No. of Cases	Amount in dispute/ demanded (₹ in lakhs)
1.	NIL	1	2.35
<b>Total</b>		<b>1</b>	<b>2.35</b>

#### (ii) Indirect Taxes Liabilities

Sr. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/ demanded (₹ in lakhs)
1.	NIL	NIL	NIL
<b>Total</b>		<b>NIL</b>	<b>NIL</b>

### 4. Other Pending Litigations

NIL

## LITIGATION INVOLVING OUR GROUP COMPANIES

### A. LITIGATION AGAINST OUR GROUP COMPANIES

#### 1. Litigation involving Criminal matters

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**
**(i) Direct Tax Liabilities**

Sr. No.	Type of Direct Tax	No. of Cases	Amount in dispute/ demanded (₹ in lakhs)
1.	NIL	NIL	NIL
<b>Total</b>		<b>NIL</b>	<b>NIL</b>

**(ii) Indirect Taxes Liabilities**

Sr. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/ demanded (₹ in lakhs)
1.	NIL	NIL	NIL
<b>Total</b>		<b>NIL</b>	<b>NIL</b>

**4. Other Pending Litigations**

NIL

**B. LITIGATION FILED BY OUR GROUP COMPANIES**
**1. Litigation involving Criminal Liabilities**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**
**(i) Direct Tax Liabilities**

Sr. No.	Type of Direct Tax	No. of Cases	Amount in dispute/ demanded (₹ in lakhs)
1.	Income Tax	1	4.37 Lakhs <sup>(1)</sup>
<b>Total</b>		<b>1</b>	<b>4.37 Lakhs</b>

(1) The amounts mentioned above may be subject to additional interest rates being levied by the concerned authorities for delay in making payment. Amount of interest that may be levied is unascertainable as on the date of this Prospectus.

**(ii) Indirect Taxes Liabilities**

Sr. No.	Type of Indirect Tax	No. of Cases	Amount in dispute/ demanded (₹ in lakhs)
1.	NIL	NIL	NIL
<b>Total</b>		<b>NIL</b>	<b>NIL</b>

**4. Other Pending Litigations**

NIL

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**There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoter during the last 5 (five) years.**

There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoter during the last 5 (five) years.

**Pending proceedings initiated against our Company for economic offences.**

There are no pending proceedings initiated against our Company for economic offences

**Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous companies enactment in the last 5 (five) years against our Company.**

There are no inquiries, investigations etc. instituted under the Companies Act or any previous companies enactment in the last 5 (five) years against our Company.

**Material Fraud against our Company in the last 5 (five) years**

There has been no material fraud committed against our Company in the last 5 (five) years.

**Fines imposed or compounding of offences for default**

There are no fines imposed or compounding of offences done in the last 5 (five) years immediately preceding the year of the Prospectus for the Company and its Subsidiaries for default or outstanding defaults.

**Non-Payment of Statutory Dues**

There have been no defaults or outstanding defaults in the payment of statutory dues payable by the Company. For details of dues of income tax, sales tax, wealth tax, service tax, customs duty, excise duty, value added tax and cess, which have not been deposited as on September 30, 2016 on account of disputes, see “*Summary Financial Information*” beginning on page no. 33 of this Prospectus.

**Amounts owed to small scale undertakings and other creditors**

The Board of Directors of our Company considers dues exceeding ₹ 1.00 lakhs to small scale undertakings and other creditors as material dues for our Company. Our Company does not owe any small scale undertakings any amounts exceeding ₹ 1.00 as of the date of this Prospectus.

Our Company owes amounts aggregating to ₹ 7,500 or more to its other creditors. There are no disputes with such entities in relation to payments to be made to them. The details pertaining to amounts due towards such creditors are available on the website of our Company at the following link: [www.escorp.co.in](http://www.escorp.co.in).

*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.*

**Material developments occurring after last balance sheet date**

There have been no material developments since the date of the last financial statements as disclosed in the Prospectus

## GOVERNMENT AND OTHER KEY APPROVALS

*Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory bodies/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current/proposed business activities and no further major approvals from any government/regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of the Company or for the correctness of any statements made or any commitments made or opinions expressed in this behalf.*

*The main objects clause of the Memorandum of Association of the Company and the objects incidental to the main objects enable our Company to carry out its activities.*

### Approvals for the Issue

1. The board of directors have pursuant to section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on December 22, 2016, authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of the Company have, pursuant to section 62(1)(c) of the Companies Act, 2013, by a special resolution passed in the extra ordinary general meeting held on January 14, 2017, authorized the Issue.
3. Approval dated March 20, 2017 from the BSE for listing of the Equity Shares issued by our Company pursuant to the Issue.
4. Our Company's International Securities Identification Number ("ISIN") is INE953W01016.

### Approvals pertaining to Incorporation, name and constitution of Our Company

1. Certificate of Incorporation dated February 13, 2011 issued by the Registrar of Companies, Mumbai ("RoC") in the name of "Escorp Financial Services Private Limited".
2. Fresh Certificate of Incorporation dated July 23, 2013 issued by the RoC consequent upon change of name from "Escorp Financial Services Private Limited" to "Escorp Industries Private Limited".
3. Fresh Certificate of Incorporation dated August 18, 2016 issued by the RoC consequent upon change of name from "Escorp Industries Private Limited" to "Escorp Asset Management Private Limited".
4. Certificate of change of name of the Company from "Escorp Asset Management Private Limited" to "Escorp Asset Management Limited" dated October 14, 2016, issued by the RoC upon the conversion of our Company into a Public Limited Company.
5. The Corporate Identity Number (CIN) of the Company is U17121MH2011PLC213451.

### 1. Business/General Approvals

Sr. No.	Particulars	Issuing Authorities	Registration/ Approval/ Certificate Number	Date of Issue	Date of Expiry
1	Permanent Account No. (PAN)	Income Tax Department, Govt. of India	AACCE6271A	February 13, 2011	Valid until cancelled
2	Service Tax Registration Certificate	Central Board of Excise and Customs	AACCE6271ASD001	January 11, 2017	Valid until cancelled
3.	Service Tax Registration Certificate	Central Board of Excise and Customs	AACCE6271ASD001	January 11, 2017	Valid until cancelled





Sr. No.	Particulars	Issuing Authorities	Registration/ Approval/ Certificate Number	Date of Issue	Date of Expiry
4	Certificate of Registration under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.	Maharashtra Sales Tax Department	27861455057P	December 29, 2016	Valid until cancelled
5	Certificate of Enrolment under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.	Maharashtra Sales Tax Department	99932142676P	April 01, 2010	Valid until cancelled
6	Certificate of Registration of the Company's registered office located at 60, Khatau Building, Gr. Floor, Alkesh Dinesh Modi Marg, Fort, Mumbai - 400 001 under the Maharashtra Shops and Establishments Act, 1948.	Inspector under Maharashtra Shops and Establishments Act, 1948	762158746/COMMER CIAL II, Ward A	January 31, 2017	January 12, 2018

## 2. Pending Approvals

(i) Our Company has filed applications in respect of the following approvals that are pending registration/receipt:

(a) Trademark

Sr. No	Particulars of the mark	Word/ Label Mark	Applicant	Trademark/ Application Number	Issuing Authority	Class	Status
1		Device	Escorp Asset Management Limited	3460323	Trade Marks Registry, Mumbai	36	Pending Approval
2		Device	Escorp Asset Management Limited	3460322	Trade Marks Registry, Mumbai	36	Pending Approval

(b) Application dated October 18, 2016 for the grant of Certificate of Registration under SEBI (Portfolio Managers) Regulations, 1993. Thereafter, vide SEBI letter dated February 9, 2017 the said application has been considered eligible for grant of registration, subject to certain conditions, The Certificate of Registration is awaited.

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## SECTION VIII – OTHER REGULATORY AND STATUTORY DISCLOSURES

### Authority for the Issue

Our Board of Directors have vide resolution dated December 22, 2016 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62(1)(C) of the Companies Act, 2013.

The shareholders have authorized the Issue, by passing a Special Resolution at the Extra-Ordinary General Meeting on January 14, 2017 in accordance with the provisions of Section 62(1)(C) of the Companies Act, 2013.

The Company has obtained approval from BSE vide letter dated March 20, 2017 to use the name of BSE in this Offer Document for listing of equity shares on the SME platform of the BSE. BSE is the designated Stock Exchange.

### Prohibition by SEBI, the RBI or Governmental Authorities

We confirm that there is no prohibition on our Company, its Directors, Promoters and entities forming part of our Promoter Group from accessing the capital market or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Neither our Company, our Promoters, relatives of Promoters (as defined under Companies Act, 2013), our Directors, our Group Companies, have been identified as wilful defaulters by the RBI or other authorities.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

### Association with Securities Market

We confirm that none of our Directors are associated with the Securities Market in any manner and no action has been initiated against these entities by SEBI at any time except as stated under the chapters titled “*Risk Factors*”, “*Our Promoter, Promoter Group and Group Companies*” and “*Outstanding Litigations and Material Developments*” beginning on page nos. 10, 109, 152 of this Prospectus.

### Eligibility for the Issue

Our Company is an “Unlisted Company” in terms of the SEBI (ICDR) Regulation; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

This Issue is being made in terms of Regulation 106 (M) (1) of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue face value capital does not exceed ten crores rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the SME Platform of BSE).

We confirm that:

- a) In accordance with Regulation 106 (P) of the SEBI (ICDR) Regulations, this issue has been hundred percent underwritten and that the Lead Manager to the Issue has underwritten more than 15% of the total Issue Size. For further details pertaining to the said underwriting please see “*General Information- Underwriting*” on page no. 41 of this Prospectus.
- b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded / unblocked forthwith. If such money is not repaid / unblocked, then our Company and every officer in default shall be liable to repay / unblock such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. 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.

- c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulation, we have not filed any Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
- d) In accordance with Regulation 106(V) of the SEBI (ICDR) Regulations, we have entered into an agreement with the Lead Manager and the Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this issue. For further details of the arrangement of Market Making, please see “General Information- Details of the Market Making Arrangements for this Issue” on page no. 42 of this Prospectus.
- e) Our Company has Net Tangible assets of at least ₹ 3 crores as per the latest audited financial results
- f) The Net worth (excluding revaluation reserves) of our Company is at least ₹ 3 crores as per the latest audited financial results
- g) Our Company has track record of distributable profits in terms of sec. 123 of Companies Act, 2013 for at least two years out of immediately preceding three financial years and each financial year has been a period of at least 12 months.
- h) The distributable Profit, Net tangible Assets and Net worth of our Company as per the restated financial statements for the period ended as at September 30, 2016, March 31, 2016, 2015 and 2014 is as set forth below:

(₹ in lakhs)

Particulars	September 30, 2016	Fiscal 2016	Fiscal 2015	Fiscal 2014
Distributable Profit <sup>(1)</sup>	2.99	0.16	0.01	0.00
Net tangible Assets <sup>(2)</sup>	524.55	1.18	1.00	0.96
Net Worth <sup>(3)</sup>	524.55	1.18	1.00	0.96

<sup>(1)</sup> Distributable profits have been computed in terms section 123 of the Companies Act, 2013.

<sup>(2)</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 long term liabilities excluding intangible assets as defined in Accounting Standard 26 (AS 26) issued by the Institute of Chartered Accountants of India.

<sup>(3)</sup> Net Worth has been computed as the aggregate of equity shares capital and reserves (excluding revaluation reserves) and after deducting miscellaneous expenditure not written off, if any.

- i) As on the date of this Draft Prospectus, our Company has a paid up capital of ₹ 451.00 lakhs (₹ 4.51 crores), which is in excess of ₹ 3 crore, and the Post Issue Capital will be of ₹ 667.00 lakhs (₹ 6.67 crores).
- j) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- k) There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.
- l) There has been no change in the Promoter(s) of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.
- m) Our company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.
- n) We have a website: [www.escorpamc.co.in](http://www.escorpamc.co.in)
- o) We are not a Stock / Commodity Broking Company.
- p) We are not a Finance Company.

We further confirm that we shall be complying with all other requirements as laid down for such issue under Chapter XB of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

#### **Disclaimer Clause of SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT PROSPECTUS TO 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 OFFER DOCUMENT. THE LEAD MERCHANT BANKER, BCB BROKERAGE PRIVATE LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE PROSPECTUS, THE LEAD MERCHANT BANKER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, BCB BROKERAGE PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 21, 2017 WHICH READS AS FOLLOWS:**

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE;**
- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**
  - A. THE PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
  - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
  - C. THE DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, THE COMPANIES ACT, 2013 (TO THE EXTENT NOTIFIED), THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS.
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD /TRANSFERRED BY THE PROMOTERS DURING THE PERIOD STARTING FROM THE DATE OF FILING OF THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.
6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.
7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITOR'S CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER. – NOT APPLICABLE
8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE "MAIN OBJECTS" LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. -COMPLIED WITH TO THE EXTENT APPLICABLE.
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 73 OF THE COMPANIES ACT, 1956 (SECTION 40 OF COMPANIES ACT, 2013) AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION. NOTED FOR COMPLIANCE. ALL MONIES RECEIVED OUT OF THE ISSUE SHALL BE CREDITED/ TRANSFERRED TO A SEPARATE BANK ACCOUNT AS REFERRED TO IN SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013
10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. – NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, THE EQUITY SHARES ARE TO BE ISSUED IN DEMAT ONLY.

11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.
12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:
  - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER, AND
  - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE- NOTED FOR COMPLIANCE.
14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.
15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.
16. WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR (PLEASE SEE “ANNEXURE A” FOR FURTHER DETAILS).
17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS - COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS CERTIFIED BY M/S. THAKUR, VAIDYANATH AAIYAR & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NUMBER: 000038N) PURSUANT TO THEIR REPORT DATED JANUARY 16, 2017.

THE FILING OF THIS OFFER DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER SECTION 63 OR SECTION 68 OF THE COMPANIES ACT, 1956 (SECTION 34 OR SECTION 36 OF THE COMPANIES ACT, 2013) OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE LEAD MERCHANT BANKER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

**Note:**

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the RoC in terms of section 26 and 30 of the Companies Act, 2013.

**ADDITIONAL CONFIRMATIONS/ CERTIFICATIONS TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE**

1. WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.
3. WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. – NOTED FOR COMPLIANCE
4. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.
5. WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISIO TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009; CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE PROSPECTUS.
6. WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.

**Disclaimer from our Company and the Lead Manager**

Our Company, its Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

**CAUTION**

The Lead Manager accepts no responsibility, save to the limited extent as provided in the MoU for Issue Management entered into among the Lead Manager, our Company January 18, 2017 the Underwriting Agreement dated January 18, 2017 entered into among the Underwriter and our Company, and the Market Making Agreement dated January 18, 2017, entered into among the Market Maker, Lead Manager and our Company.

All information shall be made available by us and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centres or elsewhere.

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**Note:**

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriter and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

**Disclaimer in respect of Jurisdiction**

This issue is being made in India to persons resident in India including Indian nationals resident in India (who are not minors, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. The Prospectus does not, however, constitute an issue to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby 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 any change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date

**Disclaimer Clause of the SME Platform of BSE**

“BSE Limited ("BSE") has given vide its letter dated March 20, 2017, permission to this Company to use its name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. BSE does not in any manner:

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company;

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever”.

**Disclaimer Clause under Rule 144A of the U.S. Securities Act**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S of the Securities Act), except pursuant to an exemption



from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

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

### Filing

The Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the offer document in term of Reg. 106 (O) (1). However, a copy of the Prospectus shall be filed with SEBI at Corporation Finance Department, Plot No.C4-A, ‘G’ Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051

A copy of the Prospectus, along with the documents required to be filed under Section 26 and other applicable law of the Companies Act, 2013 will be delivered to the RoC situated at 100, Everest, Marine Drive, Mumbai – 400 002.

### Listing

Application have been made to SME Platform of BSE 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. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the prospectus. The allotment letters shall be issued or application money shall be refunded / unblocked within fifteen days from the closure of the Issue or such lesser time as may be specified by Securities and Exchange Board or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen per cent per annum for the delayed period as prescribed under Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE mentioned above are taken within 6 Working Days of the Issue Closing Date.

The Company has obtained approval from BSE vide letter dated March 20, 2017 to use the name of BSE in this Offer document for listing of equity shares on SME Platform of BSE.

### Price Information of past issues handled by the Lead Manager

Sr. No.	Issue Name	Issue size (₹ Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing	
1	Aryaman Capital Markets Ltd.	4.31	12	20/10/2014	12.20	41.50%	6.07%	40.00%	6.40%	30.00%	7.61%
2	Amsons Apparels Ltd	3.25	10	06/01/2015	7.60	-6.10%	6.91%	-57.40%	5.62%	8.00%	4.10%
3	Vaksons Automobiles Ltd.	6.24	26	16/10/2015	26.25	4.23%	-5.89%	1.92%	-8.97%	1.73%	-5.83%

## Summary Statement of Disclosure

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium - 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at discount - 180 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium - 180 <sup>th</sup> calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2016-17	-	-	-	--	-	-	-	-	-	-	-	-	-	-
2015-16	1	6.24	-	-	-	-	1	-	-	-	-	-	1	-
2014-15	2	7.56	-	-	1	-	1	-	-	-	-	-	1	1

### Track record of past issues handled by the Lead Manager

For details regarding the track record of the Lead Manager to the Issue as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please see the website of BCB Brokerage Private Limited – [www.bcbbrokerage.com](http://www.bcbbrokerage.com)

### Consents

Consents in writing of: (a) the Directors, the Company Secretary and Compliance Officer, the Chief Financial Officer, Banker to the Company, Lender and Statutory Auditor; and (b) the Lead Manager, Registrar to the Issue, the Legal Advisors to the Issue, Banker to the Issue, Market Maker and Underwriters to act in their respective capacities, have been obtained and shall be filed along with a copy of the Draft Prospectus with the RoC, as required under Section 26, 29 and 30 along with other applicable law of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, Thakur, Vaidyanath Aaiyar & Co., Statutory Auditors, have provided their written consent to the inclusion of their report January 16, 2017 on Restated Financial Statements and report January 16, 2017 on Statement of Tax Benefits, respectively, which may be available to the Company and its shareholders, included in this Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Prospectus.

### Expert Opinion

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

Our Company has received written consent from the Statutory Auditor namely, M/s. Thakur, Vaidyanath Aaiyar & Co., Chartered Accountants to include their name as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect of the reports on the Restated Financial Statements dated January 16, 2017 and the Statement of Tax Benefits dated January 16, 2017 issued by them, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

### ISSUE RELATED EXPENSES

The expenses of this Issue include, among others, underwriting and management fees, Market Making Fees, selling commissions, SCSB’s commission/ fees, printing and distribution expenses, legal fees, statutory advertisement expenses, registrar and depository fees and listing fees is given below: Same as object of the Issue

Activity	Expenses (₹ in lakhs)	Percentage of Issue Expenses	Percentage of Issue Size
Issue Management fees and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	27.00	65.85%	8.33%
Brokerage and Selling Commission, Underwriting	1.00	2.44%	0.31%

Activity	Expenses ( ₹ in lakhs)	Percentage of Issue Expenses	Percentage of Issue Size
Commission, etc			
Printing and Stationery and postage expenses	3.00	7.32%	0.93%
Advertising and Marketing expenses	3.00	7.32%	0.93%
Regulatory fees and expenses	7.00	17.07%	2.16%
<b>Total estimated issue expenses</b>	<b>41.00</b>	<b>100.00%</b>	<b>12.65%</b>

- 1) *The SCSBs and other intermediaries will be entitled to a commission of ₹ 50/- per every valid Application Form submitted to them and uploaded on the electronic system of the Stock Exchange by them*
- 2) *The SCSBs would be entitled to processing fees of ₹ 25/- per Application Form, for processing the Application Forms procured by other intermediaries and submitted to the SCSBs.*
- 3) *Further the SCSBs and other intermediaries will be entitled to selling commission of 0.05% of the Amount Allotted (product of the number of Equity Shares Allotted and the Issue Price) for the forms directly procured by them and uploaded on the electronic system of the Stock Exchange by them.*
- 4) *The payment towards commission and processing fees will be completed within 30 days from the date of receipt of final invoice from the respective entities.*

#### **Fees, Brokerage and Selling Commission Payable to the Lead Manager**

The total fees payable to the Lead Manager (including underwriting commission and selling commission) is as stated in the MOUs dated January 18, 2017, the Underwriting Agreement dated January 18, 2017 and the Market Making Agreement dated January 18, 2017 among our Company and the Lead Manager and other parties, a copy of which will be made available for inspection at our Registered Office.

#### **Fees Payable to the Registrar to the Issue**

The fees payable to the Registrar to the Issue, for processing of application, data entry, printing of refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the MoU between the Company, and the Registrar to the Issue January 18, 2017.

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 to the Registrar to the Issue to enable it to send refund orders or Allotment advice by registered post/speed post.

#### **Previous Public and Rights Issues**

We have not made any rights and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

#### **Previous Issues of Equity Shares otherwise than for Cash**

Except as stated in the chapter titled “*Capital Structure*” beginning on page no. 44 of this Prospectus, we have not issued any Equity Shares for consideration other than for cash.

#### **Commission and Brokerage Paid on Previous Issues of our Equity Shares**

Since this is an Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

### Capital Issues in the last three (3) years by Listed Group Companies / Subsidiaries / Associates

None of our Group Companies / Associates that are listed on any Stock Exchange has made any Capital Issue in the last three (3) years except as stated below:

<b>Name of the Company</b>	Aryaman Capital Markets Limited
<b>Date and Year of Initial Listing</b>	October 20, 2014
<b>Type of Issue</b>	Initial Public Offer
<b>Amount of the Issue</b>	₹ 430.80 lakhs
<b>Date of Closure of the Issue</b>	September 25, 2014
<b>Date of Completion of Delivery of Shares</b>	October 01, 2014
<b>Date of completion of project, if applicable</b>	N. A.
<b>Rate of Dividend paid</b>	N. A.

We do not have any subsidiary as on date of this Prospectus.

### Promise v. Performance (Issuer and Listed Group Companies / Subsidiaries / Associates)

Aryaman Capital Markets Limited (ACML)

ACML has come out with an Initial Public Issue of 35,90,000 Equity Shares of ₹ 10/- each offered at a fixed price of ₹ 20 per share aggregating to ₹ 430.80 lakhs. The said issue was opened for subscription on September 25, 2014 and closed on October 01, 2014. The issue was fully subscribed and the basis of allotment was finalized in consultation with the BSE Ltd. on October 13, 2014 and the new equity shares were listed on BSE with effect from October 20, 2014.

The Object of the Issue is to raise funds for:

- Investments and acquisition of listed / unlisted securities and financial products
- Repayment of Loans
- Issue Expenses
- General Corporate Purposes

Details of utilization of Public Issue proceeds of ₹ 430.80 lakhs are as follows:

(₹ in lakhs)

Sr. No.	Particulars	Proposed Objects	Actual Utilizations
1	Investments and acquisition of listed / unlisted securities and financial products	182.00	182.00
2	Repayment of Loans	216.00	216.00
3	Issue Expenses	31.00	31.00
4	General Corporate Purposes	1.80	1.80
	<b>Total</b>	<b>430.80</b>	<b>430.80</b>

As on the date of this Prospectus, the entire amount raised by ACML through the above mentioned IPO has been utilized.

### Outstanding Debentures, Bonds, Redeemable Preference Shares and Other Instruments issued by the Company

The Company has no outstanding debentures or bonds and redeemable preference shares and other instruments as on the date of Prospectus.

### Stock Market Data for our Equity Shares

This being an initial public offer of the Company, the Equity Shares of the Company are not listed on any stock exchange.

## Mechanism for Redressal of Investor Grievances

The Company has appointed Big Share Services Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue 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 Offer 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.

Our Board by a resolution on January 16, 2017 constituted a Stakeholders Relationship Committee. The composition of the Stakeholders Relationship Committee is as follows:

Sr. No.	Name	Designation in Committee	Nature of Directorship
1	Mr. Darshit Parikh	Chairman	Non Executive Independent Director
2	Mr. Haresh Sanghvi	Member	Non Executive Independent Director
3	Mr. Shripal Shah	Member	Executive Director

For further details, please see the chapter titled "*Our Management*" beginning on page no. 97 of this Prospectus.

The Company has also appointed Mr. Deepesh Jain as the Company Secretary and Compliance Officer for this Issue and He may be contacted at the Registered Office of our Company. The contact details are as follows:

**Name:** Mr. Deepesh Jain

**Address:** 60, Khatau Building, Ground Floor, Alkesh Dinesh Modi Marg, Fort, Mumbai – 400 001

**Tel Fax No:** +91 – 22 – 6216 6999

**Email:** [info@escorpamc.co.in](mailto:info@escorpamc.co.in).

Investors can contact the Compliance Officer or the Registrar to the Issue or the Lead Manager in case of any pre- Issue or post- Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary accounts and refund orders.

## 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.

## Disposal of Investor Grievances by Listed Companies under the same Management as the Company

For details of Investor Grievances by Listed Companies under the same Management, see the chapter "*Our Group Companies*" beginning on page no. 116 of this Prospectus.

## Change in Auditors

Our Company has changed the Statutory Auditors, appointing Thakur, Vaidyanath Aaiyar & Co. Chartered Accountant in place of Mahadevan And Co. Chartered Accountants vide Resolution passed in the Board Meeting dated September 2, 2016 and Ordinary Resolution in the Annual General Meeting dated September 30, 2016.

### **Capitalisation of Reserves or Profits**

Except as stated in the chapter titled “*Capital Structure*” beginning on page no. 44 of this Prospectus, our Company has not capitalised our reserves or profits during the last five years.

### **Revaluation of Assets**

We have not revalued our assets in the last 5 years.

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## SECTION IX – ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued are subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, 2009, our Memorandum and Articles of Association, the terms of this Prospectus, the Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this 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 or such other conditions as may be prescribed by SEBI, RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Issue.*

*Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 All the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official 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 December 22, 2016 and was approved by the Shareholders of the Company by passing a Special Resolution at the Extra Ordinary General Meeting held on January 14, 2017 in accordance with the provisions of Section 62 (1) (C) of the Companies Act, 2013.

#### **Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act, our Memorandum and Articles of Association and shall rank pari-passu in all respects including dividend with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment.

For further details, please see the section titled "*Main Provisions of Articles of Association*" beginning on page no. 228 of this Prospectus.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013, the Memorandum and Articles of Association, and recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. Our Company shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act, SEBI Listing Regulations and our Articles of Association. For further details, please refer the chapter titled "*Dividend Policy*" and "*Main Provisions of Article of Association*" beginning on page nos. 124 and 228 of this Prospectus.

#### **Face Value and Issue Price**

The Equity Shares having a face value of ₹ 10 each are being issued in terms of this Prospectus at the price of ₹ 15 per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled "*Basis for Issue Price*" beginning on page no. 58 of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

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## Compliance with the disclosure and accounting norms

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall also comply with all disclosure and accounting norms as specified by SEBI from time to time.

## Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- ✓ Right to receive dividend, if declared;
- ✓ Right to attend general meetings and exercise voting rights, unless prohibited by law;
- ✓ Right to vote on a poll either in person or by proxy;
- ✓ Right to receive offer for rights shares and be allotted bonus shares, if announced;
- ✓ Right to receive surplus on liquidation;
- ✓ Right of free transferability; and
- ✓ Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, the Listing Regulations and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, etc., please see the section titled "*Main Provisions of Articles of Association*" beginning on page no. 228 of this Prospectus.

## Minimum Application Value; Market Lot and Trading Lot

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Issue:

- 1) Tripartite agreement dated March 14, 2017 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.
- 2) Tripartite agreement dated March 08, 2017 between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.

Trading of the Equity Shares will happen in the minimum contract size of 8,000 Equity Shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by BSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 8,000 Equity Share subject to a minimum allotment of 8,000 Equity Shares to the successful Applicants.

## Minimum Number of Allottees

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within 6 Working days of closure of issue.

## Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

## Nomination Facility to Investor

In accordance with Section 72 (1) & 72 (2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee,



entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Articles of Association of the Company, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

- ✓ to register himself or herself as the holder of the Equity Shares; or
- ✓ to make such transfer of the Equity Shares, as the deceased holder could have made

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with. In case the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

#### **Withdrawal of the Issue**

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-issue advertisements were published, within two days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were 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 our Company shall apply for after Allotment. If our Company and the Selling Shareholders withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Prospectus.

#### **ISSUE PROGRAMME**

An indicative timetable in respect of the Issue is set out below:

<b>Event</b>	<b>Indicative Date</b>
Issue Opening Date	March 31, 2017
Issue Closing Date	April 06, 2017
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about April 11, 2017
Initiation of Allotment / Refunds / Unblocking of Funds	On or about April 12, 2017
Credit of Equity Shares to demat accounts of Allottees	On or about April 13, 2017
Commencement of trading of the Equity Shares on the Stock Exchange	On or about April 17, 2017

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 Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company, 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 any revision to the same shall be accepted **only between 10.00 a. m. and 5.00 p. m. (IST)** during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted only between **10.00 a. m. and 3.00 p. m. (IST)** 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 3.00 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**

The requirement for 90% minimum subscription in terms of Regulation 14 of the ICDR Regulations is not applicable to the Issue. In terms of Regulation 106 P (1) of the ICDR Regulations, the Issue is not restricted to any minimum subscription level and is 100% underwritten. Further, pursuant to Regulation 106R of the ICDR Regulations, our Company shall ensure that the number of prospective allottees to whom Equity Shares will be allotted shall not be less than 50.

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 the applicable sections of the Companies Act, 2013.

### **Arrangements for Disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of 8,000 shares. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE.

### **Restrictions, if any, on transfer and transmission of shares or debentures and on their consolidation or splitting**

For a detailed description in respect of restrictions, if any, on transfer and transmission of shares and on their consolidation / splitting, please see the section titled “*Main Provisions of Articles of Association*” beginning on page no. 228 of this Prospectus.

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## **New Financial Instruments**

The Issuer Company is not issuing any new financial instruments through this Issue.

## **Option to receive Equity Shares in Dematerialized Form**

As per Section 29(1) of the Companies Act, 2013, allotment of Equity Shares will be made only in dematerialized form.

As per SEBI's circular RMB (compendium) series circular no. 2 (1999-2000) dated February 16, 2000, it has been decided by the SEBI that trading in securities of companies making an initial public offer shall be in Dematerialised form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME Platform of BSE.

## **Migration to Main Board**

In accordance with the BSE Circular dated November 26, 2012 our Company will have to be mandatorily listed and traded on the SME Platform of the BSE for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter XB of the SEBI (ICDR) Regulations.

As per the provisions of the Chapter XB of the SEBI (ICDR) Regulation, 2009, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

- If the Paid up Capital of the company is likely to increase above ₹ 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.
- If the Paid up Capital of the company is more than ₹ 10 crores but below ₹ 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

## **Market Making**

The shares issued through this Issue are proposed to be listed on the SME Platform of BSE (SME Exchange), wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Maker of the SME Exchange for a minimum period of three years from the date of listing on the SME Platform of BSE.

For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker, please see the chapter titled "*General Information - Details of the Market Making Arrangement for this Issue*" beginning on page no. 42 of this Prospectus.

## **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai. 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.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106 (M) (1) of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue face value capital does not exceed more than ten crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such this Issue, please see the chapters titled "*Terms of the Issue*" and "*Issue Procedure*" beginning on page nos. 173 and 180 respectively, of this Prospectus.

### Issue Structure:

*Public issue of 21,60,000 Equity Shares of ₹ 10 each (the "Equity Shares") for cash at a price of ₹ 15 per Equity Share (including a Share premium of ₹ 5 per Equity Share) aggregating to ₹ 324.00 lakhs ("the Issue") by Escorp Asset Management Ltd. ("EAML" or the "Company" or the "Issuer").*

*The issue comprises a reservation of 21,60,000 Equity Shares of ₹ 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") 1,12,000 Equity Shares and Net Issue to Public of 20,48,000 Equity Shares of ₹ 10 each ("the Net Issue"). The Issue and the Net Issue will constitute 32.38% and 30.70% respectively of the Post Issue paid up Equity Share Capital of the Company.*

Particulars of the Issue	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares available for allocation	20,48,000 Equity Shares	1,12,000 Equity Shares
Percentage of Issue Size available for allocation	94.81% of the Issue Size	5.19% of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of 8,000 Equity Shares and further allotment in multiples of 8,000 Equity Shares each.	Firm Allotment
Mode of Application	For QIB and NII Applicants the application must be made compulsorily through the ASBA Process. The Retail Individual Applicant may apply through the ASBA or the Physical Form.	Through ASBA Process Only
Minimum Application Size	<p><i>For QIB and NII:</i></p> <p>Such number of Equity Shares in multiples of 8,000 Equity Shares such that the Application Value exceeds ₹ 2,00,000.</p> <p><i>For Retail Individuals:</i></p> <p>8,000 Equity Shares</p>	1,12,000 Equity Shares
Maximum Application Size	<p><i>For QIB and NII:</i></p> <p>Such number of Equity Shares in multiples of 8,000 Equity Shares such that the Application Size does not exceed 20,48,000 Equity Shares.</p> <p><i>For Retail Individuals:</i></p> <p>Such number of Equity Shares in multiples of 8,000 Equity Shares such that the Application Value does not exceed ₹ 2,00,000.</p>	1,12,000 Equity Shares
Mode of Allotment	Dematerialized Form	Dematerialized Form
Trading Lot	8,000 Equity Shares	8,000 Equity Shares, However the Market Maker may buy odd lots if any in the market as required under the SEBI (ICDR)

Particulars of the Issue	Net Issue to Public	Market Maker Reservation Portion
		Regulations, 2009.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form.	
Application Lot Size	8,000 Equity Share and in multiples of 8,000 Equity Shares thereafter	

- 1) 50 % of the Equity Share offered are reserved for allocation to Applicants below or equal to ₹ 2.00 lakhs and the balance for higher amount Applications.
- 2) In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders.
- 3) 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.
- 4) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

#### Lot Size

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the “Circular”) standardized the lot size for Initial Public Offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Issue Price (in ₹)	Lot Size (No. Of Shares)
Upto 14	10,000
More than 14 upto 18	8,000
More than 18 upto 25	6,000
More than 25 upto 35	4,000
More than 35 upto 50	3,000
More than 50 upto 70	2,000
More than 70 upto 90	1,600
More than 90 upto 120	1,200
More than 120 upto 150	1,000
More than 150 upto 180	800
More than 180 upto 250	600
More than 250 upto 350	400
More than 350 upto 500	300
More than 500 upto 600	240
More than 600 upto 750	200
More than 750 upto 1000	160
Above 1,000	100

Further to the Circular, at the Initial Public Offer stage the Registrar to Issue in consultation with Lead Manager, our Company and BSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the IPO Lot Size at the application/allotment stage, facilitating secondary market trading.

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## ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (“General Information Document”), included below under “**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 Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 and certain notified provisions of the Companies Act 2013, to the extent applicable to a public issue. The General Information Document would be made available with the Lead Manager and would also be made available on the websites of the Stock Exchanges and the Lead Manager before opening of Issue. Please refer to the relevant provisions of the General Information Document which are applicable to the 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 shall not be liable for any amendment, modification or change in the applicable law which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications 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 all the Applicants can participate in the Issue only through the ASBA process. All Applicants shall ensure that the ASBA Account has sufficient credit balance such that the full Application Amount can be blocked by the SCSB at the time of submitting the Application. Applicants applying through the ASBA process should carefully read the provisions applicable to such applications before making their application through the ASBA process. Please note that all Applicants are required to make payment of the full Application Amount along with the Application Form. In case of ASBA Applicants, an amount equivalent to the full Application Amount will be blocked by the SCSBs.

ASBA Applicants are required to submit ASBA Applications to the Selected Branches / Offices of the RTAs, DPs, Designated Bank Branches of SCSBs. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link. The list of Stock Brokers, Depository Participants (“DP”), Registrar to an Issue and Share Transfer Agent (“RTA”) that have been notified by BSE Ltd to act as intermediaries for submitting Application Forms are provided on <http://www.bseindia.com>. For details on their designated branches for submitting Application Forms, please see the above mentioned BSE website.

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors w.e.f. January 1, 2016 and it allows the registrar, share transfer agents, depository participants and stock brokers to accept application forms.

### PART A

#### FIXED PRICE ISSUE PROCEDURE

The Issue is being made in compliance with the provisions of Reg. 106(M)(1) of Chapter XB of the SEBI (ICDR) Regulations, 2009 and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be offered to Non Retail Category i.e. QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Subject to the valid Applications being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

**Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant's depository account including DP ID, PAN and Beneficiary Account Number shall be treated as incomplete and 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 application is liable to be rejected. 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 dematerialised segment of the Stock Exchanges.**

## **APPLICATION FORM**

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 BSE (www.bseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants must provide bank account details and authorisation to block funds in the relevant space provided in the Application Form and the Application Forms that do not contain such details are liable to be rejected.

ASBA Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of the Designated Intermediary, submitted at the Collection Centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Application Form for various categories is as follows:

<b>Category</b>	<b>Colour<sup>(1)</sup></b>
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue

<sup>(1)</sup>excluding electronic Application Form

Designated Intermediaries shall submit Application Forms to SCSBs and shall not submit it to any non-SCSB bank.

### **Who Can Apply?**

1. Indian nationals resident in India, who are not minors (except through their Legal Guardians), in single or joint names (not more than three);
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 authorised to invest in equity shares;
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 (excluding foreign banks), regional rural banks, co-operative banks (subject to RBI regulations and the SEBI Regulations and other laws, as applicable);
7. FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual under the QIB portion;

8. Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional Applications portion;
9. VCFs registered with SEBI;
10. FVCIs registered with SEBI;
11. Eligible QFIs;
12. Foreign Nationals and other non-residents (subject to eligibility norms specified in SEBI FPI Regulations, 2014 and other applicable provisions)
13. Multilateral and bilateral development financial institutions;
14. State Industrial Development Corporations;
15. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
16. Scientific and/or industrial research organizations authorized in India to invest in equity shares;
17. Insurance companies registered with Insurance Regulatory and Development Authority;
18. Provident Funds with a minimum corpus of ₹ 250 million and who are authorised under their constitution to hold and invest in equity shares;
19. Pension Funds with a minimum corpus of ₹ 250 million and who are authorised under their constitution to hold and invest in equity shares;
20. Limited liability partnerships;
21. National Investment Fund set up by resolution no. F.NO.2/3/2005-DDII dated November 23, 2005 of the GoI, published in the Gazette of India;
22. Nominated Investor and Market Maker
23. Insurance funds set up and managed by the army, navy or air force of the Union of India and by the Department of Posts, India
24. Any other person eligible to Apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.

*As per the existing policy of the Government of India, OCBs cannot participate in this Issue. 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.*

**Applications not to be made by**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Overseas Corporate Bodies



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**Maximum and Minimum Application Size****a) For Retail Individual Applicants:**

The Application must be for a minimum of 8,000 Equity Shares and in multiples of 8,000 Equity Shares thereafter, so as to ensure that the Application Amount payable by the Applicant does not exceed ₹ 2, 00,000. In case of revision of the Application, the Retail Individual Applicants have to ensure that the Application Amount does not exceed ₹ 2, 00,000.

**b) For Other Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of 8,000 Equity Shares thereafter. Application cannot be submitted for more than the Issue Size. However, the maximum application size by a QIB investor should not exceed the investment limits prescribed for them by applicable laws.

**A QIB and a Non-Institutional Applicant cannot withdraw or lower the size of their Application at any stage and are required to pay the entire Application Amount upon submission of the Application.**

The identity of QIBs applying in the Net Issue shall not be made public during the Issue Period. In case of revision in Application, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Information for the Applicants**

- a) Our Company shall file the Prospectus with the RoC at least three working days before the Issue Opening Date.
- b) 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, subject to the provisions of the Companies Act, shall be in the format prescribed in Part A of Schedule XIII of the ICDR Regulations.
- c) 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 BSE ([www.bseindia.com](http://www.bseindia.com)), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.
- d) Applicants who are interested in subscribing to the Equity Shares should approach any of the Application Collecting Intermediaries or their authorized agent(s).
- e) Application should be submitted in the prescribed Application Form only. Application Forms submitted to the SCSBs should bear the stamp of the respective intermediary to whom the application form is submitted. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and / or the Designated Branch.
- f) The Application Form can be submitted either in physical or electronic mode, to the Application Collecting Intermediaries. Further Application Collecting Intermediary may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.

**The Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the Stock Exchanges does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.**

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**Availability of the Prospectus and the Application Forms:**

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 BSE (www.bseindia.com), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Issue Opening Date.

**Participation by associates and affiliates of the Lead Manager**

The Lead Manager shall not be allowed to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue in non Retail Portion, where the allocation is on a proportionate basis.

**Applications by Mutual Funds**

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to reject the Application without assigning any reason thereof.

Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made.

**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.**

**No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.**

**Applications by Eligible NRIs**

NRIs may obtain copies of Application Form from the offices of the Lead Manager and the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

**Applications by FPI and FIIs**

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations. Further, a qualified foreign investor who had not obtained a certificate of registration as and FPI could only continue to buy, sell or otherwise deal in securities until January 6, 2015. Hence, such qualified foreign investors who have not registered as FPIS under the SEBI FPI Regulations shall not be eligible to participate in this Issue.

In case of Applications made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any application without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Applications made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason.

FPI are permitted to participate in the Issue subject to compliance with conditions and restriction which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Application Form for Non-Residents (blue in color).

#### **Applications by SEBI registered VCFs, AIFs and FVCIs**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

**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.**

**There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.**

#### **Applications by Limited Liability Partnerships**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to

the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

### **Applications by Insurance Companies**

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10.00% of the investee company's subscribed capital (face value) or 10.00% of the respective fund in case of life insurer or 10.00% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

### **Applications by Provident Funds / Pension Funds**

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250.00 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof.

### **Applications by Banking Companies**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserve the right to reject any Application without assigning any reason.

The investment limit for banking companies as per the Banking Regulation Act, 1949, as amended, is 30.00% of the paid up share capital of the investee company or 30.00% of the banks' own paid up share capital and reserves, whichever is less (except in certain specified exceptions, such as setting up or investing in a subsidiary, which requires RBI approval).

### **Applications by SCSBs**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

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## Applications under Power of Attorney

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 250 million (subject to applicable law) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Application Form. Failing this, 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 addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Applications by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form.
- 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 along with the Application Form.
- c) With respect to Applications made by provident funds with a minimum corpus of ₹ 250 million (subject to applicable law) and pension funds with a minimum corpus of ₹ 250 million, 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.
- d) With respect to Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form.
- e) Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application form, subject to such terms and conditions that our Company and the Lead Manager may deem fit.

**The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and Applicants are advised to ensure that any single Application from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.**

## General Instructions

### Do's:

- 1) Check if you are eligible to apply as per the terms of this Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- 2) Read all the instructions carefully and complete the Application Form in the prescribed form;
- 3) Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
- 4) Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary;
- 5) If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- 6) Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;

- 7) Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
- 8) Ensure that you request for and receive a stamped acknowledgement of your Application;
- 9) Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form under the ASBA process to the respective member of the SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- 10) Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- 11) 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 June 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, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the 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. All other applications in which PAN is not mentioned will be rejected;
- 12) Ensure that the Demographic Details are updated, true and correct in all respects;
- 13) Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
- 14) Ensure that the category and the investor status is indicated;
- 15) Ensure that in case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
- 16) Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- 17) Applicants should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Applications are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
- 18) Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Prospectus;
- 19) Ensure that you have mentioned the correct ASBA Account number in the Application Form;
- 20) Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
- 21) Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and

22) The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

- 1) Do not apply for lower than the minimum Application size;
- 2) Do not apply at a Price different from the Price mentioned herein or in the Application Form;
- 3) Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
- 4) Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
- 5) Do not submit the Application Forms to any non-SCSB bank or our Company;
- 6) Do not apply on a Application Form that does not have the stamp of the relevant Designated Intermediary;
- 7) Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
- 8) Do not apply for a Application Amount exceeding ₹ 200,000 (for Applications by Retail Individual Applicants);
- 9) 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 the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus;
- 10) Do not submit the General Index Register number instead of the PAN;
- 11) Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
- 12) Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
- 13) Do not submit a Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- 14) Do not apply if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
- 15) Do not submit more than five Application Forms per ASBA Account;

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Issuance of a Confirmation of Allocation Note (“CAN”) and Allotment in the Issue**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.

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## Payment instructions

The entire issue price of ₹ 15 per Equity Share is payable on Application. In case of allotment of lesser number of Equity Shares than the number applied, then the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Issue Bank Account. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs.

The Applicants shall specify the bank account details in the Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal / rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount. However, Not Retails Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instruction to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public issue Account, or until withdrawal / failure of the Issue or until rejection of the application, as the case may be.

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors w.e.f. January 1, 2016 and it allows the registrar, share transfer agents, depository participants and stock brokers to accept application forms.

## Electronic Registration of Applications

- 1) The Application Collecting Intermediary will register the applications using the on-line facilities of the Stock Exchange.
- 2) The Application Collecting Intermediary will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of the next Working day from the Issue Closing Date.
- 3) The Application Collecting Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them, (iii) the applications accepted but not uploaded by them or (iv) In case the applications accepted and uploaded by any Application Collecting Intermediary other than SCSBs, the Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
- 4) Neither the Lead Manager nor the Company, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by any Application Collecting Intermediaries, (ii) the applications uploaded by any Application Collecting Intermediaries or (iii) the applications accepted but not uploaded by the Application Collecting Intermediaries.
- 5) The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of the Application Collecting Intermediaries and their authorised agents during the Issue Period. On the Issue Closing Date, the Application Collecting Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange.
- 6) With respect to applications by Applicants, at the time of registering such applications, the Application Collecting Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
  - Name of the Applicant;
  - IPO Name;



- Application Form Number;
  - Investor Category;
  - PAN Number
  - DP ID & Client ID
  - Numbers of Equity Shares Applied for;
  - Amount;
  - Location of the Banker to the Issue or Designated Branch, as applicable;
  - Bank Account Number and
  - Such other information as may be required.
- 7) In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above mentioned details and mentioned the bank account number, except the Electronic Application Form number which shall be system generated.
- 8) The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof or having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Application Collecting Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
- 9) Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
- 10) The Application Collecting Intermediaries shall have no right to reject the applications, except on technical grounds.
- 11) The Application Collecting Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the PAN No., DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with the Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
- 12) The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA Applicants.

#### **Allocation of Equity Shares**

- 1) The Issue is being made through the Fixed Price Process wherein 1,12,000 Equity Shares shall be reserved for the Market Maker. 10,24,000 Equity Shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from the Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on a proportionate basis to Non Retail Applicants.
- 2) Under-subscription, if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- 4) In terms of SEBI Regulations, Non Retail Applicants shall not be allowed to either withdraw or lower the size of their application at any stage.
- 5) Allotment status details shall be available on the website of the Registrar to the Issue.

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### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, our Company shall, after registering the Prospectus with the RoC, publish a pre-issue advertisement, in the form prescribed by the SEBI Regulations, in one English language national daily newspaper, one Hindi language national daily newspaper and one regional language daily newspaper, each with wide circulation. In the pre-issue advertisement, we shall state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

### **Signing of the Underwriting Agreement and the RoC Filing**

- a) Our Company, the Lead Manager and the Market Maker have entered into an Underwriting Agreement on January 18, 2017.
- b) For terms of the Underwriting Agreement please see chapter titled “*General Information*” beginning on page no 37 of this Prospectus.
- c) We will file a copy of the Prospectus with the RoC in terms of Section 26 and other applicable law as per the Companies Act.

### **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar 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 SCSB / Designated Intermediary, where the Application was submitted and bank account number in which the amount equivalent to the Application Amount was blocked.

Applicants can contact the Compliance Officer or the Registrar in case of any pre-issue or post-issue related problems such as non-receipt of letters of Allotment, credit of allotted shares in the respective beneficiary accounts, refund orders etc. In case of ASBA Applications submitted to the Designated Branches of the SCSBs, the Applicants can contact the Designated Branches of the SCSBs.

### **Impersonation**

**Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:**

“Any person who:

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447”

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

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## **Undertaking by our Company**

We undertake the following:

- 1) If our Company does not proceed with the Issue after the Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 2) If our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
- 3) The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- 4) All steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Issue Closing Date;
- 5) The funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
- 6) Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period;
- 7) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within Six Working Days from the Offer Closing Date, giving details of the bank where refund shall be credited along with amount and expected date of electric credit refund.
- 8) The certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time;
- 9) No further Issue of Equity Shares shall be made till the Equity Shares issued through the Prospectus are listed or until the Application monies are refunded / unblocked in ASBA Account on account of non-listing, under-subscription etc;
- 10) Adequate arrangements shall be made to collect all Application Forms and

## **Utilization of Issue Proceeds**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act, 2013;
- 2) Details of all monies utilized out of the Issue shall be disclosed under an appropriate head in our balance sheet indicating the purpose for which such monies have been utilized under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

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## 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, the SCRA, the SCRR and the SEBI ICDR Regulations. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Prospectus before investing in the Issue.

#### SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Applicants in IPOs and FPOs, and on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**SEBI ICDR Regulations, 2009**”).

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Prospectus filed by the Issuer with the Registrar of Companies (“RoC”). Applicants should carefully read the entire Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the BRLM(s) to the Issue 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 see “*Glossary and Abbreviations*”.

#### SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

##### 2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

##### 2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/ Regulation 27 of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

##### 2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the

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Companies Act, 2013, the Companies Act, 1956 (to the extent applicable), the Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Applicants may refer to the Prospectus.

#### **2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues**

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process (“Book Built Issue”) or undertake a Fixed Price Issue (“Fixed Price Issue”). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre- Issue advertisement was given at least five Working Days before the Bid/ Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/ Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

#### **2.5 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 Bid cum Application Form and Abridged Prospectus or Prospectus for details of the Bid/ Issue Period. Details of Bid/ Issue Period are also available on the website of the Stock Exchange(s).

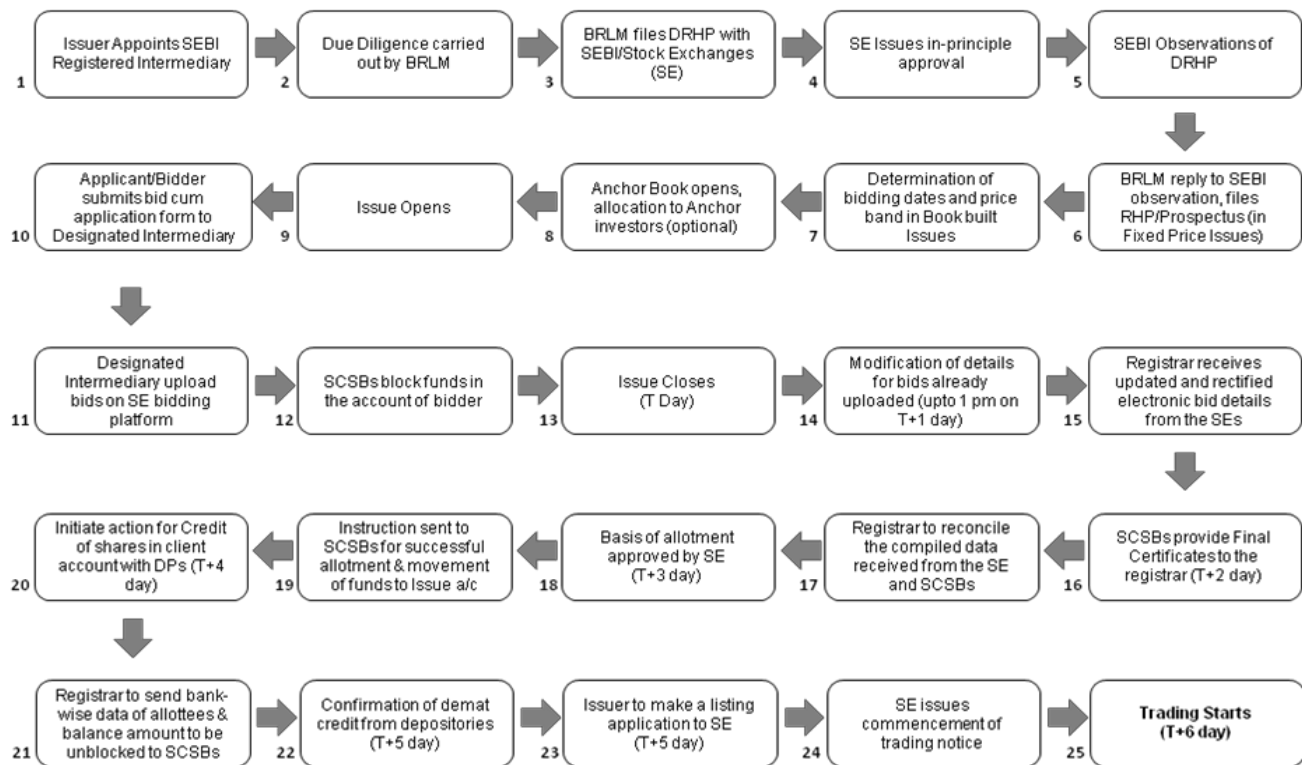
In case of a Book Built Issue, the Issuer may close the Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date if disclosures to that effect are made in the Prospectus. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/ Issue Period may be extended by at least three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

#### **2.6 FLOWCHART OF TIMELINES**

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Applicants may note that this is not applicable for Fast Track FPOs:

In case of Issue other than Book Built Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

- i. Step 7 : Determination of Issue Date and Price
- ii. Step 10: Applicant submits Bid cum Application Form with Designated Branch of SCSB.



### SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

*Each Applicant should check whether it is eligible to apply under applicable law.* Furthermore, certain categories of Applicants, such as NRIs, FIIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: “Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*”. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or foreign individual, bidding under the QIBs category;

- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals Bidding only under the Non Institutional Investors (“**NII**s”) category;
- FPIs other than Category III foreign portfolio investors, Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.
- As per the existing regulations, OCBs are not allowed to participate in an Issue.

#### **SECTION 4: APPLYING IN THE ISSUE**

**Book Built Issue:** Bidders should only use the specified ASBA Form (or in case of Anchor Investors, the Anchor Investor Application Form) either bearing the stamp of a member of the Syndicate or any other Designated Intermediary, as available or downloaded from the websites of the Stock Exchanges. Bid cum Application Forms are available with the Book Running Lead Managers, the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/ Issue Opening Date. For further details, regarding availability of Bid cum Application Forms, Bidders may refer to the Prospectus.

**Fixed Price Issue:** Applicants should only use the specified cum Application Form bearing the stamp of an SCSB as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the Registered and Corporate Office of the Issuer. For further details, regarding availability of Application Forms, Applicants may refer to the Prospectus.

Applicants should ensure that they apply in the appropriate category. The prescribed color of the Bid cum Application Form for various categories of Applicants is as follows:

<b>Category</b>	<b>Colour<sup>(1)</sup></b>
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue

<sup>(1)</sup> *excluding electronic Application Form*

Securities issued in an IPO can only be in dematerialized form in accordance 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 BID CUM APPLICATION FORM/APPLICATION FORM**

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Bid cum Application Form and sample are provided below.

A sample Bid cum Application Form is reproduced below:



<b>COMMON BID CUM APPLICATION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b> Address : ..... Contact Details: ..... CIN No .....	<b>FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRI, APPLYING ON A NON-REPATRIATION BASIS</b>
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LOGO

TO,  
THE BOARD OF DIRECTORS  
XYZ LIMITED

<b>BOOK BUILT ISSUE</b>
ISIN : .....

Bid cum Application Form No. \_\_\_\_\_

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE	1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
		Mr. / Ms. _____
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	ESCROW BANK/SCSB BRANCH STAMP & CODE	Address _____
		Email _____
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	Tel. No (with STD code) / Mobile _____
		2. PAN OF SOLE / FIRST BIDDER _____

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL				6. INVESTOR STATUS			
For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID				<input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Hindu Undivided Family* - HUF <input type="checkbox"/> Bodies Corporate - CO <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> Non-Resident Indians - NRI (Non-Repatriation basis) <input type="checkbox"/> National Investment Fund - NIF <input type="checkbox"/> Insurance Funds - IF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Venture Capital Funds - VCF <input type="checkbox"/> Alternative Investment Funds - AIF <input type="checkbox"/> Others (Please specify) - OTH			
4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")				5. CATEGORY			
Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)					
		Bid Price	Retail Discount	Net Price	"Cut-off" (Please tick)	<input type="checkbox"/> Retail Individual Bidder	<input type="checkbox"/> Non-Institutional Bidder
Option 1	8   7   6   5   4   3   2   1	3   2   1	3   2   1	3   2   1	<input type="checkbox"/>	<input type="checkbox"/>	
(OR) Option 2					<input type="checkbox"/>	<input type="checkbox"/>	
(OR) Option 3					<input type="checkbox"/>	<input type="checkbox"/>	

7. PAYMENT DETAILS		PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>	
Amount paid (₹ in figures)	_____	(₹ in words)	_____
ASBA Bank A/c No.	_____		
Bank Name & Branch	_____		

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	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 line	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
Date : _____	1) _____ 2) _____ 3) _____	

LOGO	<b>XYZ LIMITED</b> <b>INITIAL PUBLIC ISSUE - R</b>	Acknowledgement Slip for Broker/SCSB/ DP/RTA	Bid cum Application Form No. _____
DPID / CLID	_____	PAN of Sole / First Bidder	_____

Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b>	Option 1	Option 2	Option 3	Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Bidder	
	No. of Equity Shares					
	Bid Price					
	Amount Paid (₹)					
ASBA Bank A/c No.	_____			<b>Acknowledgement Slip for Bidder</b>	Bid cum Application Form No. _____	
Bank & Branch	_____					



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#### 4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE / FIRST BIDDER / APPLICANT

- a) Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.
- b) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Applicants should note that the contact details mentioned in the Bid cum Application Form/Application Form may be used to dispatch communications (including letters notifying the unblocking of the bank accounts of Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the Designated Intermediaries and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- c) **Joint Bids/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 Bid cum Application Form/Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- d) **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.”*

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

- e) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of Allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

#### 4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST APPLICANT

- a) PAN (of the sole/first Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.
- b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/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 Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. Bids/Applications by the

Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

- c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- d) Bid cum 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 Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form/Application Form is liable to be rejected.**
- b) Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.
- c) Applicants should note that on the basis of the DP ID and Client ID as provided in the Bid cum Application Form/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 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: BID OPTIONS

- a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/ Issue Opening Date in case of an IPO, and at least one Working Day before Bid/ Issue Opening Date in case of an FPO.
- b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs/FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details Bidders may refer to (Section 5.6 (e))
- c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.
- d) **Minimum Application Value and Bid Lot:** The Issuer, the Selling Shareholders in consultation with the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

- e) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may refer to the Prospectus or the advertisement regarding the Price Band published by the Issuer.

#### 4.1.4.1 MAXIMUM AND MINIMUM BID SIZE

- a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹ 2,00,000.
- b) In case the Bid Amount exceeds ₹ 2,00,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category (with it not being eligible for Discount), then such Bid may be rejected if it is at the Cut-off Price.
- c) For NRIs, a Bid Amount of up to ₹ 2,00,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 2,00,000 may be considered under the Non-Institutional Category for the purposes of allocation.
- d) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds ₹ 2,00,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to Bid at Cut off Price.
- e) RII may revise or withdraw their bids until Bid/ Issue Closing Date. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after Bidding and are required to pay the Bid Amount upon submission of the Bid.
- f) In case the Bid Amount reduces to ₹ 2,00,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- g) For Anchor Investors, if applicable, the Bid Amount shall be least ₹ 10 crores. One-third of the Anchor Investor Portion shall be 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 other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/ Issue Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.
- h) A Bid cannot be submitted for more than the Issue size.
- i) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.
- j) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e)))

#### **4.1.4.2 MULTIPLE BIDS**

- a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of three Bids at different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

- b) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:

- 1) All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.
- 2) For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

- c) The following Bids may not be treated as multiple Bids:

- 1) Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the issue portion in public category.
- 2) Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.
- 3) Bids by Mutual Funds, and sub-accounts of FIIs (or FIIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.
- 4) Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

#### **4.1.5 FIELD NUMBER 5: CATEGORY OF BIDDERS**

- a) The categories of Bidders identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, allocation and Allotment in the Issue are RIIs, NIIs and QIBs.
- b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, 2009, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Issue Price. For details regarding allocation to Anchor Investors, Bidders may refer to the Prospectus.
- c) An Issuer can make reservation for certain categories of Applicants as permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, Applicants may refer to the Prospectus.
- d) The SEBI ICDR Regulations, 2009, specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For 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.

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- b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/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 Bid cum Application Form and Non-Resident Bid cum Application Form.
  - d) Applicants should ensure that their investor status is updated in the Depository records.

#### **4.1.7 FIELD NUMBER 7: PAYMENT DETAILS**

- a) The full Bid Amount (net of any Discount, as applicable) shall be blocked based on the authorisation provided in the Bid cum Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the funds shall be blocked for Bid 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 Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.
- b) Bidders who Bid at Cut-off Price shall deposit the Bid Amount based on the Cap Price.
- c) All Bidders (except Anchor Investors) can participate in the Issue only through the ASBA mechanism.
- d) Bid Amount cannot be paid in cash, through money order or through postal order.

##### **4.1.7.1 Instructions for Anchor Investors:**

- a) Anchor Investors may submit their Bids with a Book Running Lead Manager.
- b) Payments should be made either by RTGS, NEFT or cheque/ demand draft drawn on any bank (including a co-operative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Anchor Investor Application Form is submitted. Cheques/bank drafts drawn on banks not participating in the clearing process may not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.
- c) If the cheque or demand draft accompanying the Bid cum Application Form is not made favoring the Escrow Account, the Bid is liable to be rejected.
- d) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.
- e) Anchor Investors are advised to provide the number of the Anchor Investor Application Form and PAN on the reverse of the cheque or bank draft to avoid any possible misuse of instruments submitted.

##### **4.1.7.2 Payment instructions for Bidders (other than Anchor Investors)**

- a) Bidders may submit the Bid cum Application Form either
  - 1) in physical mode to the Designated Branch of an SCSB where the Applicants have ASBA Account, or
  - 2) in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or
  - 3) in physical mode to any Designated Intermediary.

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- b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by Bidder and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.
  - c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;
  - d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
  - e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.
  - f) Bidders bidding through a member of the Syndicate should ensure that the Bid cum Application Form is submitted to a member of the Syndicate only at the Specified Locations. Bidders should also note that Bid cum Application Forms submitted to the Syndicate at the Specified Locations may not be accepted by the member of the Syndicate if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the members of the Syndicate to deposit Bid cum Application Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).
  - g) Bidders bidding through a Registered Broker, RTA or CDP should note that Bid cum Application Forms submitted to them may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for the Registered Brokers, RTA or CDP, as the case may be, to deposit Bid cum Application Forms.
  - h) Bidders bidding directly through the SCSBs should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
  - i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.
  - j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.
  - k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.
  - l) Upon submission of a completed Bid cum Application Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.
  - m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid 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 Bid, as the case may be.
  - n) SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

#### **4.1.7.2.1 Unblocking of ASBA Account**

- a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected Bids, if any, along

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with reasons for rejection and details of withdrawn or unsuccessful Bids, 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 Bidder 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 Bid cum Application Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/ Issue Closing Date.

#### **4.1.7.3 Discount (if applicable)**

- a) The Discount is stated in absolute rupee terms.
- b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the Prospectus.
- c) The Bidders entitled to the applicable Discount in the Issue may block an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

#### **4.1.8 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

- a) Only the First Applicant is required to sign the Bid cum Application Form/Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- b) If the ASBA Account is held by a person or persons other than the Applicant., then the Signature of the ASBA Account holder(s) is also required.
- c) The signature has to be correctly affixed in the authorisation/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.
- d) Applicants must note that Bid cum Application Form/Application Form without signature of Applicant and/or ASBA Account holder is liable to be rejected..

#### **4.1.9 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

- a) Bidders should ensure that they receive the Acknowledgement Slip duly signed and stamped by the Designated Intermediary, as applicable, for submission of the Bid cum Application Form.
- b) All communications in connection with Bids/Applications made in the Issue should be addressed as under:
  - 1) In case of queries related to Allotment, non-receipt of Allotment Advice, credit of Allotted Equity shares, refund orders, the Applicants should contact the Registrar to the Issue.
  - 2) In case of Bids submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.
  - 3) In case of queries relating to uploading of Bids by a Syndicate Member, the Applicants should contact the relevant Syndicate Member.

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- 4) In case of queries relating to uploading of Bids by a Registered Broker, the Applicants should contact the relevant Registered Broker
  - 5) In case of Bids submitted to the RTA, the Applicants should contact the relevant RTA.
  - 6) In case of Bids submitted to the DP, the Applicants should contact the relevant DP.
  - 7) Applicant may contact our Company Secretary and Compliance Officer or BRLM(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 –
- 1) full name of the sole or First Applicant, Bid cum Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application;
  - 2) name and address of the Designated Intermediary, where the Bid was submitted; or
  - 3) In case of Bids other than from Anchor Investors, ASBA Account number in which the amount equivalent to the Bid Amount was blocked.
  - d) In case of Anchor Investor bids cheque or draft number and the name of the issuing bank thereof.

For further details, Applicant may refer to the Prospectus and the Bid cum Application Form.

#### **4.2 INSTRUCTIONS FOR FILING THE REVISION FORM**

- a) During the Bid/ Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.
- b) RII may revise their bids or withdraw their Bids till the Bid/ Issue Close Date.
- c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.
- d) The Applicant can make this revision any number of times during the Bid/ Issue Period. However, for any revision(s) in the Bid, the Applicants will have to use the services of the same Designated Intermediary through which such Applicant had placed the original Bid. Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample revision form is reproduced below:





<b>COMMON BID REVISION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b> Address : ..... Contact Details : ..... CIN No .....	<b>FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRI, APPLYING ON A NON-REPATRIATION BASIS</b>
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LOGO **TO, THE BOARD OF DIRECTORS XYZ LIMITED**

**BOOK BUILT ISSUE**  
ISIN : .....

Bid cum Application Form No. \_\_\_\_\_

<b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>	<b>BROKER/SCSB/DP/RTA STAMP &amp; CODE</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST BIDDER</b>	
		Mr. / Ms. _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____	
<b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b>	<b>ESCROW BANK/SCSB BRANCH STAMP &amp; CODE</b>	<b>2. PAN OF SOLE / FIRST BIDDER</b>	
		_____	
<b>BANK BRANCH SERIAL NO.</b>	<b>SCSB SERIAL NO.</b>	<b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL	
		For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID	

**PLEASE CHANGE MY BID**

4. FROM (AS PER LAST BID OR REVISION)												
Bid Options:	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)								Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only)			
	(In Figures)								(In Figures)			
	8	7	6	5	4	3	2	1	Bid Price	Retail Discount	Net Price	"Cut-off" (Please tick)
Option 1											<input type="checkbox"/>	
(OR) Option 2											<input type="checkbox"/>	
(OR) Option 3											<input type="checkbox"/>	

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")												
Bid Options:	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)								Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only)			
	(In Figures)								(In Figures)			
	8	7	6	5	4	3	2	1	Bid Price	Retail Discount	Net Price	"Cut-off" (Please tick)
Option 1											<input type="checkbox"/>	
(OR) Option 2											<input type="checkbox"/>	
(OR) Option 3											<input type="checkbox"/>	

<b>6. PAYMENT DETAILS</b>										<b>PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/></b>	
Additional Amount Paid (₹ in figures) _____ (₹ in words) _____											
<b>ASBA</b>											
Bank A/c No. _____											
Bank Name & Branch _____											

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABBRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

<b>7A. SIGNATURE OF SOLE / FIRST BIDDER</b>	<b>7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)</b>	<b>BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)</b>
Date : _____	I/We authorize the SCSB to do all acts as are necessary to make the Application in the laue 1) _____ 2) _____ 3) _____	

TEAR HERE

LOGO	<b>XYZ LIMITED</b> BID REVISION FORM - INITIAL PUBLIC ISSUE - R	<b>Acknowledgement Slip for Broker/SCSB/DP/RTA</b>	Bid cum Application Form No. _____
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DPID / CLID	PAN of Sole / First Bidder	
Additional Amount Paid (₹)		Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms. _____		
Telephone / Mobile	Email	

TEAR HERE

<b>XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R</b>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <th></th> <th>Option 1</th> <th>Option 2</th> <th>Option 3</th> </tr> <tr> <td>No. of Equity Shares</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Bid Price</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Additional Amount Paid (₹)</td> <td></td> <td></td> <td></td> </tr> </table>		Option 1	Option 2	Option 3	No. of Equity Shares				Bid Price				Additional Amount Paid (₹)				Stamp & Signature of Broker / SCSB / DP / RTA	Name of Sole / First Bidder
	Option 1	Option 2	Option 3																
No. of Equity Shares																			
Bid Price																			
Additional Amount Paid (₹)																			
ASBA Bank A/c No. _____ Bank & Branch _____		<b>Acknowledgement Slip for Bidder</b>																	
		Bid cum Application Form No. _____																	

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

#### **4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3. 4.2.2

#### **FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

- a) Apart from mentioning the revised options in the Revision Form, the Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Applicant has Bid for three options in the Bid cum Application Form and such Applicant is changing only one of the options in the Revision Form, the Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The members of the Syndicate, the Registered Brokers and the Designated Branches of the SCSBs may not accept incomplete or inaccurate Revision Forms.
- b) In case of revision, Bid options should be provided by Applicants in the same order as provided in the Bid cum Application Form.
- c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹ 200,000. In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.
- d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000, the Bid will be considered for allocation under the Non-Institutional Category in terms of the Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.
- e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked in case of Bidders.

#### **4.2.3 FIELD 6: PAYMENT DETAILS**

- a) All Applicants are required to make payment of the full Bid Amount (less Discount, if applicable) along with the Bid Revision Form. In case of Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.
- b) Applicant may Offer instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.
- c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹ 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the Prospectus. If, however, the Applicant does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the

purpose of Allotment, such that additional amount is required blocked and the Applicant is deemed to have approved such revised Bid at the Cut-off Price.

- d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.

#### **4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

#### **4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)**

##### **4.3.1 FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

##### **4.3.2 FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT**

- a) The Issuer may mention Price or Price Band in the Draft Prospectus. However a Prospectus registered with RoC contains one price or coupon rate (as applicable).
- b) **Minimum Application Value and Bid Lot:** The Issuer, the Selling Shareholders in consultation with the Lead Manager to the Issue (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.
- c) Applications by RIIs, Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹ 200,000.
- d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.
- e) An application cannot be submitted for more than the Issue size.
- f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.
- g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- h) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:
- 1) All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple applications by a Applicant and may be rejected.
  - 2) For applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids 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.

- i) The following applications may not be treated as multiple Bids:
- 1) Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Issue portion in public category.
  - 2) 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 Bid has been made.
  - 3) Applications by Mutual Funds, and sub-accounts of FIIs (or FIIs and its subaccounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

#### **4.3.3 FIELD NUMBER 5 : CATEGORY OF APPLICANTS**

- a) The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Bidding, 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).
- b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.
- c) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

#### **4.3.4 FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

#### **4.3.5 FIELD 7: PAYMENT DETAILS**

- a) All Applicants (other than Anchor Investors) are required to make use ASBA for applying in the Issue
- b) Application Amount cannot be paid in cash, through money order, cheque or through postal order or through stock invest.

##### **4.3.5.1 Payment instructions for Applicants**

- a) Applicants may submit the Application Form in physical mode to the Designated Intermediaries.
- b) Applicants must specify the Bank Account number in the Application Form. The Application Form submitted by an 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, will not be accepted.
- c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;
- d) Applicants shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.
- e) From one ASBA Account, a maximum of five Bids cum Application Forms can be submitted.
- f) Applicants bidding 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.

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- g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
  - h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.
  - i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
  - j) Upon submission of a completed Application Form each Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.
  - k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
  - l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

#### **4.3.5.2 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 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 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 six Working Days of the Issue Closing Date.

#### **4.3.5.3 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).

#### **4.3.6 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

#### 4.4 SUBMISSION OF BID CUM APPLICATION FORM/REVISION FORM/APPLICATION FORM

##### 4.4.1 Bidders/Applicants may submit completed Bid cum application form/Revision Form in the following manner:-

Mode of Application	Submission of Bid cum Application Form
Anchor Investors Application Form	<ul style="list-style-type: none"> <li>To the Book Running Lead Managers at the Specified Locations mentioned in the Bid cum Application Form</li> </ul>
All Applications (other than Anchor Investors)	<ul style="list-style-type: none"> <li>To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the RTA at the Designated RTA Location or the DP at the Designated DP Location</li> <li>To the Designated Branches of the SCSBs where the ASBA Account is maintained</li> </ul>

- Applicants should submit the Revision Form to the same Designated Intermediary through which such Applicant had placed the original Bid.
- Upon submission of the Bid cum Application Form, the Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the RoC and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Applicant.
- Upon determination of the Issue Price and filing of the Prospectus with the RoC, the Bid cum Application Form will be considered as the application form.

#### SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations, 2009. The Issue Price is finalised after the Bid/ Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

##### 5.1 SUBMISSION OF BIDS

- During the Bid/ Issue Period, Applicants may approach any of the Designated Intermediaries to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager, to register their Bid.
- In case of Applicants (excluding NIIs and QIBs) Bidding at Cut-off Price, the Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Applicants are requested to refer to the Prospectus.

##### 5.2 ELECTRONIC REGISTRATION OF BIDS

- The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.
- On the Bid/ Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges.

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- c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the day following the Bid/ Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/ Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

### **5.3 BUILD UP OF THE BOOK**

- a) Bids received from various Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/ Issue Period.

### **5.4 WITHDRAWAL OF BIDS**

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

### **5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS**

- a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:
- 1) the Bids accepted by the Designated Intermediaries,
  - 2) the Bids uploaded by the Designated Intermediaries, and
  - 3) the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.
- b) The BRLMs and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.
- c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.
- d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLMs and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.
- e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

#### **5.5.1 GROUNDS FOR TECHNICAL REJECTIONS**

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various places in this GID:-

- a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

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- b) Bids/Applications by OCBs; and
  - c) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;
  - d) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents not being submitted along with the Bid cum application form/Application Form;
  - e) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
  - f) Bids/Applications by persons in the United States excluding persons who are a U.S. QIB (as defined in the Draft Prospectus);
  - g) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;
  - h) PAN not mentioned in the Bid cum Application Form/Application Form, except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;
  - i) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
  - j) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;
  - k) Bids/Applications at a price less than the Floor Price and Bids/Applications at a price more than the Cap Price;
  - l) Bids/Applications at Cut-off Price by NIIs and QIBs;
  - m) The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
  - n) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
  - o) Submission of more than five Bid cum Application Forms/Application Form as through a single ASBA Account;
  - p) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the Prospectus;
  - q) Multiple Bids/Applications as defined in this GID and the Prospectus;
  - r) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/ Issue Opening Date advertisement and as per the instructions in the Prospectus and the Bid cum Application Forms;
  - s) Inadequate funds in the bank account to block the Bid/Application Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid/Application Amount in the bank account;
  - t) In case of Anchor Investors, Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;
  - u) Where no confirmation is received from SCSB for blocking of funds;
  - v) Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;
  - w) Bids/Applications submitted to a BRLM at locations other than the Specified Cities and Bid cum Application Forms/Application Forms, under the ASBA process, submitted to the Escrow Collecting Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Issue;



- x) Bids/Applications not uploaded on the terminals of the Stock Exchanges; and
- y) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form..

## 5.6 BASIS OF ALLOCATION

- a) The SEBI ICDR Regulations, 2009 specify the allocation or Allotment that may be made to various categories of Applicants in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Prospectus. For details in relation to allocation, the Applicant may refer to the Prospectus.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations, 2009. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Applicants may refer to the Prospectus.
- d) Illustration of the Book Building and Price Discovery Process Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹ 20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer in consultation with the BRLMs, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

### e) Alternate Method of Book Building

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding (“**Alternate Book Building Process**”).

The Issuer may specify the Floor Price in the Prospectus or advertise the Floor Price at least one Working Day prior to the Bid/ Issue Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and Allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number

of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

## **SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE**

**Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue.** As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the Application Form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

Applicants may submit an Application Form either in physical form to the any of the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only (“ASBA Account”). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date.

In a fixed price Issue, allocation in the net issue 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.

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of the GID.

## **SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Applicants may refer to Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue (excluding any Offer for Sale of specified securities). However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

### **7.1 ALLOTMENT TO RIIs**

Bids received from the RIIs at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Issue Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Issue Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot (“**Maximum RII Allottees**”). The Allotment to the RIIs will then be made in the following manner:

- a) In the event the number of RIIs who have submitted valid Bids in the Issue is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).
- b) In the event the number of RIIs who have submitted valid Bids in the Issue is more than Maximum RII Allottees, the RIIs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

## 7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Issue Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIIs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Issue Price, full Allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Issue Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

## 7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Applicants may refer to the SEBI ICDR Regulations, 2009 or Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full Allotment to the extent of valid Bids received above the Issue Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for Allotment to all QIBs as set out at paragraph 7.4(b) below;
- b) In the second instance, Allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

## 7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the issuer in consultation with the Investor Selling Shareholder and the BRLMs, subject to compliance with the following requirements:
  - 1) not more than 60% of the QIB Category will be allocated to Anchor Investors;
  - 2) one-third of the Anchor Investor Portion shall be 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 other Anchor Investors; and
  - 3) allocation to Anchor Investors shall be on a discretionary basis and subject to:
    - a maximum number of two Anchor Investors for allocation up to ₹ 10 crores;
    - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 10 crores and up to ₹ 250 crores subject to minimum Allotment of ₹ 5 crores per such Anchor Investor; and
    - a minimum number of five Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 250 crores, and an additional 10 Anchor Investors for every additional ₹ 250 crores or part thereof, subject to minimum Allotment of ₹ 5 crores per such Anchor Investor.
- b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the issuer in consultation with the BRLMs, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

- c) **In the event that the Issue Price is higher than the Anchor Investor Issue Price:** Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Issue Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.
- d) **In the event the Issue Price is lower than the Anchor Investor Issue Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

#### **7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE**

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations, 2009.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

- a) Bidders may be categorized according to the number of Equity Shares applied for;
- b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;
- c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;
- d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;
- e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all Bidders in such categories may be arrived at after such rounding off; and
- f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for Allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

#### **7.6 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 to Anchor Investors from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Escrow Agreement and the Prospectus. On the Designated Date, the Registrar to the Issue shall instruct the SCSBs to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.

- b) Issuance of Allotment Advice: Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue. Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
- c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Applicants Depository Account will be completed within six Working Days of the Bid/ Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within two Working Days from the date of Allotment.

## **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 six Working Days of the Bid/ Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with CDPs, and dispatch the Allotment Advice within six Working Days of the Bid/ Issue Closing Date

### **8.2 GROUNDS FOR REFUND**

#### **8.2.1 NON RECEIPT OF LISTING PERMISSION**

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) or obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer shall be punishable with a fine which shall not be less than ₹ 5 lakhs but which may extend to ₹ 50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than ₹ 50,000 but which may extend to ₹ 3 lakhs, or with both.

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 take steps to refund, without interest, all moneys received from Applicants.

If such money is not refunded to the Bidders within the prescribed time 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 such period, be liable to repay the money, with interest at such rate, as disclosed in the Prospectus.

#### **8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION**

If the Issuer does not receive a minimum subscription of 90% of the Net Issue (excluding any Issue for sale of specified securities), including devolvement to the Underwriters, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/ Issue Closing Date and repay, without interest, all moneys received from Anchor Investors. In case the Issue is in the nature of Issue for Sale only, then minimum subscription may not be applicable. In case of under-subscription in the Issue, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay or unblock the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of 15 Days, be

jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended

### **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 1,000 failing which the entire application monies may be refunded forthwith.

### **8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING**

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations, 2009 comes for an Issue under Regulation 26(2) of SEBI (ICDR) Regulations, 2009 but fails to Allot at least 75% of the Net Issue to QIBs, in such case full subscription money is to be refunded.

## **8.3 MODE OF REFUND**

- a) **In case of Bids/Applications (other than Anchor Investors):** Within six Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bid/Application and also for any excess amount blocked on Bidding/Application.
- b) **In case of Anchor Investors:** Within six Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.
- c) In case of Anchor Investors, the Registrar to the Issue may obtain from the depositories, the Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Anchor Investor Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

### **8.3.1 Electronic mode of making refunds for Anchor Investors**

The payment of refund, if any, may be done through various electronic modes as mentioned below:

- a) **NEFT** - Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- b) **Direct Credit** - Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- c) **RTGS** - Anchor Investors having a bank account at any of the centers notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS; and

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers, etc. Anchor Investors may refer to Prospectus.

#### 8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 working days of the Bid/ Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/ Issue Closing Date, if Allotment is not made.

#### SECTION 9: GLOSSARY AND ABBREVIATIONS

*Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.*

Term	Description
Allotment/Allot/Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	An Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Invest or Portion in accordance with the requirements specified in SEBI ICDR Regulations, 2009 and the Prospectus.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Prospectus
Anchor Investor Portion	Up to 60% 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	An application, whether physical or electronic, used by Applicants, other than Anchor Investors, to make a Bid and 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 Applicant
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) for Anchor Investors may be opened ,and as disclosed in the Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Bid	An indication to make an Issue during the Bid/ Issue Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications there to. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form

Term	Description
	and payable by the Applicant up on 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/ Issue Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries 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 news paper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Bid/ Issue Closing Date
Bid/ Issue Opening Date	The date on which the Designated Intermediaries 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 may refer to the Prospectus 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 Issue Closing Date inclusive of both days and during which prospective 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 ICDRRegulations,2009. Applicants may refer to the Prospectus for the Issue Period
Bid cum Application Form	An application form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Applicant should be construed to mean an Applicant
Book Built Process / Book Building Process / Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Applicants can submit the Bid cum 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 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 Prospectus 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 Saturday (except 2nd & 4th Saturday of a month and public holidays)
CAN / Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor 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
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	Issue Price, finalised by the Issuer and the Selling Shareholders in consultation



Term	Description
	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 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 Applicants including the Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Applicants (exc Anchor Investor) and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html</a>
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the Bid cum Application Forms to Collecting Depository Participants.  The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> )
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Applicants in the Fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Intermediaries / Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Bid cum Application Forms from the Bidders, in relation to the Issue
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the Bid cum Application Forms to RTAs.  The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> )
Designated Stock Exchange	The designated stock exchange as disclosed in the Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Applicant may refer to the Prospectus
Equity Shares	Equity Shares of the Issuer
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors may issue cheques or demand drafts or transfer money through NEFT or RTGS in respect of the Bid Amount when submitting a Bid

Term	Description
Escrow Agreement	Agreement to be entered into among the Issuer, the Selling Shareholders, 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 from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Issue
FCNR Account	Foreign Currency Non-Resident Account
First Applicant	The Applicant whose name appears first in the Bid cum Application Form or Revision Form
FII(s)	Foreign Institutional Investors as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995 and registered with SEBI under applicable laws in India
Fixed Price Issue / Fixed Price Process / Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
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
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
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 Prospectus and Bid cum Application Form
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 Issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than L 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 Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs and FVCIs registered with SEBI

Term	Description
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	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the Prospectus through an offer for sale by the Selling Shareholders
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
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price The Issue Price may be decided by the Issuer and the Selling Shareholders in consultation with the Book Running Lead Manager(s)
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 and the Selling Shareholders in consultation with the Book Running Lead Manager(s) and advertised, at least five 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 and the Selling Shareholders 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 26 of the Companies Act, 2013 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
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through Direct Credit, NEFT, RTGS or ASBA, as applicable
Registrar and Share Transfer Agents or RTAs	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
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue /RTO	The Registrar to the Issue as disclosed in the Prospectus 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 such category of eligible

Term	Description
	Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors/RIIs	Investors who applies or bids for a value of not more than L 200,000 (including HUFs applying through their karta and eligible NRIs and does not include NRIs other than Eligible NRIs.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than L 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, including ASBA Bidders, in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated 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
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html</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
Stock Exchanges / SE	The stock exchanges as disclosed in the Prospectus 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 Bid cum Application Forms by Syndicate Members
Syndicate Member(s) / SM	The Syndicate Member(s) as disclosed in the Prospectus
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	Any day, other than 2nd and 4th Saturday of the month, Sundays or public holidays, on which commercial banks in Mumbai are open for business, provided however, with reference to (a) announcement of Price Band; and (b) Bid/ Issue Period, "Working Days" shall mean all days, excluding Saturdays, Sundays and public holidays, which are working days for commercial banks in India.

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## 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, which with effect from June 07, 2016 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 June 7, 2016. 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, 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 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 are not in violation of laws or regulations applicable to them.**

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## **SECTION X – MAIN PROVISIONS OF ARTICLE OF ASSOCIATION**

*Capitalised terms used in this section have the meaning that has been given to such terms in the Article of Association of our Company. Pursuant to Table F in Schedule I of the Companies Act, 2013 and the SEBI Regulations, the main provision of the Article of Association of our Company are detailed below:*

*These Article of Association were adopted in substitution for and to the entire exclusion of the earlier Article of Association at the Extra- Ordinary General Meeting of the Company held on August 03, 2016.*

### **INTERPRETATION**

1. In the interpretation of these Articles, unless repugnant to the subject or context:-

a) The company or this company

“The company or this company” means Escorp Asset Management Limited.

b) The Act

“The Act” means the Companies Act 2013, or any statutory modification or re- enactment thereof for the time being in force.

c) Auditor

“Auditor” means and includes those persons appointed as such for the time being by the Company.

d) Board Meeting

“Board Meeting” means meeting of the Directors duly and constituted or as the case may be, the Directors assembled at a Board.

e) Capital

“Capital” means the share capital for the time being raised or authorized to be raised, for the Company.

f) Debenture

“Debenture” includes the Debenture stock.

g) Directors

“Directors” mean the Directors for the time being of the Company of as the case may be the Directors assembled at as Board.

h) Dividend

“Dividend” includes bonus.

i) Gender

Word importing the masculine gender also includes the feminine gender.

j) In Writing or Written

“In Writing” or “Written” includes printing, lithography and other modes of representing or reproducing words in a visible form.

k) Member

“Member” means the duly registered holder from time to time of the shares of the Company and includes the subscriber to the Memorandum of the Company.

l) Meeting or Annual General Meeting

“Annual General Meeting” means a General Meeting of the members duly called and constituted and any adjourned holding thereof in accordance of section 96 of the Act.

m) Meeting or Extraordinary general meeting  
“Extraordinary General Meeting” means Extraordinary General meeting of the Members duly called and constituted and any adjourned holding thereof.

n) Month  
“Month” means a calendar month

o) Office  
“Office” means the registered office for the time being of the Company.

p) Paid up  
Paid up” includes credited as paid up.

q) *Persons*  
“Persons” includes corporation and firms as well as individuals.

r) *Register of members*  
“Register of member” means the Register of members to be kept pursuant to the Act.

s) *The Registrar*  
“The Registrar” means the Registrar of the Companies of the state in which the office of the Company is for the time being situated.

t) *Officer*  
“Officer” includes any director, manager or secretary, or any person in accordance with whose direction or instruction the board of Director or any or more of the directors is accustomed to act

u) *Seal*  
“Seal” means the common seal for the time being of the Company.

v) *Share*  
“Share” means share in the share capital of a company and includes stock except where a distinction between stock and share is expressed or implied.

w) *Special Resolution*  
“Special Resolution” shall have the meaning assigned thereto by section 114 of Companies Act, 2013.

x) *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.

2. The company is a Public Company within the meaning of section 2(71) of the Companies Act, 2013 with a minimum paid up capital of Rupees Five Lakhs or such higher amount as may be prescribed from time to time.

### **SHARE CAPITAL AND VARIATION OF RIGHTS**

3. The Authorised Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company. The minimum paid-up Capital of the Company is ₹ 5 Lakhs (Five Lakhs only).
4. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
5. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month

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after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided:

- (a) one certificate for all his shares without payment of any charges; or
  - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
  - (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
  - (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
6. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) The company may issue new share certificates pursuant to consolidation or sub-division of share certificate(s) upon written request received from shareholder together with production and surrender of respective original share certificate(s). Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (iii) The provisions of Articles (5) and (6) shall mutatis mutandis apply to debentures of the company.
7. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
8. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
9. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 106 & 107 of Companies Act, 1956, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.



11. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

#### **LIEN**

12. (i) The company shall have a first and paramount lien—
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
  - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

13. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

14. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

15. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

#### **CALLS ON SHARES**

16. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

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- (iii) A call may be revoked or postponed at the discretion of the Board.
- (iv) Company may delegate power to make calls on shares subject to approval of the shareholders in a general meeting of the company.
17. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments
18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
19. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
20. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
21. The Board
- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance but shall not confer a right to dividend or to participate in profits.

### **TRANSFER OF SHARES**

22. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
23. The Board may, subject to the right of appeal conferred by section 58 decline to register
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.
24. The Board may decline to recognise any instrument of transfer unless
- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.

25. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

26. Subject to the provisions of Section 59 of Companies Act, 2013, the Board may decline to register any transfer of Shares on such grounds as it think fit in the benefit of the company (notwithstanding that the proposed transferee be already a Member), but in such case it shall, within two (2) months from the date the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such transfer giving reasons for such refusal. Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company.

### TRANSMISSION OF SHARES

27. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

28. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

29. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

30. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

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## **FORFEITURE OF SHARES**

- 31.** If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
- 32.** The notice aforesaid shall
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
  - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
- 33.** If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
- 34.** (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
- 35.** (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
- 36.** (i) A duly verified declaration in writing that the declaring is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.
  - (iii) The transferee shall thereupon be registered as the holder of the share
  - (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
- 37.** The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

## **ALTERATION OF CAPITAL**

- 38.** The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution. Capital will be as per the clause V (a) of Memorandum of Association of the company.
- 39.** Subject to the provisions of section 61, the company may, by ordinary resolution,

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

**40.** Where shares are converted into stock,

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

**41.** The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

### **CAPITALISATION OF PROFITS**

**42.** (i) The company in general meeting may, upon the recommendation of the Board, resolve—

- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

- (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause

- (iii), either in or towards

- (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(c) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(e) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

43. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

#### DEMATERIALISATION OF SECURITIES

44.

**(I) For the purpose of this Article:-**

"Beneficial Owner": Beneficial Owner shall have the meaning assigned thereto in section 2(1)(a) of the Depositories Act, 1996.

"Depositories Act": Depositories Act shall mean the Depositories Act, 1996 and includes any statutory modification or re-enactment thereof for the time being in force.

"Depository": Depository shall mean a Depository as defined in section 2(1)(e) of the Depositories Act, 1996.

"Member": Member shall mean a duly registered holder from time to time of the security of the company and includes every person whose name is entered as beneficial owner in the records of the Depository.

"Security": Security shall mean such security as may be specified by SEBI.

(ii) **"Dematerialisation of Securities"**: Notwithstanding anything on the contrary contained in this Article, the company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form and further to rematerialise the securities held on depository pursuant to the Depositories Act, 1996 or any amendment thereof.

- (iii) **"Option to hold securities in physical form or with depository"**: Every person holding securities of the company through allotment or otherwise shall have the option to receive and hold the same in the dematerialised form with a depository.
- (iv) **"Beneficial Owner may opt out of a Depository"**: Every person holding securities of the company with a depository, being the beneficial owner thereof, may at any time opt out of the depository in the manner provided under the provisions of the Depositories Act and the Rules, if any, prescribed there under and on fulfilment of the conditions prescribed by the company from time to time, company shall issue the relevant security certificates to the beneficial owner thereof.
- (v) **"Securities in Depositories to be in fungible form"**: All securities held by a depository shall be dematerialised and shall be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Companies Act, shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.
- (vi) **"Rights of depository and beneficial owners"**: A depository shall be deemed to be the registered owner for the purposes of affecting the transfer of ownership of securities on behalf of the beneficial owners and shall not have any voting rights or any other rights in respect of the securities held by it.
- (vii) 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 rights and benefits and be subject to all the liabilities in respect of his/her securities, which are held by a depository.
- (viii) **"Transfer of securities"**: Transfer of security held in a depository will be governed by the provisions of the Depository Act, 1996. Nothing contained in Section 108, of the Companies Act, 1956 or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.
- (ix) **"Register and Index of beneficial owners"**: The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and Security holders for the purpose of these Articles.
- (x) **"Other matters"**: Notwithstanding anything contained in these Articles, the provision of Depositories Act, 1996 relating to dematerialisation of securities including any modification(s) or re-enactment thereof and Rules/Regulations made there under shall prevail accordingly.
- (xi) Notwithstanding anything contained in the Act or the Articles, 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 by delivery of floppies or disks.

#### NOMINATION

45. Notwithstanding anything contained in Articles, every holder of shares(s) or debenture(s) of the Company may, at any time, nominate, in the prescribed manner, a person to whom these share(s) shall vest in the event of his death and the provisions of Section 109A and Section 109B of the Companies Act, 1956 shall apply in respect of such nomination.

The provisions of this Article shall apply mutatis mutandis to a depository of money with the Company as per the provisions of Section 58A of the Act.

#### BUY-BACK OF SHARES

46. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

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## GENERAL MEETINGS

47. All general meetings other than annual general meeting shall be called extraordinary general meeting.
48. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

## PROCEEDINGS AT GENERAL MEETINGS

49. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
50. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
51. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
52. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

## ADJOURNMENT OF MEETING

53. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## VOTING RIGHTS

54. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
55. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
56. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.



(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

57. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
58. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
59. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
60. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

#### **PROXY**

61. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
62. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
63. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### **BOARD OF DIRECTORS**

64. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.
65. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
- (b) in connection with the business of the company.
66. The Board may pay all expenses incurred in getting up and registering the company.

67. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
68. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
69. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
70. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.  
  
(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

#### **PROCEEDINGS OF THE BOARD**

71. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.  
  
(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
72. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.  
  
(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
73. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
74. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.  
(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
75. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
76. (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
77. (i) A committee may meet and adjourn as it thinks fit.  
  
(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
78. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or

more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

79. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

#### **CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER**

80. Subject to the provisions of the Act,

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

81. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

#### **THE SEAL**

82. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

#### **DIVIDENDS AND RESERVE**

83. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

84. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

85. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

86. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

- 87.** The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
- 88.** (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent
- 89.** Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- 90.** Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- 91.** No dividend shall bear interest against the company.
- 92.** No unclaimed Dividend shall be forfeited, and unclaimed Dividends shall be dealt with in accordance with the applicable provisions of the Act

#### ACCOUNTS

- 93.** (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

#### WINDING UP

- 94.** If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- 95.** For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- 96.** The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

### **INDEMNITY**

- 97.** 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.

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## SECTION XI – OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by the Company (not being contracts entered into in the ordinary course of business carried on by the Company or contracts entered into more than two years before the date of this Prospectus) which are or may be deemed material have been attached to the copy of the Prospectus delivered to the RoC for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from Application/Issue Opening Date until the Application/Issue Closing Date.

#### **A. Material Contracts**

1. Memorandum of Understanding dated January 18, 2017 between our Company and the Lead Manager.
2. Memorandum of Understanding dated January 18, 2017 between our Company and the Registrar to the Issue.
3. Escrow Agreement March 15, 2017 between our Company, the Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated January 18, 2017 between our Company, the Lead Manager and the Market Maker.
5. Underwriting Agreement dated January 18, 2017 between our Company, the Lead Manager and the Market Maker.
6. Tripartite agreement between the NSDL, our Company and the Registrar dated March 14, 2017.
7. Tripartite agreement between the CDSL, our Company and the Registrar dated March 08, 2017.

#### **B. Material Documents**

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Copy of Certificates of Incorporation of Escorp Asset Management Limited.
3. Resolution of the Board of Directors meeting December 22, 2016 authorizing the Issue.
4. Shareholders' resolution passed at the Extra-Ordinary General Meeting January 14, 2017 authorizing the Issue.
5. Auditor's report for Restated Financials January 16, 2017 included in this Prospectus.
6. The Statement of Tax Benefits January 16, 2017 from our Statutory Auditor.
7. Consent of our Directors, CFO, CS & CO, Statutory Auditor, Lead Manager, Banker to the Company, Legal Advisor to the Issue, Registrar to the Issue, Lender, Banker to the Issue, Market Maker and Underwriters as referred to in their specific capacities.
8. Due Diligence Certificate(s) dated March 21, 2017 of the Lead Manager to be submitted to SEBI along with the filing of the Prospectus.
9. Approval from BSE vide letter dated March 20, 2017 to use the name of BSE in this Issue Document for listing of Equity Shares on the SME Platform of the BSE.

Any of the contracts or documents mentioned in this Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

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**DECLARATION**

We, hereby declare that, all the relevant provisions of the Companies Act, 1956, Companies Act, 2013 (to the extent notified) and the guidelines issued by the Government of India or the regulations or guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013 (to the extent notified), the Securities and Exchange Board of India Act, 1992, each as amended or rules made there under or guidelines / regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

**SIGNED BY THE DIRECTORS OF OUR COMPANY:**

_____	<b>Mr. Shripal Shah</b> Executive Director
_____	<b>Mr. Shreyas Shah</b> Executive Director
_____	<b>Mr. Darshit Parikh</b> Non-Executive Independent Director
_____	<b>Ms. Supriya Tatkar</b> Non-Executive Independent Director
_____	<b>Mr. Haresh Sanghvi</b> Non-Executive Independent Director

**SIGNED BY THE CHIEF FINANCIAL OFFICER**

_____	<b>Mr. Shripal Shah</b> Chief Financial Officer
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**SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER**

_____	<b>Mr. Deepesh Jain</b> Company Secretary and Compliance Officer
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Date: March 22, 2017  
Place: Mumbai