



BHARAT WIRE ROPES LIMITED

Our Company was incorporated as Bharat Ropes Private Limited on July 24, 1986, at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956. Our Company was converted into a public limited company pursuant to approval of the shareholders in an extraordinary general meeting held on May 2, 1992 and consequently, the name of our Company was changed to Bharat Ropes Limited and a fresh certificate of incorporation consequent upon conversion to public limited company was granted on June 10, 1992. Thereafter, the name of our Company was changed from Bharat Ropes Limited to Bharat Wire Ropes Limited and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Mumbai, on July 5, 1996. For details of changes in the name and the registered office of our Company, see the chapter titled "History and Certain Corporate Matters" beginning on page 154.

Registered Office: Plot No. 1&4, Atgaon Industrial Complex, Mumbai-Nasik Highway, Atgaon (East), Taluka Shahpur, Thane – 421601, Maharashtra, India

Tel: +91-2527-240123 **Fax:** +91-2527-240196

Corporate Office: 701, A Wing, Trade World, Kamla City, Senapati Bapat Marg, Lower Parel (West), Mumbai- 400013, Maharashtra, India. **Tel:** +91-22-66824600 **Fax:** +91-22-24955477

Contact Person: Mr. Shailesh Rakhasiya, Company Secretary and Compliance Officer, **Tel:** +91-22-66824600 **Fax:** +91-22-24955477

E-mail: compliance@bharatwireropes.com, **Website:** www.bharatwireropes.com, **Corporate Identification Number:** U27200MH1986PLC040468.

PROMOTERS OF OUR COMPANY: MR. MURARILAL MITTAL, MRS. USHA MITTAL, MR. MANAN MITTAL AND GAJI MERCANTILE PRIVATE LIMITED	
<p>PUBLIC ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF Rs.10 EACH ("EQUITY SHARES") OF BHARAT WIRE ROPES LIMITED (OUR "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF Rs. [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF Rs. [●] PER EQUITY SHARE) AGGREGATING UP TO Rs. 7,000 LACS (THE "ISSUE"). THE ISSUE COMPRISES A NET ISSUE TO THE PUBLIC OF [●] EQUITY SHARES (THE "NET ISSUE") AND RESERVATION OF [●] EQUITY SHARES AGGREGATING UP TO Rs. [●] LACS FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEE (AS DEFINED HEREIN) (THE "EMPLOYEE RESERVATION PORTION"). THE ISSUE WOULD CONSTITUTE [●]% OF THE POST-ISSUE PAID-UP EQUITY SHARE CAPITAL AND THE NET ISSUE TO THE PUBLIC WOULD CONSTITUTE [●]% OF POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.</p> <p>THE FACE VALUE OF THE EQUITY SHARES IS Rs.10/- EACH. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS (THE "BRLMS") AND WILL BE ADVERTISED IN [●] EDITIONS OF [●], [●] EDITIONS OF [●] AND [●] EDITIONS OF [●] (WHICH ARE WIDELY CIRCULATED ENGLISH, HINDI AND MARATHI NEWSPAPERS) AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED (THE "BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (THE "NSE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITES.</p>	
<p>In case of any revisions in the Price Band, the Bid/Issue Period will be extended by at least 3 additional Working Days after such revision of the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the BSE and NSE, by issuing a press release, and also by indicating the change on the website of the BRLMs and the terminals of the Syndicate Members and by intimation to Self Certified Syndicate Banks ("SCSBs") and Registered Brokers.</p>	
<p>This Issue is being made pursuant to Rule 19(2)(b) of the Securities Contracts Regulation Rules, 1957, as amended ("SCRR"), this is an Issue for at least 25% of the post-Issue of are Company. The Issue is being made through the Book Building Process in compliance with the provisions of Regulation 26(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, (the "SEBI Regulations"), wherein at least 75% of the Net Issue shall be allotted on a proportionate basis to Qualified Institutional Buyers ("QIBs"). 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. If at least 75% of the Net Issue cannot be Allotted to QIBs, then the entire application money shall be refunded forthwith. Further, not more than 15% of the net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the net Issue shall be available for allocation to Retail Individual Bidders in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI Regulations"), subject to valid Bids being received at or above the Issue Price. All potential investors, may participate in this Issue through an Application Supported by Blocked Amount ("ASBA") process providing details of the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs"). QIBs and Non-Institutional Bidders are mandatorily required to utilise the ASBA process to participate in this Issue. For details, see the section 'Issue Procedure' beginning on page 316.</p>	
<p>RISKS IN RELATION TO THE FIRST ISSUE</p>	
<p>This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is Rs.10 each. The Floor Price is [●] times the face value and the Cap Price is [●] times the face value. The Issue Price (determined and justified by our Company, in consultation with the BRLMs in accordance with SEBI Regulations and as stated under the section "Basis for Issue Price" on page 98) 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 or regarding the price at which the Equity Shares will be traded after listing.</p>	
<p>GENERAL RISKS</p>	
<p>Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire 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 Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 17 of this Draft Red Herring Prospectus.</p>	
<p>ISSUER'S ABSOLUTE RESPONSIBILITY</p>	
<p>Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring 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 Draft Red Herring 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 Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.</p>	
<p>LISTING</p>	
<p>The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the BSE and the NSE. We have received an 'in-principle' approval from each of BSE and NSE for the listing of the Equity Shares pursuant to the letters dated [●] and [●], respectively. For the purposes of the Issue, the Designated Stock Exchange shall be [●].</p>	
BOOK RUNNING LEAD MANAGERS	REGISTRAR TO THE ISSUE
<p>Intensive Fiscal Services Private Limited 914, 9th Floor, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai - 400 021, Maharashtra, India Tel No.: +91 - 22 - 22870443/44/45 Fax No.: +91 - 22 - 22870446 E-mail: bwrl.ipo@intensivefiscal.com Investor Grievance E-mail: ipo@intensivefiscal.com Website: www.intensivefiscal.com Contact Person: Mr. Harish Khajanchi/ Mr. Mudit Kankariya SEBI Registration No.: INM000011112</p>	<p>Karvy Computershare Private Limited Karvy Selenium, Tower B, Plot number 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, Andhra Pradesh, India Toll Free no.: 1800 3454 001 Tel No.: +91- 40 67162222 Fax No.: +91- 40 - 23431551 E-mail id : bwr.ipo@karvy.com Website : www.karisma.karvy.com Contact Person : Mr. M. Muralikrishna SEBI Registration No.: INR00000021</p>
<p>BID/ISSUE OPENS ON: [●]</p>	
<p>BID/ISSUE CLOSES ON: [●]⁽¹⁾</p>	

(1) Our Company may, in consultation with the BRLMs, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI Regulations.



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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, requires or implies, the following terms shall have the following meanings in this Draft Red Herring Prospectus. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

General Term	Description
“Bharat Wires Ropes Limited”, “BWRL”, “We” “our” or “us” or “our Company” “the Company” or “the Issuer”	Unless the context otherwise requires, refers to Bharat Wires Ropes Limited, a company incorporated under the Companies Act, 1956 vide a Certificate of Incorporation issued by the Registrar of Companies, Maharashtra, Mumbai and having its registered office at Plot No. 1&4, Atgaon Industrial Complex, Mumbai – Nasik Highway, Atgaon – East, Taluka- Shahpur, District – Thane – 421 601, Maharashtra, India.
“you”, “your” or “yours”	Prospective bidders in this Issue

Company Related Terms

Terms	Description
AoA / Articles / Articles of Association	Articles of Association of our Company, as amended from time to time.
Atgaon Facility/Existing Manufacturing Facility	The existing manufacturing facility of our Company situated at Plot No. 1&4, Atgaon Industrial Complex, Mumbai – Nasik Highway, Atgaon – East, Taluka- Shahpur, District – Thane – 421 601, Maharashtra, India.
Audit Committee	The committee of the Board of Directors reconstituted as our Company’s Audit Committee on June 15, 2015 in accordance with Section 177 of the Companies Act, 2013.
Auditors/ Statutory Auditors	The Auditors of our Company namely, M/s. Sureka Associates.
Board of Directors / the Board / our Board	The Board of Directors of our Company, including all duly constituted Committees thereof.
CIN	Corporate Identification Number.
Companies Act / Act	The Companies Act, 1956, amendments thereto and/or the Companies Act, 2013, with amendments thereto to the extent applicable.
Corporate Office	Corporate Office of our Company located at 701, A Wing, Trade World Building, Kamla City, Senapati Bapat Marg, Lower Parel (W), Mumbai – 400 013.
Corporate Promoter	The corporate promoter of our Company, namely Gaji Mercantile Private Limited. For details, see the chapter titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 179 of this Draft Red Herring Prospectus.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Directors Identification Number.
Director(s) / our Directors	Director(s) of our Company, unless otherwise specified.
Equity Shares	Equity Shares of our Company of face value of Rs.10 each unless otherwise specified in the context thereof.
GIR Number	General Index Registry Number.
Group Companies	Companies, firms and ventures disclosed in the chapter titled “ <i>Our Group Companies / Entities</i> ” beginning on page 187 of this Draft Red Herring Prospectus, promoted by our Promoters.
HUF	Hindu Undivided Family.



Terms	Description
Indian GAAP	Generally Accepted Accounting Principles in India.
IPO Committee	The IPO committee constituted by our Board on June 15, 2015.
ISIN	International Securities Identification Number. In this case being - INE316L01019.
Key Managerial Personnel (KMP)	Key managerial personnel of our Company in terms of Regulation 2(1)(s) of the SEBI (ICDR) Regulations and disclosed in the chapter titled “ <i>Our Management</i> ” beginning on page 160 of this Draft Red Herring Prospectus.
Lender/Lenders	Lenders of our Company comprising Term Loan Consortium Bankers and Working Capital Consortium Bankers.
LLP Act	Limited Partnership Act, 2008.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of our Company, as amended.
Non Residents	A person resident outside India, as defined under FEMA Regulations.
NRIs / Non-Resident Indians	A person resident outside India (as defined under FEMA) and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Deposit) Regulations, 2000, as amended.
Peer Review Auditor	Independent Auditor having a valid Peer Review certificate in our case being M/s. NGS & Company LLP.
Person or Persons	Any Individual, Sole Proprietorship, Unincorporated Association, Unincorporated Organization, Body Corporate, Corporation, Company, Partnership Firm, Limited Liability Partnership Firm, 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.
Previous Management	Old/previous management of our Company existing prior to the date of the SPA.
Promoters	Promoters of our Company, namely, Mr. Murarilal Mittal, Mrs. Usha Mittal, Mr. Manan Mittal and Gaji Mercantile Private Limited. For details, see the chapter titled “ <i>Our Promoters and Promoter Group</i> ” beginning on page 179 of this Draft Red Herring Prospectus.
Promoter Group	The persons and entities constituting the promoter group pursuant to Regulation 2(1)(zb) of the SEBI (ICDR) Regulations and disclosed in chapter titled “ <i>Our Group Companies / Entities</i> ” beginning on page 187 of this Draft Red Herring Prospectus.
Proposed Project	The new manufacturing facility proposed to set-up by our Company at Plot No – 4 admeasuring 2,54,376 square meters located at M.I.D.C. Chalisgaon Industrial Area, Village – Khadki, BK Chalisgaon, District Jalgaon – 424101, Maharashtra.
Pyrolysis Plant	The pyrolysis plant located at Plot No. 4, Chalisgaon, Industrial Area MIDC, Village – Khadki BK. Chalisgaon, District Jalgaon – 424101, Maharashtra.
Registered Office	Plot No. 1&4, Atgaon Industrial Complex, Mumbai – Nasik Highway, Atgaon – East, Taluka- Shahpur, District – Thane – 421 601, Maharashtra, India.
Registrar of Companies/RoC	Registrar of Companies, Maharashtra (Mumbai) situated at 100, Everest, Marine Drive, Mumbai – 400002, Maharashtra.
Remuneration Committee	The Remuneration Committee reconstituted by our Board of directors on June 15, 2015.
Restated Financial Statement	Standalone restated financial statements as of and for the Fiscal Years 2010, 2011, 2012, 2013 and 2014 and the ten month period ended January 31, 2015 and the related notes, schedules and annexures thereto included in this Draft Red Herring Prospectus, which have been prepared in accordance with the Companies Act, 2013 and Indian GAAP and restated in accordance with the SEBI (ICDR) Regulations.
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.



Terms	Description
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended from time to time.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI (ICDR) Regulations/ SEBI 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 Takeover Regulations or	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
SEBI VCF Regulations	Securities Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time.
Shah Group	Mr. Sundarji M. Shah, Mr. Devchand M. Shah, Mr. Dinesh S. Shah, Mr. Sundarji M. Shah (HUF), Mr. Devchand M. Shah (HUF), Mr. Dinesh S. Shah (HUF), Mrs. Jaya S. Shah, Mrs. Pratibha D. Shah, Mrs. Shailee D. Shah
Shareholders	Shareholders of our Company unless otherwise specified.
Stakeholders' Relationship Committee	The Stakeholders' Relationship Committee constituted by our Board of directors on June 15, 2015.
SPA	Share Purchase-cum-Holders' Agreement dated June 30, 2010 entered into between our Company, our Corporate Promoter-Gaji Mercantile Private Limited and certain other shareholders. For details see the chapter titled " <i>History and Certain Corporate Matters</i> " beginning on page 154 of this Draft Red Herring Prospectus.
Term Loan Consortium Bankers	Bank of Baroda, Central Bank of India, Corporation Bank, Export Import Bank of India. State Bank of Bikaner and Jaipur, Union Bank and Vijaya Bank.
Working Capital Consortium Bankers	Bank of Baroda and State Bank of Bikaner and Jaipur.

ISSUE RELATED TERMS

Terms	Description
Allotment/Allot/Allotted	Issue of the Equity Shares pursuant to the Issue to the successful applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to each successful Bidder after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	The successful bidders to whom the Equity Shares are being / have been issued
Application Supported by Block Amount (ASBA)	The process of submitting the Bid cum Application Form, whether physical or electronic, used by Bidders to make a Bid authorising a SCSB to block the Bid Amount in the ASBA Account. ASBA is mandatory for QIBs and the Non-Institutional Bidders participating in the Issue.
ASBA Account	Account maintained by an ASBA Bidders with an SCSB which will be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant.
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidder	Prospective Bidders in this Issue who Bid/ apply through ASBA.



Terms	Description
Bankers to the Company	Banks who have extended credit facilities to our Company i.e. Bank of Baroda, Union Bank of India, Central Bank of India, Vijaya Bank, Corporation Bank, State Bank of Bikaner and Jaipur, Export-Import Bank of India.
Bankers to the Issue / Escrow Collection Bank(s)	The banks which are Clearing Members and registered with SEBI as Banker to an issue with whom the Escrow Account(s) will be opened and in this case being [●]
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Issue and which is described in the chapter titled “ <i>Issue Procedure</i> ” beginning on page 316 of this Draft Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/Issue Period by a Bidder pursuant to submission of Bid cum Application Form to subscribe for or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto.
Bid/Issue Closing Date	The date after which the Syndicate, the designated branches of SCSBs and Registered Brokers will not accept any Bids for this Issue, which shall be notified in an English national daily, a Hindi national daily and a Marathi newspaper each with wide circulation. The extended Bid/Issue Closing Date shall also be notified on the website and terminals of the Syndicate Members and by intimation to the SCSBs and the Registered Brokers, as required under the SEBI (ICDR) Regulations. Our Company in consultation with the BRLMs, may consider closing the Bidding by QIBs 1 (one) Working Day prior to the Bid/Issue Closing Date, which shall also be notified in an advertisement in the same newspapers in which the Bid/Issue Opening Date was published.
Bid/Issue Opening Date	The date on which the Syndicate, the SCSBs and Registered Brokers shall start accepting Bids for the Issue, which shall be the date notified in an English national daily, a Hindi national daily and a Marathi newspaper each with wide circulation.
Bid/Issue Period	The period between the Bid/Issue Opening Date and the Bid/Issue Closing Date inclusive of both days and during which prospective Bidders can submit their Bids, inclusive of any revisions thereof.
Bidder(s)	Any Prospective Bidders (including an ASBA Bidder) who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form.
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/blocked in the ASBA Account upon submission of the Bid.
Bid cum Application Form	The form in terms of which the Bidder (including a ASBA Bidder) shall make an offer to subscribe for the Equity Shares and which will be considered as the application for Allotment for the purposes of the Prospectus.
Bid Lot	[●]
BOBCAPS	BOB Capital Markets Limited
Book Building Process / Method	The book building process as provided under Schedule XI of the SEBI(ICDR) Regulations, in terms of which the Issue is being made.
BRLMs/Book Running Lead Managers	The Book Running Lead Managers to the Issue, in this case being Intensive Fiscal Services Private Limited and BOB Capital Markets Limited.
Broker Centres	Broker centres notified by the Stock Exchanges where Bidders 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 Broker are available on the respective website of the Stock Exchanges.
Broker to the Issue/ Registered Brokers	All recognized members of the Stock Exchange would be eligible to act as the Broker to the Issue/ Registered Brokers other members of the Syndicate.
BSE	BSE Limited.



Terms	Description
CAN / Confirmation of Allocation Note	The note or advice or intimation sent to each successful Bidder indicating the Equity Shares which will 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 will not be finalised and above which no Bids will be accepted.
Compliance Officer	Our Company Secretary who has been appointed as compliance officer of our Company.
Controlling Branches of the SCSBs	Such branches of the SCSBs which co-ordinate Bids by the ASBA Bidders with the Registrar to the Issue and the Stock Exchanges and a list of which is available at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Cut-off Price	Any price within the Price Band finalized by our Company in consultation with BRLMs. A Bid submitted at Cut- off Price is a valid price at all levels within the Price Band. Only Retail Individual Bidders and the Eligible Employees are entitled to Bid at the Cut-off Price, for a Bid Amount not exceeding Rs. 2,00,000/-. No other category of Bidders is entitled to Bid at the Cut-off Price.
Demographic Details	The demographic details of the Bidders such as their Address, PAN, Occupation and Bank Account details.
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depository Participant / DP	A Depository Participant as defined under the Depositories Act, 1996.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Bid-cum-Application Form used by ASBA Bidders a list of which is available on http://www.sebi.gov.in
Designated Date	The date on which funds are transferred from the Escrow Account(s) to the Public Issue Account or the Refund Account, as appropriate, and the amounts blocked by the SCSBs are transferred from the bank accounts of the ASBA Bidder to the Public Issue Account, as the case may be, after the Prospectus is filed with the RoC, following which the Board of Directors shall Allot Equity Shares to the Allottees.
Designated Stock Exchange	[●].
DP ID	Depository Participant's Identification.
Draft Red Herring Prospectus or DRHP	This Draft Red Herring Prospectus dated July 21, 2015 issued in accordance with the SEBI (ICDR) Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted.
Eligible Employee	A permanent and full-time employee of our Company or a Director of our Company (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines), as on the date of filing of the Red Herring Prospectus with the RoC, who are Indian nationals and are based, working and present in India as on the date of submission of the Bid cum Application Form and who continue to be in the employment of our Company or Directors of our Company, as the case may be, until submission of the Bid cum Application Form.
Eligible NRI(s)	A Non Resident Indian from jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Prospectus will constitute an invitation to subscribe for the Equity Shares.
Eligible QFI(s)	QFIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Bid cum Application Form and the Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares offered thereby and who have opened demat accounts with SEBI registered qualified depository participants.



Terms	Description
Employee Reservation Portion	The portion of the Issue, being [●] Equity Shares, available for allocation to Eligible Employees on a proportionate basis.
Equity Shares or Ordinary Shares	The ordinary shares of our Company having a face value of Rs. 10/-, unless otherwise specified in the context thereof.
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favor the Applicant (excluding the ASBA Applicant) will issue cheque or drafts in respect of the Application Amount when submitting an Application.
Escrow Agreement	Agreement to be entered into amongst our Company, BRLMs, the Registrar to the Issue, the Escrow Collection Bank(s) for collection of the Application Amounts and the Refund Bank(s) for remitting refunds (if any) of the amounts collected to the Bidders (excluding the ASBA Bidders) on the terms and condition thereof.
Escrow Collection Bank(s)	The Banks which are clearing members and registered with SEBI as Bankers to the Issue wherein the Escrow Account(s) of our Company will be opened. In this case being [●].
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or Revision Form
Floor Price	The lower end of the Price Band, at or above which the Issue Price will be finalized and below which no Bids will be accepted.
General Information Document/GID	General Information Document prepared and issued in accordance with the Circular (CIR/CFD/DIL/12/13) dated October 23, 2013 notified by SEBI.
Intensive	Intensive Fiscal Services Private Limited
IPO	Initial Public Offering.
Issue / Issue Size / Public Issue	Public Issue of [●] Equity Shares of Rs.[●] each for cash at a Price of Rs.[●] per Equity & Share premium of Rs [●] per Equity Share aggregating to Rs.7000lacs. The Issue comprises of the Net Issue to the public aggregating upto Rs.[●] and Employee Reservation Portion aggregating upto Rs. [●].
Issue Closing Date	[●].
Issue Opening Date	[●].
Issue Agreement	The agreement dated July 21, 2015 between our Company and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Price	The final price at which the Equity Shares will be Allotted in terms of the Red Herring Prospectus. The Issue Price will be decided by our Company in consultation with BRLMs on the Pricing Date. Unless otherwise stated or the context otherwise implies, the term Issue Price refers to the Issue Price applicable to investors.
Issue Proceeds	The proceeds of the Issue. For further information about use of the Issue Proceeds kindly refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 83 of this Draft Red Herring Prospectus.
Listing Agreement	Equity Listing Agreements to be entered into by our Company with the Stock Exchanges.
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended.
Mutual Funds Portion	5% of the QIB Portion available for allocation to Mutual Funds only.
Net Issue	Issue less Employee Reservation Portion.
Net Proceeds	The Issue proceeds less the Issue expenses.
Non-Institutional Bidders	All Bidders that are not QIBs or Retail Individual Bidders or Eligible Employees bidding in the Employee Reservation Portion and who have Bid for Equity Shares for an amount more than Rs. 2,00,000 (but not including NRIs other than Eligible NRIs).
Non-Institutional Portion	The portion of the Net Issue being not more than 15% of the Net Issue consisting of [●] Equity Shares available for allocation to Non-Institutional Bidders on a proportionate basis subject to valid Bids being received at or above the Issue Price.



Terms	Description
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI.
NSE	National Stock Exchange Limited
OCB / Overseas Corporate Body	A Company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trust in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under Foreign Exchange Management (Deposit) Regulations, 2000. OCB are not allowed to invest in this Issue.
Price Band	Price Band with a minimum price of Rs. [●] (Floor Price) and the maximum price of Rs. [●] (Cap Price) and includes revisions thereof. The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLMs and advertised, at least 5 (five) working days prior to the Bid/ Issue Opening Date, in all editions of English national daily Newspaper, all editions of Hindi national daily newspaper and 1 (one) Marathi Newspaper, each with wide circulation with the relevant financial ratios calculated at the Floor Price and at the Cap Price. Such advertisement will be available on the websites of the Stock Exchanges.
Pricing Date	The date on which our Company, in consultation with the BRLMs, finalizes the Issue Price.
Prospectus	The Prospectus to be filed with the Register of Companies after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI (ICDR) Regulations containing, inter alia, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto.
Public Issue Account	Account opened with the Bankers to the Issue under section 40 of the Companies Act, 2013 to receive monies from the Escrow Account(s) on the Designated Date and to which the funds shall be transferred by the SCSBs from the ASBA Accounts
QIB Category/QIB Portion	The portion of the Net Issue being not less than 75% of the Net Issue consisting of [●] Equity Shares to be made available for allocation to QIBs on a proportionate basis.
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 and are resident in a country which is (i) a member of Financial Action Task Force or a member of a group which is a member of Financial Action Task Force; and (ii) a signatory to the International Organisation of Securities Commission's Multilateral Memorandum of Understanding or a signatory of a bilateral memorandum of understanding with SEBI. Provided that such non-resident investor shall not be resident in Country which is listed in the public statements issued by Financial Action Task Force from time to time on: (i) jurisdictions having a strategic anti-money laundering/combating the financing of terrorism deficiencies to which counter measures apply; (ii) jurisdictions that have not made sufficient progress in addressing the deficiencies or have not committed to an action plan developed with the Financial Action Task Force to address the deficiencies.
Qualified Institutional Buyers / QIBs	As defined under Regulation 2(1)(zd) of the SEBI Regulations, and includes Public Financial Institutions as specified in Section 4A of the Companies Act 1956/ 2(72) of the Companies Act, 2013, Scheduled Commercial Banks, Mutual Funds, Foreign Institutional Investors registered with SEBI, Multilateral and Bilateral Development Financial Institutions, Venture Capital Funds and AIFs registered with SEBI, FPI other than Category III FPI registered with SEBI; State Industrial Development Corporations, Insurance Companies registered with the Insurance Regulatory and Development Authority (IRDA), Provident Funds with a minimum corpus of Rs.25 Crores and Pension Funds with a minimum corpus of Rs. 25 Crores, National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India, Insurance funds set up and



Terms	Description
	managed by army, navy or air force of the Union of India, Insurance funds set up and managed by the Department of Posts, India.
Red Herring Prospectus or RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 which will not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The Red Herring Prospectus will be filed with the RoC at least 3 (three) days before the Bid/Issue Opening Date and will become a Prospectus upon filing with the RoC after the Pricing Date.
Refund Account(s)	Account opened with an Escrow Collection Bank from which the refunds of the whole or part of the Application Amount (excluding to the ASBA Applicants), if any, shall be made.
Refund Banker	[●].
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable.
Registrar/ Registrar to the Issue	Registrar to the Issue being Karvy Computershare Private Limited situated at Karvy Selenium, Tower B, Plot number 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032, India
Retail Individual Bidders	Individual Bidders, other than Eligible Employees bidding in the Employee Reservation Portion, submitting Bids, who have Bid for the Equity Shares for an amount not more than Rs. 200,000/ in any of the bidding options in the Net Issue (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs
Retail Portion	The portion of the Net Issue being not more than 10% of the Net Issue consisting of [●] Equity Shares available for allocation to Retail Individual Bidder(s) on a proportionate basis subject to valid Bids being received at or above the Issue Price.
Revision Form	The form used by the Bidders (including ASBA Bidders) to modify the quantity of Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s).
Self-Certified Syndicate Bank(s) / SCSB(s)	Banks which are registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994 and offer services of ASBA, including blocking of bank account, a list of which is available on http://www.sebi.gov.in
Stock Exchanges	BSE Limited and National Stock Exchange of India Limited.
Specified Cities/Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms from ASBA Bidders, a list of which is available at the website of the SEBI (www.sebi.gov.in) and updated from time to time.
Syndicate	The BRLMs and the Syndicate Member(s).
Syndicate Agreement	The agreement to be entered into amongst the BRLMs, the Syndicate Members and our Company in relation to the collection of Bids in this Issue (excluding Bids from Bidders applying through the ASBA process or Bids submitted to the Registered Brokers at the Broking Centres).
Syndicate Member(s)	[●]
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 Bidder, as proof of registration of the Bid.
Underwriter(s)	[●]
Underwriting Agreement	The Agreement dated [●] entered between the Underwriters and our Company.
U.S. Securities Act	U.S. Securities Act of 1933, as amended.
Working Days	All days other than a Sunday or a public holiday (except during the Issue Period where a working day means all days other than a Saturday, Sunday or a public holiday), on which commercial banks in India are open for business.

COMPANY AND INDUSTRY RELATED TERMS



Terms	Description
BIS	Bureau of Indian Standards
BPCL	Bharat Petroleum Corporation Limited
BPO	Business Process Outsourcing
BSI	British Standards Institution
CAGR	Compounded Annual Growth Rate
CARE	Credit Analysis & Research Limited
CARE Report	Report on Indian Steel and Wire Rope Industry dated June 30, 2015 by Credit Analysis and Research Limited
CMIE	Centre for Monitoring Indian Economy Private Limited
CORE	Central Organisation for Railway Electrification
CRM	Customer Relationship Management
DGMS	Directorate General of Mines Safety
EBIDTA	Earnings before Interest Depreciation, Tax and Amortization.
EPF Act	Employees Provident Funds and Miscellaneous Provisions Act, 1952.
ERP	Enterprise Resource Planning is an integrated computer-based system used to manage internal and external resources, including tangible assets, financial resources, materials, and human resources. Its purpose is to facilitate the flow of information between all business functions inside the boundaries of the organization and manage the connections to outside stakeholders. Built on a centralized database and normally utilizing a common computing platform, ERP systems consolidate all business operations into a uniform and enterprise-wide system environment.
E&P	Exploration & Production
GIR	General Index Register No.
IEC	Import Export Code
IOCL	Indian Oil Corporation Limited
IRS	Indian Register of Shipping
IST	Indian Standard Time
IWRC	Indian Workers Resource Center
MAT	Minimum Alternate Tax
MICR	Magnetic Ink Character Recognition
M.I.D.C.	Maharashtra Industrial Development Corporation
MPCB	Maharashtra Pollution Control Board
MSEB	Maharashtra State Electricity Board
MSEDCL	Maharashtra State Electricity Distribution Company Limited
OEM	Original Equipment Manufacturers
PESO	Petroleum and Explosives Safety Organisation
PGCIL	Power Grid Corporation of India Limited
RDSO	Research Designs & Standards Organization
YoY	Year on Year

ABBREVIATIONS

Abbreviation	Full Form
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year



Abbreviation	Full Form
B. A	Bachelor of Arts
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
BG/LC	Bank Guarantee / Letter of Credit
BSE	BSE Limited
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
C-WET	Centre for Wind Energy Technology
CS. & CO	Company Secretary & Compliance Officer
CY	Current Year
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DRHP	Draft Red Herring Prospectus
ECS	Electronic Clearing System
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
€	Euro
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non Resident Account
FIPB	Foreign Investment Promotion Board
FDI	Foreign Direct Investment
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FIs	Financial Institutions
FIIIs	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.
FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board Of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act,1992.
FVCI	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
GAJI	Gaji Mercantile Private Limited
GoI/Government	Government of India
GDP	Gross Domestic Product
GELLP	Gyanshankar E-Trading LLP
GITCPL	Gyanshankar Investment & Trading Company Private Limited
GSLLP	Gyanshankar Services LLP
HNI	High Net worth Individual
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
ICDR	Issue of Capital and Disclosure Requirement Regulations, 2009
ICSI	The Institute of Company Secretary of India



Abbreviation	Full Form
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
IPR	Intellectual Property Rights
IPO	Initial Public Offering
ISO	ISO is an international-standard-setting body composed of representatives from various national standards organizations.
IREDA	Indian Renewable Energy Development Agency Limited
IT	Information Technology
ITI	Industrial Training Institute
INR / Rs./ Rupees	Indian Rupees, the legal currency of the Republic of India
I.T. Act	Income Tax Act, 1961, as amended from time to time.
Kg	Kilogram
KMP	Key Managerial Personnel
KVA	Kilovolt-ampere
Kw	Kilowatt
LLLP	Limited Liability Partnership
LNG	Liquefied Natural Gas
mm	Millimetre
mn	Million
Mt	Metric tonnes
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
M. A	Master of Arts
M. B. A	Master of Business Administration
M. Com	Master of Commerce
M. E	Master of Engineering
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.
MNRE	Ministry of New and Renewable Energy
MTPA	Metric Tonnes per annum
NA	Not Applicable
NAV	Net Asset Value
NOC	No Objection Certificate
NPV	Net Present Value
NRIs	Non Resident Indians
NRE Account	Non Resident External Account
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies
P.A.	Per Annum
PAC	Persons Acting in Concert
PE	Private Equity
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
RBI	The Reserve Bank of India
RAPDRP	Restructured Accelerated Power Development & Reforms Programme.
ROE	Return on Equity
RONW	Return on Net Worth



Abbreviation	Full Form
RTGS	Real Time Gross Settlement
SCPL	Stellar Credit Private Limited
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
Sec.	Section
TAN	Tax-Deduction Account Number
TIN	Tax-payer Identification Number
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
VELLP	Vanijya E-Solutions LLP



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

Certain Conventions

All references in the Draft Red Herring Prospectus to “India” are to the Republic of India. All references in the Draft Red Herring Prospectus to the “U.S.,” “USA” or “United States” are to the United States of America.

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

Financial Data

Unless stated otherwise, the financial data in the Draft Red Herring Prospectus is derived from our Restated Financial Statements prepared for the financial year ended 2010, 2011 2012, 2013 2014, and the 10 (ten) month period ended January 31, 2015 in accordance with Indian GAAP, Accounting Standards, the Companies Act, as stated in the reports of our Peer Auditors and SEBI (ICDR) Regulations, 2009 included under the chapter titled “*Financial Statements*” beginning on page 196 of this Draft Red Herring Prospectus. Our financial year commences on April 1 of every year and ends on March 31 of every next year.

Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Red Herring Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

Any percentage amounts, as set forth in “*Risk Factors*,” “*Our Business*,” “*Management's Discussion and Analysis of Financial Conditions and Results of Operation*” beginning on pages 17 and 119 and 260, respectively of this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated based on our restated respectively financial statement prepared in accordance with the SEBI (ICDR) Regulations.

There are significant differences between Indian GAAP, U.S. GAAP and the IFRS. Accordingly, the degree to which the Indian GAAP, Financial Statements included in the Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting policies and practices, Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations on the financial disclosures presented in the Draft Red Herring Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Industry & Market Data

Unless stated otherwise, industry and market data and forecast used throughout the Draft Red Herring Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications and the CARE Report. Industry publication data and website data generally state that the information contained therein 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.

Although, we believe industry and market data used in the Draft Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLMs or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. 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 market and industry sources. Accordingly, investment decisions should not be based solely on such



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information. For further details, please see the section titled “*Risk Factor*” beginning on page 17 of this Draft Red Herring Prospectus.

In accordance with the SEBI (ICDR) Regulations, the chapter titled “*Basis for Issue Price*” on page 98 of this Draft Red Herring Prospectus. Such information has been derived from publicly available sources, and neither we, nor the BRLMs, have independently verified such information.

Currency of Financial Presentation and Exchange Rates

All references to "Rupees" or "INR" or “Rs.” are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the chapter titled “*Industry Overview*” throughout this Draft Red Herring Prospectus all figures have been expressed in lacs, million, crores and billions.

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

Definitions

For additional definitions used in the Draft Red Herring Prospectus, see the chapter titled “*Definitions and Abbreviations*” beginning on page 1 of this Draft Red Herring Prospectus. In the section titled “*Main Provisions of Articles of Association*” beginning on page 375 of this Draft Red Herring Prospectus, defined terms have the meaning given to such terms in the Articles of Association of our Company.



FORWARD LOOKING STATEMENTS

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

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
2. Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various projects and business plans for which funds are being raised through this Issue;
3. Our ability to attract and retain qualified personnel;
4. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
5. The performance of the financial markets in India and globally;
6. Any adverse outcome in the legal proceedings in which we are involved;
7. Occurrences of natural disasters or calamities affecting the areas in which we have operations;
8. Market fluctuations and industry dynamics beyond our control;
9. Our ability to compete effectively, particularly in new markets and businesses;
10. Changes in foreign exchange rates or other rates or prices;
11. Our ability to anticipate global outsourcing trends and suitably expand our current service offerings;
12. Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
13. Realization of Contingent Liabilities;
14. Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
15. Termination of customer contracts without cause and with little or no notice or penalty;
16. Failure of our infrastructure and equipment;
17. Failure to obtain and retain approvals and licenses or changes in applicable regulations.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on the 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. Neither our Company, our Directors, the BRLMs nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company, and the BRLMs will ensure



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that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges.



SECTION II: RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. Investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not currently known to us or that are currently believed to be immaterial may also have an adverse impact on our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations and financial condition could be materially and adversely affected and the price of our Equity Shares could decline, causing the investors to lose part or all of the value of their investment in the Equity Shares. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in such risk factors.

This Draft Red Herring Prospectus also contains forward-looking statements that involve risks and uncertainties. Our Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. See the chapter titled "Forward-Looking Statements" beginning on page 15. To obtain a complete understanding, Prospective Investors should read this section in conjunction with the chapters titled "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 119 and 260, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. Unless otherwise stated, financial information in this section is derived from our restated financial information included in section "Financial Information" beginning on page 198. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue including the merits and the risks involved.

Materiality

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

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

A. INTERNAL RISK FACTORS

1. Underutilization of capacity of our Existing Manufacturing Facilities or Proposed Project may adversely affect our business, results of operations and financial condition.

Our Company currently has facilities for manufacturing of 12,000 MTPA of wire rope which are currently utilised to the extent of 57%. We propose to set up a fully integrated manufacturing facility with installed capacity of 66,000 MTPA. The proposed capacity would be more than five times of our existing capacity. We will incur significant capital expenditure on setting up the same. We cannot assure that we shall be able to utilize our existing or proposed manufacturing facilities to their full capacity or up to an optimum capacity, and non-utilisation of the same may lead to loss of profits or can result in losses, and may adversely affect our business, results of operations and financial condition. Even use of the proposed production capacity is subject to several variables like availability of raw material, power, water, proper working of machinery, orders on hand, supply/demand, manpower, etc.

We state that present under-utilization is on account of mismatch of capacity of various machines, old machines and dependence on wire suppliers for timely supply, quality of wires and shortage of man-power. While setting-up of fully



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integrated manufacturing facility would to an extent address some of the reasons of underutilization of present capacities, there cannot be any assurance that the proposed capacity would be utilized to its full extent.

2. *In the event there is a shortfall in receipt of issue proceeds from this Issue, we may be unable to meet the equity requirement for the Proposed Project at Chalisgaon which may have a bearing on the completion of our Project on time.*

In case of any shortfall of the proceeds raised from this Issue, there can be no assurance that we will be able to raise the funds through other sources to meet our obligations of meeting equity contribution for our Proposed Project. In case of shortfall in the proceeds of this Issue which are to be utilized for meeting the objects of the Issue, the shortfall will be met by such means as are available to our Company at such future time and at the discretion of the management, including by way of cash available with us or by any other means permissible under law. We cannot assure that we will be able to arrange for adequate cash or will be able to procure further loans to meet the funding requirements. Any failure to meet the additional funding requirements will have a material adverse effect on the implementation of the Proposed Project.

We may also be required to adhere to certain restrictive covenants as regards raising of finance for the project from means other than those sanctioned under our present financing documents. Any failure or delay on our part to raise funds from the Issue or any shortfall in the issue proceeds and subsequent inability of our Company to source alternate means of finance may delay the implementation of our project and could adversely affect our growth plans.

3. *Any failure on the part of our Promoters to fund their portion of Project Cost may adversely affect our growth plans and the implementation of Proposed Project may be jeopardized.*

Other means of financing of our objects to the extent of Rs.5,063.11 lacs forming part of the Promoter Portion towards Proposed Project as required from time to time prior to disbursement of the term Loan, more particularly set out in the chapter titled “*Objects of the Issue*” beginning on page 83 of this Draft Red Herring Prospectus are out of internal accrual or non-convertible preference shares (collectively “**Promoter Portion**”). In case of shortfall of Promoter Portion, there can be no assurance that we will be able to raise the funds through other sources to meet the obligations of Promoter Portion. Any failure on the part of our Promoters to bring in their share of Promoter Portion will adversely affect the financing arrangements with Term Loan Consortium Lenders, which may result into withholding of disbursement by them and implementation of Proposed Project may be jeopardized.

4. *The Proposed Project is appraised by an appraising agency and contents of the appraisal report are withheld.*

The Proposed Project of our Company has been appraised by an appraising agency. Our Term Loan Consortium Bankers have relied upon the report of the appraising agency while sanctioning term loans facilities to us. Details of appraising agency and contents of the report, schedule of implementation are withheld with us as the appraising agency has denied its consent for inclusion of its name and contents of the report in any offer document. Consequently, we are unable to provide any particulars/contents of the report including but not limited to the implementation of the Proposed Project and costs as has been ascertained by the appraising agency. Further, we may not be able to otherwise share the contents of the said report to any third parties including the current and prospective shareholders of our Company.

5. *Delay in schedule of implementation may subject our Company to risks related to time and cost overrun may have a material adverse effect on our business, results of operations and financial condition.*

The scheduled completion target for our Proposed Project at Chalisgaon was as estimated by our management, as per the report submitted by our Company to its Term Loan Consortium Bankers for availing bank finance for the Proposed Project. The schedule of implementation of the Proposed Project has undergone a change because of delay in title clearance of a part of the land taken on lease from MIDC. As a result, the commercial production date, as envisaged, has been revised and further extended by a period of 12 (twelve) months. The Term Loan Consortium Bankers have, prior to disbursements under the term loan, approved the commercial production date to be December 31, 2016. However, there is no cost increase consequent to such revision of commercial production date. The Proposed Project may be subjected to delays as a result of, among other things, contractor performance shortfalls, unforeseen engineering problems, dispute with workers, force majeure events, availability of financing, unanticipated cost increases or changes in scope and inability in obtaining certain property rights, fuel supply and government approvals, any of which could give rise to cost overruns or the delay in



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our implementation schedule. Any delay in completing the Proposed Project due to any reason whatsoever may result in commencing operations in an increased competitive environment along with significant cost and time overruns. Due to these time and/or cost overruns, the overall benefits of such plans to our revenue and profitability may decline and it may significantly increase our interest costs. Such a scenario may adversely impact the cash flows and will have an adverse effect on our business, results of operations and financial condition.

6. *Our Company was acquired by one of our Promoters, Gaji Mercantile Private Limited vide the SPA and hence, our Promoters have limited knowledge and records of documents relating to corporate actions undertaken by our Company including RoC filings.*

Until the year 2010, our Company was owned, managed and controlled by the Shah Group. Subsequently, in the year 2010, one of our corporate Promoter - Gaji Mercantile Private Limited purchased 1,06,75,490 equity shares of our Company vide SPA. At the time of handing over of the management, the previous management had informed our current Promoters that certain documents pertaining to corporate, accounting, financial, legal documents and other statutory records since incorporation were not available, misplaced, destroyed or otherwise not traceable. Hence, we do not have complete set of such records. Further, our Company does not have any supporting documents and/or RoC filings made in the period prior to the acquisition of the aforesaid Equity Shares by our Corporate Promoter, in order to ascertain increase in the authorised capital of our Company and allotments made during the period from July 25, 1986 till March 31, 2010. Moreover, at the time of incorporation, our Company had 15,000 Equity Shares and 10,000 unclassified shares. However, our Company does not have in its records, documentation reflecting the classification of the unclassified shares as Equity Shares or any other kind of shares. Further, we do not have any supporting documents to ascertain whether our Company has at any point of time entered into any arrangement or scheme of amalgamation or has undertaken revaluation of its assets, has issued any shares out of its revaluation reserve, or has issued any shares for consideration other than cash or has issued shares by way of capitalisation of its reserves, during the period from July 25, 1986 till March 31, 2010. The relevant documents are also not available/destroyed at the office of the RoC, as certified by M/s. Sachin Chhadawa and Associates, Company Secretaries, dated July 4, 2014. Therefore, our Company is unable to provide any disclosures or make any confirmations on all of the aforementioned matters. The disclosures pertaining to the aforementioned matters currently made in this Draft Red Herring Prospectus are inter alia on the basis of information readily available from public domains and with our Company. Further, we may be liable for payment of penalty fees and additional expenses arising from our inability to furnish correct particulars, in respect of the RoC filings, and for misrepresentation of facts which may occur due to non-availability of documents. For further information, please see the chapter titled “*History and Certain other Corporate Matters*” beginning on page 154 of this Draft Red Herring Prospectus.

7. *Our Company’s management was changed in 2010 and hence our Promoters have limited knowledge and records of litigations, disputes etc. of our Company.*

In the year 2010, our Corporate Promoter, Gaji Mercantile Private Limited purchased 1,06,75,490 Equity Shares of our Company vide the SPA. There may be certain old cases or disputes between our Company and other parties, which were initiated by or against the Previous Management. While the summary of pending litigations have been disclosed in the chapter titled “*Outstanding Litigation And Material Developments*” beginning on page 275 of this Draft Red Herring Prospectus, we are not fully aware if there are any additional unknown legal proceedings to which our Company may be a party. The disclosures in this Draft Red Herring Prospectus pertaining to our Company’s litigations and legal matters are on the basis of information readily available from public domains and with our Company. There cannot be any assurance that our Company will not become liable in respect of the outcome of such unknown legal proceedings which may have adverse impact on the operations and financial conditions of our Company.

8. *Our Proposed Project will be operated on lands which have been taken on long lease basis from M.I.D.C.*

The land on which our Proposed Project is located, is taken on lease basis by us from M.I.D.C. For the purpose of facilitating bank finance, the MIDC, at the request of our Company, has granted a pre-determined lease in favour of our Company under a Pre-Determined Lease Agreement dated March 31, 2015. As per the terms of the said Pre-Determined Lease Agreement, our Company is required to complete the construction of at least 20% built-up area for the project before November 8, 2017. The balance construction is to be completed by our Company within a period of 10 (ten) years from November 8, 2017. In the event, our Company fails to complete the project including construction of the factory building



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within the stipulated time period, comply with the stipulations contained in the agreement or commits default in payment of the stipulated charges, then the M.I.D.C. shall have the right to resume possession of the aforesaid land and everything thereon.

A loss of our Company’s leasehold interests, including through actual or alleged non-compliance with the terms of the lease arrangement and M.I.D.C.’s requirements, the termination of lease by the M.I.D.C., or our inability to secure renewal thereof on commercially reasonable terms when it expires, would interfere with our ability to implement the Proposed Project thus affecting our financial performance. The cost of relocating a site is significant. There is no assurance that our Company will be able to procure alternate sites at favourable pricing terms. Any such relocation and/or increase in the costs incurred due to such relocation could cause disruption of our business and may adversely affect our financials as well as our ability to retain our customers. In addition, we may not always have the ability to access, analyse and verify all information regarding titles and other issues prior to entering into lease arrangements in respect of the site of the Proposed Project and to the extent there is any defect in the titles of any of such leased site, our ability to continue operating at such leased sites may be adversely affected.

9. Our Company has been engaged in trading of steel related products and may continue to do so in future.

Our Company has been engaged in trading of steel related products. As per our Restated Financial Statements, the revenues generated from trading activities for period ended January 31, 2015 was Rs. 1,315.01 lacs which constitutes 19.38% of total revenue for period ended January 31, 2015. Any decrease in the trading activity of our Company may adversely affect the revenues generated by our Company.

10. There are certain outstanding legal proceedings involving our Company, our Promoters and our Directors. Failure to defend these proceedings successfully may have an adverse effect on our business prospects, financial condition, results of ongoing operations and reputation.

There are outstanding legal proceedings involving our Company, our Promoters and our Directors. These proceedings are pending at different levels before various courts, tribunals, affiliate tribunals, enquiry officers, etc. Further, our Promoter Director, Mr. Murarilal Mittal is involved in certain legal proceedings initiated against Welspun Corp Limited, in which he previously held positions of directorship/authorized representative. In one of the proceedings, penalties, to the tune of Rs.86,098.21 lacs have been imposed on Welspun Corp Limited, in which he was a director. The order imposing such penalty has been stayed by the Hon’ble Bombay High Court. Currently, no part of the said penalties are imposed on Mr.Murarilal Mittal. However, there is no assurance that he will not be made liable to bear any part of the said penalties or any other additional penalties/costs imposed, in future. Brief details of such outstanding litigations as of the date of this Draft Red Herring Prospectus are set-forth below and the amounts involved in these litigations have been disclosed to the extent they are ascertainable/quantifiable:

a. Litigations / Proceedings filed against our Company

Sr. No.	Nature of Matter	No. of Matters	Amount (to the extent quantifiable) (Rs. in lacs)*
1.	Litigation involving Civil/Statutory Laws	7	11.96
2.	Litigation involving Criminal Laws	Nil	Nil

b. Litigations / Proceedings initiated by our Company

Sr. No.	Nature of Matter	No. of Matters	Amount (to the extent quantifiable) (Rs. in lacs)*
1.	Litigation involving Civil/ Statutory Laws	9	197.65
2.	Litigation involving Criminal Laws	1	Nil



c. Litigations / Proceedings filed against our Directors

Sr. No.	Nature of Matter	No. of Matters	Amount (to the extent quantifiable) (Rs. in lacs)*
1.	Litigation involving Civil/Statutory Laws	2	25.00
2.	Litigation involving Criminal Laws	1	unascertainable

d. Litigations / Proceedings initiated by our Directors

Sr. No.	Nature of Matter	No. of matters	Amount (to the extent quantifiable) (Rs. in lacs)*
1.	Litigation involving Civil/ Statutory Laws	6	33.5

**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 Draft Red Herring Prospectus.*

Any developments in the proceedings, such as a change in Indian law or rulings against us, our Directors and/or our Promoters by appellate courts or tribunals may constrain us to make provisions in our financial statements that could increase our expenses and current liabilities and the same may result in an adverse material impact on our business, goodwill, results of operations and financial condition. For further details, see chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 275 of this Draft Red Herring Prospectus.

11. We require number of approvals, licenses, registrations and permits for our business and our Proposed Project 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 our Proposed Project, 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 144 and 285, respectively of this Draft Red Herring Prospectus.

12. We derive a significant portion of our revenues from our top 10 (ten) customers. The loss of, or a significant reduction in the revenues we receive from, one or more of these customers, may adversely affect our business.

We derive a significant portion of our revenues from our Company’s top 10 (ten) customers. In the Financial Years 2012, 2013 and 2014 and for the period ended January 31, 2015, our top 10 (ten) customers accounted for 37.07%, 47.86%, 45.07% and 50.44 % respectively, of our revenue from operations . While our top 10 (ten) customers are not necessarily the same every year, the top (10) ten customers contribute a significant portion of our revenues. In the financial year 2014,



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our largest customer accounted for 9.95 % of our revenues. The loss of business derived from these customers or a significant reduction in, the revenues we receive from, one or more of these customers may adversely affect our business.

13. Two of our Promoters, Gaji Mercantile Private Limited and Mr. Murarilal Mittal have given corporate and personal guarantees, respectively, in relation to certain debt facilities obtained by our Company from lenders. In event of default on the debt obligations, the corporate/personal guarantees may be invoked thereby adversely affecting our Promoters' ability to manage the affairs of our Company and consequently the impact our business, prospects, financial condition and results of operations.

Our Company has availed of working capital facilities and term loan facilities from the Lenders of our Company. Our Promoters, Gaji Mercantile Private Limited and Mr. Murarilal Mittal have given corporate and personal guarantees, respectively, in relation to the debt facilities obtained by our Company. In event of default on the debt obligations, the guarantees may be invoked by our Lenders thereby adversely affecting our Promoters' ability to manage the affairs of our Company and this in turn may consequently impact our business, prospects, financial condition and results of operations. Further, in the event that any of these guarantees are revoked by our Promoters, our lenders may require alternate guarantees, repayment of amounts outstanding under the aforesaid facilities, or they may even terminate such facilities. We may not be able to procure other guarantees satisfactory to the Lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details, please see the chapter titled 'Financial Indebtedness' beginning on page 255 of this Draft Red Herring Prospectus.

14. The interests of our Promoters 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.

We are heavily dependent on our executive directors and their expertise for our strategic as well as day to day operations. The Managing Director/Promoter of our Company, Mr. Murarilal Mittal is involved in the management of other Group Companies promoted by him, including our Corporate Promoter– Gaji Mercantile Private Limited. Mr. Murarilal Mittal is a common director between our Company and our Corporate Promoter Gaji Mercantile Private Limited. He is also a common director between our Company and the companies promoting Gaji Mercantile Private Limited i.e. Gyanshankar Investment & Trading Company Private Limited and Stellar Credit Private Limited.

In case of a conflict between us and or any other entity in which our Directors or our Promoter Group members are interested, our Promoters/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. If any such actual, or perceived conflicts of interests are not resolved suitably, our business, results of operations and/or the interest of our other shareholders may be adversely affected. For further details please refer to the chapters titled "Our Management" and "Our Promoters and Promoter Group", "Our Group Companies/Entities" and "Related Party Transactions" beginning on pages 160, 179, 187 and 194, respectively of this Draft Red Herring Prospectus.

15. We are dependent on our Directors, senior management and Key Managerial Personnel of our Company for success whose loss could seriously impair our ability to continue to manage and expand our business efficiently.

The collective expertise of our Directors, senior management and Key Managerial Personnel enables us to make well informed decisions in relation to our business and our future prospects. For further details of our Directors and Key Managerial Personnel, please refer to chapter titled "Our Management" beginning on page 160 of this Draft Red Herring Prospectus. Our success largely depends on the continued services and performance of our management and other Key Managerial Personnel. The loss of service of our senior management could seriously impair our ability to continue to manage and expand the business efficiently. We cannot assure you that we will be able to retain our senior management and Key Managerial Personnel. Further, the loss of any of the senior management or other Key Managerial Personnel may adversely affect the operations, finances and profitability of our Company. Any failure or inability of our Company to efficiently retain and manage its human resources would adversely affect our ability to implement new projects and expand our business.



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16. Our Promoters do not have the experience of operating in the wire ropes sector.

Our Promoters do not have prior experience in the sector in which our Company operates. Our Promoters have not acquired any technical expertise which is required in our field. Our Company relies on the technical expertise of its employees. There can be no assurance that we will be successful in our business plans due the lack of such direct experience of our Promoters.

17. The total revenues and profit after tax of our Company have decreased in the past years.

The total revenues of our Company have decreased from Rs. 9,197.08 lacs in FY 2010 to Rs. 7,699.51 lacs in FY 2011 and Rs. 7,702.26 lacs in FY 2012 to Rs. 7,439.73 lacs in FY 2013, and profit after tax have decreased from 210.70 lacs in FY 2010 to 177.49 lacs in FY 2011 and from 214.08 in FY 2012 to 147.54 in FY 2013. Our financial condition will be adversely affected if this downtrend continues in future.

18. Our Company does not have any similar and comparable listed peer which is involved in same line of business for comparison of performance and therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in the Issue.

As of the date of the Draft Red Herring Prospectus, there are no comparable listed companies that are similar in size and nature and are involved in the same line of business, which are listed on the Indian stock exchanges and accordingly, we are not in a position to provide comparative analysis of our performance with any listed company. Therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in the Issue.

19. Some of our Group Companies have incurred losses in the past years. Sustained losses by Group Companies could adversely affect our Promoters' financial condition.

Some of our Group Companies have incurred losses in the recent past, as detailed below:

Sr. No.	Name of entity	Profit/(Loss) after Tax (Rs. in lacs)		
		For the Financial Year ended		
		2014	2013	2012
1.	Gyanshankar Investment & Trading Company Private Limited	(89.21)	(53.79)	(56.30)
2.	Stellar Credit Private Limited	5.11	(15.60)	13.69

There can be no assurance that these entities or any other ventures promoted by our Promoters will not incur losses in any future periods, or that there will not be any other adverse effect on our Promoters' financial condition.

20. Our Proposed Project is being part-funded from the IPO proceeds and any delay or deferment of the receipt of such proceeds may delay the implementation of the Proposed Project, increase our interest burden and may adversely affect our results of operations and financial condition.

In case shortfall of funds being raised by various means of finance resulting in difference between project cost on one hand and the term loan, IPO proceeds and fund already deployed, funds to be arranged through internal accruals/ net worth, our Company/its Promoters will have to arrange for alternate means of finance. In case there is any delay to arrange such alternate funds or delay in receipt of the IPO proceeds/bank financing, it may have a negative impact on the expansion plans of our Company and may delay the commencement/implementation of the Proposed Project. This may result in increase in our interest burden for the debt portion and adversely affect our results of operations and financial condition.

21. We have high working capital requirements. Our inability to meet our working capital requirements may have a material adverse effect on our business, financial condition and results of operations.



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Our business requires a significant amount of working capital for smooth functioning. We meet our requirement for working capital majorly through banking facilities or internal accruals. In future, our inability, if any to meet our working capital requirements or inability to renew our existing working capital requirements through banking arrangements can adversely impact our business operations and financial position.

22. Post setting-up of the Proposed Project, our Company may be highly leveraged and downturn in the turnover may affect our ability for debt servicing.

As on June 15, 2015, our term loan stands at Rs.1,120.00 lacs. We are in the process of setting-up the Proposed Project at Chalisgaon, Maharashtra which is being funded through a mix of internal accruals, net worth of our Company, bank loans and Net Issue Proceeds. Our long-term debt to equity ratio may increase in future. Our capacity to service these debts depends on our continued profitability and availability of liquid assets. In case we are unable to achieve the desired growth, due to internal constraints or external factors like adverse developments in the industry, rising interest rate scenario, we may find it difficult to service the debt and this may affect our profitability and growth adversely.

23. The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of our Company.

Since the Issue size is less than Rs.50,000 lacs, 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 raised through this Issue, is hence, at the discretion of the management and the Board of Directors of our 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. However, our Company will be required to report the utilization of the Issue Proceeds and the term loan availed from the Term Loan Consortium Lenders.

24. We have experienced negative cash flows in previous years.

We have experienced negative cash flows in previous years. Any operating losses or negative cash flows in the future could adversely affect our results of operations and financial conditions. The details of cash flows of our Company are as follows:

(Rs. in lacs)

Particulars	Period ended 31, January – 2015	Financial Year Ended March – 2014	Financial Year Ended March –20 13	Financial Year Ended March - 2012
Net cash (used in) / from Operating activities	759.48	987.04	1,591.72	1,519.80
Net cash (used in) / from Investing activities	(362.20)	(386.68)	(821.53)	(4749.13)
Net cash (used in) / from Financing activities	(392.83)	(1,254.59)	(1,187.79)	4,134.77
Net increase / (decrease) in cash and cash equivalents	4.45	(654.23)	(417.60)	905.44

Cash flow of a company is a significant indicator to demonstrate the extent of cash generated from the operations to meet capital expenditure, pay dividends, repay loans and to make new investments without raising finance from external resources. Any future operating losses or negative cash flows could adversely affect our results of operations and financial conditions. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations.

25. Our business is dependent on our continuing relationships with our customers, with whom we have not entered into long term arrangements. Part of our business comes from tenders and failure to procure such tenders on a continuous basis could adversely impact our revenues and profitability.

While in a few instances, we operate on a rate contract basis, we do not have long term arrangements with all of our customers for purchase of our products in the future, at fixed prices. Our Company also bids in the prospective tenders



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where bidders are scrutinized for technical and financial qualifications. The bids of qualified parties are then negotiated on the price offered for the respective works and the work is allotted to the party with lowest bid. There is no assurance that we will be able to obtain continuous business or that we will be able to replace our customer base in a timely manner or at all. The loss of, or interruption of work by, a significant customer or a number of significant customers or our inability to procure tender contracts on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations, including an interruption or partial or total work stoppage at our manufacturing facilities.

26. *We have not entered into any agreement in respect of long term supply for raw materials required by us and as such we are susceptible to fluctuations in the cost of raw materials.*

We are dependent on our suppliers for uninterrupted supply of raw-materials i.e. wire and wire rods. We procure our supply of raw materials from various suppliers depending upon the price and quality of raw materials. While we are not dependent on any one particular supplier for supply of raw materials, any disruption of such supply of raw materials from our suppliers will adversely affect our operations and ability to deliver our products on a timely basis. Further, our profitability is partly dependent on our ability to anticipate and adapt to changes in the cost of raw materials. Cost of the raw materials as a percentage of our total revenue from operations for financial year ended March 31, 2014 and for the period ended January 31, 2015 was 69.74 % and 68.88%, respectively. The prices of these raw materials are subject to price fluctuation due to various factors beyond our control, including but not limited to severe climatic conditions, governmental regulations, which may reduce supply and lead to increase in supply costs. In the event that we are unable to anticipate and adapt to changing supply costs by adjusting our purchasing practices or we are unable to negotiate favourable pricing terms with our suppliers for such raw materials, then our business, profitability and financial performance may be materially and adversely affected. Further, any disruption in the adequate and timely supply of raw materials or unavailability of raw materials may adversely affect our business and results of operations.

27. *Our Lenders have charge over our movable and immovable properties in respect of financial facilities availed by us.*

We have secured our lenders by creating charge over our movable and immovable properties. In the event of our default in repayment of the financial facilities availed by us and any interest thereon, our Lenders may enforce their claims. For further information on the financing and loan agreements along with the total amounts outstanding, please refer to the chapter titled “*Financial Indebtedness*” beginning on page 255 of this Draft Red Herring Prospectus.

28. *Delays or defaults in customer payments could result in a reduction of our profits and cash flows.*

We often commit resources to orders prior to receiving advances or other payments from customers in amounts sufficient to cover expenditures on orders as they are incurred. If the customers delay or default in making payments on an order, or cancel their orders for which we have devoted significant resources or incurred expenditure, it could have a material adverse effect on our business, financial condition, results of operations and cash flows. We may also be subject to working capital shortages due to delays in customer payments. These events could have a material adverse effect on our revenues, results of operations, profitability and cash flows.

29. *Our products are subject to rejection by our customers if they do not meet the quality and technical requirements of our customers.*

We manufacture products on the basis of the specifications provided by our customers and such products are customized for their requirements. Some of our customers conduct quality testing of our products after receiving delivery of the products. In the event our products do not meet the specifications of our customers including the technical or quality parameters required by the customers, then our customers may reject the products. There can be no assurance that we will be able to procure alternate customers for our products and at a favourable price. Any substantial rejection of our products and/or our inability to procure other customers for our products will adversely affect our financial position.

30. *Our indebtedness and the conditions and restrictions imposed by our financing and other agreements could adversely affect our ability to conduct our business and operations.*



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We have currently availed credit facilities from various banks. We have entered into agreements for working capital loan, term loan and financial facilities with our lenders and the covenants in borrowings from bank/ lenders, among other things require us to obtain permissions in writing in respect of, including, but not limited to effecting any change in the management/Board of our Company, change in capital structure of our Company; undertake any new expansion/modernization/diversification scheme except which are approved by Bank/ lenders, formulate any scheme of amalgamation, acquisition, merger, or reconstruction/declare dividends etc. These covenants may have an adverse effect on the functioning of our Company. Further, if we fail to meet our debt service obligations with respect to the secured term loans/other borrowings availed by us or fail to procure any waiver of breaches that may be committed by us vis-à-vis the financing documents, then the same may result in the relevant lenders declaring us in default under the terms of our borrowings or accelerating the maturity of our obligations, which in turn could have an adverse effect on our cash flows, business and results of operations and we may be exposed to refinancing risk. For further details on restrictive and financial covenants, please refer to chapter “*Financial Indebtedness*” beginning on page 255 of this Draft Red Herring Prospectus.

31. We have entered into and may continue to enter into related party transactions in the future. As per our Restated Financial Statements, for the financial year ended March 31, 2014 and the period ended January 31, 2015, the aggregate of such transactions was Rs. 126.53 lacs, and Rs.108.10 lacs respectively. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our Company’s financial condition and results of operations.

Our Company has entered into certain related party transactions with its Promoter/Promoter Group/Group Entities/ Directors/ Key Managerial Personnel. Our Promoters, Directors and Key Managerial Personnel may be deemed to be interested in our Company to the extent of the Equity Shares held by them, or their relatives, benefits deriving from their directorship in our Company and arising from transactions entered into between our Company and themselves as well as between our Company and our Group Entities. While we believe that all such transactions have been conducted on an arms-length basis, there can be no assurance that our Company could not have achieved more favorable terms had such transactions not be entered into with related parties. Furthermore, it is likely that our Company will enter into related party transactions in the future. For further details, please see chapter titled “*Related Party Transactions*” beginning on page 194 of this Draft Red Herring Prospectus.

32. The unexpected loss, shutdown or slowdown of operations at our Company’s manufacturing facilities could have a material adverse effect on our Company’s results of operations and financial condition.

Our Company’s manufacturing facilities are subject to operating risks, such as the breakdown or failure of equipment, power supply interruptions, facility obsolescence or disrepair, labour disputes, natural disasters and industrial accidents. The occurrence of any of these risks could affect our Company’s operations by causing production at one or more facilities to shutdown or slowdown. No assurance can be given that one or more of the factors mentioned above will not occur, which could have a material adverse effect on our Company’s results of operations and financial condition. In addition, our Company’s manufacturing processes depend on critical pieces of equipment. Such equipment may, on occasion, be out of service as a result of unanticipated failures, which could require our Company to close part or all of the relevant production facility or cause our Company to reduce production on one or more of its production lines. Any interruption in production capability may require our Company to make significant and unanticipated capital expenditures to affect repairs, which could have a negative effect on our Company’s profitability and cash flows. Any or all of these occurrences could have material adverse effect on our Company’s business, results of operations, financial condition and prospects.

33. As on January 31, 2015, our contingent liabilities not provided for aggregated to Rs.493.52 lacs. In the event that such liabilities materialise, our financial condition may be adversely affected.

As on January 31, 2015 contingent liabilities not provided for appearing in our financial statements, as restated aggregated to Rs. 493.52 lacs and the following table gives the details of such contingent liabilities:



Particulars	Amount (Rs. in lacs)
Performance Guarantees/Bid Bond given by banks to Company's customers / Government authorities etc.	193.51
Disputed Income Tax	197.64
Disputed Installment of Deferred Sales Tax Loan under Package Scheme of Incentive 1993	102.37
Total	493.52

If any or all of these contingent liabilities materialize, it could have a material adverse effect on our business, financial condition and results of operations. For further information on such contingent liabilities, please refer to the Section titled “Financial Information” beginning on page 196 of the Draft Red Herring Prospectus.

34. Our business prospects and continued growth depends on our ability to access financing at competitive rates and competitive terms, which amongst other factors is dependent on our credit rating. We may not be able to avail the requisite amount of financing or obtain financing at competitive interest rates for our growth plans and cannot assure that we will obtain the desired credit ratings of our Company, in the future, which could have a material adverse effect on our business, results of operations and financial condition.

Our business depends on our ability to obtain funds at competitive rates. The cost and availability of capital, amongst other factors, is also dependent on our current and future results of operations and financial condition, our ability to effectively manage risks, our brand and our credit ratings. We may not be able to avail the requisite amount of financing or obtain financing at competitive interest rates if we fail to have favourable results of operations. While ratings reflect a rating agency's opinion of a company's financial strength, operating performance, strategic position, and ability to meet its obligations, currently, we have not obtained any credit ratings. Such absence of credit ratings could lead to high borrowing costs and limit our access to capital and lending markets and, as a result, could adversely affect our business.

35. Post this Issue, our Promoters and Promoter Group will continue to hold majority shares in our Company.

Post this Issue, our Promoters and Promoter Group will continue to hold [●]% of the post-issue Equity Share capital of our Company, and will therefore continue to have controlover our business including matters relating to any sale of all or substantially all of our assets, the timing and distribution of dividends and the election, termination or appointment of our officers and directors. This control could delay, defer, or prevent a change in control in our Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage potential acquirers from making an offer or otherwise attempting to obtain control over our Company even if it is in its best interest. Our Promoters and Promoter Group may also influence our material policies in a manner that could conflict with the interests of our other shareholders.

36. Our liabilities may not be fully covered by insurance policies, which may expose us to substantial costs that could adversely affect our business, financial condition and results of operations.

Our Company has insured itself against certain eventualities including against burglary, fire and special perils. While we have taken adequate and appropriate insurance coverage to take care of certain contingencies, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully or in part or will be paid on time. Mishaps or accidents at our Company's facilities may lead to property damages, property loss and accident claims. We cannot assure that we have taken out sufficient insurance to cover such and other material losses thereby adversely affecting our performance. To the extent that we suffer loss or damage for which we have not obtained or maintained insurance or which is not covered by insurance or exceeds our insurance coverage, the loss would have to be borne by us and thus our results of operations and financial performance could be adversely affected.

37. Product liability claims could adversely affect our Company's operations.

Our Company sells products to manufacturers who are engaged to sell a wide range of end products. Furthermore, our Company's products are also sold to, and used in, certain safety-critical applications. If our Company were to sell wire



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ropes that do not meet specifications or the requirements of the application, significant disruptions could occur to the production lines of our customers. There could also be significant consequential damages resulting from the use of such products. Our Company has not obtained product liability insurance coverage and a major claim for damages related to products sold could leave our Company uninsured against a portion or all of the costs which may materially harm its financial condition and future operating results.

38. *We rely on contractors for the implementation of various aspects of our business, and are therefore, exposed to execution risks, including in relation to the timing or quality of their services, equipment or supplies.*

We rely on the availability of skilled/ experienced contractors for the implementation of our plans, managing the unskilled and semi-skilled labour at our sites, and on-going operation of various aspects of our business. We enter into arrangements with contractors for recruitment of labour as per requirements for a fixed period of time. There is no assurance that we may be able to renew these arrangements on a timely basis or at all. We do not have direct control over the timing or quality of the services and supplies provided by such third parties. Third party contracts expose us to various risks, including credit risk, settlement risk, operational risk, legal risk and reputation risk. The execution risks we face include the following:

- contractors which will be hired by us for the supply of construction/erection equipment in the Proposed Project at Chalisgaon, may not be able to install or assemble the machines purchased on time, or adhere to the construction timelines for Proposed Project or abide by the budgeted costs or the agreed specifications and standards;
- contractors hired by us may be unable to provide the requisite manpower on timely basis or at all or may be subjected to disputes with their personnel which in turn may affect our production schedule and timely delivery of our products to our customers;
- delay in the delivery of equipment, meeting project milestones or achieving commissioning by the scheduled completion date may increase the financing costs associated therewith and cause our budgets to be exceeded or result in delayed payment to us by customers, invoke liquidated damages or penalty clauses, or result in termination of orders placed;
- we may have to use contractors with whom we are not familiar, which may increase the risk of cost overruns or lower or no return on capital, construction defects and failures to meet scheduled completion dates; and
- our regular labour contractors may engage contract labourers and although we do not engage such labourers directly, we may be held responsible under applicable Indian laws for wage payments to such labourers should our contractors default on wage payments.

39. *Strikes, work stoppages or increased wage demands by our employees or any other kind of disputes with our employees could adversely affect our business and results of operations.*

Our Company is exposed to strikes and other industrial actions. There are two trade unions of our workmen. In the past, our Company has experienced disputes with our workers, including a strike, which was resolved by entering into a Memorandum of Settlement dated April 16, 2012, with one of the trade union of our workmen. This Memorandum of Settlement was valid till November 30, 2014 and no formal or informal understanding/settlement has been arrived at with the Trade Union of our workmen. Our Company had entered into a Memorandum of Settlement with the other trade union as well which was valid till March 31, 2015. As per the terms of such settlement the same is continuing till fresh terms are agreed by our Company with said trade unions.

As on the date, our Company has 280 full-time employees including workers at our Existing Manufacturing Facility. While presently we enjoy a good relationship with our employees, there can be no assurance that the trade unions of our workmen may not make any further demands. There can be no assurance that we may not experience disruptions in our operations due to disputes or other problems with our work force such as strikes, work stoppages or increased wage demands that may adversely affect our business and results of operations.

40. *We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.*



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Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees and agents may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

41. Failure to maintain adequate health and safety standards may cause our Company to incur significant costs and liabilities and may damage our Company's reputation.

Our Company is subject to a broad range of health and safety laws and regulations in the jurisdiction in which it operates. These laws and regulations, as interpreted by the relevant agencies and the courts, impose increasingly stringent health and safety protection standards. The costs of complying with, and the imposition of liabilities pursuant to, health and safety laws and regulations could be significant, and failure to comply could result in the assessment of civil and/or criminal penalties, the suspension of permits or operations and lawsuits by third parties. Despite our Company's efforts to monitor and reduce accidents at its facilities, there remains a risk that health and safety incidents may occur. Such incidents could include explosions or gas leaks, fires or other incidents involving exposure to potentially hazardous materials. Some of our Company's manufacturing activities involve the use, storage and transport of dangerous chemicals and toxic substances, and our Company is therefore subject to the risk of industrial accidents which could have significant adverse consequences for our Company's workers and facilities, as well as the environment. Such incidents could lead to production stoppages, the loss of key assets, or put at risk employees (including those of sub-contractors and suppliers) or persons living near the affected site. In addition, such incidents could damage our Company's reputation, leading to the rejection of products by customers. These events could have a material adverse effect on our revenues, results of operations, profitability and cash flows and diversion of management time into rebuilding and restoring its reputation.

42. We have not fully identified the specific purpose for which the issue proceeds may be utilized in the Proposed Project.

We intend to use the Issue Proceeds towards implementation of our Proposed Project as well as to meet the issue expenses. However, we have not specifically identified all of the particular equipment/machinery/building construction activity for which our Company proposes to utilize the issue proceeds. Funds raised from this Issue may remain idle for sometime until the identification of the particular areas of investment in the Proposed Project and pending deployment in the above stated objects. Further, the deployment of the funds is based on certain assumptions and strategy which our Company intends to implement in future. The funds raised from the Issue may remain idle on account of change in assumptions, market conditions, strategy of our Company, etc. For further details on the use of the Issue Proceeds, please see section "Objects of the Issue" beginning on page 83 of this Draft Red Herring Prospectus.

43. We are subject to risk of fraud, theft, embezzlement by our employees, contractors and customers, employee negligence or similar incidents may adversely affect our results of operations and financial condition.

As of January 31, 2015 we had total inventory consisting of raw materials, stock in process and finished goods to the value of Rs.3,699.26 lacs as per our Restated Financial Statements. Our operations may be subject to incidents of theft or damage to inventory in transit, prior to or during stocking. We may also encounter some inventory loss on account of employee/contractor/vendor fraud, theft, embezzlement and general administrative error. Although we have set up various security measures, including tagging our products, CCTV in our offices and the Existing Manufacturing Facility at Atgaon, deployment of security guards and follow stringent operational processes such as periodic stock taking there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition.

44. We face competition in our businesses, which may limit our growth and prospects.

Our Company faces competition in the industry that we are involved in. In particular, we compete with other wire rope manufacturing companies, both in India and abroad. 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:



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- Substantially greater financial resources;
- Greater brand recognition among consumers;
- Larger customer bases in and outside India;
- More diversified operations which allow profits from certain operations to support others with lower profitability; or
- More experience and expertise.

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.

45. 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. Our ability to pay dividends in the future may be affected by the restrictive covenants contained in our financing documents.

We have not declared dividend on Equity Shares in last 5(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, capital expenditures etc. Our financing documents restrict us from declaring dividends without the obtaining the prior consent of our Lenders. Our ability to declare dividends in future will also depend upon our earnings, capital requirements and financial condition. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements in respect of our operations, financial condition and results of operations. There can be no assurance that we will pay dividends in future.

46. Increased competition for skilled employees and salary increases for our employees may reduce our profit margin.

Due to sustained economic growth in India and increased competition for skilled employees in India over the last few years, wages of skilled employees are increasing at a fast rate. Accordingly, we may need to increase our levels of employee compensation rapidly to remain competitive in attracting the quality of employees that our business requires. Salary increases may reduce our profit margins and have a material and adverse effect on our results of operations.

47. The wire rope industry is capital intensive in nature and factors affecting the demand for the products manufactured by us could affect our results of our operations.

Since we operate in a capital intensive industry, our operations involve a high level of fixed cost. If our sales volumes decline, then we may experience a sharp decrease in the profits earned as our fixed cost component cannot be removed or reduced. This may result in an adverse effect on our financial condition, cash-flows and business operations.

48. Any increase in interest rates would have an adverse effect on our results of operations and will expose our Company to interest rate risks.

We are dependent upon the availability of equity, cash balances and debt financing to fund our operations and growth. Our secured debt has been availed at floating rates of interest. Any fluctuations in interest rates may directly impact the interest costs of such loans and, in particular, any increase in interest rates could adversely affect our results of operations. Furthermore, our indebtedness means that a material portion of our expected cash flow may be required to be dedicated to the payment of interest on our indebtedness, thereby reducing the funds available to us for use in our general business operations. If interest rates increase, our interest payments will increase and our ability to obtain additional debt and non-fund based facilities could be adversely affected with a concurrent adverse effect on our business, financial condition and results of operations. For further details, please refer chapter titled 'Financial Indebtedness' beginning on page 257 of this Draft Red Herring Prospectus.

49. There may be changes in the estimated project cost.

Currently, we have placed orders for 44.65% of the plant and machinery required to be utilized in the Proposed Project and the total cost of the plant and machinery required by us is estimated to be Rs.33,265.58 lacs. We may have to revise our expenditure and fund requirements as a result of variations in cost estimates on account of variety of factors such as changes in our financial condition, business or strategy, change in quotation for machinery, revision in purchase orders as



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well as external factors which may not be in our control and may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of our management.

50. *We have referred to the data derived from industry report commissioned from the Credit Analysis and Research Limite.*

We have retained the services of an independent third party research agency, Credit Analysis and Research Limited, Mumbai, to prepare a report on the wire rope industry, excerpts from which have been included in this Draft Red Herring Prospectus. The report prepared by CARE is subject to various limitations and based upon certain assumptions that are subjective in nature. There can be no assurance that the assumptions adopted by this third party agency for the purposes of preparing their research report will prove to be accurate. If any of these assumptions are incorrect, the understanding of the wire rope industry could be materially different from that set forth in the reports.

51. *Data relating to demand and supply for domestic and international markets for our products is not available.*

Our Company's business involves production of wire ropes, structural strands, slings and wires which has application in oil and exploration, mining, shipping, construction, elevator, railways, ports and marine sectors, etc. Our Company relies on its management's estimation of the demand for its products. Since no independent data forecasting the demand in the sectors in which we operate is available readily to us, we may not be able to fully exploit the thriving markets for our products. Further, we are heavily dependent upon the growth prospects of the industries which consume our products. Any incorrect estimation of the rate of growth of these industries or their preferences as regards the quality and type of wire ropes required would have an adverse impact on our growth prospects and may result in decline of profits.

52. *We may have to enter into transactions in foreign currency for purchasing certain plant and machineries for our Proposed Project. These transactions are subject to risks arising from foreign exchange rate fluctuations, which could adversely affect our financial condition.*

Part of the equipments/machinery to be utilized in our Proposed Project is proposed to be imported. Since the cost of plant and machinery are denominated in foreign currency, any adverse fluctuations in the exchange rate of foreign currency vis-a-vis Indian Rupee could adversely affect our financial condition and operations. We may consider hedging our risks against foreign exchange rate fluctuation at the time of placing of orders.

53. *Our Company does not currently own the premises at which its corporate office and its warehouse are located.*

Our Company does not own the premises where its corporate office at Mumbai and our warehouse at Bangalore are located. The leave and license agreement of our corporate office expires on March 31, 2017 and the lease agreement for our warehouse has expired on March 31, 2015 though our Company continues to occupy the warehouse and pay rent thereon. In the event that our Company is unable to renew the leave and license and/or the lease agreements and is required to vacate the premises on which its office and warehouse are situated, it shall be required to make alternative arrangements for premises and other infrastructure at short notice. There is no assurance that our Company will be able to renew these agreements on favourable pricing terms or at all. Termination/non-renewal of any of the aforesaid agreements may lead to disruptions in our operations. For further details, please see the chapter titled "Our Business" beginning on page 119 of this Draft Red Herring Prospectus.

B. *EXTERNAL RISK FACTORS*

54. *The recurrence of systemic events such as the recent global economic meltdown, instability of economic policies and the political situation in India or globally may adversely affect our performance.*

Economic conditions outside India, may adversely impact the growth of the Indian economy, and Government policy may change in response to such conditions. Unstable internal and international political environment may impact the economic performance of the wire rope industry, including our Company, in the short and long term. Our business, and the market price and liquidity of our Equity Shares, may be affected by reactionary changes in interest rates, changes in government



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policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India on account of any changes in the global economic changes.

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries. Financial turmoil in Asia, the United States, Europe and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investor's reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. The Indian financial markets experienced the contagion effect of the volatility and turmoil in the global financial markets, which was evident from the sharp decline in the benchmark indices of SENSEX and NIFTY from their peak levels in early 2008 to the first quarter of 2009. As a consequence of the severe tightening of credit associated with that financial turmoil, many economies experienced periods of severe recession accompanied by a significant deterioration of consumer confidence and demand. Additionally, due to the conditions in the global and domestic financial markets, we cannot be certain that we would be able to raise capital, if needed or to the extent required, or that we will be able to undertake our business without any disruptions and we may be unable to implement our growth strategy. Any recurrence of such events may have an adverse effect on our business, financial condition and results of operations as well as the price of our Equity Shares.

55. The occurrence of natural disasters may adversely affect our business, financial condition and results of operations.

India has experienced natural calamities such as earthquakes, tsunami, floods and drought in the past few years. The extent and severity of these natural disasters determine their impact on the Indian economy. This may adversely affect our business operations and financial position of our Company.

56. Political instability or changes in the Government may delay the liberalisation of the Indian economy and adversely affect economic conditions in India generally, which may impact our business, financial condition and results of operations.

The role of the central and state governments in the Indian economy has remained significant over the years. Since 1991, the Government of India has pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector. There can be no assurance that these liberalization policies will continue in the future. The rate of economic liberalization could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in Indian companies could change as well. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India, thereby affect our business.

57. A slowdown in economic growth in India could cause our business to suffer.

A host of economic factors like increase in rate of inflation, scarcity of credit, increases in commodity and energy prices may impede our growth and expansion plans and may even affect the successful implementation of our current projects. Further, other factors such as political or regulatory action, including adverse changes in liberalization policies, business corruption, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, may also affect the business of our Company. Our results of operations and financial condition are dependent on, and may be adversely affected by, conditions in financial markets in the global economy and, particularly in India. Since our Company primarily conducts its business within the boundaries of India and all of its assets and majority of its employees are located in India, we are highly dependent on the prevailing market conditions in terms of our performance which is affected by the existing economic conditions. Any slowdown in the Indian economy may adversely affect our business, financial condition, results of operations and the price of our Equity Shares.

58. Changes in technology may render our current technologies obsolete or require us to undertake substantial capital investments, which could adversely affect our results of operations.

We may not be able to keep pace with the rapidly changing technological environment. Any such failure on our part could adversely affect our ability to compete efficiently, reduce our competitiveness, ability to develop new products and the consequential quality of our products, and could also adversely affect our sales and profitability.



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Our success will depend in part on our ability to anticipate and respond on a timely basis and economical basis to technological advances in the sector in which we operate. The introduction, development and implementation of such newer technologies in our manufacturing process especially involves technical and business risks. Further, our ability to provide for commensurate capital expenditure will also govern our ability to adopt new technology to provide for better and improved products. There can be no assurance that we will be able to adapt or upgrade our existing technologies and successfully implement new technologies at all times. Further, the information available to our management may not be timely and sufficient to respond to changes in market conditions and other developments in our area of operation. If we are unable, for any reasons, to adapt in a timely manner to changing market conditions, customer requirements, technological changes or make provision for the required capital expenditure to adapt these technological changes, it may adversely affect our business, results of operations and financial condition.

59. *Allegations of corruption, civil unrest, acts of violence include terrorism, war, communal disturbances, riots or regional hostilities involving India or other countries could materially and adversely affect our business, results of operations and financial condition.*

Recent allegations of corruption in India have the potential to discourage investors and derail the growth prospects of the Indian economy. Continued allegations of corruption may create economic and regulatory uncertainty and could have an adverse effect on our business, profitability and results of operations. The Asian region has from time to time experienced instances of civil unrest and hostilities among neighbouring countries. Although the governments of India and neighbouring countries have recently been engaged in conciliatory efforts, any deterioration in relations between India and neighbouring countries might result in investor concern about stability in the region.

Hostilities and tensions may occur in the future and on a wider scale. Military activity or terrorist attacks in India as well as other acts of violence or war, could influence the Indian economy by creating a perception that investments in India involve higher degrees of risk. These acts may also result in a loss of business confidence, make travel and other services more difficult and ultimately materially and adversely affect our business. India has experienced communal disturbances, terrorist attacks and riots during recent years and prolonged strikes. Events such as these may depress the housing prices, decrease the demand for housing and impacts income which increases default on housing loans. If such events recur, our operational and marketing activities may be adversely affected, resulting in a decline in our income. If any of our offices are directly affected by any such terrorist attack or riot, our operations may be disrupted which will adversely affect our business and results of operation.

Corruption, civil unrest, acts of violence including terrorism, war, communal disturbances, riots or regional hostilities involving India or other countries could materially and adversely affect our business, results of operations and financial condition. These factors could lead to political or economic instability in India and may have a material adverse effect on our business, results of operations and financial condition.

60. *Inflation in India could have a material adverse effect on our profitability, our business, results of operations and financial condition.*

In the recent past, India has experienced fluctuating wholesale price inflation as compared to historical levels due to the global economic downturn. An increase in inflation in India could cause a rise in the price of raw materials and wages, or any other expenses that we incur. If this trend continues, we may be unable to accurately estimate or control our costs of production and this could have an adverse effect on our business and results of operations.

61. *Significant differences exist between Indian GAAP and other accounting principles, such as IFRS, which may be material to investors' assessment of our financial condition and results of operations.*

Our failure to successfully convert to IND AS within the prescribed time framework could have an adverse effect on our stock price. Our financial statements, including the financial statements provided in this Draft Red Herring Prospectus, are prepared in accordance with Indian GAAP. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Indian GAAP. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any



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reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Risks relating to the Issue and Equity Shares

62. *There is no guarantee that the Equity Shares, will be listed on the Stock Exchanges in a timely manner or at all, and any trading closures at the Stock Exchanges may adversely affect the trading price of our Equity Shares.*

In accordance with Indian law and practice, permission for listing of the Equity Shares will not be granted until after those Equity Shares have been issued and allotted. Approval will require all other relevant documents authorising the issuing of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval would restrict your ability to dispose of your 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 US. Indian stock exchanges have in the past experienced problems, including temporary exchange closures, broker defaults, settlement 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 Stock Exchanges could adversely affect the trading price of the Equity Shares. Historical trading prices, therefore, may not be indicative of the prices at which the Equity Shares will trade in the future.

63. *Rights of shareholders under Indian law may be more limited than under the laws of other jurisdictions.*

The Companies Act, 1956, Companies Act, 2013 (to the extent notified and applicable) and related rules, articles of association of our Company and the Listing Agreement govern the corporate affairs of our Company. Legal principles relating to these matters and the validity of corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as a shareholder than as a shareholder of a corporation in another jurisdiction.

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

We are subject to a daily "circuit breaker" imposed by the Stock Exchanges, which may not allow transactions beyond specified increases or decreases in the price of our Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our circuit breakers is set by the Stock Exchanges based on the historical volatility in the price and trading volume of our Equity Shares.

This circuit breaker will limit the upward and downward movements in the price of our Equity Shares during the day. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

65. *Our Company cannot warrant that its securities will continue to be listed on the Stock Exchanges.*

Pursuant to the listing of our Company's securities on the Stock Exchanges, our Company shall be required to comply with certain regulations and/or guidelines as prescribed by SEBI and the Stock Exchanges. However, in the event that our Company fails to comply with any of the aforesaid regulations and/or guidelines, our Company cannot assure that its securities will continue to be listed on the Stock Exchanges.

66. *You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.*

Capital gains arising from the sale of the equity shares of our Company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the STT has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on



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which equity shares are transacted. Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and as a result of which no STT has been paid, will be subject to capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to capital gains tax in India. Capital gains arising from the sale of the equity shares of our Company will be exempt from taxation in India in cases where an exemption is provided under a treaty between India and the country of which the seller is a resident.

Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gain upon a sale of the Equity Shares.

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

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required.

Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require certain approvals. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

68. Our ability to raise foreign capital may be constrained by Indian law. The limitations on foreign debt may have a material adverse effect on our business, financial condition and results of operations and the price of our Equity Shares.

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financings 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, or at all. The limitations on foreign debt may have an adverse effect on our business, financial condition and results of operations and the price of our Equity Shares.

69. Volatility in the stock market may have an impact on the market price and trading of our Equity Shares.

Stock markets have experienced extreme volatility that has often been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our Equity Shares. There may be significant volatility in the market price of our Equity Shares.

If we are unable to operate profitably or as profitably as we have in the past, investors could sell our Equity Shares when it becomes apparent that the expectations of the market may not be realized, resulting in a decrease in the market price of our Equity Shares. There can be no assurance that an active trading market for our Equity Shares will 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

70. Our Company and investors resident outside India are subject to foreign investment restrictions under Indian law which may adversely affect our Company's operations and their ability to freely sell the Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers of equity shares from non-residents to residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of equity shares is not in compliance with such pricing guidelines or reporting requirements or fall under any of the specified exceptions, then the prior approval of the RBI will be required. In addition, shareholders who seek to convert the Rupee proceeds from a sale of equity shares in India into foreign currency and repatriate that foreign currency from India will require a no-objection or a tax clearance certificate from the income tax authority. Our Company cannot assure investors that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all. our Company may also be subject to restrictions relating to investment



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under the foreign direct investment policy of the Governments. Pursuant to the Consolidated FDI Policy Circular of 2015 with effect from May 12, 2015, foreign investment limit is allowed up to 100 per cent under automatic route in our Company, subject to appropriate approvals of the shareholders in general meeting. Currently, the foreign institutional investment (including investment by SEBI approved sub-accounts of FIIs) in our Company is limited to 24 per cent of the paid up equity share capital of our Company and investment by NRIs is limited upto 10% of the paid up equity capital of our Company, as we have not obtained the approvals of shareholders for a higher limit.

71. *Any future issuance of equity shares by us may dilute your shareholding and adversely affect the trading price of our Equity Shares.*

Any future issuance of equity shares by us including in primary offering or pursuant to a preferential allotment may dilute your shareholding in our Company, adversely affect the trading price of our equity shares and could impact our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares. Additionally, the disposal of Equity Shares by any of our major shareholders, any future issuance of equity shares by us or the perception that such issuance or sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that we will not issue equity shares or that such shareholders will not dispose of, pledge or encumber their equity shares in the future.

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

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

73. *Our Company's Equity Shares have never been publicly traded and the Issue may not result in an active or liquid market for our Equity Shares. Further, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Issue Price, or at all.*

Prior to the Issue, there has been no public market for our Company's Equity Shares. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after the Issue. The Issue Price of the Equity Shares is proposed to be determined through a book-building process and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India and volatility in the securities markets elsewhere in the world.

Prominent Notes:

Public Issue of up to [●]Equity Shares of Rs.10 each for cash at a price of Rs. [●] per Equity Share (including a share premium of Rs.[●]) of our Company aggregating up to Rs. 7,000 lacs. The Issue comprises of a Net Issue to the public of [●] Equity Shares and a reservation of [●] Equity Shares aggregating upto Rs.[●] for subscription by Eligible Employees. The Issue would constitute [●]% of our post issue paid up Equity Share capital and the Net Issue to the public would constitute [●]% of our post issue paid up Equity Share capital.

The Issue is being made in accordance with Regulation 26(2) of the SEBI (ICDR) Regulations through the Book Building Process wherein at least 75% of the Issue shall be Allotted on a proportionate basis to QIBs. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. If at least 75% of the Net Issue cannot be Allotted to QIBs, then the entire application money shall be refunded forthwith. Further, not more than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Net Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI (ICDR) Regulations, subject to valid Bids being received at or above the Issue Price.



BharatWire Ropes Limited

The average cost of acquisition of the Equity Shares by the corporate Promoter, Gaji Mercantile Private Limited, is Rs.41.57, The average cost of acquisition of the Equity Shares by our individual Promoters, Mr. Murarilal Mittal and Mrs. Usha Mittal is Rs.200, which has been calculated on the basis of the average of amounts paid by the Promoter to acquire the Equity Shares currently held by it.

Except as disclosed in the section “*Annexure 44- Related Party Disclosure*” beginning on page 247 of this Draft Red Herring Prospectus, there have been no transactions between our Company and its group companies during the last financial year including the nature and cumulative value of the transactions.

The net worth of our Company as on January 31, 2015 as per our Company’s audited and restated financial statements included in this Draft Red Herring Prospectus was Rs.7,031.50 lacs.

The net asset value per Equity Share as on January 31, 2015 Company’s audited and restated financial statements included in this Draft Red Herring Prospectus was Rs. 23.92 per share.

There has been no financing arrangement whereby the Promoter, the Directors and/ or 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 filing of the Draft Red Herring Prospectus with the RoC.

Except as stated in the section “*Annexure 44- Related Party Disclosure*” contained in the chapter titled “*Financial Statements*” beginning on page 196 of this Draft Red Herring Prospectus and to the extent of shareholding in our Company, no Group Company has any business or other interest in our Company.

The investors may contact any of the BRLMs who have submitted the due diligence certificate to SEBI, for any complaint pertaining to the Issue.

Our Company was originally incorporated as ‘Bharat Ropes Private Limited’ on July 24, 1986 under the Companies Act, 1956 vide Certificate of Incorporation No.40468 issued by the Registrar of Companies, at Mumbai. Subsequently, our Company became a Public Limited Company in the year 1992 and the name of our Company was changed to “Bharat Ropes Limited”. A fresh Certificate of Incorporation No. 11-40468 consequent to change of name as a result of conversion to a public limited company was issued on June 10, 1992 by the Registrar of Companies, Mumbai, Maharashtra. In 1996, the name of our Company was changed from “Bharat Ropes Limited” to “Bharat Wire Ropes Limited” and a fresh Certificate of Incorporation consequent to such change of name was issued on July 5, 1996 by the Registrar of Companies, Mumbai, Maharashtra.

Our Company and the BRLMs shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever.

Trading in Equity Shares of our Company for all investors shall be in dematerialised form only.

No part of the Issue proceeds will be paid as consideration to Promoters, Directors, Key Managerial Personnel or persons forming part of Promoter Group.



SECTION – III : INTRODUCTION

SUMMARY OF INDUSTRY

The following is a summary of the industry overview. This summary should be read in conjunction with, and is described with more detailed information in the chapter entitled ‘*Industry Overview*’ beginning on page 109 of this Draft Red Herring Prospectus.

The information in this section is derived from the “Report on Indian Steel & Wire Ropes Industry”, June 30, 2015 by Credit Analysis & Research Ltd. (the “CARE Report”). We commissioned the CARE Report for the purposes of confirming our understanding of the industry in connection with the Issue. Neither we, nor any of the Managers, nor any other person connected with the Issue has verified the information in the CARE Report. CARE Research, a division of Credit Analysis & Research Limited (“CARE”), has advised that while it has taken utmost care to ensure accuracy and objectivity while preparing the CARE Report, it does not guarantee the accuracy or completeness of the CARE Report or the information therein and is not responsible for any errors or omissions in analysis/inferences/views or for results obtained from the use of information contained in the CARE Report and especially states that CARE (including all divisions) has no financial liability whatsoever to the user of the CARE Report. Further, the CARE Report is not a recommendation to invest / disinvest in any company covered in the report. CARE Research operates independently of the ratings division and the CARE Report does not contain any confidential information obtained by the ratings division, which they may have obtained in the regular course of business. The opinion expressed in the CARE Report cannot be compared to the rating assigned to the Company within this industry by the ratings division. For purposes of this section, references to “FY” are to the fiscal year ended March 31, unless indicated otherwise.

Information in this document on the Steel Wire Rope market is from independent market research carried out by CARE and is not a recommendation towards or against making any investment decision.

Overview

Wire ropes are a value-added product, formed from wire rods, which falls in the long steel category of steel products. Over the years, with significant improvement in the strength of wire ropes manufactured, the usage of these wire ropes has significantly increased in various diverse applications.

DOMESTIC OUTLOOK

Domestic demand outlook

Registering a CAGR of about 8%, India has more than doubled its finished steel consumption from about 30 million tonnes in FY03 to 76 million tonnes in FY15. During the same period, finished steel production grew at a marginally slower pace as compared to the growth in demand, growing at a CAGR of about 7.7%. While the domestic steel industry has recorded a robust growth in the past, the current situation has seen a dramatic shift. In comparison to the steel demand CAGR of about 7.5% achieved during the period FY10-13, domestic steel demand grew at a modest CAGR of about 2% during FY 13-15. Nevertheless, the situation in the domestic market is akin to the global steel industry, which continues to remain highly volatile.

Although the domestic demand in FY15 increased at a higher growth rate of about 3%, when compared with the growth achieved during FY14 (0.83%), the demand growth in the domestic market continues to remain far lower than the growth achieved during the previous years. The slower growth achieved in demand was primarily on account of policy paralysis, which had its toll on the infrastructural activities in the domestic markets. Elevated inflationary and interest rate pressure for a prolonged period further had its impact on the automobile and the consumer durables industry, thereby affecting the steel off-take from these sectors.

Going ahead, CARE Research expects the domestic steel demand to grow at a CAGR of about 6.3% during the next three years (FY15 to FY18). Domestic demand is likely to grow from about 76 million tonnes in FY15 to about 92 million tonnes by FY18.

Finished steel demand outlook (Flats & Longs)

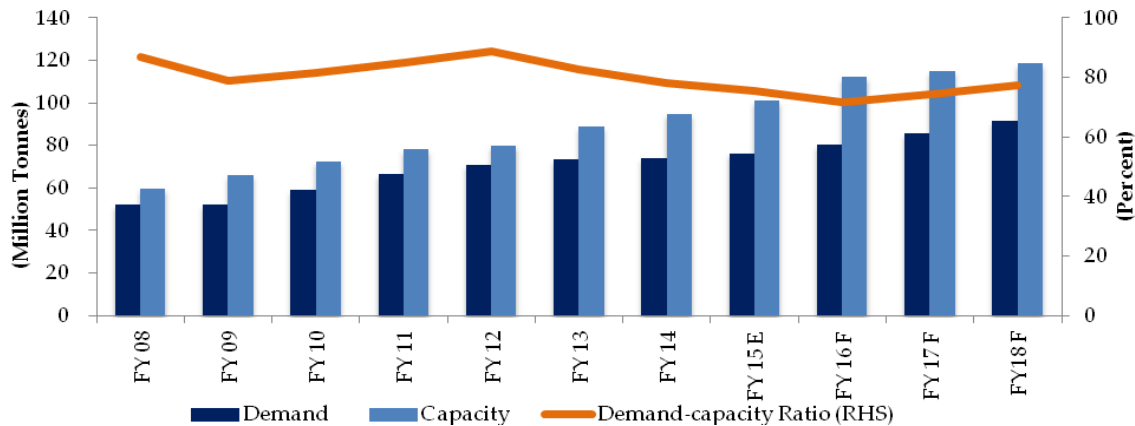
	CAGR (FY15-FY18)
Industrial Infra & Construction	5.7
Construction-Real Estate	5.3
Pipe Manufacturing	4.7
Engineering Units	7.3
Automobiles	7.1
Consumer Durables	7.3
Others	7.4

Source: CARE Research

Domestic demand-supply scenario

While the domestic steel demand is likely to increase at a CAGR of about 6.3% during the period FY15 to FY18, the domestic supply of the metal, during the same period is likely to increase at a similar growth rate. However, given a competitive edge over cheap imported steel products, domestic steel producers have an option to improve upon their operating rates and push the Indian steel industry in a surplus state. CARE expects India’s exports volumes to increase during the next 2-3 years while imports are expected to decline.

Inching towards a net exporter of finished steel



Source: CARE Research

E: Estimated, F:Forecasted

Steel Wire Ropes Industry

Wire ropes are a value-added product, formed from wire rods, which falls in the long steel category of steel products. Over the years, with significant improvement in the strength of wire ropes manufactured, the usage of these wire ropes has significantly increased in various diverse applications.

The value chain of the wire ropes industry covers manufacturing of wires through wire rods and further from wires to

strands and ultimately wire ropes are produced from strands. Those players, who are present across the value chain, gain an advantage over other players in the market. However, there are hardly any players in the Indian market, which are present throughout the value chain. The value chain of the wire ropes industry can be best understood with the graph shown below.



The major sectors that drive the demand for the wire-ropes industry includes the sectors such as Engineering & Construction, Oil & Gas, Mining and the Shipping & logistics industry. As per industry estimates, the engineering & construction segment accounts for more than 60% of the end-use consumption share of the wire ropes industry. This includes demand from elevator ropes, aerial haulage, structural systems, general engineering ropes etc. Further, the oil & gas industry accounts for a share of another 20% (demand from offshore activities), followed by the mining industry, which accounts for a share of about 10%. Within the oil & gas industry, while the offshore segment generates demand for the wires ropes industry, the anchoring and mooring activity also requires the usage of different types of wire ropes.

Infrastructure - Only policy actions can set infrastructure growth

As estimated by the planning commission, in order to achieve the government’s illusive target of attaining 9 per cent real GDP growth, investment required in the infrastructure sector should be equivalent to almost 10 per cent of the GDP growth. In 2006-07 real term prices, this translates into an investment to the tune of about more than Rs.40 lakh crores during the 12th Five Year Plan. For any government, achieving this mammoth investment is a difficult task.

Steel wire ropes demand is influenced by the growth in infrastructure sector

The construction, engineering and the capital goods sectors account for a share of more than 60% of the end-use consumption pattern of the steel wire ropes industry. Growth in these sectors is highly co-related to the growth in investment in the infrastructure activity of an economy. Wire ropes finds application in many of the engineering and construction related activities such as material handling, mining, ports and shipping, construction equipment (structurals and cranes), construction of bridges, elevators and escalators etc.

Mining sector set to improve

Mining activity is expected to grow in the range of around 6-7% during the next five years. Insatiable demand for metallic minerals which form almost 88% of the total value of the mineral production is expected to support the growth of the mining industry. Power sector which is facing a huge deficit will continue to drive the demand for coal. Growth in the industrial sector is expected to keep the demand of metallic minerals intact.

Oil & Gas and the shipping industry

Average annual global rig count for CY14 was 3,578 rigs as against 2,174 rigs in CY03, registering a CAGR of about 4.6 per cent during the period. During CY09, average annual rig count witnessed a sharp decline of about 30 per cent YoY, when the oil price had significantly declined to a US\$ 33 per barrel and E&P activities had become economically unviable.

The key risks associated with the real estate sector are primarily the cyclical nature of business, interest rate fluctuations and changes in government policies. Any reversal in the economic cycle or adverse movement of interest rates, adversely affects the demand in the real estate industry. Rise in prices of land in the recent past is also a cause of concern for the industry. With global economic recovery yet to take a decisive step forward, the performance of the industry too seems to have taken a hit with its continuous decline in operating margins. CARE Research expects the long-term prospects for the real-estate sector to remain healthier driven by the huge demand from the housing sector. However, in the short-run, housing demand is expected to remain subdued given the inflationary pressures and high property prices. Currently, the industry is battling with the double-edge sword of high cost of capital and subdued demand. Going ahead, CARE Research expects the industry to grow at a CAGR of about 5-6 % during the next five years.



BharatWire Ropes Limited

Automobiles - More vehicles on road

With the domestic automobile industry coming back on track, CARE Research estimates the industry to grow at a CAGR of about 7% during the next three years. While the short-term scenario appears to be highly jittery for the industry as persistence of economic uncertainty will continue to keep growth levels in check, nevertheless, over the medium to long-term period, CARE Research believes refurbishment of the economic buoyancy, increasing per capita income and low penetration is likely to drive the demand going forward.

Domestic wires import-export trend

According to various industry estimates, India continues to remain a net importer of steel wires over the past several years. Owing to healthy domestic demand, net imports of steel wires into India have remained firm.

CARE Research tried to analyse the import-export trend of the domestic wires industry (2nd in the value chain) through which wire ropes are manufactured. The export-import data for wires indicated that India continues to remain a net importer of wires for the last seven years in a row ending FY14. In analyzing the import-exports trend, CARE Research also analysed the per unit realization of the exports and imports of wires in the domestic market. The table below indicates the export-import trend of the Indian wires industry.

Wires: Import Export trend and realizations						
(000' Tonnes)	Exports	Imports	Net Exports		Rs/Tonne (Exports)	Rs/Tonne (Imports)
2001-02	49.7	9.1	40.6		19,855	40,978
2002-03	60.5	14	46.5		22,856	35,407
2003-04	54.7	16.4	38.3		22,956	43,250
2004-05	49.8	20.9	28.9		35,434	51,139
2005-06	41.1	34.9	6.2		38,333	47,272
2006-07	43.7	53.6	-9.9		37,295	41,787
2007-08	29.6	82.6	-53		39,149	40,424
2008-09	27.1	82.3	-55.2		58,554	56,601
2009-10	20.4	96.8	-76.4		46,088	43,916
2010-11	30.1	120.3	-90.2		44,076	52,594
2011-12	32.2	112.5	-80.3		48,174	60,747
2012-13	26.1	136.6	-110.5		60,900	62,389
2013-14	35.1	105.1	-70		60,068	68,835

Source: CMIE and CARE Research



BharatWire Ropes Limited

SUMMARY OF OUR BUSINESS

The following information is qualified in its entirety by, and should be read in conjunction with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the sections “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 17 and page 260 respectively, of this Draft Red Herring Prospectus.

OVERVIEW

We are a wire rope and wires manufacturing company established in the year 1986. We are engaged in manufacturing and sales of wire ropes, structural strands, slings and wires which find its application in in general engineering, fishing, elevators, cranes, material handling, power transmission, suspension bridges, onshore / offshore oil exploration, ports and shipping, mining, defence, railways etc. We are also engaged in the business of trading of the steel related products.

Our Company was originally promoted by the Shah Group and in the year 2010, 106,75,490 Equity Shares were purchased by one of our current promoters - Gaji Mercantile Private Limited under SPA dated June 30, 2010. For further details, please see chapter titled ‘*History and Certain Corporate Matters*’ beginning on page 154 of this Draft Red Herring Prospectus.

Our existing steel wire ropes manufacturing facility with an installed capacity of 12,000 MTPA is located at Atgaon, We also have a Pyrolysis plant with an installed capacity of 1,260 MTPA at Chalisgaon, Maharashtra for production of oil, which is used as fuel in our current manufacturing process.

We are proposing to further enhance our capacity to manufacture wire ropes, structural strands and slings by setting up a fully integrated manufacturing facility with an installed capacity of 66,000 MTPA at Chalisgaon, Maharashtra.

We are an ISO 9001:2008 certified company by the British Standards Institution (“BSI”) for the manufacture and supply of steel wire ropes, stainless steel wire ropes, non-ferrous wire ropes, slings, relevant conductors, wire for specialised applications and rope fittings in domestic and international market. Our existing setup in Atgaon is accredited with Bureau of Indian Standards (“BIS”), ISO 9001:2008 and have obtained BIS Licenses for IS:2266, IS:4521, IS:1856, IS:1855, IS:2581, IS:9282. We also hold product approvals from RDSO, CORE, DGMS, PGCIL, IRS etc. for various ropes and wire products.

As per our Restated Financials, our total revenue for financial year 2012, financial year 2013 and financial year 2014 was Rs. 7,702.26 lacs, Rs. 7439.73 lacs and Rs. 8,229.48 lacs, respectively. Our EBITDA for financial year 2012, financial year 2013 and financial year 2014 was Rs. 881.76 lacs, Rs. 924.24 lacs and Rs. 897.13 lacs, respectively. Our profit after tax for financial year 2012, financial year 2013 and financial year 2014 was Rs. 214.08 lacs, Rs. 147.54 lacs and Rs. 150.34 lacs respectively. For the ten month period ended January 31, 2015, our net sales amounted to Rs. 6,784.38 lacs, our EBITDA was Rs 789.35 lacs and our profit after tax was Rs. 170.29 lacs.

OUR COMPETITIVE STRENGTHS

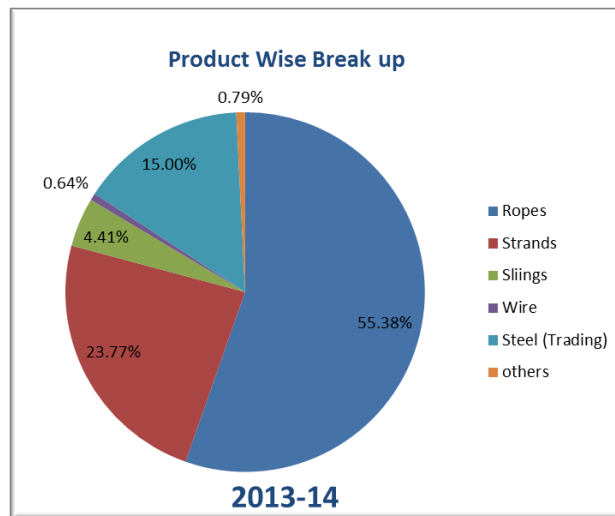
Experienced Management Team

Our Board consists of both executive and independent directors who having experience in various fields of business. Their combined experience has enabled us to identify business opportunities and achieve execution efficiency. We have a team of key personnel consisting of persons qualified in their respective fields who handle the day to day affairs of our Company under the supervision of our Directors. The rich experience of our management and their understanding of our Company has been instrumental in building a sustainable business model and in supporting our Company’s operations. For further details see chapter titled ‘*Our Management*’ beginning on page 160 of this Draft Red Herring Prospectus.

Diversified Product Mix



Our Company manufactures wire ropes for various major sectors including but not limited to general engineering, fishing, elevators, cranes, material handling, power transmission, suspension bridges, onshore / offshore oil exploration, ports and shipping, mining, defense, railways etc. We believe that our ability to cater a wider customer base on account of our diversified product offering has enabled us to provide customization options to our valued customers. To further strengthen our product mix, we have made efforts to focus on niche sectors for providing wire ropes such as non-rotating ropes, suspension bridge ropes. Our ability to provide a mix of high-value niche products along with being active in the volume segments, has helped in balancing our revenues. With the proposed capacity expansion by way of setting up of the Proposed Project, our Company envisages the strengthening of its ability to provide value-added products having a greater range as well as capture a larger customer base with such increased range.

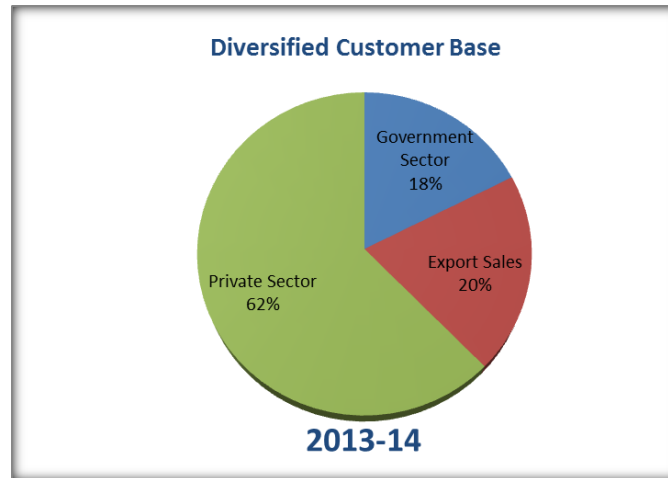


Established Player in the Indian Wire Rope Industry

Our Company has around 29 years’ of experience in wire rope business with an established client base which helps in continued business. We believe our strength lies in providing quality deliverables which enables us to withstand competition and develop long lasting relations with our customers and to secure repeated orders from our customers. Owing to our timeliness and consistency in product quality as well as industry expertise, our Company has been awarded rate contracts by certain customers. This has helped us nurture long-term relationships with our customers.

Diversified client base

We have a well-diversified customer base of more than 600 large and medium size customers all over India including Original Equipment Manufacturers covering various types of industries including oil & gas, mining, fishing, ports & marine, elevator, power transmission, railways, construction, infrastructure, defense, crane manufacturers, etc. We receive repeat orders from approximately 30% of our customers. We believe that the diversified customer base has helped us reduce the intensity of any significant single industry’s contribution in our revenues.



Pan-India Customer Base

Our products are utilized in various parts of the country

The application of our products in various fields including but not limited to the sectors below:

Sr.No.	Industry/Sector	Application	Clientele
	Oil & Gas	Offshore exploration drilling rigs, offshore winches, offshore cranes, land based exploration drilling rigs, oil & gas well servicing.	Oil and Natural Gas Corporation Limited , The Great Eastern Shipping Company Limited, GOL Offshore Limited, Aban Offshore Limited, Sundowner Offshore International. Arcadia Shipping.
	Mining	Hoist ropes, balance ropes, haulage, guide & rubbing, rope driven conveyor, dragline drag & hoist, shovel hoist.	Coal India & Subsidiaries, Hindustan Zinc Ltd, Hindustan Copper Limited, National Aluminium Company Limited, Neyveli Lignite, Singareni Collieries. Andhra Pradesh Heavy Machineries & Engineering Limited, Maheshwari Mining. Shutterlock (Pty) Ltd,
	Structural Ropes	Suspension bridge ropes, roof structure ropes, architectural footbridge ropes, glass walls, mast stays and towers.	Construction Catalysers Pvt Ltd, Cable line building metallic construction industries, Dolidar, Helvetas Nepal, kerala electrical and allied engineering company Limited, Mister Shade ME UAE.
	Cranes	Telescopic mobile cranes, mobile lattice boom crane ropes, tower crane ropes, offshore crane ropes, dockside crane ropes, mobile harbour crane ropes, floating crane ropes, ship lift ropes, ship to shore container crane rope, bulk unloader crane ropes, container handling crane ropes, overhead hoist/gantry crane ropes, ladle crane ropes, piling crane ropes, winches. , non-rotating rope.	Demag Cranes & Components (I) Private Limited, WMI Kone cranes India Ltd, Tata Steel Limited, Bhushan Steel Limited, Anupam Industries Limited, Mukand Limited, Gammon India Limited, Bharat Oman Refineries Limited, Furnace & Foundary Equipment Company.
	Marine, Ports & Fishing,	Trawl wraps, purse wires, harbour, escort & ocean towing, ship mooring. ship crane ropes,	Shipping Corporation of India Ltd., Nu Quip (Kzn) (Pty) Limited South Africa, , Kolkata



BharatWire Ropes Limited

			Port Trust, Chennai Port Trust, Cochin Port Trust, Mazgaon Dock Limited, Mumbai Port Trust, Garden Reach Ship Builder, Mormugaon Port Trust, Dredging Corporation of India, Tuticorin Port Trust, M Pallonji, Yojaka (India) Private Limited,
	Elevator	Governor rope, hoist rope.	Kone Elevators India Private Limited, Eskay Elevators (India) Private Limited, Mashiba Elevators India Private Limited, Kazi Elevator Company, Impel Elemech Company, City Lifts (India) Limited.
	Power Transmission	Earth wire strand, guy wire, messenger cable, counterpoise earthing.	Tata Projects Limited, Kalpataru Power Transmission Limited, KEC International Limited, Gammon India Limited, Larsen & Toubro Limited, EMI Transmission Limited, International Transmission Limited, Aummi Transmission Industry (P) Limited, Jyoti Structures Limited, Gayatri Projects Limited, Torrent Power Limited. All Major Electrical State Boards, Power Grid Corporation of India Ltd.
	Railways	Railway electrification Strands, stainless steel wire ropes, traction bond, traction mast, aluminium spider conductor, signalling strand.	KEC International Limited, Indian Railways, Larsen & Toubro Limited, Tata Projects Ltd, Era Infra Engineering Ltd.
	Transportation	Aerial transportation of materials, passenger ropeways.	Maharashtra State Power Generation Co. Ltd, South Eastern Coalfields Limited
	Construction Sector	Piling rope, non-rotating rope, arrestor barrier rope.	J. Kumar Infraprojects Limited, Kamar Infrastructure Private Limited, Gammon, Jyoti Structures, Larson & Toubro, Jhon Galt.

Global Reach

Our presence in the global market has been rapidly increasing to include countries such as USA, Germany, Spain, Qatar, Egypt, UAE, South Africa, Australia, Nepal, Uganda, Singapore, Mauritius and Oman.



BUSINESS STRATEGY

Expansion of our presence in the domestic markets

Our Company seeks to expand and enhance our presence in our existing business segments by identifying markets where we can provide cost effective, technically advanced products to our clients. Our Company plans to cater to various customers from different geographical locations by following the direct market route for larger consumers and by utilizing zone-wise local distributors to serve the wide customer segment. Our Company plans to create awareness about our capabilities, our products and their quality by advertising in the relevant print media, participation in industrial trade exhibition and presentations to large scale customers. We will also focus on conducting technical workshops, seminars for customers/large scale end users to enhance their knowledge of rope applications and technical characteristics of ropes. Our Company proposes to set-up branch offices in major cities where our major end-users are based to provide greater client-interfacing. For the purpose of catering to a large customer base, we propose to increase our distribution network by identifying and appointing dealers across all major cities. Further, our Company aims to procure product approvals/registrations from/with all major engineering consultants and equipment suppliers. Our Company would also aim to build-up our sales force which will enable us to effectively market our products. In this regard, our Company will make efforts for formation of a core marketing and technical team for customer development, brand building and continuous market survey and establishment of an after sale service team for customer feed-back and customer satisfaction and attending customer complaints.

Focus on development of international markets for our products

We plan to enhance our presence in the international market by introducing a wider range of products that adhere to international standards. Our initial approach will be of offering products at competitive prices and then eventually offering high quality products at premium prices

We serve the South African and African and the Middle Eastern markets through some of the local wire rope dealers. With increase in product range and improved quality of the products, we propose to make them the exclusive dealers of our Company and thereby enhancing the range of products provided to such exclusive dealers which will include mining, port, forestry, oil and gas, structural strands / ropes and other general engineering ropes.



BharatWire Ropes Limited

Our other target markets are USA, Canada, Brazil, South-East Asia, South Africa, Singapore, Middle East, Russia, Africa, Europe and Australia. Our Company proposes to create a separate marketing team at our Head Office to co-ordinate with our local representatives, to be appointed, in all major strategic locations in the international markets in which we intend to sell our products

For servicing the South East Asian countries, Australia and Vietnam, we propose to set up a ware house and sales office in Singapore, which owing to its infrastructure facilities in respect of ports, would serve as a suitable export hub. We also intend to enter the Russian and European markets by establishing a network of dealers.

We propose to set up a stocking point in Houston or Louisiana either on our own or through a franchising model to cater to the oil and gas, mining, shipping, port, elevator, cranes and general material handling ropes segments of rope consumers in the USA, Brazil and Canada to instantly service the customer requirements. Further, we propose to tie-up with various oil rigging shops to bid for rope and slings contracts. We will also focus on establishing relationships with drilling contractors and oil companies by inviting them for technical evaluation of our plant, demonstrating our capabilities in terms of quality, process, equipment, testing facilities, safety and health standards for procuring orders for oil offshore ropes.

We believe that our strategy in focusing both, on further developing our existing markets and expanding into new markets with high growth potential will enable us to effectively capture growth opportunities in different parts of the world, broaden our revenue base and reduce risks of volatility of market conditions and price fluctuations which may result from concentrating our resources in any particular geographical region.

Strengthening of product portfolio and developing capabilities to manufacture a wider range of products

It is our endeavor to constantly improve quality of wire ropes as well as increase the range of wire ropes to cater to our customers' requirements both within our own product framework. This will enhance visibility of our brand and have a substantial increase in our profitability in future. At our Proposed Project, we intend to manufacture wires independently, thereby eliminating our dependency on the limited types of wires available in the market and enabling us to manufacture and offer an increased range of wire rope products, including but not limited to marketing high performance crane ropes for ports, large diameter spiral strands for structures and bridges, elevator ropes, high performance mining ropes, long-life-cycle fishing ropes, onshore and offshore ropes and special ropes for construction sector. Our product range will cover all types of ropes from 6 mm to 125mm, tensile grade upto 2160, plasticated, compacted, galvanised and black.

Meeting Quality Standards and developing customer focus

Our driving force has always been the quality of our products, as the same would enable us for long standing relationship with our customers. Our technically qualified persons are determined to achieve the objective of zero defects and zero rejection. To complement the efforts of our technical team, our Proposed Project will be equipped with testing facilities to ensure that all our products are thoroughly tested prior to dispatch from our factory. Our testing and development laboratory will play an integral role in making improvements in design and quality of our products and development of special products. We believe these high quality tools will achieve the various technical parameters for physical and chemical properties of different types and sizes of wire rope products. Further, we propose to enhance our efficiency by introducing advanced machinery and reducing our dependency on manual labour thereby capitalizing our method of production. For servicing our growing need for a standard grade of wire rods, we propose to establish formal tie-ups under rate contracts with reputed wire rod manufacturers. This will enable us to achieve our aim of providing quality products on a continuous basis.



SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial statements derived from our restated audited financial statements for and as of fiscals 2014, 2013, 2012, 2011 and the Ten month period ended January 31, 2015. These financial statements have been prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations and are presented in “Financial Statements” beginning on page 196 of this Draft Red Herring Prospectus. The summary financial statements presented below should be read in conjunction with our restated financial statements, the notes and annexures thereto and “Management’s Discussion and Analysis of Financial Condition and Results of Operations of our Company” beginning on page 260 of this Draft Red Herring Prospectus.

RESTATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

Annexure - 1: Summary Statement of Assets and Liabilities, as Restated

(Rupees in Lacs)

Particulars	Annexure	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
EQUITY AND LIABILITIES							
I Shareholder's funds							
(a) Share capital	8	2,939.67	2,939.67	2,939.67	2,939.67	1,255.94	1,255.94
(b) Reserve and surplus	9	4,139.83	3,975.04	3,824.69	3,677.15	1,147.31	969.82
II Non-current liabilities							
(a) Long-term borrowings	10	-	166.67	787.91	948.22	463.66	-
(b) Deferred tax liability (Net)	11	476.64	438.34	368.27	301.97	256.59	246.65
(c) Other Long term liabilities	12	1,949.73	1,857.68	1,861.57	1,845.07	1,673.71	1,472.46
(d) Long-Term provision	13	63.27	44.26	30.85	28.26	25.92	-
III Current liabilities							
(a) Short-term borrowings	14	1,929.44	1,925.77	2,140.74	2,695.03	2,616.61	1,054.21
(b) Trade Payables	15	1,796.92	1,808.96	1,757.55	958.06	2,600.20	2,047.99
(c) Other Current liabilities	16	1,128.57	1,031.59	917.40	753.55	210.13	36.48
(d) Short-Term provision	17	13.64	7.65	22.51	132.98	176.31	58.84
Total Equity and Liabilities		14,437.70	14,195.62	14,651.17	14,279.97	10,426.38	7,142.40



BharatWire Ropes Limited

(I+II+III)							
ASSETS							
IV Non-current assets							
(a) Fixed assets							
Tangible Assets	18	6,594.86	6,724.51	6,786.96	6,062.13	2,151.36	1,776.84
Intangible Assets	18	20.45	-	-	-	-	-
Capital work-in-progress	19	1,052.65	785.99	492.91	702.48	28.05	-
(b) Long-term loans and advances	20	54.43	64.45	100.72	90.80	35.31	15.56
V Current Assets							
(a) Current investments	21	-	-	83.60	-	-	-
(b) Inventories	22	3,699.26	3,704.85	3,493.55	2,877.87	4,149.32	1,873.57
(c) Trade receivables	23	2,392.24	2,232.86	2,056.46	2,203.14	2,517.93	2,576.49
(d) Cash and Cash Equivalents	24	190.36	185.90	840.13	1,257.73	352.29	81.44
(e) Short-Term loans and advances	25	32.79	87.97	160.47	325.88	169.11	61.17
(f) Other current assets	26	400.66	409.08	636.37	759.93	1,022.98	757.33
Total Assets (IV+V)		14,437.70	14,195.62	14,651.17	14,279.97	10,426.38	7,142.40

Annexure - 2: Summary Statement of Profit and Loss, as Restated

(Rupees in Lacs)

Particulars	Annexure	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
A Income							
i Revenue from Operations	27	6,784.38	8,223.36	7,340.50	7,702.26	7,697.32	9,012.94
ii Other Income	28	-	6.12	99.22	-	2.19	184.13
Total Revenue		6,784.38	8,229.48	7,439.73	7,702.26	7,699.51	9,197.08
B Expenses							
i Cost of material Consumed	29	3,386.60	4,418.60	4,025.29	4,328.15	7,046.46	7,082.56
ii Purchase of traded goods	30	1,311.52	1,313.62	1,454.67	144.40	-	-
iii Changes in inventories of finished goods, and stock-in-	31	(24.92)	2.67	(549.39)	750.38	(1,703.46)	(334.30)



BharatWire Ropes Limited

trade							
iv Employee Benefits Expenses	32	730.34	832.25	755.29	663.40	436.91	264.67
v Finance Cost	33	316.38	414.48	489.69	427.70	251.78	152.46
vi Depreciation and amortization expense	18	204.74	239.80	217.98	152.80	111.20	111.63
vii Other expenses	34	591.50	765.22	829.62	934.18	1,294.95	1,312.74
Total Expenses		6,516.16	7,986.63	7,223.16	7,401.00	7,437.85	8,589.75
C Profit Before Extraordinary Items and Tax (A-B)		268.23	242.85	216.57	301.27	261.67	607.33
D Extraordinary Items	35	-	-	-	-	-	199.51
E Profit Before Tax For The Year / Period (C-D)		268.23	242.85	216.57	301.27	261.67	407.82
F Tax Expense							
i Current tax		53.67	50.34	46.06	60.93	55.35	104.81
ii Less: MAT Credit entitlement		-	(27.91)	(43.33)	(19.12)	-	(104.81)
iii Add: MAT Credit utilized		5.98	-	-	-	18.89	-
iv Deferred tax		38.29	70.08	66.30	45.38	9.94	197.12
Total Tax Expense		97.94	92.51	69.03	87.18	84.17	197.12
G Profit for the year		170.29	150.34	147.54	214.08	177.49	210.70
H Earning per share (RS.)	36						
Basic		0.58	0.51	0.50	1.66	1.41	1.68
Diluted		0.58	0.51	0.50	1.66	1.41	1.68

Annexure - 3: Summary of Cash Flow Statement, as Restated

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
A Cash Flow From Operating Activities						
Net Profit Before Taxation	268.23	242.85	216.57	301.27	261.67	607.33
Adjustments for:-						
Add: Finance Cost	316.38	414.48	489.69	427.70	251.78	152.46



BharatWire Ropes Limited

Add: (Profit)/Loss on sale of Fixed Assets	-	(0.16)	4.68	11.15	0.28	-
Add: Depreciation and amortization	204.74	239.80	217.98	152.80	111.20	111.63
Operating profit before working						
Capital Changes						
Adjustments for:-						
(Increase)/Decrease in Inventories	5.58	(211.29)	(615.69)	1,271.46	(2,275.76)	(1,143.99)
(Increase)/Decrease in Loans and Advances	65.20	108.76	155.50	(212.27)	(127.69)	277.44
(Increase)/Decrease in Trade receivables	(159.38)	(176.40)	146.68	314.79	58.56	(32.14)
(Increase)/Decrease in other current assets	8.42	227.29	123.56	263.05	(265.66)	(327.43)
Increase/(Decrease) in provision	25.00	(1.45)	(107.88)	(40.99)	143.39	(9.58)
Increase/(Decrease) in Other Long term liabilities	-	-	-	171.36	201.25	-
Increase/(Decrease) in Trade payables	(12.03)	51.41	799.49	(1,642.14)	552.21	(532.49)
Increase/(Decrease) in Current liabilities	96.99	114.18	163.85	543.42	173.65	-
Cash Generated from operations	819.13	1,009.46	1,594.44	1,561.60	(915.12)	(896.77)
Finance cost paid						
Direct tax paid	(59.64)	(22.43)	(2.73)	(41.81)	(74.24)	-
Net Cash from operating activities	759.48	987.04	1,591.72	1,519.80	(989.36)	(896.77)
B Cash Flow From Investing Activities						
Purchases of Fixed Assets	(95.53)	(178.76)	(948.56)	(4,113.22)	(491.77)	(79.26)
Sale of Fixed Assets	-	1.56	1.07	38.52	5.77	8.99
(Increase)/Decrease in capital work in progress	(266.67)	(293.08)	209.57	(674.43)	(28.05)	-
Investment in Bonds	-	83.60	(83.60)	-	-	0.33
Net Cash from Investing Activities	(362.20)	(386.68)	(821.53)	(4,749.13)	(514.06)	(69.94)
C Cash From Financing Activities						
Proceeds from issue of equity shares	-	-	-	1,683.73	-	-
Security Premium Recd on Issue of Share	-	-	-	2,315.76	-	-
Interest and finance charges paid	(316.38)	(414.48)	(489.69)	(427.70)	(251.78)	(152.46)
Proceeds/(Repayment) of long term and other borrowings	(70.95)	(840.11)	(698.10)	562.99	2,026.06	1,043.45
IPO Expenses	(5.50)	-	-	-	-	-
Net Cash from Financing Activities	(392.83)	(1,254.59)	(1,187.79)	4,134.77	1,774.27	891.00



BharatWire Ropes Limited

Net Increase In Cash And Cash	4.45	(654.23)	(417.60)	905.44	270.86	(75.72)
Equivalents (A+B+C)						
Cash And Cash Cash Equivalents At The Beginning of The Period	185.90	840.13	1,257.73	352.29	81.44	157.16
Cash And Cash Cash Equivalents At The End of The Period	190.36	185.90	840.13	1,257.73	352.29	81.44
Components of Cash and Cash						
Equivalents at the end of the period						
Current Account with Banks	7.17	14.10	657.35	109.46	16.57	0.42
Cash on hand	15.34	7.57	1.01	1.72	1.40	0.57
Deposit with original maturity of less than 3 months	-	-	-	1,000.00	3.16	3.16
Deposit with original maturity of less than 12 months	31.41	0.25	0.25	0.25	0.25	0.25
Margin Money Deposit(Secured against Bank Guarantees/Letter of Credit)	136.44	163.98	181.53	146.31	330.91	77.04
Total	190.36	185.90	840.13	1,257.73	352.29	81.44



THE ISSUE

Particulars	Number of Equity Shares
Public Issue of	[●] Equity Shares aggregating up to Rs. 7,000 lacs
<i>Of Which</i>	
Employee Reservation Portion	[●] Equity Shares
<i>Therefore,</i>	
Net Issue of Equity Shares to Public*	[●] Equity Shares
<i>Of which</i>	
A) QIB Portion***	[●] Equity Shares
<i>Of which:</i>	
Available for allocation to Mutual Funds only (5% of the QIB Portion)	[●] Equity Shares
Balance for all QIBs including Mutual Funds	[●] Equity Shares
B) Non-Institutional Portion**	Not more than [●] Equity Shares
C) Retail Portion**	Not more than [●] Equity Shares
Equity Shares outstanding prior to the Issue	2,93,96,693 Equity Shares
Equity Shares outstanding after the Issue	[●] Equity Shares
Use of Net Proceeds	Kindly refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 83 of this Draft Red Herring Prospectus for information about the use of the Net Proceeds.

Notes:

Allocation to all categories if any shall be made on a proportionate basis subject to valid Bids received at or above the Issue Price.

** Any under-subscription in the Employee Reservation Portion will be added to the Net Issue. In the event of undersubscription in the Net Issue, spill over to the extent of under-subscription will be permitted from the Employee Reservation Portion. Subject to valid Bids being received at or above the Issue Price, any under-subscription in any category will be allowed to be met with spill-over from other categories or a combination of categories, at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchanges.*

***In case of under-subscription in the Issue in the Non-Institutional Portion and/or the Retail Portion, spillover to the extent of under- subscription shall be permitted from other categories or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchanges. Such inter-se spillover, if any, would be effectuated in accordance with applicable laws, rules, regulations and guidelines.*

**** In case of inadequate demands from the mutual funds, the Equity shares will be made available to the QIBs other than the mutual funds. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.*

The present issue has been authorized pursuant to a resolution of our Board dated September 4, 2014 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 October 8, 2014.

For further details regarding the Issue Structure and Procedure, kindly refer to the chapters titled “*Issue Structure*” and “*Issue Procedure*” beginning on pages 309 and 316, respectively of this Draft Red Herring Prospectus.



BharatWire Ropes Limited

GENERAL INFORMATION

Our Company was originally incorporated on July 24, 1986, as “Bharat Ropes Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Mumbai. Subsequently, our Company was converted into a Public Limited Company on May 2, 1992, and the name of our Company was changed to “Bharat Ropes Limited” vide a fresh Certificate of Incorporation dated June 10, 1992, issued by the Registrar of Companies, Mumbai. Thereafter, the name of our Company was changed to “Bharat Wire Ropes Limited” vide a fresh Certificate of Incorporation dated July 5, 1996, issued by the Registrar of Companies, Mumbai.

For further details, please see chapter titled ‘History and Certain Corporate Matters’ beginning on page 154 of the Draft Red Herring Prospectus.

Registered Office:

Plot No. 1&4, Atgaon Industrial Complex,
Mumbai – Nasik Highway,
Atgaon – East,
Taluka- Shahpur,
District – Thane – 421 601,
Maharashtra, India.
Tel No.: +91 2527 240123 / 124 / 197
Fax No.: +91 2527 240196

For details relating to changes to our Registered Office, see paragraph titled ‘Changes in Registered Office’ beginning on page 155 of chapter titled ‘History and Certain Corporate Matters’ of the Draft Red Herring Prospectus.

Corporate Office:

701, A Wing, Trade World,
Kamla City, Senapati Bapat Marg,
Lower Parel –West,
Mumbai – 400 013,
Maharashtra, India.
Tel. No.: +91 22 66824600
Fax No.: +91 22 24955477
E-mail id: investors@bharatwireropes.com
Website: www.bharatwireropes.com
Registration No.: 040468
Corporate Identification No.: U27200MH1986PLC040468

Registrar of Companies:

Registrar of Companies, Mumbai
Everest Building,
100, Marine Drive,
Mumbai - 400 002,
Maharashtra, India.



BharatWire Ropes Limited

Board of Directors of our Company:

The Board of Directors of our Company consists of:

Name	Designation	Address	DIN
Mr. Supratik Chatterjee	Chairman and Non-Executive Independent Director	Flat No. 303, Bandari Residency, Umanagar, Begumpet, Hyderabad - 500016, Andhra Pradesh, India.	06934992
Mr. Murarilal Ramsukh Mittal	Managing Director	1601, Marathon Heights, Jai Bharat Oil Mills Compound, P. B. Marg, Mumbai - 400013, Maharashtra, India.	00010689
Mr. Sumit Kumar Modak	Whole Time Director	GD - 284, Sector 3, Salt Lake City, Bidhan Nagar, Kolkata - 700091, West Bengal, India.	00983527
Mr. Sushil Radheyshyam Sharda	Whole Time Director	F-302, Sterling Court, Maheshwari Nagar, Marol, MIDC Road, Andheri (East), Mumbai - 400093, Maharashtra, India.	03117481
Mr. Venkateswararao Kandikuppa	Whole Time Director	Monarch Building No. 4, Flat No. 1701, Regency Heights, Near Brahmmand Phase- 1, Azad Nagar, Thane, Maharashtra - 400607	06456698
Mr. Anthony Reginald D'Souza	Non-Executive Independent Director	Flat No. 1501 - E Wing, Ashok Garden, Tokershey Jivraj Road, Sewri - West, Mumbai- 400015, Maharashtra, India.	06707269
Mr. Asit Pal	Non-Executive Independent Director	2104, Grandeur Tower, Vasant Marvel Complex, Borivali (East), Mumbai- 400066, Maharashtra India	00742391
Ms. Ruhi Mittal	Non-Executive Non-Independent Director	14-1518, Ward No. 11, Old Anaj Mandi, Jagadhari, Yamunanagar, Haryana, India- 135003	07159227

For further details of the Directors of our Company, please refer to the chapter titled “Our Management” beginning on page 160 of this Draft Red Herring Prospectus.

Company Secretary and Compliance Officer:

Mr. Shailesh Rakhasiya
 701, A Wing, Trade World,
 Kamla City, Senapati Bapat Marg,
 Lower Parel –West,
 Mumbai – 400 013,
 Maharashtra, India.
 Tel. No.: +91 22 66824600
 Fax No.: +91 22 24955477
 E-mail id: compliance@bharatwireropes.com

Note: Bidders can contact the Compliance Officer and/or the Registrar to the Issue and/ or the BRLMs to the Issue in case of any pre-Issue or post-Issue related matters such as non-receipt of letter of Allotment, credit of allotted securities in respective beneficiary account or dispatch of refund orders, etc.

All grievances relating to the non-ASBA process must be addressed to the Registrar to the Issue quoting the full name of the sole or first Bidder, Bid cum Application Form number, Bidders’ DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the Syndicate Member or the Registered Broker where the Bid was submitted and cheque or draft number and issuing bank thereof.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant SCSB, or the Syndicate Members to whom the Bid was submitted (at ASBA Bidding Locations), or the Registered Broker



BharatWire Ropes Limited

if the Bid was submitted to a Registered Broker at any of the Broker Centres, as the case may be; giving full details such as full name, address of the applicant, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, date of Bid cum Application Form, Bid Amount blocked, ASBA Account number and the Designated Branch of the relevant SCSB or details of the Syndicate / Sub-syndicate Members to whom the bid was submitted (at ASBA Bidding Locations) or the Registered Broker, as the case may be, where the ASBA Application Form was submitted by the ASBA Applicant.

Further, with respect to the Bid cum Application Forms submitted with the Registered Brokers, the investor shall also enclose the acknowledgment from the Registered Broker, in addition to the documents/information mentioned hereinabove.

Chief Financial Officer

Mr. Rakesh Kumar Jain
701, A Wing, Trade World,
Kamla City, Senapati Bapat Marg,
Lower Parel –West,
Mumbai – 400 013,
Maharashtra, India
Tel. No.: +91 22 66824600
Fax No.: +91 22 24955477
Email: rk.jain@bharatewireropes.com

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

Book Running Lead Managers	
<p>Intensive Fiscal Private Limited 914, 9th Floor, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai - 400 021, Maharashtra, India Tel No.: +91 - 22 - 22870443/44/45 Fax No.: +91 - 22 - 22870446 Email: bwrl.ipo@intensivefiscal.com Investor Grievance Email: ipo@intensivefiscal.com Website: www.intensivefiscal.com Contact Person: Mr. Harish Khajanchi/ Mr. Mudit Kankariya SEBI Registration No.: INM000011112 Corporate Identification No.: U65920MH1997PTC107272</p>	<p>BOB Capital Markets Limited 3rd Floor, South Wing, UTI Tower, Gn Block, Bandra Kurla Complex, Bandra East, Mumbai 400 051, Maharashtra, India Tel: +91 22 6138 9300 Fax: +91 22 6671 8535 E-mail: bwrl.ipo@bobcaps.in Investor Grievance: investorgrievance@bobcaps.in Website: www.bobcaps.in Contact person: Ms. Nivedika Chavan/Ms Aarti Rathi SEBI Registration No.: INM000009926 Corporate Identification No.: U65999MH1996GOI098009</p>
Legal Advisor to the Issue	Statutory Auditors of the Company
<p>M/s. Kanga & Co. (Advocates & Solicitors) Readymoney Mansion, 43, Veer Nariman Road, Mumbai - 400001, Maharashtra, India Tel No.: +91 - 22 - 6623 0000 / 6633 2288 Fax No.: +91 - 22 - 6633 9656 / 57 Email: chetan.thakkar@kangacompany.com Website: www.kangacompany.com Contact Person: Mr. Chetan Thakkar</p>	<p>M/s. Sureka Associates Chartered Accountants 45 C, Mandhana Manor, Mogal Lane, Matunga Road – West, Mumbai – 400 016, Maharashtra, India Tel No.: +91 22 24306150 / 24327608 Fax No.: +91 22 24327608 Email: surekas@vsnl.com Firm Registration No.: 110640W Contact Person: Mr. Suresh Sureka</p>
Bankers to the Issue and Escrow Collection Banks	Refund Banker(s)



<p>The Bankers to the Issue and Escrow Collection Banks shall be appointed prior to the filing of the Red Herring Prospectus with the RoC.</p>	<p>Refund Banker(s) shall be appointed prior to the filing of the Red Herring Prospectus with the RoC.</p>
<p>Peer Reviewed Auditor</p>	<p>Syndicate Members</p>
<p>M/s. NGS & Co. LLP Chartered Accountants B/46, 3rd Floor, Pravasi Estate, V. N. Road, Near Durian Furniture Showroom, Goregaon – East, Mumbai – 400 063, Maharashtra, India Tel No.: +91 22 42173338 Fax No.: +91 22 29277244 Email: ashok@ngsco.in Firm Registration No.: FRN119850W Contact Person: Mr. Ashok Trivedi</p> <p><i>M/s. NGS & Co. LLP holds a peer reviewed certificate dated November 13, 2013 issued by the Institute of Chartered Accountants of India.</i></p>	<p>The Syndicate Member(s) will be appointed prior to filing the Red Herring Prospectus with RoC.</p>
<p>Bankers to the Company</p>	
<p>Bank of Baroda Ballard Estate Branch, Orient House, Adi Murzban Path, Mumbai – 400001, Maharashtra, India Tel No.: 4212 0701 - 714 Fax No.: 022 – 4212 0712 Email: balbom@bankofbaroda.com</p> <p>Central Bank of India Corporate Finance Branch, Ground Floor, Chandermukhi, Nariman Point, Mumbai- 400021, Maharashtra, India Tel No.: 022 – 6636 1904 - 1918 Fax No.: 022 – 2285 2657 / 66361919 Email: dgmifb3873@centralbank.co.in</p> <p>Corporation Bank Corporate Banking Branch, Bharat House, No. 104, Ground Floor, MS Marg, Mumbai 400023, Maharashtra, India Tel No.: 022 – 2267 7088 Fax No.: 022 – 2265 7580 Email: cb0443@corpbank.co.in</p> <p>Export-Import Bank of India Centre One Building, Floor 21, World Trade Centre Complex, Cuffe Parade, Mumbai – 400005, Maharashtra, India Tel No.: 022 – 2217 2600 Fax No.: 022 – 2218 8076 Email: cbg@eximbankindia.in</p>	<p>Union Bank of India Industrial Finance Branch, Union Bank Bhavan, 239, Vidhan Bhavan Marg, Nariman Point, Mumbai – 400021, Maharashtra, India Tel No.: 022 – 2289 2022 Fax No.: 022 – 2285 5037 Email: kaushalkojha@unionbankofindia.com</p> <p>Vijaya Bank Andheri West Branch, Alka Apts., S V Road, Andheri West, Mumbai – 400058, Maharashtra, India Tel No.: 022 – 2628 6155, 2624 8404, 2670 6447 Fax No.: 022 – 2670 2818 Email: bm5035@vijayabank.co.in</p> <p>State Bank of Bikaner And Jaipur Welspun House, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, Maharashtra, India Tel No.: 2492 3300/ 2/ 24933300 Fax No.: 022 – 2492 3301 Email: sbbj10278@sbbj.co.in</p>



BharatWire Ropes Limited

Registrar to the Issue

Karvy Computershare Private Limited
 Karvy Selenium, Tower B, Plot number 31 & 32
 Gachibowli, Financial District, Nanakramguda
 Hyderabad 500 032 , Andhra Pradesh, India
Toll Free No. : 1800 3454 001
Telephone No. : +91- 40 67162222
Fax No. : +91- 40 – 23431551
Email id : bwr.ipo@karvy.com **Website :** www.karisma.karvy.com
Contact Person : Mr. M. Muralikrishna
SEBI Registration number : INR00000021

Self Certified Syndicate Banks (“SCSBs”)

The list of Designated Branches that have been notified by SEBI to act as SCSBs for the ASBA process is provided on <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries> and updated from time-to-time. For more information on the Designated Branches collecting ASBA Forms, please see the above mentioned SEBI link.

Syndicate SCSB Branches

In relation to ASBA Bids submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (<http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI (<http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>).

Broker Centres

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012; Bidders can submit Bid cum Application Forms with the Registered Brokers at the Broker Centres, a list of which is available at the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com. In relation to ASBA Bids submitted to the Registered Brokers at the Broker Centres, the list of branches of the SCSBs at the Broker Centres named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Statement of Inter se allocation of responsibilities for the Issue.

The following table sets forth the inter-se allocation of responsibilities of various activities among the BRLMs for in this Issue:

Sr. No.	Activities	Responsibility	Co-ordinator
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments	INTENSIVE & BOBCAPS	INTENSIVE
2.	Conducting a Due diligence of our Company’s operations/management/business plans/legal documents etc. Drafting and design of the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus. Ensuring compliance with the SEBI Regulations and other stipulated requirements and completion of prescribed formalities with the Stock Exchanges (pre-Issue), the RoC and SEBI, including finalisation of Prospectus and RoC filing	INTENSIVE & BOBCAPS	INTENSIVE



	of the same and drafting and approval of all statutory advertisements.		
3.	Drafting and approval and liasioning with Advertising agency for all publicity material other than statutory advertisement including: <ul style="list-style-type: none"> • Preparation and finalization of the road-show presentation. • Approval of all non-statutory advertisement including corporate advertising, brochures, corporate films etc. 	INTENSIVE & BOBCAPS	BOBCAPS
4.	Appointment of Escrow Banker(s) for the Issue	INTENSIVE & BOBCAPS	INTENSIVE
5.	Appointment of all other intermediaries (for example, Registrar(s), printer(s) and advertising agency.)	INTENSIVE & BOBCAPS	BOBCAPS
6.	Marketing of the issue, which will cover, inter alia, formulating marketing strategies, preparation of publicity budget, arrangements for selection of <ul style="list-style-type: none"> (i) ad-media, (ii) centres of holding conferences of brokers, investors etc. (iii) bankers to issue, and (iv) collection centres; distribution of publicity and issue material including application form, offer document and brochure, and deciding on the quantum of issue material.	INTENSIVE & BOBCAPS	INTENSIVE
7.	Retail & HNI segment marketing, which will cover inter alia: <ul style="list-style-type: none"> • Preparation of road show presentation. • Finalising centers for holding Brokers' conference • Finalising media, marketing and PR Strategy • Follow up on distribution of publicity and issue material including application form, Brochure, Prospectus and deciding on quantum of issue material • Finalising collection centers. 	INTENSIVE & BOBCAPS	INTENSIVE
8.	Institutional Marketing, which will cover inter alia: <ul style="list-style-type: none"> • Finalisation of list of division of investors. • Finalising road show schedules • Finalisation of one to one meetings and allocation of institutions for meetings. • Finalisation of presentation material 	INTENSIVE & BOBCAPS	BOBCAPS
9.	Pricing, managing the books, allocation to the QIB Bidders, finalization of Issue Price in consultation with the Company.	INTENSIVE & BOBCAPS	INTENSIVE
10.	Co-ordination with stock exchanges for book building software, bidding terminals and mock testing etc.	INTENSIVE & BOBCAPS	INTENSIVE
11.	Post-issue activities, which shall involve essential follow-up steps	INTENSIVE	INTENSIVE



	including follow-up with bankers to the issue and Self Certified Syndicate Banks to get quick estimates of collection and advising the Issuer about the closure of the issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as registrars to the issue, bankers to the issue, Self Certified Syndicate Banks including responsibility for underwriting arrangements, as applicable.	&BOBCAPS	
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Credit Rating

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

IPO Grading

No grading agency registered with SEBI has been appointed for the purposes of obtaining a grading for the Issue, as IPO grading is not mandatory.

Trustees

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

Monitoring Agency

The Issue size is less than Rs. 500 crores and hence there is no requirement for appointment of monitoring agency in terms of Regulation 16(1) of the SEBI (ICDR) Regulations. However, as per Clause 49 of the Listing Agreement to be entered into with the Stock Exchanges upon listing of the Equity Shares and the Corporate Governance requirements, the Audit Committee of our Company would monitor the utilization of the proceeds of the Issue. For details please refer to chapter titled “*Objects of the Issue*” beginning on page 83 of this Draft Red Herring Prospectus.

Appraising Entity

The Proposed Project has been appraised on May 19, 2014. Details of the appraising agency and contents of the report are withheld with us as the appraising agency has denied giving its consent for inclusion of its name and content of the report in any offer document.

Experts

Except for the below stated reports and certificates as disclosed / included in the Draft Red Herring Prospectus our Company has not obtained any expert opinions:

1. Our Company has received consent from the Peer Reviewed Auditor, M/s. NGS & Co. LLP, Chartered Accountants, vide their consent letter dated June 15, 2015, to include their name under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to their reports on the restated audited financial statements and statement of tax benefits etc.
2. Our Company has received consent from the Statutory Auditor of our Company, M/s. Sureka Associates, Chartered Accountants, vide their consent letter dated June 15, 2015, to include their name under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to the statement of tax benefits etc.
3. Our Company has received consent from Mr. Vilas J. Bardapurkar, a Chartered Engineer, vide his consent letter dated June 16, 2015, to include his name under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to the installed capacity and certain related details in relation to our manufacturing facilities.



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4. Our Company has received consent from M/s. Suvin Advisors Private Limited, vide their consent letter dated June 16, 2015, to include their name under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to estimation of cost of building and civil construction for our proposed project.
5. Our Company has received consent from M/s. Sachin Chhadawa and Associates, Company Secretaries vide their consent letter dated July 11, 2015 to include their name in this Draft Red Herring Prospectus in relation to their Search Report dated July 4, 2014.
6. Our Company has received consent from CARE, vide their consent letter dated July 1, 2015, to include their name in this Draft Red Herring Prospectus in relation to their CARE Report dated June 30, 2015.

Book Building Process

The Book Building Process, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band which will be decided by the Company, in consultation with the BRLMs and advertised (at least five Working Days prior to the Bid/Issue Opening Date). The Issue Price is finalised after the Bid/Issue Closing Date.

The principal parties involved in the Book Building Process are:

1. Our Company;
2. The BRLMs;
3. Syndicate Member(s) who are intermediaries registered with SEBI or registered as brokers with BSE/NSE and eligible to act as Underwriters;
4. Registrar to the Issue;
5. Escrow Collection Banks;
6. Registered Brokers; and
7. SCSBs.

In terms of Regulation 26(2) of the SEBI (ICDR) Regulations, this Issue is being made through the 100% Book Building Process wherein not less than 75% of the Net Issue shall be available for allocation on a proportionate basis to QIBs (of which 5% shall be available for allocation on a proportionate basis to Mutual Funds) subject to valid Bids being received from them, at or above the Issue Price. In addition, not more than 15% of the Issue will be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Offer will be available for allocation on a proportionate basis to Retail Individual Bidders, subject to valid Bids being received at or above the Issue Price. Further, the Issue includes a reservation of [●] Equity Shares to Eligible Employees, subject to valid Bids being received at or above the Issue Price. Provided that at least 75% of the Issue shall be Allotted to QIBs and in the event at least 75% of the Issue cannot be Allotted to QIBs, the entire application money shall be refunded forthwith.

Under-subscription, if any, except for the QIB portion, in any category would be allowed to be met with spill over from any of the category or combination of categories at the discretion of our Company, the Book Running Lead Managers and the Designated Stock Exchange and in accordance with applicable laws, rules, regulations and guidelines, subject to valid Bids being received at or above the Issue Price. For further details, kindly refer to the chapter titled “*Issue Procedure*” beginning on page 316 of this Draft Red Herring Prospectus.

In accordance with Regulation 26(4) of the SEBI (ICDR) Regulations, our Company shall ensure that the number of Allottees shall not be less than 1,000.

Pursuant to SEBI circular number CIR/CFD/DIL/1/2011 dated April 29, 2011 all non- retail Investors i.e. QIBs and Non Institutional Bidders are mandatorily required to utilise the ASBA facility to submit their Bids and participate in this Issue. For further details please refer to the chapter titled “*Issue Procedure*” beginning on page 316 of the Draft Red Herring Prospectus.



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Attention of all QIBs and Non Institutional Bidders is specifically drawn to the fact that all QIBs and Non Institutional Bidders are required to pay the entire Bid Amount at the time of the submission of the Bid cum Application Form. In accordance with the SEBI (ICDR) Regulations, QIBs and Non Institutional Bidders shall neither withdraw nor lower their Bids at any stage. For further details, please see the chapters titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on pages 305 and 316 respectively of this Draft Red Herring Prospectus.

Our Company will comply with the SEBI (ICDR) Regulations and any other ancillary directions issued by SEBI for the Issue. In this regard, our Company has appointed the BRLMs to manage the Issue and procure subscriptions to the Issue.

The Book Building Process under the SEBI (ICDR) Regulations is subject to change from time to time and investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.

Investors should note that Equity Shares would be allotted to all successful Bidders only in dematerialized form. Bidders 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 form on the Stock Exchanges.

Illustration of Book Building and Price Discovery Process (Investors should note that this example is solely for illustrative purposes and is not specific to the Issue.)

Bidders can bid at any price within the price band. For instance, assume a price band of Rs. 20 to Rs. 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. A graphical representation of the consolidated demand and price would be made available at the bidding centres during the bidding period. The illustrative book below shows the demand for the shares of our Company at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Amount (Rs.)	Cumulative Quantity	Subscription
500	24	500	16.67%
1000	23	1500	50.00%
1500	22	3000	100.00%
2000	21	5000	166.67%
2500	20	7500	250.00%

The price discovery is a function of demand at various prices. The highest price at which our Company is able to issue the desired number of shares is the price at which the book cuts off, *i.e.*, Rs. 22 in the above example. Our Company, in consultation with the book running lead managers, will finalise the issue price at or below such cut-off price, *i.e.*, at or below Rs.22. All bids at or above this issue price and cut-off bids are valid bids and are considered for allocation in the respective categories.

Steps to be taken by the Bidders for Bidding

1. Check eligibility for making a Bid (kindly refer to the sub-heading titled “*Who can bid?*” in the chapter titled “*Issue Procedure*” beginning on page 316 of this Draft Red Herring Prospectus);
2. Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
3. Except for the Bidders who are specifically exempt from specifying PAN for transacting in the securities market, ensure that you have mentioned PAN in you Bid cum Application Form. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction. For details, please see the chapter entitled “*Issue Procedure*” beginning on page 316 of this Draft Red Herring Prospectus;



4. Ensure that the Bid cum Application Form or ASBA Bid cum Application Form is duly completed as per instructions given in the Red Herring Prospectus and in the Bid cum Application Form or ASBA Bid cum Application Form;
5. Ensure the correctness of your Demographic Details (as defined under the paragraph titled “Bidder’s Depository Account Details”, in chapter titled “Issue Procedure” beginning on page 316 of the Draft Red Herring Prospectus), given in the Bid cum Application Form, and the details recorded with your Depository Participant;
6. QIB Bidders and Non-Institutional Bidders shall compulsorily participate in the Issue through the ASBA process; and
7. Bids by ASBA Bidders may be submitted in the physical mode to the Syndicate at the Syndicate ASBA Bidding Locations either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained. ASBA Bidders should ensure that their respective ASBA Accounts have adequate credit balance at the time of submission to the SCSB to ensure that the Bid-cum-Application Form is not rejected.

Withdrawal of the Offer

In accordance with the SEBI Regulations, our Company in consultation with the BRLMs, reserves the right not to proceed with the Issue at any time after the Bid/Issue Opening Date but before the Allotment of Equity Shares. 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 Bid/Issue Closing Date, providing reasons for not proceeding with the Issue. Our Company shall also inform the same to Stock Exchanges on which the Equity Shares are proposed to be listed. Also, BRLMs, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one day from the day of receipt of such notification.

In the event of withdrawal of the Issue anytime after the Bid/Issue Closing Date, our Company will forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus. If such money is not repaid within eight days after our Company become liable to repay it, i.e. from the date of withdrawal, then our Company, and every Director of our Company who is an officer in default shall, on and from such expiry of eight days, be liable to repay the money, with interest at the rate of 15% per annum on application money.

In the event of withdrawal of the Issue and subsequently, plans of an IPO by the Company, a Draft Red Herring Prospectus will be submitted again for observations of SEBI.

Any further issue of Equity Shares by our Company shall be in compliance with applicable laws.

Underwriting

After the determination of the Issue Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC and our Company will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Issue. It is proposed that pursuant to the terms of the Underwriting Agreement, the BRLMs shall be responsible for bringing in the amount devolved in the event that the Syndicate Members do not fulfil their underwriting obligations. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be completed before filing the Prospectus with the RoC.)

Name and Address of the Underwriters	Indicative No. of Equity shares to be underwritten	Amount Underwritten (Rs. in lacs)	% of the Total Issue Underwritten	Size
[●]	[●]	[●]	[●]	



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In the opinion of the Board of Directors (based on certificates provided by the Underwriters), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). The Board of Directors / Committee of Directors, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment. Notwithstanding the above table, the BRLMs and the Syndicate Members shall be responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure/subscribe to the Equity Shares to the extent of the defaulted amount.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final approval of the RoC after the Prospectus is filed with the RoC.



CAPITAL STRUCTURE

The share capital of our Company as at the date of this Draft Red Herring Prospectus is set forth below:

(Rs. in lacs except share data)

Sr. No.	Particulars	Aggregate Nominal Value	Aggregate Value At Issue Price
A	AUTHORISED SHARE CAPITAL		
	5,00,00,000 Equity Shares of face value of Rs. 10 each	5,000.00	-
B	ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL BEFORE THE ISSUE⁽¹⁾		
	2,93,96,693 fully paid up Equity Shares of face value of Rs.10 each	2,939.67	-
C	PRESENT ISSUE IN TERMS OF DRAFT RED HERRING PROSPECTUS⁽²⁾		
	Fresh Issue of [●] Equity Shares of face value of Rs. 10/- each at a premium of Rs. [●] per Equity Share	[●]	[●]
	Which comprises:		
	[●] Equity Shares of face value of Rs. 10/- each at a premium of Rs. [●] per Equity Share reserved as Employees Reservation	[●]	[●]
	Net Issue to Public of [●] Equity Shares of face value of Rs. 10/- each at a premium of Rs. [●]per Equity Share to the Public	[●]	[●]
	Of which:		
	Not less than 75% of the Equity Shares of face value of Rs.10/- each at a premium of Rs. [●] per Equity Share will be available for allocation to Qualified Institutional Buyers	[●]	[●]
	Not more than 15% of the Equity Shares of face value of Rs.10/- each at a premium of Rs. [●]per Equity Share will be available for allocation to Non-institutional Investors	[●]	[●]
	Not more than 10% of the Equity Shares of face value of Rs.10/- each at a premium of Rs. [●]per Equity Share will be available for allocation to Retail Individual Bidders	[●]	[●]
D	ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL AFTER THE ISSUE		
	[●] Equity Shares of face value of Rs. 10 each	[●]	[●]
E	SECURITIES PREMIUM ACCOUNT		
	Before the Issue as on January 31, 2015		3,089.96
	After the Issue ⁽³⁾		[●]

⁽¹⁾ As on the date of the Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company and there is no share application money pending for allotment.

⁽²⁾ The Issue in terms of this Draft Red Herring Prospectus has been authorized pursuant to a resolution of our Board dated September 4, 2014 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 October 8, 2014.

⁽³⁾ The securities premium account will be determined after completion of the Book Building Process and determination of the Issue Price.

Our Company has only one class of share capital i.e. Equity Shares of face value of Rs. 10/- each only. All Equity Shares issued are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.



NOTES TO CAPITAL STRUCTURE:

1. History of change in authorized Share capital of our Company*:

Date of Meeting	Nature of Meeting	Number of Equity Shares	Kind of Equity Shares	Face value (Rs.)	Cumulative number of Equity Shares	Cumulative Authorised Share Capital (Rs.)
Incorporation	-	15,000	Equity	100	15,000	15,00,000
Incorporation	-	10,000	Unclassified	100	25,000	25,00,000
May 2, 1992	EGM	77,50,000	Equity	10	80,00,000	8,00,00,000
*	*	20,00,000	Equity	10	1,00,00,000	10,00,00,000
July 29, 2002	EGM	20,00,000	Equity	10	1,20,00,000	12,00,00,000
July 23, 2004	EGM	10,00,000	Equity	10	1,30,00,000	13,00,00,000
March 15, 2012	EGM	1,70,00,000	Equity	10	3,00,00,000	30,00,00,000
April 25, 2015	EGM	2,00,00,000	Equity	10	5,00,00,000	50,00,00,000

**Our Company has been unable to locate any supporting documents and/or RoC filings in order to ascertain increase in the authorised capital of our Company, allotments made during the period from July 25, 1986 till March 31, 2010, as well as documentation reflecting the classification of the unclassified shares as Equity Shares or any other kind of shares. The relevant documents are also not available/destroyed at the office of the RoC, as certified by M/s. Sachin Chhadawa and Associates, Company Secretaries, dated July 4, 2014. Therefore we cannot make any confirmations and disclosures to that effect. For further information, please refer to the paragraph contained in the chapter titled "History and Certain other Corporate Matters" beginning on page 154 and risk factor no. 6 contained in the section titled "Risk Factors" beginning on page 17 of this Draft Red Herring Prospectus.*

2. Equity Share Capital History:

Year/Date of Allotment	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature of Allotment	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative Paid up Capital (Rs.)	Cumulative Securities Premium
On Incorporation	10	100		Subscription to MoA	Cash	10	1000	-
Allotment related details are not available for the period of July 25, 1986 to March 31, 2010*								
As on March 31, 2002 the issued, subscribed and paid-up capital of our Company was 1,00,00,000 Equity Shares**								
2002-2003*	20,00,000	10	*	*	*	1,20,00,000	12,00,00,000	5,00,00,000
2004-2005*	4,49,400	10	*	*	*	1,24,49,400	12,44,94,000	7,24,70,000
2005-2006*	1,10,000	10	*	*	*	1,25,59,400	12,55,94,000	7,79,70,000
March 20, 2012	66,25,000	10	20	Further Allotment	Cash	1,91,84,400	19,18,44,000	6,62,50,000
March 21, 2012	8,00,000	10	20	Further Allotment	Cash	1,99,84,400	19,98,44,000	7,42,50,000
March 22, 2012	25,75,000	10	20	Further Allotment	Cash	2,25,59,400	22,55,94,000	10,00,00,000
March 28, 2012	25,00,000	10	20	Further Allotment	Cash	2,50,59,400	25,05,94,000	12,50,00,000
March 29, 2012	24,00,000	10	20	Further Allotment	Cash	2,74,59,400	27,45,94,000	14,90,00,000
March 30, 2012	1,00,000	10	20	Further Allotment	Cash	2,75,59,400	27,55,94,000	15,00,00,000



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Year/Date of Allotment	No. of Equity Shares Allotted	Face Value (Rs.)	Issue Price (Rs.)	Nature of Allotment	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative Paid up Capital (Rs.)	Cumulative Securities Premium
March 30, 2012	18,37,293	10	54.40	Further Allotment	Cash	2,93,96,693	29,39,66,930	23,15,75,809

* Allotment related details for the period of July 25, 1986 to March 31, 2010 are not available in the records of our Company. The relevant documents are also not available/destroyed at the office of the RoC, as certified by M/s. Sachin Chhadawa and Associates, Company Secretaries, dated July 4, 2014. For further information, please refer to the paragraph contained in the chapter titled "History and Certain other Corporate Matters" beginning on page 154 and risk factor no. 6 contained in the section titled "Risk Factors" beginning on page 17 of this Draft Red Herring Prospectus.

**Our Company has relied on the limited information available in the annual reports of our Company, for the period from 2003 till 2010, and all details in respect of allotments made during that period have been ascertained from the same.

As on March 19, 2012, the following were the existing shareholders of our Company*:

Sr. No.	Name of shareholder	No. of Equity Shares	% of pre-Issue capital as on March 19, 2012
1.	Gaji Mercantile Private Limited	106,75,484	85.00
2.	Sunderji M. Shah (HUF)	5,39,000	4.29
3.	Dinesh S. Shah (HUF)	5,25,900	4.19
4.	Devchand M. Shah (HUF)	4,76,500	3.79
5.	Mr. Devchand M. Shah	1,51,470	1.21
6.	Mr. Dinesh S. Shah	1,02,070	0.81
7.	Mr. Sunderji M. Shah	88,970	0.71
8.	Gyanshankar Investment Private Limited	1	Negligible
9.	M. L. Mittal (HUF)	1	Negligible
10.	Mr. Murarilal Mittal	1	Negligible
11.	Mr. Mayank Mittal	1	Negligible
12.	Mrs. Usha Mittal	1	Negligible
13.	Mr. Sushil Sharda	1	Negligible
14.	Total	1,25,59,400	100.00

*The above table of the existing shareholders of our Company as on March 19, 2012 has been prepared on the basis of the information disclosed in the Annual Return filed by our Company for the financial year ending on March 31, 2012.

a) Initial Subscribers to Memorandum of Association subscribed to 10 (ten) Equity Shares of face value of Rs. 100/- each at par as per the details given below:

Sr. No	Name	No of Equity Shares
1.	Sunderji M. Shah	5
2.	Devchand M. Shah	5
	Total	10

b) **Further allotment of Equity Shares:**

Allotment of 1,68,37,293 Equity Shares:



Sr. No.	Date of Allotment	Name	No. of Equity Shares
1.	March 20, 2012	Gaji Mercantile Private Limited	66,25,000
2.	March 21, 2012	Gaji Mercantile Private Limited	8,00,000
3.	March 22, 2012	Gaji Mercantile Private Limited	25,75,000
4.	March 28, 2012	Gaji Mercantile Private Limited	25,00,000
5.	March 29, 2012	Gaji Mercantile Private Limited	24,00,000
6.	March 30, 2012	Gaji Mercantile Private Limited	1,00,000
7.	March 30, 2012	Passionate Investment Management Private Limited	18,37,293
		Total	1,68,37,293

c) **Issue of Equity Shares for consideration other than cash or out of revaluation reserves:**

Based on the information and documents available in the records of our Company, it appears that we have not issued any Equity Shares for consideration other than cash, or out of revaluation reserves. However, allotment related details for the period of July 25, 1986 to March 31, 2010 are not available in the records of our Company. The relevant documents are also not available/destroyed at the office of the RoC, as certified by M/s. Sachin Chhadawa and Associates, Company Secretaries, dated July 4, 2014. For further information, please refer to the paragraph contained in the chapter titled "History and Certain other Corporate Matters" beginning on page 154 and risk factor no. 6 contained in the section titled "Risk Factors" beginning on page 17 of this Draft Red Herring Prospectus.

3. **Capital Build-up of the Promoter's shareholding, Promoter's Contribution and Lock-in details:**

(a) **Details of the build-up of Promoters shareholding in our Company:**

As on the date of this Draft Red Herring Prospectus, our Corporate Promoter, Gaji Mercantile Private Limited hold 2,56,75,484 Equity Shares of our Company, constituting to 87.34% of the current issued, subscribed and paid-up capital of our Company.

Set forth below is the build-up of shareholding of our Corporate Promoter in our Company:

Gaji Mercantile Private Limited

Date of Allotment/ Transfer	No. of Equity Shares*	Face value per Share (Rs.)	Issue / Acquisition/ Transfer price (Rs.)**	Nature of Transactions	Nature of Consideration	Pre-issue shareholding%	Post-issue shareholding %
August 13, 2010	27,81,030	10	52.95	Acquisition	Cash	9.46%	[●]
August 13, 2010	27,93,530	10	78.55	Acquisition	Cash	9.50%	[●]
August 13, 2010	9,79,930	10	78.55	Acquisition	Cash	3.33%	[●]
August 13, 2010	14,22,000	10	78.55	Acquisition	Cash	4.84%	[●]
August 13, 2010	14,22,000	10	78.55	Acquisition	Cash	4.84%	[●]
August 13, 2010	12,77,000	10	78.55	Acquisition	Cash	4.34%	[●]
October 14, 2011	(1)	10	200	Transfer	Cash	0.00%	[●]
October 14, 2011	(1)	10	200	Transfer	Cash	0.00%	[●]
October 14, 2011	(1)	10	200	Transfer	Cash	0.00%	[●]
October 14, 2011	(1)	10	200	Transfer	Cash	0.00%	[●]
October 14, 2011	(1)	10	200	Transfer	Cash	0.00%	[●]
October 14, 2011	(1)	10	200	Transfer	Cash	0.00%	[●]



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March 20, 2012	66,25,000	10	20	Allotment	Cash	22.54%	[●]
March 21, 2012	8,00,000	10	20	Allotment	Cash	2.72%	[●]
March 22, 2012	25,75,000	10	20	Allotment	Cash	8.76%	[●]
March 28, 2012	25,00,000	10	20	Allotment	Cash	8.50%	[●]
March 29, 2012	24,00,000	10	20	Allotment	Cash	8.16%	[●]
March 30, 2012	1,00,000	10	20	Allotment	Cash	0.34%	[●]
Total	2,56,75,484					87.34%	[●]

**The Equity Shares were fully paid up on the date of their allotment/acquisition.*

***The cost of acquisition excludes the stamp duty paid, if any.*

As on the date of this Draft Red Herring Prospectus, our individual Promoters, Mr. Murarilal Mittal and Mrs. Usha Mittal hold 1 (one) share each. Therefore, the percentage of their current issued, subscribed and paid-up capital in our Company is negligible. Further, one of our individual Promoters, Mr. Manan Mittal, does not hold any shares in our Company.

Set forth below is the build-up of shareholding of the individual Promoters in our Company:

Date of Allotment/ Transfer	No. of Equity Shares*	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)**	Nature of Transactions	Nature of Consideration	Pre-issue shareholding %	Post- issue shareholding %
Mr. Murarilal Mittal							
October 14, 2011	1	10	200	Acquisition	Cash	0.00%	[●]
Mrs. Usha Mittal							
October 14, 2011	1	10	200	Acquisition	Cash	0.00%	[●]
Mr. Manan Mittal							
N.A.	Nil	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total	2					00.00%	[●]

**The Equity Shares were fully paid up on the date of their allotment/acquisition.*

***The cost of acquisition excludes the stamp duty paid, if any*

(b) Details of Promoters’ Contribution locked in for three years:

Pursuant to Regulation 32 and 36 of SEBI (ICDR) Regulations, an aggregate of 20 (twenty) per cent of the post-Issue capital held by our Promoters shall be considered as Promoters’ Contribution (“**Promoters’ Contribution**”) and locked-in for a period of 3 (three) years from the date of allotment. The lock-in of the Promoters’ Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute 20 (twenty) per cent of the post-issue Equity Share Capital of our Company as Promoter’s Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters’ Contribution from the date of filing of this Draft Red Herring Prospectus until the commencement of the lock-in period specified above. The details of the Equity Shares forming part of the Promoters’ contribution which shall be locked-in for a period of 3 (three) years have been provided below.



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Date of Allotment/ Acquisition and made fully paid up	No of Equity Shares Locked-In	Face Value	Issue/Acquisition Price	Nature of Allotment	% of Pre Issue Capital	% of Post Issue Capital	Source of Promoter's Contribution	Consideration
Gaji Mercantile Private Limited, Mr. Murarilal Mittal, Mrs. Usha Mittal, Mr. Manan Mittal								
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Total	[•]							

The Equity Shares that are being locked-in are not and will not be ineligible for computation of the Promoter's Contribution, under Regulation 33 of the SEBI (ICDR) Regulations.

We confirm that the aforesaid minimum Promoter's Contribution of 20 (twenty) per cent, which is subject to lock-in for 3 (three) years does not consist of:

- Equity Shares acquired during the period of 3 (three) years immediately preceding the date of this Draft Red Herring Prospectus for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources.
- Equity Shares acquired by the Promoters during the period of 1 (one) year immediately preceding the date of this Draft Red Herring Prospectus, at a price lower than the price at which Equity Shares are being offered to public in the Issue.
- The Equity Shares held by the Promoters and offered for minimum Promoters' Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.
- Equity shares issued to our Promoters on conversion of partnership firm into limited company.
- Private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.

All the Equity Shares of our Company, held by the Promoters, are held in dematerialized form.

The minimum Promoters' Contribution has been brought in to the extent of not less than the specified minimum lot and from the persons defined as "Promoter" under the SEBI (ICDR) Regulations.

We further confirm that our Promoter's Contribution of minimum 20 (twenty) per cent of the post Issue Equity does not include any contribution from Alternative Investment Fund.

(c) Details of share capital locked in for one year:

In addition to minimum 20 (twenty) per cent of the post-issue shareholding of our Company held by the Promoters (locked in for three years as specified above), in accordance with Regulation 36 of SEBI (ICDR) Regulations, the entire pre-issue share capital of our Company shall be locked in for a period of 1 (one) year from the date of allotment in this Issue.

(d) Other requirements in respect of lock-in:

The Equity Shares held by the Promoters which are locked-in for a period of 3 (three) years from the date of allotment may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such bank or financial institution, provided that the pledge of Equity Shares can be created when the loan has been granted by such bank or financial institution for financing one or more of the objects of the Issue and pledge of Equity Shares is one



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of the terms of sanction of the loan.

Further, the Equity Shares held by the Promoters which are locked-in for a period of 1 (one) year from the date of allotment in the Issue can be pledged with any scheduled commercial bank or public financial institution as collateral security for loans granted by such bank or financial institution, provided that the pledge of the Equity Shares is one of the terms of sanction of the loan.

The Equity Shares held by the Promoters which are locked-in, may be transferred to another Promoters or any person of the Promoter Group or to new promoter or a person 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 SEBI Takeover Regulations, as applicable.

The Equity Shares held by persons other than Promoters and locked-in, for a period of 1 (one) year from the date of Allotment in the Issue, may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the SEBI Takeover Regulations.



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4. Shareholding pattern of our Company:

The table below represents the shareholding pattern of our Company, as on the date of this Draft Red Herring Prospectus:

Category Code	Category of Shareholder	Pre Issue							Post Issue						
		No. Of Equity Shareholders	Total numbers of Equity shares	Number of Equity Shares held in dematerialized form	Total shareholding as a % of total number of Equity Shares		Equity Shares pledged or otherwise encumbered		No. Of Equity Shareholders	Total numbers of Equity shares	Number of Equity Shares held in dematerialized form	Total shareholding as a % of total number of Equity Shares		Equity Shares pledged or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	Number of Equity Shares	As a %				As a % of (A+B)	As a % of (A+B+C)	Number of Equity Shares	As a %
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)	(XV)	(XVI)
(A)	Promoter and Promoter Group														
(1)	Indian														
(a)	Individuals/ HUFs	4	4	4	negligible	negligible	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(b)	Central/ State Government(s)	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(c)	Bodies Corporate	2	2,56,75,485	2,56,75,485	87.34%	87.34%	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(d)	Financial Institutions/ Banks	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(e)	Any other (Specify)	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
	SUB TOTAL (A)(1)	6	2,56,75,489	2,56,75,489	87.34%	87.34%	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(2)	Foreign														
(a)	Individuals (Non-Resident Individuals/ Foreign	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]



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Category Code	Category of Shareholder	Pre Issue							Post Issue						
		No. Of Equity Shareholders	Total numbers of Equity shares	Number of Equity Shares held in dematerialized form	Total shareholding as a % of total number of Equity Shares		Equity Shares pledged or otherwise encumbered		No. Of Equity Shareholders	Total numbers of Equity shares	Number of Equity Shares held in dematerialized form	Total shareholding as a % of total number of Equity Shares		Equity Shares pledged or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	Number of Equity Shares	As a %				As a % of (A+B)	As a % of (A+B+C)	Number of Equity Shares	As a %
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)	(XV)	(XVI)
	Individuals)														
(b)	Bodies Corporate	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(c)	Institutions/FPI	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(e)	Any other (Specify)	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
	SUB TOTAL (A)(2)	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	6	2,56,75,489	2,56,75,489	87.34%	87.34%	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(B)	Public shareholding														
(1)	Institutions														
(a)	Mutual Funds/UTI	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(b)	Financial Institutions/ Banks	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(c)	Central/State Government(s)	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(d)	Venture Capital	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]



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Category Code	Category of Shareholder	Pre Issue							Post Issue						
		No. Of Equity Shareholders	Total numbers of Equity shares	Number of Equity Shares held in dematerialized form	Total shareholding as a % of total number of Equity Shares		Equity Shares pledged or otherwise encumbered		No. Of Equity Shareholders	Total numbers of Equity shares	Number of Equity Shares held in dematerialized form	Total shareholding as a % of total number of Equity Shares		Equity Shares pledged or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	Number of Equity Shares	As a %				As a % of (A+B)	As a % of (A+B+C)	Number of Equity Shares	As a %
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)	(XV)	(XVI)
	Fund														
(e)	Insurance Companies	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(f)	Foreign Institutional Investors/ FPI's	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(g)	Qualified Foreign Investors	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(f)	Foreign Portfolio Investors	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(h)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(i)	Any other (Specify)	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
	SUB TOTAL (B) (1)	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(2)	Non-Institutions														
(a)	Bodies Corporate	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(b)	Individuals -														
	i) Individual shareholders holding nominal share Capital up to Rs.1 Lac	1	1	1	negligible	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]



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Category Code	Category of Shareholder	Pre Issue							Post Issue						
		No. Of Equity Shareholders	Total numbers of Equity shares	Number of Equity Shares held in dematerialized form	Total shareholding as a % of total number of Equity Shares		Equity Shares pledged or otherwise encumbered		No. Of Equity Shareholders	Total numbers of Equity shares	Number of Equity Shares held in dematerialized form	Total shareholding as a % of total number of Equity Shares		Equity Shares pledged or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	Number of Equity Shares	As a %				As a % of (A+B)	As a % of (A+B+C)	Number of Equity Shares	As a %
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)	(XV)	(XVI)
	ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lac.	6	18,83,910	18,83,910	6.25%	6.25%	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(c)	Qualified Foreign Investor	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(d)	Any other (Partnership Firm)	1	18,37,293	18,37,293	6.41%	6.41%	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
	SUB TOTAL (B) (2)	8	37,21,204	37,21,204	12.66%	12.66%	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
	Total Public Shareholding (B)=(B)(1)+(B)(2)	8	37,21,204	37,21,204	12.66%	12.66%	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
	TOTAL (A)+(B)	14	2,93,96,693	2,93,96,693	100.00%	100.00%	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(C)	Equity Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(1)	Promoter and Promoter Group	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
(2)	Public	-	-	-	-	-	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]
	GRAND	14	2,93,96,693	2,93,96,693	100.00%	100.00%	-	-	[•]	[•]	[•]	[•]	[•]	[•]	[•]



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Category Code	Category of Shareholder	Pre Issue							Post Issue						
		No. Of Equity Shareholders	Total numbers of Equity shares	Number of Equity Shares held in dematerialized form	Total shareholding as a % of total number of Equity Shares		Equity Shares pledged or otherwise encumbered		No. Of Equity Shareholders	Total numbers of Equity shares	Number of Equity Shares held in dematerialized form	Total shareholding as a % of total number of Equity Shares		Equity Shares pledged or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	Number of Equity Shares	As a %				As a % of (A+B)	As a % of (A+B+C)	Number of Equity Shares	As a %
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)	(XIII)	(XIV)	(XV)	(XVI)
	TOTAL (A)+(B)+(C)														

Our Company will file the shareholding pattern of our Company, in the form prescribed under Clause 37 of the NSE Listing Agreement, and Clause 35 of the BSE Listing Agreement, 1 (one) day prior to the listing of Equity Shares. The shareholding pattern will be uploaded on the website of NSE and BSE before commencement of trading of such Equity Shares.



5. Shareholding of our Promoter and Promoter Group in our Company

The table below presents the current shareholding pattern of our Promoter and Promoter Group (individuals and companies) in our Company.

Sr. No.	Name of the Shareholder	Pre – Issue		Post – Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
	Promoter				
1.	Gaji Mercantile Private Limited	2,56,75,484	87.34	2,56,75,484	[●]
2.	Mr. Murarilal Mittal	1	negligible	1	[●]
3.	Mrs. Usha Mittal	1	negligible	1	[●]
4.	Mr. Manan Mittal	Nil	Nil	Nil	Nil
	Promoter Group				
5.	Gyanshankar Investment Private Limited	1	negligible	1	[●]
6.	M. L. Mittal (HUF)	1	negligible	1	[●]
7	Mr. Mayank Mittal	1	negligible	1	[●]
	Total	2,56,75,489	87.34	2,56,75,489	[●]

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

Sr. No.	Name of the Promoter	No. of Equity Shares held	Average cost of Acquisition (In Rs.)#
1.	Gaji Mercantile Private Limited	2,56,75,484	41.57
2.	Mr. Murarilal Mittal	1	200
	Mrs. Usha Mittal	1	200

#As certified by our Statutory Auditors vide certificate dated June 15, 2015.

7. Details of shareholding of directors of the Promoter in our Company are set-forth in the table below:

Sr. No.	Name of Director	No. of Equity Shares Held
1.	Mr. Murarilal Mittal	1
2.	Mrs. Usha Mittal	1

8. No Equity Shares of our Company have been purchased/sold by the Promoters and Promoter Group, the Directors of our Promoter, our Directors and their immediate relatives during last 6 (six) months, immediately preceding the date of filing this Draft Red Herring Prospectus with SEBI.

9. There are no financing arrangements whereby the Promoters, Promoter Group, the Directors of our Promoter, the Directors of our Company and their relatives have financed the purchase by any other person of securities of the Issuer other than in the normal course of the business of the financing entity during the period of 6 (six) months immediately preceding the date of filing this Draft Red Herring Prospectus.

10. Equity Shares held by top 14 (fourteen) shareholders

a) Our top 14 (fourteen)* shareholders and the number of Equity Shares held by them as on date of this Draft Red Herring Prospectus are as under:



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Sr. No.	Name of shareholder	No. of Equity Shares	% of pre-Issue capital	% of post-Issue capital
1	Gaji Mercantile Private Limited	2,56,75,484	87.34	[●]
2	Motilal Gopilal Oswal and others**	18,37,293	6.25	[●]
3	Sunderji M. Shah (HUF)	5,39,000	1.83	[●]
4	Dinesh S. Shah (HUF)	5,25,900	1.79	[●]
5	Devchand M. Shah (HUF)	4,76,500	1.62	[●]
6	Mr. Devchand M. Shah	1,51,470	0.52	[●]
7	Mr. Dinesh S. Shah	1,02,070	0.35	[●]
8	Mr. Sunderji M. Shah	88,970	0.30	[●]
9	Gyanshankar Investment Private Limited	1	negligible	[●]
10	M. L. Mittal (HUF)	1	negligible	[●]
11	Mr. Murarilal Mittal	1	negligible	[●]
12	Mr. Mayank Mittal	1	negligible	[●]
13	Mrs. Usha Mittal	1	Negligible	[●]
14	Mr. Sushil Sharda	1	Negligible	[●]
	Total	2,93,96,693	100.00	[●]

*Although, our Company is required to disclose only top 10 (ten) shareholders, we are disclosing our Company's top 14 (fourteen) shareholders, since the Equity Shares held by Gynashankar Investment Private Limited, M. L. Mittal (HUF), Mr. Murarilal Mittal, Mr. Mayank Mittal, Mrs. Usha Mittal and Mr. Sushil Sharda are equal in quantity.

**Represents the Equity Shares held by M/s. Visu Associates, having partners Mr. Motilal Gopilal Oswal, Mr. Raamdev Ramgopal Agarwal and Passionate Investment Management Private Limited .

b) Our top 14 (fourteen)* shareholders and the number of Equity Shares held by them ten days prior to the date of this Draft Red Herring Prospectus are as under:

Sr. No.	Name of shareholder	No. of Equity Shares	% of pre-Issue capital	% of post-Issue capital
1	Gaji Mercantile Private Limited	2,56,75,484	87.34	[●]
2	Motilal Gopilal Oswal and others**	18,37,293	6.25	[●]
3	Sunderji M. Shah (HUF)	5,39,000	1.83	[●]
4	Dinesh S. Shah (HUF)	5,25,900	1.79	[●]
5	Devchand M. Shah (HUF)	4,76,500	1.62	[●]
6	Mr. Devchand M. Shah	1,51,470	0.52	[●]
7	Mr. Dinesh S. Shah	1,02,070	0.35	[●]
8	Mr. Sunderji M. Shah	88,970	0.30	[●]
9	Gyanshankar Investment Private Limited	1	Negligible	[●]
10	M. L. Mittal (HUF)	1	Negligible	[●]
11	Mr. Murarilal Mittal	1	Negligible	[●]
12	Mr. Mayank Mittal	1	Negligible	[●]
13	Mrs. Usha Mittal	1	Negligible	[●]
14	Mr. Sushil Sharda	1	negligible	[●]
	Total	2,93,96,693	100.00	[●]

*Although, our Company is required to disclose only top 10 shareholders, we are disclosing our Company's top 14 (fourteen) shareholders, since the Equity Shares held by M. L. Mittal (HUF), Mr. Murarilal Mittal, Mr. Mayank Mittal, Mrs. Usha Mittal and Mr. Sushil Sharda are equal in quantity.

**Represents the Equity Shares held by M/s. Visu Associates, having partners Mr. Motilal Gopilal Oswal, Mr. Raamdev



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Ramgopal Agarwal and Passionate Investment Management Private Limited .

c) Our top 14 (fourteen)* shareholders and the number of Equity Shares held by them 2 (two) years prior to date of this Draft Red Herring Prospectus are as under:

Sr. No.	Name of shareholder	No. of Equity Shares	% of pre-Issue capital	% of post-Issue capital
1	Gaji Mercantile Private Limited	2,56,75,484	87.34	[●]
2	Motilal Gopilal Oswal and others**	18,37,293	6.25	[●]
3	Sunderji M. Shah (HUF)	5,39,000	1.83	[●]
4	Dinesh S. Shah (HUF)	5,25,900	1.79	[●]
5	Devchand M. Shah (HUF)	4,76,500	1.62	[●]
6	Mr. Devchand M. Shah	1,51,470	0.52	[●]
7	Mr. Dinesh S. Shah	1,02,070	0.35	[●]
8	Mr. Sunderji M. Shah	88,970	0.30	[●]
9	Gyanshankar Investment Private Limited	1	negligible	[●]
10	M. L. Mittal (HUF)	1	negligible	[●]
11	Mr. Murarilal Mittal	1	negligible	[●]
12	Mr. Mayank Mittal	1	negligible	[●]
13	Mrs. Usha Mittal	1	negligible	[●]
14	Mr. Sushil Sharda	1	negligible	[●]
	Total	2,93,96,693	100.00	[●]

*Although, our Company is required to disclose only top 10 (ten) shareholders, we are disclosing our Company's top 14 shareholders, since the Equity Shares held by M. L. Mittal (HUF), Mr. Murarilal Mittal, Mr. Mayank Mittal, Mrs. Usha Mittal and Mr. Sushil Sharda are equal in quantity.

**Represents the Equity Shares held by M/s. Visu Associates, having partners Mr. Motilal Gopilal Oswal, Mr. Raamdev Ramgopal Agarwal and Passionate Investment Management Private Limited .

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

12. The Equity Shares, which are subject to lock-in, shall carry the inscription "non-transferable" and the non-transferability details shall be informed to the depository. The details of lock-in shall also be provided to the Stock Exchange(s) before the listing of the Equity Shares.

13. As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.

14. Except as otherwise disclosed in the chapter titled "Objects of the Issue" beginning on page 83 of this Draft Red Herring Prospectus, we have not raised any bridge loans against the proceeds of the Issue.

15. The Equity Shares Issued pursuant to this Issue shall be made fully paid-up at the time of Allotment, failing which, no Allotment shall be made.

16. An over-subscription to the extent of 10% of the Net Issue size can be retained for the purpose of rounding off and making allotments in minimum lots, while finalizing the 'Basis of Allotment'. Consequently, the Allotment may increase by a minimum of 10% of the Issue, as a result of which the post-issue paid-up capital would also increase by the excess amount of Allotment so made. In such an event, the Equity Shares to be locked-in towards the Promoter's Contribution shall be suitably increased, so as to ensure that 20% of the fully diluted post-issue paid-up capital is locked-in.



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17. Under-subscription, if any, in any category, except in the QIB portion, shall be allowed to be met with spill-over from any other category or combination of categories (including the Employee Reservation Portion) at the discretion of our Company, in consultation with the Book Running Lead Managers and the Designated Stock Exchange. However, under-subscription, if any, in the QIB portion, will not be allowed to be met with spill-over from any other category or combination of categories. Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Issue portion.
18. The Issue is being made through Book Building Process.
19. As on date of filing of this Draft Red Herring Prospectus, the entire issued share capital of our Company is fully paid-up.
20. On the date of filing of this Draft Red Herring 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.
21. On the basis of the information and supporting documents available in the records of our Company, it appears that no Equity Shares have been issued out of revaluation reserves and neither have any bonus shares been issued out of capitalization of revaluation reserves or no shares have been issued for consideration other than cash. However, allotment related details in respect of issuance of Equity Shares for consideration other than cash, or out of revaluation reserves, from the period of July 25, 1986 to March 31, 2010 are not available in the records of our Company, and our Company is therefore, unable to confirm whether any Equity Shares have been issued for consideration other than cash or out of revaluation reserves at any point of time. The relevant documents are not available/destroyed at the office of the RoC, as certified by M/s. Sachin Chhadawa and Associates, Company Secretaries, dated July 4, 2014. For further information, please refer to the details contained in the chapter titled "*History and Certain other Corporate Matters*" beginning on page 154 and risk factor no. 6 contained in the section titled "*Risk Factors*" beginning on page 17 of this Draft Red Herring Prospectus.
22. BRLMs to the Issue and their associates do not hold any Equity Shares of our Company. The BRLMs and their respective affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may, in the future, engage in investment banking transactions with our Company, for which they may receive customary compensation.
23. Our Company has not made any Public Issue or Rights Issue of any kind or class of securities since its incorporation.
24. There will be only one denomination of the Equity Shares of our Company unless otherwise permitted by law.
25. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
26. Except as disclosed in the Draft Red Herring Prospectus, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from submission of this Draft Red Herring Prospectus with SEBI until the Equity Shares to be issued pursuant to the Issue have been listed.
27. Our Company presently does not intend or propose to alter the capital structure for a period of 6 (six) months from the Bid/Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or issue of bonus or rights or further public issue of specified securities or qualified institutions placement or otherwise. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use Equity Shares as currency for acquisitions or participation in such joint ventures.



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28. Our Company does not have any ESOS/ESPS scheme for our employees.
29. A Bidder cannot make a bid for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of Bidder. For further details, please see the chapter titled “*Issue Procedure*”, beginning on page 316 of this Draft Red Herring Prospectus.
30. No Equity Shares have been allotted in terms of any scheme approved under Sections 230-232 of the Companies Act, 2013 and no Equity Shares have been allotted in terms of any scheme approved under Sections 391-394 of the Companies Act, 1956 in the last five years. However, allotment related details in respect of issuance of Equity Shares, from the period of July 25, 1986 to March 31, 2010 are not available in the records of our Company, and our Company is therefore unable to confirm whether any Equity Shares have been allotted in terms of any scheme approved under Sections 391-394 of the Companies Act, 1956, period prior to March 2010. For further information, please refer to the details contained in the chapter titled “*History and Certain other Corporate Matters*” beginning on page 154 and risk factor no. 6 contained in the section titled “*Risk Factors*” beginning on page 17 of this Draft Red Herring Prospectus.
31. Our Company has 14 (fourteen) members as on the date of filing of this Draft Red Herring Prospectus.
32. [●] Equity Shares, have been reserved for allocation to Eligible Employees, on a proportionate basis, subject to valid Bids being received at or above the Issue Price and subject to the maximum Bid Amount by each Eligible Employee not exceeding Rs. 2,00,000/-. Only Eligible Employees are eligible to apply in this Issue under the Employee Reservation Portion. Bids by Eligible Employees bidding under the Employee Reservation Portion may also be made in the Net Issue and such Bids will not be treated as multiple Bids. If the aggregate demand in the Employee Reservation Portion is greater than [●] Equity Shares at the Issue Price, allocation will be made on a proportionate basis.
33. Our Company shall ensure that the transactions in Equity Shares by our Promoters and our Promoter Group between the date of registering the Red Herring Prospectus with the RoC and the Bid/Issue Closing Date shall be reported within 24 (twenty-four) hours of such transaction.
34. Our Promoters, Promoter Group, Group Companies, the BRLMs and the Syndicate Members will not participate in the Issue.
35. Our Company has not issued any Equity Shares at a price less than the Issue Price in the last 1 (one) year preceding the date of filing the Draft Red Herring Prospectus.
36. There are certain restrictive covenants in the agreements that our Company has entered into with the lenders. These restrictive covenants require our Company to seek the prior permission of the said bank for various activities, including amongst others, entering into any scheme of expansion, taking any new activity, invest or lend money except in the normal course of business, confining our Company’s entire banking with the lender, investing by way of share capital, change in the management, change in capital structure etc. For further details, please refer to the chapter titled “*Financial Indebtedness*” beginning on page 255 of the Draft Red Herring Prospectus.

37. Shareholding of our Directors and KMPs:

Except as stated below, none of the Directors or Key Managerial Personnel in our Company hold any Equity Shares of our Company as on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name and Designation	No. of Equity Shares held	% of Equity Shares held (Pre-Issue)
1.	Mr. Murarilal Mittal – Managing Director	1	Negligible
2.	Mr. Sushil Sharda – Whole-time Director	1	Negligible
3.	Mr. Mayank Mittal – Director- Operations	1	Negligible
4.	Total	3	Negligible



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38. The details of shareholding of persons belonging to the category public and holding more than 1 (one) percent of the total number of Equity Shares of our Company, as on the date of this Draft Red Herring Prospectus are as follows:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Equity Shares held (Pre-Issue)
1.	Motilal Gopilal Oswal and others*	18,37,293	6.25
2.	Sunderji M. Shah (HUF)	5,39,000	1.83
3.	Dinesh S. Shah (HUF)	5,25,900	1.79
4.	Devchand M. Shah (HUF)	4,76,500	1.62
	Total	33,78,693	11.49

**Represents the Equity Shares held by M/s. Visu Associates, having partners Mr. Motilal Gopilal Oswal, Mr. Raamdev Ramgopal Agarwal and Passionate Investment Management Private Limited*

39. The BRLMs, the Syndicate Members, our Company, the Directors, the Promoters, the Promoter Group and the Group Companies/entities, shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any Bidder, for making a Bid.

40. There are no safety net arrangements for this Issue.

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

42. Our Company has not raised any bridge loans, which are proposed to be repaid from the Issue Proceeds.



OBJECTS OF THE ISSUE

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

1. To set up a proposed project of 66,000 MTPA wire ropes at MIDC Zone, at Chalisgaon, Dist: Jalgaon, Maharashtra
2. To meet General Corporate Expenses ; and
3. To meet Issue Expenses

(Collectively referred to hereinafter as the “**Objects**”)

Further, the objects of the issue are to achieve the benefits of listing on the Stock Exchanges. We believe that listing will enhance our Company’s brand name and provide liquidity to our Company’s existing shareholders. Listing will also provide a public market for the Equity Shares in India.

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 main object clause of our memorandum of Association.

Offer Proceeds

The details of the proceeds of the Offer are summarized in the table below:

(Rs. in lacs)

Particulars	Amount
Gross Proceeds	7,000.00
Less: Issue expenses	[•]
Net Proceeds	[•]

Utilization of Net Proceeds

The Net Proceeds will be utilized as set forth in the table below:

(Rs. in lacs)

Sr. No.	Particulars	Amount
1.	Part finance to set up a New Unit at MIDC Zone, at Chalisgaon, Dist: Jalgaon , Maharashtra	6,000.00
2.	General Corporate Purposes*	[•]
	Total	[•]

* The amount deployed towards general corporate purpose shall not exceed 25% of the total issue size and updated in the Prospectus prior to the filing with the Registrar of Companies,

Deployment of Net Proceeds

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

(Rs. in lacs)

Sr. No.	Particulars	Total	Estimated utilisation in Fiscal 2016
1.	Part finance to set up a New Unit at MIDC Zone, at Chalisgaon, Dist: Jalgaon , Maharashtra	6,000.00	6,000.00
2.	General Corporate Purposes	[•]	[•]



	Total	[•]	[•]
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We may have to revise our expenditure and fund requirements as a result of variations in cost estimates on account of variety of factors such as changes in our financial condition, business or strategy as well as external factors which may not be in our control and may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of our management. In case of any surplus after utilization of the Net Proceeds for the stated objects, we may use such surplus towards general corporate purposes. To the extent our Company is unable to utilise any portion of the Net Proceeds towards the aforementioned objects of the Issue, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in subsequent fiscals towards the aforementioned objects.

In case of variations in the actual utilisation of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the objects of the Issue, we may explore a range of options including utilizing our internal accruals and seeking additional debts from existing and future lenders. We believe that such alternate arrangement would be available to fund any such shortfalls.

The above fund requirements are based on internal management estimates, quotations received from vendors and suppliers, which are subject to change in the future, these are based on current conditions and are subject to revisions in light of changes in external circumstances or costs, or our financial condition, or product demand and supply conditions in domestic or international market or business or strategy, for further details of factors that may affect these estimates, see section titled “Risk Factors” beginning on page 17 of this Draft Red Herring Prospectus.

Further, we do not intend to utilize the Net Proceeds to procure any second hand plant and machinery or miscellaneous fixed assets. The Promoter or the Directors or the members of the Promoter Group do not have any interest in the proposed procurement of any plant and machinery or miscellaneous fixed assets or any of the entities from whom we have obtained quotations.

Details of the Objects

1. Part finance to set up a Proposed project at MIDC Zone, at Chalisgaon, Dist: Jalgaon, Maharashtra

We propose to utilize Rs. 6,000 lacs from the Net Proceeds towards part-financing of our proposed Project of 66,000 MTPA, to manufacture Wire Ropes of different diameters mostly used in elevators, cranes, material handling equipment, oil drilling and mining sector, shipping, construction related equipment and machinery, etc. Our Company targets both export and domestic market for its products.

Estimated Project Cost

The details of the estimated project costs as set out below are based on the estimation of internal management, quotations received from vendors /suppliers, contract executed with suppliers and purchase order placed.

(Rs. in lacs)

Sr. No.	Description	Total Estimated Cost
I.	Land	331.92
II.	Building, Civil Works and Land Development	6,914.00
III.	Plant and Machinery	33,265.58
IV.	Miscellaneous Fixed Assets	100.00
V.	Preliminary Expenses	395.00
VI.	Pre-operative Expenses	1,868.00
VII.	IDC (Interest during construction)	1,845.00
VIII.	Contingency	906.29



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IX.	Margin Money	2,655.58
	Total Estimated Project Cost	48281.37

As certified by Statutory Auditor M/s Sureka Associates vide their certificate dated June 19, 2015 the amount deployed towards project as on date June 15, 2015 is Rs 5,383.43 lacs from internal accrual, net worth of company, and bank term loan.

I. Land

Our Company has signed lease agreement with MIDC for 2,54,376 sq. metres of land at the rate of Rs.130 per sq. metre, for the Proposed Project. Total Cost of land is Rs. 331.92 lacs including of Rs. 0.30 lacs of registration charges.

II. Building, Civil Works and Land Development

The cost of Building and civil construction based on certificate issued by Suvin Advisors Pvt. Ltd. dated June 06, 2015 is estimated as setforth below:-

(Rs in lacs)		
Sr.No.	Description	Amount
1	Land Development (Boundary Wall and Other Expenses)	153.00
2	Civil Construction works for Production Shed, Furnace Shed, Dispatch Shed, Various Buildings and other miscellaneous works*	2,179.00
3	Structural Construction Works of Production Shed, Furnace Shed, Dispatch Shed and other miscellaneous works**	748.00
4	Cement OPC 53 Grade (Requirement is 10000 MT, approx. cost Rs. 5300 per MT)	530.00
5	Reinforcement Steel (TMT Bars) (Requirement is 981 MT, approx. Cost Rs. 41000 per MT)	402.00
6	Structural Steel (Requirement is 3350 MT, approx cost Rs. 39000 per MT)	1,307.00
7	Structural Steel Paint for 63500 Sqmtr (Requirement would be 41000 ltrs of paint and 8400 ltrs of thinner)	77.00
8	Foundation Bolts (MS, Nuts, Washers, etc.) (Requirement of approx. 10000 Bolt Cost Rs. 210 per Bolt)	21.00
9	Roofing, Purlins etc.	447.00
10	Roads	400.00
11	Other Miscellaneous (Cladding, Asbestos sheets, etc.)	650.00
	Total	6,914.00

* Our Company has entered into a contract dated February 09, 2015 with M/s. Gannon Dunkerly & Co. Ltd for Civil construction works.

** Our Company has entered into a contract dated April 20, 2015 with M/s. Jai Shakti Engineering & Construction, for structural construction works.

III. Plant and Machinery

Total plant and machinery cost for the Proposed Project based on estimation of internal management is Rs. 33,265.58 lacs which has been determined on the base of quotation received from vendors/suppliers and contracts/order executed with various suppliers. A list of various sub-heads of plant and machinery with estimated cost is mentioned below:



(Rs. in lacs)

Description	Cost As per Management Estimates
Equipment	25,860.54
Electrical Area	1,200.00
Tooling & Testing Machine	1,503.50
Other Machines	2,542.00
Hard ware & Software	220.00
Installation	1,939.54
Total Estimated cost of Plant & Machinery	33,265.58

Estimated cost for Equipments

For the purpose of inclusion in the below table, exchange rates taken are*:-

1 US \$ = INR 63.60

1 Euro (€) = INR 71.23

*The exchange rates taken, were in accordance with the exchange rates displayed on the website of RBI (www.rbi.org.in).

(i) **We have placed orders for the following :**

Manufacturer/Supplier	Plant and Equipment	No of units	Contract/Purchase order date	Total Amount	Cost Rs. in lacs)
PICKLING LINES:					
Steuler Anlagenbau GmbH & Co. KG	HCL Tunnel Pickling Line 60,000 T/Year	1	May 6, 2015	€19,10,000	1,360.49
Grauer & Weil (India) Ltd.	Parts of Tunnel Pickling Line		May 6, 2015	Rs. 6,00,00,000	600.00
	Sub Total (A)				1,960.49
FURNANCE:					
Dae Sung Ind. Machine Co. Ltd.	5.5 -12 MM,20Wire,60 DV,2000 T/Month (DSPIG – 8520)	1	March 25, 2015	\$ 41,21,000	2,620.96
	1.6 - 5.5 MM,48 Wire,72 DV,1800 T/Month (DSPIG – 3348)	1			
	0.9-2.3 MM,40 Wire,60 DV,750 T/Month (DSPIG – 1640)	1		\$ 18,39,000	1169.60
	Sub Total (B)				3,790.56
DRAWING LINES:					
Excel Craft Machinery	1 DIE 650 + 10 DIE 550	5	June 20, 2015	Rs. 75,670,000	756.70
Excel Craft Machinery	1 DIE 650 + 12 DIE 550	1	June 20, 2015	Rs. 17,300,000	173.00
Excel Craft Machinery	1 DIE 550 + 10 DIE 450	3	June 20, 2015	Rs. 36,684,000	366.84
Excel Craft Machinery	1 DIE 550 + 12 DIE 450	1	June 20, 2015	Rs. 14,139,000	141.39
Excel Craft Machinery	1 DIE 450 + 12 DIE 350	2	June 20, 2015	Rs. 16,432,000	164.32
Excel Craft Machinery	1 DIE 450 + 10 DIE 350	4	June 20, 2015	Rs. 28,756,000	287.56



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Manufacturer/Supplier	Plant and Equipment	No of units	Contract/Purchase order date	Total Amount	Cost Rs. in lacs)
Excel Craft Machinery	1Die 650 OTO+10 Die 550	1	June 20, 2015	Rs. 15,715,000	157.15
Excel Craft Machinery	1Die 650 OTO+13 Die 550	1	June 20, 2015	Rs. 19,731,000	197.31
Excel Craft Machinery	2 BB x 650	2	June 20, 2015	Rs. 10,914,000	109.14
	Sub Total (C)				2353.41
STRANDING LINES:					
Uttam Value Steel Limited	36 bobbin 400 mm	1	March 2, 2015	Rs. 20,000,000	200.00
Excel Craft Machinery	6 bobbin 450 mm	3	June 20, 2015	Rs. 25,053,000	250.53
Uttam Value Steel Limited	60 bobbin 630 mm , Planetary	1	March 2, 2015	Rs. 270,000,000	2,700.00
	Sub Total (C)				3,150.53
CLOSING LINES:					
Excel Craft Machinery	6 bobbin 630mm	2	June 20, 2015	Rs. 208,77,000	208.77
Excel Craft Machinery	8 bobbin 630 mm	1	June 20, 2015	Rs. 14,382,000	143.82
Excel Craft Machinery	8 bobbin 450 mm	2	June 20, 2015	Rs. 18,094,000	180.94
Excel Craft Machinery	8 bobbin 315 mm	3	June 20, 2015	Rs. 15,588,000	155.88
Excel Craft Machinery	6 bobbin 450 mm	1	June 20, 2015	Rs. 8,165,000	81.65
	Sub Total (E)				771.06
Total (A+B+C+D+E)					12,026.05
Duty/TPT/Custom Clearance on Imported Machines @ 3.09% on Rs. 5,151.05 lacs			Management Estimates		159.17
TPT on Local Machines @ 1 % on Rs. 6,875.00 lacs			Management Estimates		68.75
TOTAL COST (I)					12,253.97

(ii) We have received quotations for which orders are yet to be placed:

Manufacturer/Supplier	Plant and Equipment	No of units	Quotation date	Total Amount	Cost Rs. in lacs)
DRAWING LINES:					
Lee & Lee Machinery Co., Ltd.	10 BLK x 900	1	June 27, 2015	\$ 5,00,200	318.13
Lee & Lee Machinery Co., Ltd.	2 BLK 750 x 8BLK 650	3	June 27, 2015	\$1,156,200	735.34
Lee & Lee Machinery Co., Ltd.	1 DIE 650 + 10 DIE 550	1	June 27, 2015	\$352,600	224.25
Lee & Lee Machinery Co., Ltd.	1 DIE 450 + 12 DIE 400	1	June 27, 2015	\$264,040.00	167.93
Lee & Lee Machinery Co., Ltd.	WET MACHINES	29	June 19, 2015	\$1,397,315.70	888.69
Lee & Lee Machinery Co., Ltd.	1 DIE 450 + 10 DIE 400	3	June 27, 2015	\$696,180	442.77
Lee & Lee Machinery Co., Ltd.	1Die 650 OTO+ 6 die 550	1	June 27, 2015	\$295,200	187.75



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Manufacturer/Supplier	Plant and Equipment	No of units	Quotation date	Total Amount	Cost Rs. in lacs)
Lee & Lee Machinery Co., Ltd.	1 Die 650 OTO+ 4 Die 550	2	June 27, 2015	\$442,800	281.62
	Sub Total (A)				3,246.48
STRANDING LINES:					
A-Jin Inc.	48 bobbin 630 mm	1	June 16, 2015	\$1,330,000	845.88
Lee & Lee Machinery Co., Ltd.	36 bobbin 500mm	1	June 27, 2015	\$711,640.50	452.60
Lee & Lee Machinery Co., Ltd.	36 bobbin 315 mm	2	June 27, 2015	\$553,889.40	352.27
A-Jin Imc.	36 bobbin 250mm	2	May 17, 2015	\$429,122.18	272.92
Lee & Lee Machinery Co., Ltd.	25 bobbin 315 mm	3	June 27, 2015	\$702,765.00	446.96
A-Jin Imc.	18 bobbin 315 mm/300mm	4	May 17, 2015	\$635,086.16	403.91
A-Jin Imc.	18 bobbin 250 mm	7	May 17, 2015	\$747,273.45	475.27
Lee & Lee Machinery Co., Ltd.	6 bobbin 630 mm	5	June 27, 2015	\$1,398,982.50	889.75
A-Jin Imc.	6 bobbin 250 mm	23	May 17, 2015	\$1,055,798.44	671.49
A-Jin Imc.	6 bobbin 315 mm	13	May 17, 2015	\$860,443.35	547.24
Lee & Lee Machinery Co., Ltd.	18 bobbin 630 mm	1	June 27, 2015	\$671,560.10	427.11
	Sub Total (B)				5,785.40
CLOSING LINES:					
Construcciones Mecanicas Caballe, S.A.	8 bobbin 1600 mm , Planetary	1	August 6, 2014	€2,267,046.70	1,614.82
Construcciones Mecanicas Caballe, S.A.	6 bobbin 1250 mm	1	August 6, 2014	€1,097,422.79	781.69
Lee & Lee Machinery Co., Ltd.	6 bobbin 800 mm	1	June 27, 2015	\$487,910.00	310.31
Construcciones Mecanicas Caballe, S.A.	18 bobbin 630 mm Bullnose 1600	1	August 6, 2014	€1,098,724.50	782.62
Construcciones Mecanicas Caballe, S.A.	18 bobbin 450mm Bull nose 1250	1	August 6, 2014	€ 9,51,020.20	677.41
	Sub Total (C)				4,166.85
Total (A+B+C)					13,198.73
Duty/TPT/Custom Clearance on Imported Machines @ 3.09% on Rs. 13,198.73 lacs		Management Estimates			407.84
TOTAL COST (II)					13,606.57
GRAND TOTAL (I + II)					25,860.54

Cost for Electrical Area as estimated by the management:-

Description	Manufacturer/Supplier	Contract/Order /Quotation date	Qty.	Cost (Rs. in lacs)
Substation and distribution	Management Estimates			850.00



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Description	Manufacturer/ Supplier	Contract/Order /Quotation date	Qty.	Cost (Rs. in lacs)
Generator - 1000 Kva			2	100.00
UPS - 1000 Kva			1	150.00
Power Transmission Cable				100.00
Total Cost				1200.00

Cost for Tooling and Testing Machines as estimated by the management:-

Description	Manufacturer/ Supplier	Contract/Order /Quotation date	Qty.	Cost (Rs. in lacs)
Rope Tooling (Dies, Postform, Preform)	Uttam Value Steels Limited	April 03, 2015		695.00
Roll Compaction :				
80mm	Uttam Value Steels Limited	April 03, 2015	2	118.50
106mm			1	
150mm			1	
220mm			1	
Rolls (For above units)	Management Estimates			20.00
Die shop (INCLUDING DIES)				200.00
Tools & tackles				15.00
QC Lab				100.00
Fatigue testing m/c				20.00
Breaking Load testing (Including Pre-Stretching):				
100 T	Uttam Value Steels Limited	April 03, 2015	1	335.00
500 T (Pre-streching)			1	
1000 T			1	
Total Cost				1503.50

Cost for Other Machines as estimated by the management:-

Description	Manufacturer/ Supplier	Contract/Order /Quotation date	Qty.	Cost (Rs. in lacs)	
Compressor - GA 37	Management Estimates		4	30.00	
Cooling Tower with Hot well & cold wells				250.00	
ETP – Equipment				50.00	
Drawsol cooling system (individual)				10.00	
Hoist in wire drawing				80.00	
Scrap Compactor				10.00	
Ropery cranes with support structures				500.00	
Cutting – coiling				30.00	
Salvage Machines				10	20.00
Socketing Tower					20.00
Plastication Line					200.00
Welding & Pointing machine					100.00



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Description	Manufacturer/ Supplier	Contract/Order /Quotation date	Qty.	Cost (Rs. in lacs)
Grease Tank				8.00
Transfer Trolley				20.00
Forklift			5	50.00
Hydra - 10 T				30.00
Crane at Rod Yard				40.00
Dispatch Bay crane				170.00
Weigh Bridge (50T)			1	45.00
Weigh Bridge (200T)			1	70.00
Press:				
3000 T	Uttam Value Steels Limited	April 03, 2015	1	165.00
500 T			1	
LNG Bullets	Management Estimates		3	150.00
Acid Tanks	Management Estimates		2	60.00
Bobbins	Uttam Value Steels Limited	April 03, 2015		374.00
Machine shop	Management Estimates			60.00
Total Cost				2,542.00

Cost for Hardware & Software as estimated by the management:-

Description	Manufacturer/ Supplier	Contract/Order /Quotation date	Cost (Rs. in lacs)
Intercom, Time M/c, ERP System & computers	Management Estimates		200.00
Drawing Office - Software, Plotters, Printing M/c	Management Estimates		20.00
Total Cost			220.00

Cost for Installations as estimated by the management:-

Description	Manufacturer/ Supplier	Contract/Order /Quotation date	Cost (Rs. in lacs)
Technological Structures for Tunnel Pickling Line & Zero discharge Plant	Uttam Value Steels Limited	April 15, 2015	200.00
Technological Structures for 3Nos. Patenting cum Galvanizing Lines	Uttam Value Steels Limited	April 15, 2015	200.00
Guards and Safety screens for various wire drawings machines, Stranding machines and closing machines	Uttam Value Steels Limited	April 15, 2015	100.00
Pickling Line	Steuler Anlagenbau GmbH & Co. KG	May 06, 2015	235.06
	Grauer & Weil (India) Ltd.	May 06, 2015	35.00
Furnace	Dae Sung Ind.	March 25, 2015	114.48



Description	Manufacturer/ Supplier	Contract/Order /Quotation date	Cost (Rs. in lacs)
	Machine Co. Ltd.		
Drawing Machine	Lee & Lee	June 27, 2015	60.14
	Excel Craft Machinery	June 20, 2015	14.00
Stranding Lines	Lee & Lee	June 27, 2015	94.06
	Excel Craft Machinery	June 20, 2015	3.00
	A-Jin Imc.	May 17, 2015/ June 16, 2015	144.62
Closing Lines	Lee & Lee	June 27, 2015	5.72
	Excel Craft Machinery	June 20, 2015	9.00
Other Installation	Management Estimates		724.46
Total Cost			1,939.54

IV. Miscellaneous Fixed Assets

Miscellaneous fixed assets of Rs. 100 lacs, preliminary comprises of vehicles including cars, two wheelers, buses for staff, etc. which is based on management estimates.

V. Preliminary Expenses

Preliminary expenses of Rs. 395 lacs, mainly for the purpose of management and administrative cost, bank charges, etc, which is based on management estimates.

VI. Pre-operative Expenses

As per management estimates Pre-operative expenses of Rs. 1,868 lacs, based on cost estimates of raw material and other consumable requirement for testing of plant, engineering consultancy fees, compliance with statutory requirements, along with salary and other administrative expenses that would be borne during trials.

VII. Interest during Consturction (IDC)

Interest Payable to lenders to the extent of Rs. 1,845 lacs (for the long-term debt undertaken) before commencement of production is capitalized under this head, which is based on management estimates.

VIII. Contingency

Considering that the designated plant and machinery has not yet been purchased and the building and civil work yet not completed, a contingency of 2.25% of the estimated cost amounting to Rs. 906.29 lacs has been considered adequate for the Proposed Project, which includes –

- Building and Civil works,
- Plant & Machinery,
- Miscellaneous Fixed Assets.

IX. Margin Money for Working Capital



Estimates of working capital requirements have been worked out on the basis of expenditure involving cash liabilities and other recurring requirements. The available bank finance for working capital has been considered as 75% of net working capital requirement of our Company for first operational year. Based on this, the requirement of margin money for working capital is calculated at Rs. 2,655.58 lacs. Detail of same as forth below:

Description	Holding Period (Days)	Estimated Amount (Rs. in lacs)
No. of Operating Days	83	
Current Assets		
Raw Materials	45	2,740.40
Consumables	25	127.30
WIP	15	1,163.40
Finished Goods	30	3,757.40
Debtors	60	7,514.80
Total Current Assets		15,303.30
Current Liabilities		
Creditors	60	4,681.00
Total Current Liabilities		4,681.00
Working Capital Requirement		10,622.30
Bank Borrowings	75%	7,966.72
Margin Money	25%	2,655.58

Appraisal

The Project has been appraised on May 19, 2014. Details of appraising agency and contents of the report are withheld with us as the appraising agency has denied its consent for inclusion of its name and content of the report in any offer document.

Purpose of the appraisal for the project

Our company has approached Banks for requirement of term loan for the Proposed Project. In relation to said term loan facility Company has appointed an appraising agency for appraisal of said project.

The proposed schedule of Implementation

The expected schedule of implementation of the project as estimated by the management is as below:

Sr. No.	Activity	Original		Revised	
		Date of commencement as per previous estimates of Management*	Date of completion as per previous estimates of Management*	Revised Date of commencement as per Management estimates	Revised Date of completion as per Management estimates
1	Engineering				
1.1	Concept design	April-14	April-14	-	Completed
1.2	Basic engineering	April-14	May-14	-	Completed
1.3	Detailed engineering	June-14	July-14	Started	September-15
2	Civil work				
2.1	Land acquisition and development	April-14	October-14	Started	October-15
2.2	Finalisation of layout and	April-14	June-14	-	Completed



Sr. No.	Activity	Original		Revised	
		Date of commencement as per previous estimates of Management*	Date of completion as per previous estimates of Management*	Revised Date of commencement as per Management estimates	Revised Date of completion as per Management estimates
	drawings				
2.3	Construction of plant and auxiliary Facilities	August-14	November-15	Started	March-16
3	Statutory clearances				
3.1	State clearances for establishment	April-14	April-14	-	Completed
3.2	MoEF clearance	April-14	July-14	-	Completed
3.3	Water, electricity clearances	July-14	October-14	-	Completed
4	Procurement				
4.1	Place orders for equipment	April-14	January-15	Started	January-16
4.2	Receipt of equipment	August-14	April-15	November-15	November-16
4.3	Installation of equipment	December-14	October-15	December-15	December-16
5	Erection and commissioning				
5.1	Commissioning and production trial run	October-15	December-15	October-16	December-16
5.2	Commencement of commercial production	January-16	-	December-16	-

* The scheduled completion target for our Proposed Project at Chalisgaon was as estimated by our management, as per the report submitted by our Company, to its lenders for availing bank finance for the Proposed Project. The schedule of implementation of the Proposed Project has undergone a change because of delay in title clearance of a part of the land taken on lease from MIDC. As a result, the commercial production date, as envisaged, has been revised and further extended by a period of 12 (twelve) months.

Means of Finance

The following is summary of our means of financing for the establishment of the Proposed Project:

(Rs. in lacs)

Particulars	Means of finance as per Management Estimate
Term loans	33,000.00
Amount proposed to be financed from the net proceeds	6,000.00
Amount already deployed as on June 15, 2015 from Internal Accrual/Networth*	4,218.26
Internal Accrual / Net worth /non convertible Preference share	5,063.11
Total Fund required for Proposed Project	48,281.37

* As certified by Statutory Auditor M/s Sureka Associates vide their certificate dated June 19, 2015.

As per Regulation 4(2)(g) of SEBI (ICDR) Regulation, 2009 our Company is required to make firm arrangements of finance through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised through proposed Issue or through existing identifiable internal accruals/ network

(Rs. in lacs)

Particulars	Means of finance
Fund required for Proposed Project	48,281.37
Amount already deployed as on June 15, 2015 from Internal Accrual/Networth*	4,218.26
Amount proposed to be financed from the net proceeds	6,000.00



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Stated means of Finance excluding funding through Net Proceeds	38,063.11
75% of the funds required excluding the Net Proceeds	28,547.33
Of which Firm arrangement for over 75% of the funds required	33,000.00

* As certified by Statutory Auditor M/s. Sureka Associates vide their certificate dated June 19, 2015.

Our Company has Consortium arrangement through facility agreement dated April 17, 2015 for Term Loan of Rs. 33,000 Lacs between Bank of Baroda (Lead Bank), Union Bank of India, Central Bank of India, Vijaya Bank, Corporation Bank, State Bank of Bikaner & Jaipur and Export-Import Bank of India, hence is in compliance with Regulation 4(2)(g) of SEBI (ICDR) Regulation, 2009. For further details see chapter titled “Financial Indebtedness” beginning on page 255 of this Draft Red Herring Prospectus.

Internal Accrual/Net Worth/Non Convertible Preference Shares:

The New Project will be partly funded by internal cash accruals/Net worth, non-convertible preference shares. Out of the total amount of internal accruals/Net worth estimated as means of finance for the New Project, we have already invested Rs.4,218.26 lacs from our internal accruals/Net worth as on June 15, 2015. Remaining amount of Rs.5,063.11 lacs will be apportioned from the future cash accruals/net-worth/internal accrual.

In case of any short fall of the above accrual/net-worth, we may raise fund by issuing non convertible preference share.

Bridge Financing Facilities

We have not raised any bridge loans from any bank or financial institution as on the date of the Draft Red Herring Prospectus, which are proposed to be repaid from the Net proceeds.

2. General Corporate Purposes

Our Company proposes to deploy the balance Net Proceeds aggregating of Rs. [●] towards general corporate purposes, subject to such utilization not exceeding 25% of the Net Proceeds, in compliance with the SEBI Regulations, including but not limited to strategic initiatives, partnerships and joint ventures, meeting exigencies which our Company may face in the ordinary course of business, meeting expenses incurred in the ordinary course of business, or may be used for the Proposed Project and any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act. Our Company’s management, in accordance with the policies of the Board, will have flexibility in utilising any surplus amounts.

3. Issue Expenses

The Issue related expenses consist of fees payable to the BRLMs, underwriting commission, brokerage and selling commission, commission payable to Registered Brokers, SCSBs’ fees, Escrow Banks’ and Registrar’s fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges. The estimated Issue related expenses are as follows:

The total estimated expenses are Rs. [●], which is [●] % of the Issue size.

Sr.No.	Activity	Expenses (Rs. in lacs)	Percentage of Issue Expenses	Percentage of Issue Size
1.	Fees of the BRLMs, underwriting commission, brokerage and selling commission	[●]	[●]	[●]



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2.	Processing fee to the SCSBs for processing Bid cum Application Forms procured by Syndicate/Sub Syndicate and submitted to SCSBs or procured by Registered Brokers	[•]	[•]	[•]
3.	Advertising and marketing expenses, printing and stationery, distribution, postage etc.	[•]	[•]	[•]
4.	Fees to the Registrar to the Issue	[•]	[•]	[•]
5.	Listing fees and other regulatory expenses	[•]	[•]	[•]
6.	Other expenses (Legal advisors, Auditors and other Advisors etc.)	[•]	[•]	[•]
	Total Estimated Offer Expenses	[•]	[•]	[•]

Sources and Deployment of Funds

As per the certificate dated June 19, 2015 issued by Statutory Auditor M/s. Sureka Associates, details of fund deployed up to June 15, 2015 and the sources of funds are tabulated below:

1. Expenditure incurred on Project:

(Rs. in lacs)

Description	Amount spent
Land	331.92
Building and Civil Works	1,208.80
Plant and Machinery	2,939.86
Miscellaneous Fixed Assets	0.66
Preliminary Expenses	196.26
Pre-operative Expenses	657.79
IDC (Interest during construction)	2.97
Total	5,338.26

2. Expenditure incurred relating to Issue:

(Rs. in lacs)

Particulars	Amount Spent
ROC filing fees & Stamp duty on increase of authorised capital	19.00
Lead Manager fees	22.60
Lawyer fees	3.37
Peer Review Auditor fees	0.20
Total	45.17

Up to June 15, 2015 our company has incurred a total cost of Rs. 5338.26 lacs towards the proposed new project and Rs.45.17 lacs towards the Issue Expenses.

Sources of deployment for above mentioned expenditure are as under:

(Rs. in lacs)

Sr. No.	Sources	Amount
A.	For Project	
1	Net worth including Internal Accruals deployed	4,218.26
2	Term Loan	
	Bank of Baroda	120.00



	Union Bank	300.00	
	Central Bank of India	250.00	
	Vijaya Bank	250.00	
	Corporation Bank	100.00	
	State Bank of Bikaner & Jaipur	100.00	1120.00
	Total (A)		5338.26
	Deployment towards		
B	For Issue Expenses		
	Net worth including Internal Accruals	45.17	
	Total (B)		45.17
	Total (A+B)		5,383.43

Interim use of Net Proceeds

Our Company, in accordance with the policies established by the Board from time to time, will have flexibility to deploy the Net Proceeds. Pending utilization for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits with schedule commercial banks included in second schedule of Reserve Bank of India Act, 1934.

In accordance with Section 27 of the Companies Act, 2013 our Company confirms that it shall not use the Net Proceeds for any investment in the equity markets.

Monitoring of Utilisation of Funds

Since the proceeds from the Fresh Issue are less than Rs. 500 Crore, in terms of Regulation 16 of the SEBI Regulations, Our company is not required to appoint a monitoring agency for the purposes of this Issue. Our Audit Committee and our Board of Directors will monitor the utilization of the Net Proceeds. We will disclose the utilization of the Net Proceeds, including interim use, under a separate head specifying the purpose for which such proceeds have been utilized along with details, if any in relation to all the Net Proceeds that have not been utilised thereby also indicating investments, if any, of the unutilized Net Proceeds in our balance sheet for the relevant financial years.

Pursuant to Clause 49 of the Equity Listing Agreement, our Company shall on a quarterly basis disclose to the Audit Committee the use and application of the Net Proceeds. Additionally, the Audit Committee shall make recommendations to our Board for further action, if appropriate. Till such time as all the Net Proceeds have been utilized in full, our Company shall prepare an annual statement, certified by our Statutory Auditors, of funds utilized for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee.

Further, in terms of Clause 43A of the Equity Listing Agreement, our Company will furnish a quarterly statement to the Stock Exchanges indicating material deviations, if any, in the use of the Net Proceeds from the objects stated in this Draft Red Herring Prospectus. This information shall be furnished to the Stock Exchanges along with the interim or annual financial results submitted under Clause 41 of the Equity Listing Agreement and would be published in the newspapers simultaneously with the interim or annual financial results, after placing it before the Audit Committee in terms of Clause 49 of the Equity Listing Agreement.

Variation in Objects

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects, unless authorised by our shareholders in a general meeting by way of a special resolution through postal ballot. Additionally, the notice in respect of such resolution issued to the shareholders shall contain details as prescribed under the Companies Act, 2013 and such details of the notice, clearly indicating the justification for such variation, shall also be published in one English and one vernacular newspaper in the city where the registered office of our Company is situated, as per the Companies Act, 2013 and the rules framed there under. Pursuant to the Companies Act, 2013, our Promoter or controlling shareholders will



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be required to provide an exit opportunity to the shareholders who do not agree to such proposal to vary the objects, in accordance with the AoA, and in such manner and subject to such conditions as may be specified by SEBI.

We further confirm that the amount raised by our Company through the Issue shall not be used for buying, trading or otherwise dealing in equity shares of any other listed company.

Other Confirmation

No part of the Net Proceeds will be paid by our Company as consideration to our Promoter, Directors, Key Managerial Personnel and the members of our Promoter Group or Group Entities, except in the ordinary course of business.



Basis for Issue Price

The Issue Price will be determined by our Company, in consultation with the BRLMs, on the basis of the assessment of market demand for the offered Equity Shares by the book building process. The face value of the Equity Shares is Rs. 10 each and the Issue Price is [●] times the face value at the lower end of the Price Band and [●] times of the face value at the higher end of the Price Band.

Investors should read the following summary with the “Risk factors” beginning on page 17 of this Draft Red Herring Prospectus, chapter titled “History and Certain Corporate Matters” beginning on page 154 and section titled “Financial Information” beginning on page 196 of this Draft Red Herring Prospectus. 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

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

- Global Reach
- Pan-India Customer Base
- Diversified client base
- Established Player in the Indian Wire Rope Industry
- Diversified Product Mix
- Experienced Management Team

For further details, please see the chapter titled “Our Business” beginning on page 119 of this Draft Red Herring Prospectus.

Quantitative Factors

Information presented in this section is derived from our Company’s restated financial statements prepared in accordance with Indian GAAP, Companies Act and the SEBI (ICDR) Regulations. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1. Basis and Diluted Earnings per share (EPS)

Period	Basic EPS (Rs.)	Diluted EPS (Rs.)	Weight
FY 2011-12	1.66	1.66	1
FY 2012-13	0.50	0.50	2
FY 2013-14	0.51	0.51	3
Weighted Average	0.70	0.70	
Ten months ended January 31, 2015 (Not Annualised)	0.58	0.58	

Note:

- i. The figures disclosed above are based on the restated financial statements of our Company.
- ii. The face value of each Equity Share is Rs. 10.
- iii. EPS represents basic earnings per share calculated as per Accounting Standard-20 issued by Institute of Chartered Accountants of India.
- iv. Please refer “Annexure - 48: Statement of Accounting Ratios, as Restated” beginning on page 251 of the Draft Red Herring Prospectus.



2. Price Earning (P/E) Ratio in relation to the Price Band of Rs.[●] to Rs.[●] per Equity Share of Rs.10 each

Particulars	P/E at the lower end of Price Band (no. of times)	P/E at the higher end of Price Band (no. of times)
P/E ratio based on Basic EPS for FY 2013-14	[●]	[●]
P/E ratio based on Diluted EPS for FY 2013-14	[●]	[●]

Industry PE ratio

There are no listed entities similar to our line of business and comparable to our scale of operations. For further details please refer to risk factor titled “*Our Company does not have any similar and comparable listed peer which is involved in same line of business for comparison of performance and therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in the Issue.*” beginning on page 23.

3. Average Return on Net Worth (RONW)

As per Restated Financial Statements

Period	RONW (%)	Weight
FY 2011-12	3.26	1
FY 2012-13	2.20	2
FY 2013-14	2.19	3
Weighted Average	2.37	
Ten months ended January 31, 2015 (Not Annualised)	2.42	

4. Minimum Return on Net Worth after Issue needed to maintain Pre-Issue EPS for the year ended March 31,2014:

Particulars	At Floor Price	At Cap Price
To maintain Pre-Issue Basic EPS for the year ended March 31, 2014	[●]	[●]
To maintain Pre-Issue Diluted EPS for the year ended March 31, 2014	[●]	[●]

5. Net Asset Value per Equity Share of face value of Rs. 10 each

- a. NAV as at March 31, 2014 : Rs. 23.36 per Equity Share
- b. NAV as at January 31, 2015 : Rs. 23.92 per Equity Share
- c. Issue price : Rs. [●] per Equity Share
- d. NAV after the Issue : Rs. [●] per Equity Share

6. Comparison with Industry peers

There are no listed entities similar to our line of business and comparable to our scale of operations. For further details, refer to risk factor titled“*Our Company does not have any similar and comparable listed peer which is involved in same line of business for comparison of performance and therefore, investors must rely on their own examination of accounting ratios of our Company for the purposes of investment in the Issue.*” beginning on page 23.



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The Issue Price of Rs. [●] has been determined by our Company in consultation with the BRLMs, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters. Investors should read the above mentioned information along with “Risk Factors” and “Financial Statements” beginning on pages 17 and 196, respectively, to have a more informed view.



BharatWire Ropes Limited

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors,
Bharat Wire Ropes Limited,
701, 'A' Wing, Trade World,
Kamla City, Senapati Bapat Marg,
Lower Parel (West)
Mumbai - 400013

Dear Sirs,

Subject: Statement of Possible Tax Benefits available to the Company and its shareholders

We hereby certify that the enclosed annexure states the possible tax benefits available to Bharat Wire Ropes Limited (the "Company") and to the Equity Shareholders of the Company under the provisions of the Income-tax Act, 1961, presently in force in India for the Financial Year ("FY") 2015-16 [i.e. Assessment Year ("AY") 2016-17]. Further, our Company has also considered the amendments made by Finance Act 2015. Several of these benefits are dependent on the Company or its Equity Shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its Equity Shareholders to derive tax benefits is dependent upon fulfilling such conditions, which is based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed statement are not exhaustive and preparation of the contents stated is responsibility of the Company's management. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each shareholder is advised to consult his/ her/ their own tax consultant with respect to the tax implications arising out of their participation in the proposed issue.

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.

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

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

We are not liable to any other person in respect of this statement.



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This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibilities under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

For SUREKA ASSOCIATES

Chartered Accountants

Suresh Sureka

Partner

F.R.N: 110640W

Membership No: FCA 34132

Place: Mumbai

Date: 15th June 2015



ANNEXURE TO THE STATEMENT OF TAX BENEFITS

A. SPECIAL TAX BENEFITS

Special Tax Benefits available to the Company

1. Tax Benefits Available under the Packaged Scheme of Incentives Act 2007, vide letter dated 30th November, D.O.No. HPC-1011/CR.99/Ind-8 issued by Principal Secretary, Industries, Energy and Labour Department.

The Following exemption is available in respect of the proposed plant:

- Electricity Duty exemption for a period of 15 years from the date of commencement of commercial production.
- 100% exemption from payment of stamp duty in accordance with the dispensation in this regard under the Government Notification Revenue and Forest Department No. Mudrank 2007/C.R. 196 (I)/M-dated 12/6/2007.
- Industrial Promotion Subsidy (IPS) equivalent to 100% of eligible investments under PSI 2007 made within a period of 5 years from the date of application i.e 5/7/2012. The same is further extended vide letter no D.O No HPC 1011/C.R. 99/Ind-8 dated 12th May, 2015 issued by Principal Secretary (Industries), Industries, Energy and Labour Department by one year from 04/07/2017 to 03/07/2018 But, the IPS will, however, be limited to 100% of the eligible investment, or to the extent of the amount of the taxes payable under the Maharashtra Value Added Tax Act, 2002 and the Central Sales Tax Act, 1956, by the Project in respect of sale of finished products eligible for incentives after adjustment of set-off or other credit available (i.e. Net VAT received by the Government of Maharashtra without Marketing Companies) within a period of 12 years, whichever is lower.
- Please note that-
 - a. If the Company fails to make investments of 750 Crores, the incentive period will be curtailed considering the extent of actual investment made by the Company. The IPS as Mega Project will be admissible only after the Company invest Rs 250 Crores in Eligible fixed assets at the site, within a Period from 5 years from the date of application (Including extended period), failing which the project will not be treated as Mega Project but as a normal unit under PSI 2007, if otherwise eligible under that Scheme.
 - b. Net Vat Means Vat on Local Sales minus ITC. If the same is negative (i.e there is refund) the IPS payable against CST will be reduced by that amount.
 - c. The benefits granted under this offer letter will be protected in the event of any changes in the tax structure if future to the extent that they relate to taxes on such goods finally received by the Government of Maharashtra.

The following exemption is available in respect of the existing plant:

- Industrial Promotion Subsidy (IPS) equivalent to 15% of the eligible investments i.e 15% of Rs 1952.87 lacs –Rs 292.93 Lacs, the validity of this exemption is available from 01/04/2012 to 31/03/2016.

B. GENERAL TAX BENEFITS

Under the Income Tax Act, 1961 (“the Act”)

General Tax Benefits Available to the Company

1. Under section 10(34) of the Act, income by way of dividends (both interim and final) referred to in section 115-O received on shares of any domestic company is exempt from tax. The Company distributing the dividend will be liable to pay dividend distribution tax at the rate of 15% (plus a surcharge of 10% on the dividend distribution tax



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and education cess and secondary and higher education cess of 2% and 1% respectively on the amount of dividend distribution tax and surcharge thereon) on the total amount distributed as dividend.

Note: However, effective from 1st October, 2014 dividend distribution tax would be paid after grossing up the net distributed profits by the company.

2. Under section 10(38) of the Act, long term capital gains arising on transfer of equity shares held in another Company or an unit of an equity oriented fund (as defined which has been set up under a scheme of a mutual fund specified under Section 10(23D) would be exempt from tax where the sale transaction has been entered into on a recognized stock exchange of India and is liable to securities transaction tax. However, when the company is liable to tax on book profits under section 115JB of the Act, the said income is required to be included in book profits and taken into account in computing the book profit tax payable under section 115 JB.
3. Under section 32 of the Act, the deduction for depreciation will be available at the prescribed rates on tangible assets such as building, plant and machinery, furniture and fixtures, etc. and intangible assets such as patents, trademarks, copy rights, know how, licenses, franchise or any other business or commercial rights of similar nature. Also additional depreciation of 20% of the cost of plant & machinery shall be allowed u/s 32(1)(ii) of the Act subject to the plant being purchased and put to use in the same previous year and should be used for a period of more than 180 days. However, In case the machinery is used for less than 180 days then additional depreciation shall be allowed @ 10% only.
4. Under section 32(2) of the Act, the unabsorbed depreciation arising due to absence/ insufficiency of profits or gains chargeable to tax can be carried forward. The amount is allowed to be carried forward and set off for the succeeding years until the amount is exhausted without any time limit. Unabsorbed business losses can be carried forward and set off against business profits for eight subsequent years.
5. Any income received by the Company from distribution made by any mutual fund specified under section 10(23D) of the Act or from the administrator of the specified undertaking or from the administrator of specified company referred to in Section 10(35) of the Act, is exempt from tax in the hands of the Company under section 10(35) of the Act. However, as per section 94(7) of the Act, losses arising from the sale/ redemption of units purchased within three months prior to the record date (for entitlement to receive income) and sold within nine months from the record date, will be disallowed to the extent such loss does not exceed the amount of income claimed exempt.
6. Under section 35D of the Act, the deduction, subject to prescribed limits, will be available in respect of the expenditure incurred of the nature specified in the said section, including expenditure in connection with the present issue, such as underwriting commission, brokerage and other expenses, as specified in the said section, by way of amortization over a period of five years.
7. Under section 80G of the Act, the Company is entitled to deduction either for whole of the sum paid as donation to specified funds or institutions or fifty percent of sums paid, subject to limits and conditions as provided in the section 80 G (5). Also, under section 80GGB of the Act, the company is entitled to a deduction of the amount contributed by it to any political party or an electoral trust.
8. Under section 115JAA (1A) of the Act, tax credit shall be allowed in respect of Minimum Alternate Tax (MAT) paid under section 115JB of the Act for any assessment year commencing on or after 1st April, 2006. The credit eligible for carry forward is the difference between MAT paid and the tax computed as per the normal provisions of the Act. Such MAT credit shall not be available for set off beyond ten years immediately succeeding the year in which the MAT credit initially arose.
9. Under the provisions of section 35(1) (i) of the Act read with clause (iv) of this subsection, the Company shall be eligible for 100% deduction of any expenditure (not being in the nature of capital expenditure) laid out or expended on scientific research related to the business.



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10. Under the provisions of section 35(1) (ii) of the Act, the Company shall be eligible for a weighted deduction of 175% of any sum paid to a research association which has as its object the undertaking of scientific research or to a university, college or other institution to be used for scientific research subject to fulfilment of the prescribed conditions.
11. Under the provisions of section 35(1) (iia) of the Act, the Company shall be eligible for a weighted deduction of 125% of any sum paid to a company to be used by it for scientific purpose, subject to fulfillment of the prescribed conditions.
12. Under the provisions of section 35(1) (iii) of the Act, the Company shall be eligible for a weighted deduction of 125% of any sum paid to a any sum paid to a research association which has as its object the undertaking of research in social science or statistical research or to a university, college or other institution to be used for research in social science or statistical research, subject to fulfillment of the prescribed conditions.
13. Under the provisions of section 35AC of the Act, the Company shall be entitled to deduction of 100% for payment of any sum to a public sector company or to a local authority or to an association or institution approved by the National Committee for carrying out any eligible project or scheme or for any expenditure directly made by it on the eligible project or scheme subject to fulfillment of the prescribed conditions.
14. Under the provisions of section 35CCA of the Act, the Company shall be entitled to deduction of 100% for payment of any sum to an association or institution which has as its object the undertaking of any programme of rural development or training of persons for implementing such programmes approved by the prescribed authority or to a rural development fund or to the National Urban Poverty Eradication Fund set up and notified by the Central Government in this behalf subject to fulfilment of the prescribed conditions.
15. Under the provisions of section 35CCB of the Act, the Company shall be entitled to deduction for any expenditure by way of payment of any sum to an association or institution which has as its object the undertaking of any programme of conservation of natural resources or afforestation or to a fund for afforestation set up and notified by the Central Government subject to fulfilment of the prescribed conditions.

General Benefits Available to person other than company

1. Under section 10(34) of the Act, income by way of dividends (both interim and final) referred to in section 115- O received on the shares of any domestic Company would be exempt from income tax in the hands of shareholders.
2. Under section 10(38) of the Act, long term capital gains arising to a shareholder on transfer of equity shares in the Company would be exempt from tax where the sale transaction has been entered into on a recognized stock exchange of India and is liable to securities transaction tax.
3. Under section 111A of the Act, capital gains arising to a shareholder from transfer of short term capital assets, being an equity share in the company or unit of an equity oriented Mutual fund, entered into on a recognized stock exchange in India on which securities transaction tax has been paid will be subject to tax at the rate of 15% (plus applicable surcharge, educational cess and Secondary & Higher Education Cess on income tax).
4. Under section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (other than those exempt under section 10(38) of the Act) arising on the transfer of shares of the Company would be exempt from tax if such capital gains is invested within six months after the date of such transfer in the bonds (long term specified assets) issued by:
 - i. National Highway Authority of India constituted under section 3 of The National Highway Authority of India Act, 1988;
 - ii. Rural Electrification Corporation Limited, the company formed and registered under the Companies Act, 1956.



If only part of the capital gains is so reinvested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gains. The cost of the long term specified assets, which has been considered under this section for calculating capital gains, shall not be allowed as a deduction from the income -tax under section 80C of the Act.

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

Tax Treaty Benefits

As per section 90(2) of the Act, provisions of the Double Taxation Avoidance Agreement between India and the country of residence of the non resident shareholder would prevail over the provisions of the Act to the extent they are more beneficial to the non resident shareholder.

- i. Taxation of income from investment and long term capital gains (other than those exempt under section 10(38) of the Act).
 1. A non-resident Indian i.e. an individual being a citizen of India or person of Indian origin has an option to be governed by the specific provisions contained in Chapter XII-A of the Act, i.e. “Special provisions relating to certain income of non-residents”.
 2. As per the provisions of section 115E of the Act, where shares in the company are subscribed for in convertible foreign exchange by a non- resident Indian, capital gains arising on transfer of shares held for the period exceeding 12 months shall be concessionally taxed at a flat rate of 10% (plus applicable education cesses) without indexation benefit but with protection against foreign currency fluctuation under the first proviso to section 48 of the Act.
 3. Under the provisions of section 115F of the Act, long term capital gains arising to a non- resident Indian from transfer of shares of the Company subscribed to in convertible foreign exchange shall be exempt from tax if the net consideration is reinvested in specified assets within six months of the date of transfer. Conversely, under the provisions of the said section, long term capital gains arising to a non resident Indian from transfer of specified assets subscribed to in convertible foreign exchange shall be exempt from tax if net consideration is reinvested in the shares of the Company within six months of date of transfer. The amount so exempted shall be chargeable to tax subsequently, if the specified assets are transferred or converted within three years from the date of their acquisition. If only part of the net consideration is so reinvested, the exemption shall be proportionately reduced.
 4. As per the provisions of section 115-I of the Act, a non resident Indian may elect not to be governed by the provisions of Chapter XII-A of the Act for the any assessment year by furnishing his return of income under section 139 of the Act declaring therein that the provisions of the Chapter shall not apply to him for that assessment year, and if he does so, the provisions of this Chapter shall not apply to him. In such a case the tax on investment income and long term capital gains would be computed as per normal provisions of the Act

Benefits available to Foreign Institutional Investors (FIIs)

1. Under section 10(34) of the Act, income by way of dividends (both interim and final) referred to in section 115-O received on the shares of the Company would be exempt from income tax in the hands of shareholders.
2. Under section 10(38) of the Act, long term capital gains arising to a shareholder on transfer of equity shares in the Company would be exempt from tax where the sale transaction has been entered into on a recognized stock exchange of India and is liable to securities transaction tax.



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3. Under section 54EC of the Act and subject to the conditions and to the extent specified therein, long-term capital gains (other than those exempt under section 10(38) of the Act) arising on the transfer of shares of the Company would be exempt from tax if such capital gains is invested within six months after the date of such transfer in the bonds (long term specified assets) issued by:
 1. National Highway Authority of India constituted under section 3 of The National Highway Authority of India Act, 1988;
 2. Rural Electrification Corporation Limited, the company formed and registered under the Companies Act, 1956.

If only part of the capital gains is so reinvested, the exemption available shall be in the same proportion as the cost of long term specified assets bears to the whole of the capital gains. The cost of the long term specified assets, which has been considered under this section for calculating capital gains, shall not be allowed as a deduction from the income -tax under section 80C of the Act.

4. As per section 90(2) of the Act, provisions of the Double Taxation Avoidance Agreement between India and the country of residence of the FII would prevail over the provisions of the Act to the extent they are more beneficial to the FII.
5. Under section 115AD of the Act, income by way of long term capital gains arising from the transfer of shares (in cases not covered under section 10(38) of the Act) held in the company will be taxable @ 10% (plus applicable surcharge, education cess). It is to be noted that the benefits of indexation and foreign currency fluctuations are not available to FIIs.
6. As per provisions of Section 115AD of the Act, income (other than income by way of dividends referred to Section 115-O) received in respect of securities (other than units referred to in Section 115AB) is taxable at the rate of 20% (plus applicable surcharge and education cess and secondary & higher education cess). No deduction is allowed from such income in respect of any expenditure or allowance or deductions under Chapter VIA of the Act.
7. Income in respect of interest referred in section 194LD (interest on certain bonds and government securities) is taxable at the rate of 5%. The characterization of the gain / losses, arising from sale / transfer of shares as business income or capital gains would depend on the nature of holding and various other factors. However, as per the provisions of section 2(14) of the Act, securities held by FIIs in accordance with the SEBI regulations will be regarded as Capital Asset and not as stock in trade.
8. As per Section 196D, no tax is to be deducted from any income, by way of capital gains arising from the transfer of shares payable to FII. In respect of non residents, the tax rates and consequent taxation will be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the FII has fiscal domicile. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the FII.

The Ministry of Finance, Government of India, on February 28, 2015, presented the Finance Bill 2015 before the Parliament for the Financial Year 2015-16. The Finance Bill 2015 has proposed that the FIIs earning income from transaction in securities (other than short term capital gains arising on transactions on which securities transaction tax is not chargeable) shall be excluded from the chargeability of MAT and the profit corresponding to such income shall be reduced from the book profit . It is also provided that the expenses incurred to earn these income would be allowed as deduction from book-profits. Thus, the net capital gain shall stand excluded from book profit. These amendments will take effect from 1st April 2016 and apply in subsequent years.



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Tax Benefits available to Mutual Funds.

As per the provisions of Section 10(23D) of the Act, any income of Mutual Funds registered under the Securities and Exchange Board of India Act, 1992 or regulations made there under, Mutual Funds set up by public sector banks or public financial institutions or authorized by the Reserve Bank of India, would be exempt from Income-tax subject to the conditions as the Central Government may notify. However, the mutual funds are liable to pay tax on income distributed to unit holders of non-equity oriented mutual funds under Section 115R of the Act.

Benefits Available to Venture Capital Companies/Funds

As per the provisions of Section 10(23FB) of the Act, any income of Venture Capital Companies ('VCC') / Funds ('VCF') (set up to raise funds for investment in a Venture Capital Undertaking registered and notified in this behalf) registered with the Securities and Exchange Board of India, would be exempt from Income-tax, subject to the conditions specified therein.

However, the exemption is restricted to the VCC and VCF set up to raise funds for investment in a Venture Capital Undertaking, which is engaged in the business as specified under Section 10(23FB)(c).

However, the income distributed by the Venture Capital Companies/ Funds to its investors would be taxable in the hands of the recipients.

In the case of Foreign Venture Capital Companies / Funds who are non-residents, as per Section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the relevant tax treaty to the extent they are more beneficial to the non-resident. Thus, the applicable Tax Treaty provisions also need to be examined and factored for final and more favorable implications.

The Ministry of Finance, Government of India, on February 28, 2015, presented the Finance Bill 2015 before the Parliament for the Financial Year 2015-16. The Finance Bill 2015 has proposed to grant Tax pass through status for SEBI registered Category-I and Category-II Alternative Investment Funds (AIFs), subject to conditions contained therein. These amendments will take effect from 1st April 2016 and apply in subsequent years.

Benefits under the Wealth Tax Act, 1957

The Ministry of Finance, Government of India, on February 28, 2015, presented the Finance Bill 2015 before the Parliament for the Financial Year 2015-16. The Finance Bill 2015 has proposed to abolish Wealth Tax with effect from April 1, 2016.



SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

The information in this section is derived from the “Report on Indian Steel & Wire Ropes Industry”, June 30, 2015 by Credit Analysis & Research Ltd. (the “CARE Report”). We commissioned the CARE Report for the purposes of confirming our understanding of the industry in connection with the Issue. Neither we, nor any of the Managers, nor any other person connected with the Issue has verified the information in the CARE Report. CARE Research, a division of Credit Analysis & Research Limited (“CARE”), has advised that while it has taken utmost care to ensure accuracy and objectivity while preparing the CARE Report, it does not guarantee the accuracy or completeness of the CARE Report or the information therein and is not responsible for any errors or omissions in analysis/inferences/views or for results obtained from the use of information contained in the CARE Report and especially states that CARE (including all divisions) has no financial liability whatsoever to the user of the CARE Report. Further, the CARE Report is not a recommendation to invest / disinvest in any company covered in the report. CARE Research operates independently of the ratings division and the CARE Report does not contain any confidential information obtained by the ratings division, which they may have obtained in the regular course of business. The opinion expressed in the CARE Report cannot be compared to the rating assigned to our Company within this industry by the ratings division. For purposes of this section, references to “FY” are to the financial year ended March 31, unless indicated otherwise.

Contents of Report

EXECUTIVE SUMMARY

While China continues to remain as the world’s top producer of steel followed by the USA and Japan, the Indian steel industry remained the world’s fourth-largest steel producer for the fifth year in a row in CY14. With not much gap in production, India is closing in on USA and is expected to surpass it soon with the ongoing expansions by the steel players in India. Production in India has been on a rise with a CAGR of 8.4% from FY10-FY15. India has set ambitious targets to go up from the present installed capacity of about 101mtpa to as high as 300 mtpa by 2025. The per capita consumption of steel in India also continued to remain low as compared to other countries, indicating further potential growth of the domestic steel industry. The average per capita use of steel in India in 2014 was about 59 kg compared to the world average of 225 kg, so the domestic steel industry’s long-term prospects remain intact.

In the medium term as well, the leading steel producers in India have lined up plans to increase their steel capacity in line with the expected increase in the domestic consumption of steel. However, CARE Research believes, with the current pace of expansion, the Indian steel industry over the next 3-4 years is only likely to add another 15 million tonnes of capacity, taking the domestic steel capacity at around 115 mn tonnes by FY18.

Wire ropes are a value-added product, formed from wire rods, which falls in the long steel category of steel products. Over the years, with significant improvement in the strength of wire ropes manufactured, the usage of these wire ropes has significantly increased in various diverse applications.

DOMESTIC OUTLOOK

Domestic demand outlook

Registering a CAGR of about 8%, India has more than doubled its finished steel consumption from about 30 million tonnes in FY03 to 76 million tonnes in FY15. During the same period, finished steel production grew at a marginally slower pace as compared to the growth in demand, growing at a CAGR of about 7.7%. While the domestic steel industry has recorded a robust growth in the past, the current situation has seen a dramatic shift. In comparison to the steel demand CAGR of about 7.5% achieved during the period FY10-13, domestic steel demand grew at a modest CAGR of about 2% during FY13-15. Nevertheless, the situation in the domestic market is akin to the global steel industry, which continues to remain highly

volatile.

Although the domestic demand in FY15 increased at a higher growth rate of about 3%, when compared with the growth achieved during FY14 (0.83%), the demand growth in the domestic market continues to remain far lower than the growth achieved during the previous years. The slower growth achieved in demand was primarily on account of policy paralysis, which had its toll on the infrastructural activities in the domestic markets. Elevated inflationary and interest rate pressure for a prolonged period further had its impact on the automobile and the consumer durables industry, thereby affecting the steel off-take from these sectors.

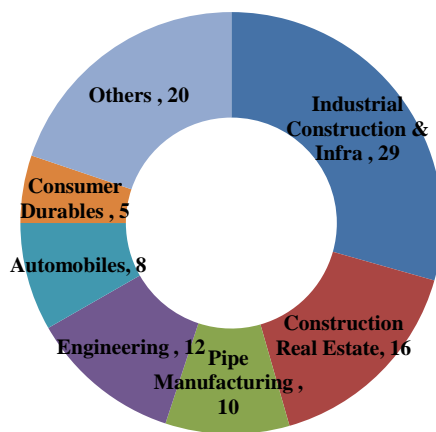
Going ahead, CARE Research expects the domestic steel demand to grow at a CAGR of about 6.3% during the next three years (FY15 to FY18). Domestic demand is likely to grow from about 76 million tonnes in FY15 to about 92 million tonnes by FY18.

Finished steel demand outlook (Flats & Longs)

	CAGR (FY15-FY18)
Industrial Infra & Construction	5.7
Construction-Real Estate	5.3
Pipe Manufacturing	4.7
Engineering Units	7.3
Automobiles	7.1
Consumer Durables	7.3
Others	7.4

Source: CARE Research

Finished steel end-use consumption pattern (%)



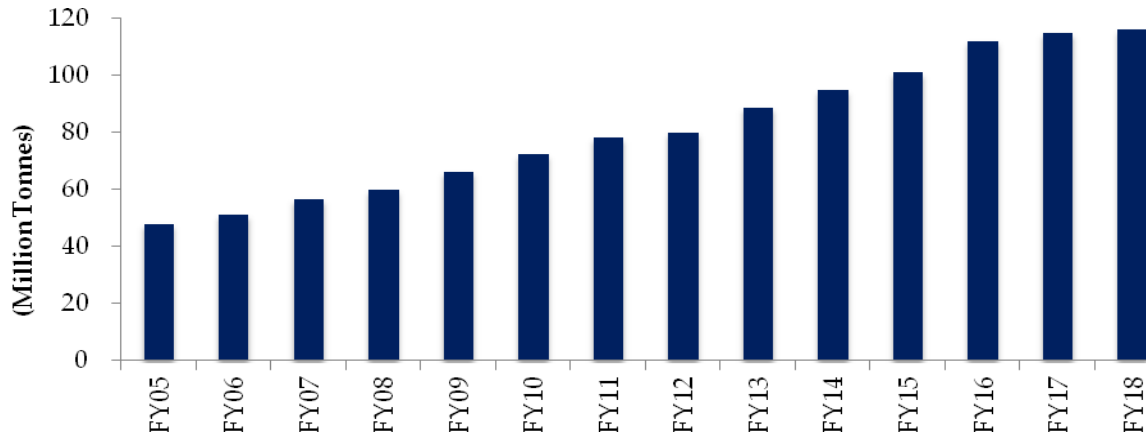
Source: Industry and CARE Research

Domestic supply

Indian steel industry responded positively by increasing its capacity to cater to the increase in demand from the domestic market. Domestic steel capacity increased at a CAGR of 7.7% from about 48 million tonnes in FY05 to about 101 million tonnes in FY15. In line with the domestic steel capacity, steel production also recorded a similar increase during the same period.

While the demand outlook continues to remain volatile, domestic steel industry is witnessing a continuous rise in crude steel capacity. Going ahead, CARE Research expects domestic steel capacity to increase at a CAGR of about 5% during FY15-FY18, marginally at a slower pace when compared with the expected increase in domestic steel demand.

Domestic steel capacity addition (FY05 to FY18)



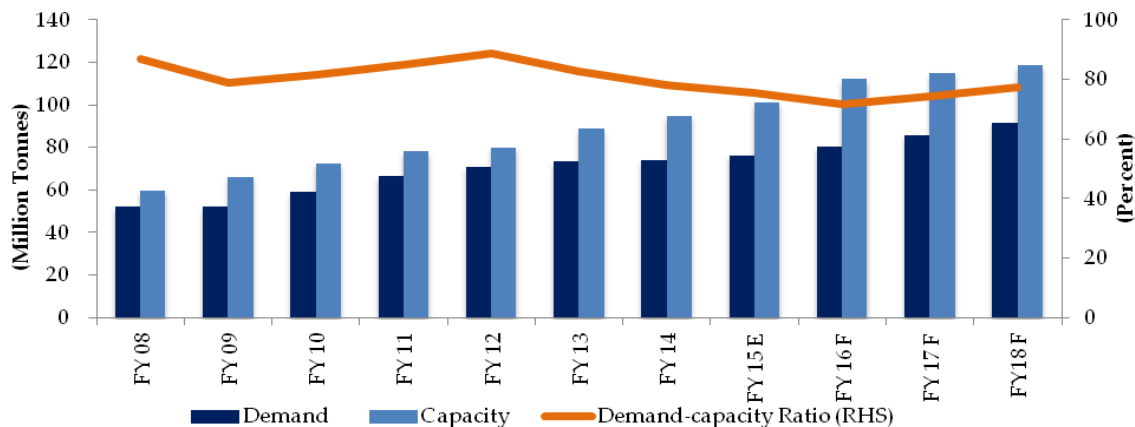
Source: CARE Research

E: Estimated F: Forecasted

Domestic demand-supply scenario

While the domestic steel demand is likely to increase at a CAGR of about 6.3% during the period FY15 to FY18, the domestic supply of the metal, during the same period is likely to increase at a similar growth rate. However, given a competitive edge over cheap imported steel products, domestic steel producers have an option to improve upon their operating rates and push the Indian steel industry in a surplus state. CARE expects India’s exports volumes to increase during the next 2-3 years while imports are expected to decline.

Inching towards a net exporter of finished steel



Source: CARE Research

E: Estimated, F: Forecasted

Optimistic demand growth to improve Operating rates

Against all odds, India continues to remain globally competitive in steelmaking, with its competencies like abundance of iron ore and low labour costs offsetting impediments like scarcity of coking coal and relatively high cost of finance. Most of the large integrated steel producers in India are actively involved in increasing their current crude steel capacity through various greenfield and brownfield projects. With the commissioning of these capacities, domestic steel volumes are expected to increase at a robust rate. While domestic steel demand is likely to show an improvement, Indian steel makers are also targeting the exports market especially the other Asian and Middle East countries. While India's exports volumes are expected to improve, lower imports will benefit the domestic steel makers to improve upon their current operating rates.

Outlook on sectors driving domestic steel demand

Domestic steel demand can be broadly categorized into demand for flat steel products and the demand for long products. While the demand for flat products in the domestic market is likely to be supported by the engineering, automobiles and the pipe-manufacturing sector, the demand for long products will continue to increase on the back of an expected improvement in the infrastructure and the construction sector. According to CARE Research estimates, demand for flat products during the next 3-4 years is likely to grow at a CAGR of about 6.6%, while the demand for long products during the same period is likely to grow at a CAGR of about 6%.

Apart from analyzing the domestic steel demand from the major end-user industries, CARE Research in the below section also focuses on how these sectors are also driving the demand for the steel wire ropes industry.

Wire ropes are a value-added product, formed from wire rods, which falls in the long steel category of steel products. Over the years, with significant improvement in the strength of wire ropes manufactured, the usage of these wire ropes has significantly increased in various diverse applications.

The value chain of the wire ropes industry covers manufacturing of wires through wire rods and further from wires to strands and ultimately wire ropes are produced from strands. Those players, who are present across the value chain, gain an advantage over other players in the market. However, there are hardly any players in the Indian market, which are present throughout the value chain. The value chain of the wire ropes industry can be best understood with the graph shown below.

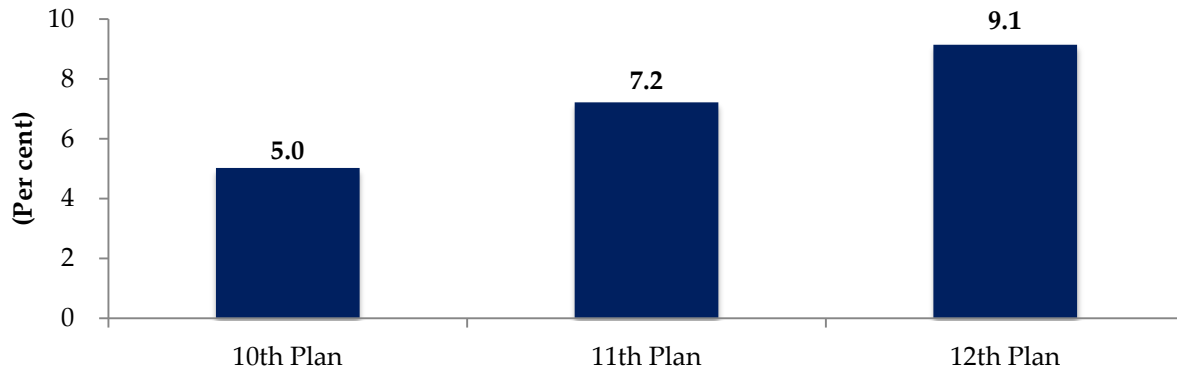


Infrastructure - Only policy actions can set infrastructure growth

For the emerging economies, sustainable economic development depends upon the growth and investment in the infrastructure sector. Investment in the infrastructure sector has a very crucial & critical role to play in the economic growth of India. In the past few years, Indian economy has been adversely impacted due to a slowdown in infrastructural projects and activities. Slowdown in infrastructure projects is primarily on account of slowdown in investment activities within the sector. While new projects continue to get delayed, projects under implementation face the double whammy of low capital availability and changes in government regulations which poses a risk on the viability and sustainability of these projects.

Funding requirement for any infrastructure project is long term in nature. The current cycle of high interest rates and uncertain political situation in the domestic markets is constraining infusion of private investment within the industry. The existing state of affairs has pushed the thrust solely on the government's initiatives for any potential growth in the infrastructure sector. The current political environment further restrains the growth in the infrastructure sector. The 11th Five Year Plan witnessed a similar outcome with almost half of the investment in the infrastructure sector being funded by the budgetary support (central and state governments), while debt accounting for share of 35% and the balance through equity or FDI.

Infrastructure investment as a per cent of GDP in different Five Year Plans



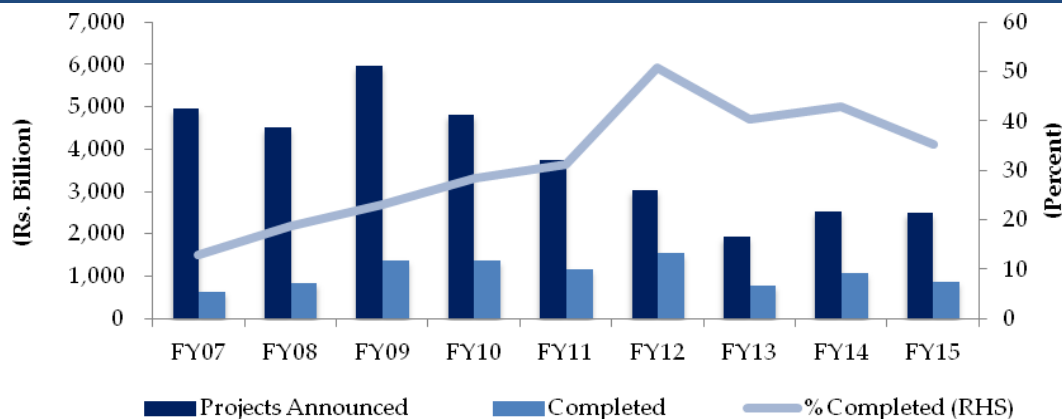
Source: Planning commission

As estimated by the planning commission, in order to achieve the government’s illusive target of attaining 9 per cent real GDP growth, investment required in the infrastructure sector should be equivalent to almost 10 per cent of the GDP growth. In 2006-07 real term prices, this translates into an investment to the tune of about more than Rs.40 lac crores during the 12th Five Year Plan. For any government, achieving this mammoth investment is a difficult task.

Steel wire ropes demand is influenced by the growth in infrastructure sector

The construction, engineering and the capital goods sectors account for a share of more than 60% of the end-use consumption pattern of the steel wire ropes industry. Growth in these sectors is highly co-related to the growth in investment in the infrastructure activity of an economy. Wire ropes finds application in many of the engineering and construction related activities such as material handling, mining, ports and shipping, construction equipment (structurals and cranes), construction of bridges, elevators and escalators etc.

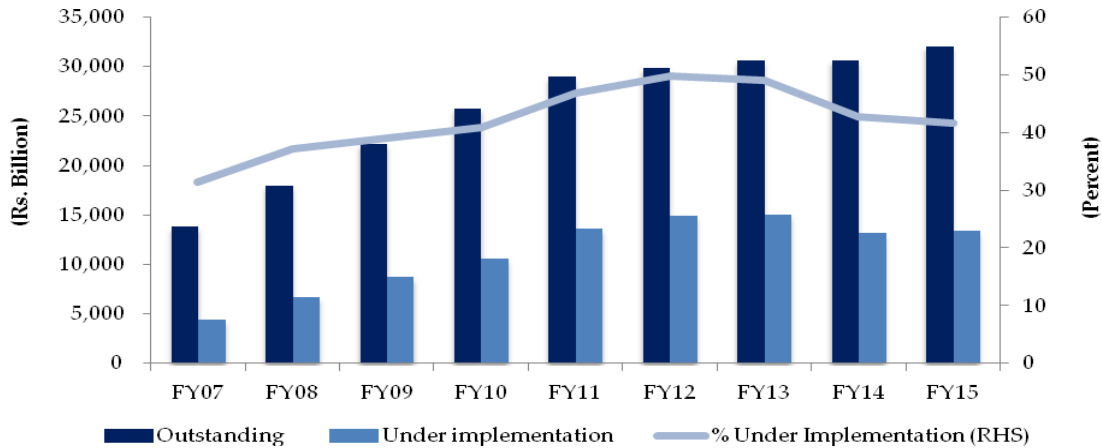
Investments in projects by the manufacturing sector



Source: CMIE and CARE Research

Going ahead, CARE Research believes, with the new government’s increased focus on the manufacturing industry through its initiatives such as “Make in India” campaign, is likely to further boost investment in the manufacturing sector in turn giving a thrust to the domestic steel wire ropes consumption.

Investment in manufacturing sector (projects outstanding & under implementation)



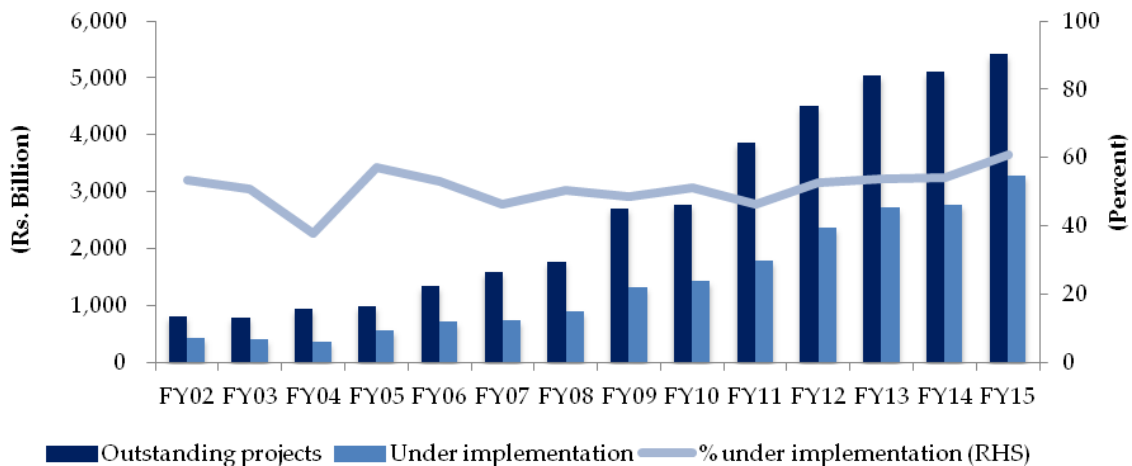
Source: CMIE and CARE Research

Mining sector set to improve

Large and small material handling equipment make use of various types of steel wire ropes. These material handling equipment (along with cranes and other engineering goods) are extensively used by the mining industry.

Minerals constitute the back-bone of economic growth of any nation and India has been eminently endowed with mineral resources. India produces about 87 minerals, which include 4 fuel minerals, 10 metallic, 48 non-metallic, 3 atomic and 24 minor minerals. For FY14, mining sector accounted for 2.11% of the GDP of the country (decline on 0.2% Y-o-Y). The total value of mineral production (excluding atomic minerals) during 2013-14 has been estimated at Rs.2.3 tn, a Y-o-Y decline of about 9%.

Investments in the domestic mining sector



Source: CMIE and CARE Research



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Mining activity is expected to grow in the range of around 6-7% during the next five years. Insatiable demand for metallic minerals which form almost 88% of the total value of the mineral production is expected to support the growth of the mining industry. Power sector which is facing a huge deficit will continue to drive the demand for coal. Growth in the industrial sector is expected to keep the demand of metallic minerals intact.

Oil & Gas and the shipping industry

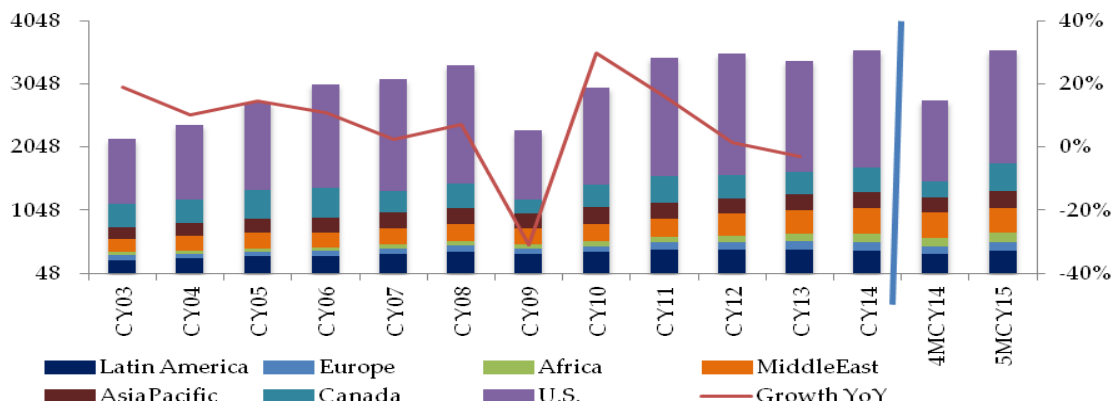
Major demand for the steel wire ropes industry is also derived from the oil & gas and the shipping industry. While the offshore and onshore rigs extensively use the steel wire ropes for their exploration activity, the same is used by the shipping industry in applications such as anchoring and mooring of ships. Steel wire ropes are also extensively used by the shipyards in the ship-building activity. CARE Research analysed the trend in the global rig counts and the domestic shipping industry to understand the demand for steel from these end-user industries.

Global rig count

Average annual global rig count for CY14 was 3,578 rigs as against 2,174 rigs in CY03, registering a CAGR of about 4.6 per cent during the period. During CY09, average annual rig count witnessed a sharp decline of about 30 per cent YoY, when the oil price had significantly declined to a US\$ 33 per barrel and E&P activities had become economically unviable.

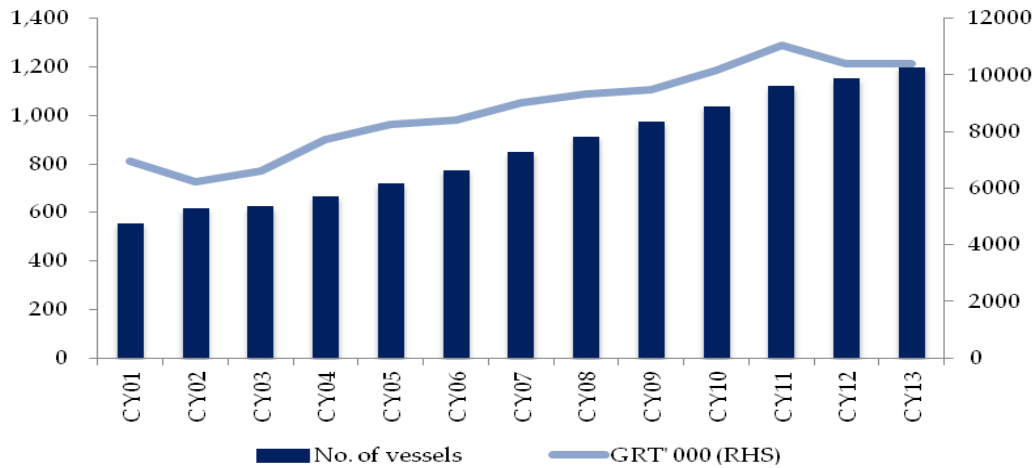
Average global rig count for CY14 was at 3,578 rigs as against 3,412 rigs during CY13. This rise is majorly attributable to the rise in average rig count in US, Africa and Middle East regions. However, average global rig count for the first four months of CY15 (January-April), declined to about 2,780 rigs as compared to about 3,580 rigs during the same period previous year. This sharp decline was again due to the significant decline in global crude oil prices in the past 6 months.

Average worldwide rig count



Source : Baker Hughes – Press Release April 2015 and CARE Research

Domestic Indian fleet coastal & overseas (Count and Tonnage)



Source : Baker Hughes – Press Release April 2015 and CARE Research

Real estate demand striving for real improvement

The real estate sector is a major employment driver, being the second-largest employer, next only to agriculture. This is because the chain of backward and forward linkages that the sector has with the other sectors of the economy, especially with the housing and construction sector. Demand for the real estate industry can be categorized mainly into three segments viz: residential, commercial and retail. In the past few decades, rising population, increasing trend of urbanisation, improving income levels of a growing middle class, nuclearisation of families and tax incentives provided momentum to the demand for housing. Demand for commercial real estate was mainly driven by the flourishing services industry especially the IT and BPO sectors. However, the sector continues to remain highly fragmented with many regional players who have a significant presence in their respective local markets.

Investment projects: Construction and Real Estate Sector (Rs. Billion)						
(Rs Billion)	New Invt Proj	Invt Proj	Invt Proj	Invt Proj	Invt Proj	Invt Proj Outstanding
	Announced	Completed	Dropped	Revived	Outstanding	Under implementation
			Total		Total	
FY02	218	4	5	0	627	447
FY03	58	20	11	0	598	481
FY04	99	8	78	0	618	508
FY05	364	22	8	0	991	769
FY06	610	33	14	0	1,558	921
FY07	3,254	21	81	0	5,401	3,324
FY08	3,137	19	82	3	8,703	5,296
FY09	1,915	120	986	0	11,406	7,347
FY10	1,331	171	346	7	12,640	8,471
FY11	1,618	128	192	81	14,415	10,134
FY12	1,143	160	325	0	15,152	9,864
FY13	518	147	1,009	18	14,697	9,897
FY14	276	92	1,340	10	14,063	10,405
FY15	415	397	693	21	14,418	10,811

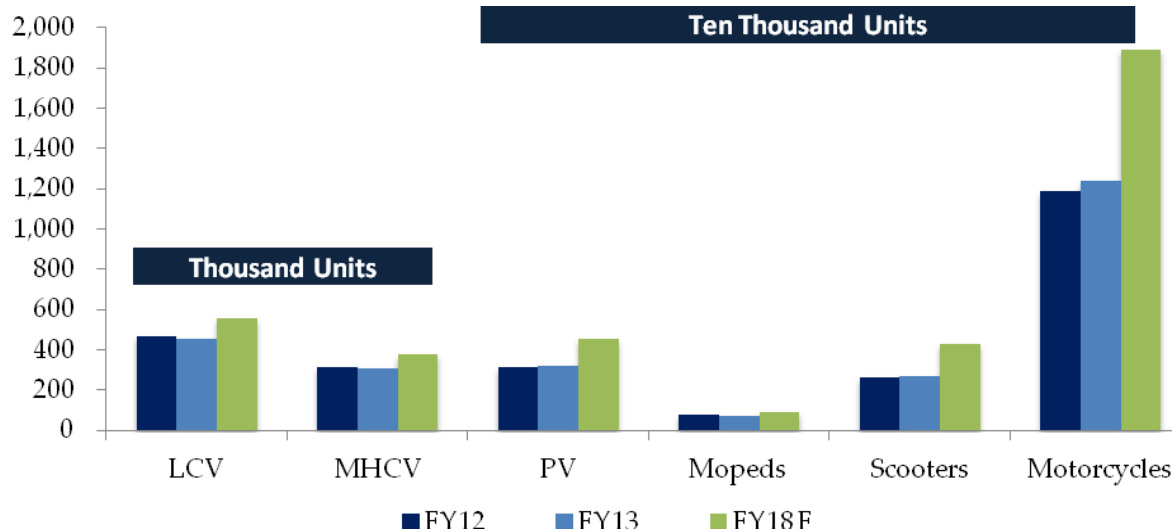
Source: CMIE and CARE Research

The key risks associated with the real estate sector are primarily the cyclical nature of business, interest rate fluctuations and changes in government policies. Any reversal in the economic cycle or adverse movement of interest rates, adversely affects the demand in the real estate industry. Rise in prices of land in the recent past is also a cause of concern for the industry. With global economic recovery yet to take a decisive step forward, the performance of the industry too seems to have taken a hit with its continuous decline in operating margins. CARE Research expects the long-term prospects for the real-estate sector to remain healthier driven by the huge demand from the housing sector. However, in the short-run, housing demand is expected to remain subdued given the inflationary pressures and high property prices. Currently, the industry is battling with the double-edge sword of high cost of capital and subdued demand. Going ahead, CARE Research expects the industry to grow at a CAGR of about 5-6 % during the next five years.

Automobiles - More vehicles on road

With the domestic automobile industry coming back on track, CARE Research estimates the industry to grow at a CAGR of about 7% during the next three years. While the short-term scenario appears to be highly jittery for the industry as persistence of economic uncertainty will continue to keep growth levels in check, nevertheless, over the medium to long-term period, CARE Research believes refurbishment of the economic buoyancy, increasing per capita income and low penetration is likely to drive the demand going forward.

Category-wise automobile sector demand



Source: CARE Research
F:forecasted

India has transpired as a low-cost automobile manufacturing destination on account of its low-cost labour, healthy auto-component industry and indigenous availability of inputs. India is thus being looked as the hub for automobile manufacturing, which would drive exports. Apart from a recovery in domestic demand, automobile exports are also likely to witness a healthy growth during FY15 to FY18.



BharatWire Ropes Limited

Steel Wire Ropes Industry

The major sectors that drive the demand for the wire-ropes industry includes the sectors such as Engineering & Construction, Oil & Gas, Mining and the Shipping & logistics industry. As per industry estimates, the engineering & construction segment accounts for more than 60% of the end-use consumption share of the wire ropes industry. This includes demand from elevator ropes, aerial haulage, structural systems, general engineering ropes etc. Further, the oil & gas industry accounts for a share of another 20% (demand from offshore activities), followed by the mining industry, which accounts for a share of about 10%. Within the oil & gas industry, while the offshore segment generates demand for the wires ropes industry, the anchoring and mooring activity also requires the usage of different types of wire ropes.

Domestic wires import-export trend

According to various industry estimates, India continues to remain a net importer of steel wires over the past several years. Owing to healthy domestic demand, net imports of steel wires into India have remained firm.

CARE Research tried to analyse the import-export trend of the domestic wires industry (2nd in the value chain) through which wire ropes are manufactured. The export-import data for wires indicated that India continues to remain a net importer of wires for the last seven years in a row ending FY14. In analyzing the import-exports trend, CARE Research also analysed the per unit realization of the exports and imports of wires in the domestic market. The table below indicates the export-import trend of the Indian wires industry.

Wires: Import Export trend and realizations						
(000' Tonnes)	Exports	Imports	Net Exports		Rs/Tonne (Exports)	Rs/Tonne (Imports)
2001-02	49.7	9.1	40.6		19855	40978
2002-03	60.5	14	46.5		22856	35407
2003-04	54.7	16.4	38.3		22956	43250
2004-05	49.8	20.9	28.9		35434	51139
2005-06	41.1	34.9	6.2		38333	47272
2006-07	43.7	53.6	-9.9		37295	41787
2007-08	29.6	82.6	-53		39149	40424
2008-09	27.1	82.3	-55.2		58554	56601
2009-10	20.4	96.8	-76.4		46088	43916
2010-11	30.1	120.3	-90.2		44076	52594
2011-12	32.2	112.5	-80.3		48174	60747
2012-13	26.1	136.6	-110.5		60900	62389
2013-14	35.1	105.1	-70		60068	68835

Source: CMIE and CARE Research



BharatWire Ropes Limited

OUR BUSINESS

The following information is qualified in its entirety by, and should be read in conjunction with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the section titled “Risk Factors” and the chapter titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 17 and page 260 respectively, of this Draft Red Herring Prospectus.

OVERVIEW

We are a wire rope and wires manufacturing company established in the year 1986. We are engaged in manufacturing and sales of wire ropes, structural strands, slings and wires which find its application in general engineering, fishing, elevators, cranes, material handling, power transmission, suspension bridges, onshore / offshore oil exploration, ports and shipping, mining, defence, railways etc. We are also engaged in the business of trading of the steel related products.

Our Company was originally promoted by the Shah Group and in the year 2010, one of our current promoters - Gaji Mercantile Private Limited purchased 1,06,75,490 Equity Shares under SPA dated June 30, 2010. For further details, please see the chapter titled ‘History and Certain Corporate Matters’ beginning on page 154 of the Draft Red Herring Prospectus.

Our existing steel wire ropes manufacturing facility with an installed capacity of 12,000 MTPA is located at Atgaon, We also have a Pyrolysis plant with an installed capacity of 1,260 MTPA at Chalisgaon, Maharashtra for production of oil, which is used as fuel in our current manufacturing process.

We are proposing to further enhance our capacity to manufacture wire ropes, structural strands and slings by setting up a fully integrated manufacturing facility with an installed capacity of 66,000 MTPA at Chalisgaon, Maharashtra.

We are an ISO 9001:2008 certified company by the British Standards Institution (“BSI”) for the manufacture and supply of steel wire ropes, stainless steel wire ropes, non-ferrous wire ropes, slings, relevant conductors, wire for specialised applications and rope fittings in domestic and international market. Our existing setup in Atgaon is accredited with Bureau of Indian Standards (“BIS”), ISO 9001:2008 and have obtained BIS Licenses for IS:2266, IS:4521, IS:1856, IS:1855, IS:2581, IS:9282. We also hold product approvals from RDSO, CORE, DGMS, PGCIL, IRS etc. for various ropes and wire products.

As per our Restated Financials, our total revenue for financial year 2012, financial year 2013 and financial year 2014 was Rs. 7,702.26 lacs, Rs. 7,439.73 lacs and Rs. 8229.48 lacs, respectively. Our EBITDA for financial year 2012, financial year 2013 and financial year 2014 was Rs. 881.76 lacs, Rs. 924.24 lacs and Rs. 897.13 lacs, respectively. Our profit after tax for financial year 2012, financial year 2013 and financial year 2014 was Rs. 214.08 lacs, Rs. 147.54 lacs and Rs. 150.34 lacs respectively. For the ten month period ended January 31, 2015, our net sales amounted to Rs. 6,784.38 lacs, our EBITDA was Rs 789.35 lacs and our profit after tax was Rs. 170.29 lacs.

OUR COMPETITIVE STRENGTHS

Experienced Management Team

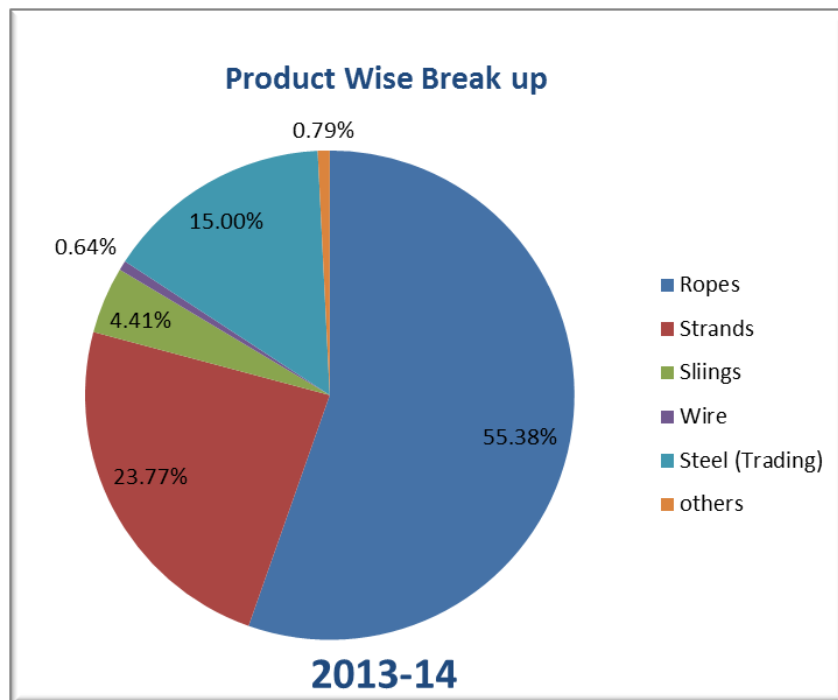
Our Board consists of both executive and independent directors having experience in various fields of business. Their combined experience has enabled us to identify business opportunities and achieve execution efficiency. We have a team of key personnel consisting of persons qualified in their respective fields who handle the day to day affairs of our Company under the supervision of our Directors. The rich experience of our management and their understanding of our Company has been instrumental in building a sustainable business model and in supporting our Company’s operations. For further details see the chapter titled ‘Our Management’ beginning on page 160 of the Draft Red Herring Prospectus.



BharatWire Ropes Limited

Diversified Product Mix

Our Company manufactures wire ropes for various major sectors including but not limited to general engineering, fishing, elevators, cranes, material handling, power transmission, suspension bridges, onshore / offshore oil exploration, ports and shipping, mining, defense, railways etc. We believe that our ability to cater a wider customer base on account of our diversified product offering has enabled us to provide customization options to our valued customers. To further strengthen our product mix, we have made efforts to focus on niche sectors for providing wire ropes such as non-rotating ropes, suspension bridge ropes. We believe that our ability to provide a mix of high-value niche products along with being active in the volume segments, has helped in balancing our revenues. With the proposed capacity expansion by way of setting up of the Proposed Project, our Company envisages the strengthening of its ability to provide value-added products by having a greater range as well as capture a larger customer base with such increased range.

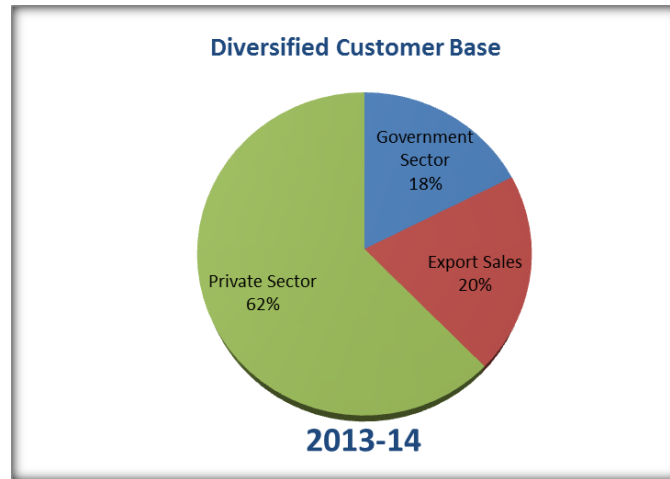


Established Player in the Indian Wire Rope Industry

Our Company has around 29 years’ of experience in wire rope business with an established client base which helps in continued business. We believe our strength lies in providing quality deliverables which enables us to withstand competition and develop long lasting relations with our customers and to secure repeated orders from our customers. Owing to our timeliness and consistency in product quality as well as industry expertise, our Company has been awarded rate contracts by certain customers. This has helped us nurture long-term relationships with our customers.

Diversified client base

We have a well-diversified customer base of more than 600 large and medium size customers all over India including Original Equipment Manufacturers covering various types of industries including oil & gas, mining, fishing, ports & marine, elevator, power transmission, railways, construction, infrastructure, defense, crane manufacturers, etc. We receive repeat orders from approximately 30% of our customers. We believe that the diversified customer base has helped us reduce the intensity of any significant single industry’s contribution in our revenues.



Pan-India Customer Base

Our products are utilized in various parts of the country

Sr.No.	Industry/Sector	Application	Clientele
1.	Oil & Gas	Offshore exploration drilling rigs, offshore winches, offshore cranes, land based exploration drilling rigs, oil & gas well servicing.	Oil and Natural Gas Corporation Limited , The Great Eastern Shipping Company Limited, GOL Offshore Limited, Aban Offshore Limited, Sundowner Offshore International. Arcadia Shipping.
2.	Mining	Hoist ropes, balance ropes, haulage, guide & rubbing, rope driven conveyor, dragline drag & hoist, shovel hoist.	Coal India & Subsidiaries, Hindustan Zinc Ltd, Hindustan Copper Limited, National Aluminium Company Limited, Neyveli Lignite, Singareni Collieries. Andhra Pradesh Heavy Machineries & Engineering Limited, Maheshwari Mining. Shutterlock (Pty) Ltd,
3.	Structural Ropes	Suspension bridge ropes, roof structure ropes, architectural footbridge ropes, glass walls, mast stays and towers.	Construction Catalysers Pvt Ltd, Cable line building metallic construction industries, Dolidar, Helvetas Nepal, kerala electrical and allied engineering company Limited, Mister Shade ME UAE.
4.	Cranes	Telescopic mobile cranes, mobile lattice boom crane ropes, tower crane ropes, offshore crane ropes, dockside crane ropes, mobile harbour crane ropes, floating crane ropes, ship lift ropes, ship to shore container crane rope, bulk unloader crane ropes, container handling crane ropes, overhead hoist/gantry crane ropes, ladle crane ropes, piling crane ropes, winches. , non-rotating rope.	Demag Cranes & Components (I) Private Limited, WMI Kone cranes India Ltd, Tata Steel Limited, Bhushan Steel Limited, Anupam Industries Limited, Mukand Limited, Gammon India Limited, Bharat Oman Refineries Limited, Furnace & Foundary Equipment Company.
5.	Marine, Ports & Fishing,	Trawl wraps, purse wires, harbour, escort & ocean towing, ship mooring. ship crane ropes,	Shipping Corporation of India Ltd., Nu Quip (Kzn) (Pty) Limited South Africa, , Kolkata Port Trust, Chennai Port Trust, Cochin Port Trust, Mazgaon Dock Limited, Mumbai Port Trust, Garden Reach Ship Builder,



BharatWire Ropes Limited

			Mormugaon Port Trust. Dredging Corporation of India. Tuticorin Port Trust. M Pallonji. Yojaka (India) Private Limited,
6.	Elevator	Governor rope, hoist rope.	Kone Elevators India Private Limited, Eskay Elevators (India) Private Limited, Mashiba Elevators India Private Limited, Kazi Elevator Company, Impel Elemech Company, City Lifts (India) Limited.
7.	Power Transmission	Earth wire strand, guy wire, messenger cable, counterpoise earthing.	Tata Projects Limited, Kalpataru Power Transmission Limited, KEC International Limited, Gammon India Limited, Larsen & Toubro Limited, EMI Transmission Limited, International Transmission Limited, Aumni Transmission Industry (P) Limited, Jyoti Structures Limited, Gayatri Projects Limited, Torrent Power Limited. All Major Electrical State Boards, Power Grid Corporation of India Ltd.
8.	Railways	Railway electrification Strands, stainless steel wire ropes, traction bond, traction mast, aluminium spider conductor, signalling strand.	KEC International Limited, Indian Railways, Larsen & Toubro Limited, Tata Projects Ltd, Era Infra Engineering Ltd.
9.	Transportation	Aerial transportation of materials, passenger ropeways.	Maharashtra State Power Generation Co. Ltd, South Eastern Coalfields Limited
10.	Construction Sector	Piling rope, non-rotating rope, arrestor barrier rope.	J. Kumar Infraprojects Limited, Kamar Infrastructure Private Limited, Gammon, Jyoti Structures, Larson & Toubro. Jhon Galt.

Global Reach

Our presence in the global market has been rapidly increasing to include countries such as USA, Germany, Spain, Qatar, Egypt, UAE, South Africa, Australia, Nepal, Uganda, Singapore, Mauritius and Oman.



BUSINESS STRATEGY

Expansion of our presence in the domestic markets

Our Company seeks to expand and enhance our presence in our existing business segments by identifying markets where we can provide cost effective, technically advanced products to our clients. Our Company plans to cater to various customers from different geographical locations by following the direct market route for larger consumers and by utilizing zone-wise local distributors to serve the wide customer segment. Our Company plans to create awareness about our capabilities, our products and their quality by advertising in the relevant print media, participation in industrial trade exhibition and presentations to large scale customers. We will also focus on conducting technical workshops, seminars for customers/large scale end users to enhance their knowledge of rope applications and technical characteristics of ropes. Our Company proposes to set-up branch offices in major cities where our major end-users are based to provide greater client-interfacing. For the purpose of catering to a large customer base, we propose to increase our distribution network by identifying and appointing dealers across all major cities. Further, our Company aims to procure product approvals/registrations from/with all major engineering consultants and equipment suppliers. Our Company would also aim to build-up our sales force which will enable us to effectively market our products. In this regard, our Company will make efforts for formation of a core marketing and technical team for customer development, brand building and continuous market survey and establishment of an after sale service team for customer feed-back and customer satisfaction and attending customer complaints.

Focus on development of international markets for our products

We plan to enhance our presence in the international market by introducing a wider range of products that adhere to international standards. Our initial approach will be of offering products at competitive prices and then eventually offering high quality products at premium prices



BharatWire Ropes Limited

We serve the South African and African and the Middle Eastern markets through some of the local wire rope dealers. With increase in product range and improved quality of the products, we propose to make them the exclusive dealers of our Company and thereby enhancing the range of products provided to such exclusive dealers which will include mining, port, forestry, oil and gas, structural strands / ropes and other general engineering ropes.

Our other target markets are USA, Canada, Brazil, South-East Asia, Singapore, Middle East, Russia, Africa, Europe and Australia. Our Company proposes to create a separate marketing team at our Head Office to co-ordinate with our local representatives, to be appointed, in all major strategic locations in the international markets in which we intend to sell our products

For servicing the South East Asian countries, Australia and Vietnam, we propose to set up a ware house and sales office in Singapore, which owing to its infrastructure facilities in respect of ports, would serve as a suitable export hub. We also intend to enter the Russian and European markets by establishing a network of dealers.

We propose to set up a stocking point in Houston or Louisiana either on our own or through a franchising model to cater to the oil and gas, mining, shipping, port, elevator, cranes and general material handling ropes segments of rope consumers in the USA, Brazil and Canada to instantly service the customer requirements. Further, we propose to tie-up with various oil rigging shops to bid for rope and slings contracts. We will also focus on establishing relationships with drilling contractors and oil companies by inviting them for technical evaluation of our plant, demonstrating our capabilities in terms of quality, process, equipment, testing facilities, safety and health standards for procuring orders for oil offshore ropes.

We believe that our strategy in focusing both, on further developing our existing markets and expanding into new markets with high growth potential will enable us to effectively capture growth opportunities in different parts of the world, broaden our revenue base and reduce risks of volatility of market conditions and price fluctuations which may result from concentrating our resources in any particular geographical region.

Strengthening of product portfolio and developing capabilities to manufacture a wider range of products

It is our endeavor to constantly improve quality of wire ropes as well as increase the range of wire ropes to cater to our customers' requirements both within our own product framework. At our Proposed Project, we intend to manufacture wires independently, thereby eliminating our dependency on the limited types of wires available in the market and enabling us to manufacture and offer an increased range of wire rope products, including but not limited to marketing high performance crane ropes for ports, large diameter spiral strands for structures and bridges, elevator ropes, high performance mining ropes, long-life-cycle fishing ropes, onshore and offshore ropes and special ropes for construction sector. Our product range will cover all types of ropes from 6 mm to 125mm, tensile grade upto 2160, plasticated, compacted, galvanised and black. We believe that this this will enhance visibility of our brand and have a substantial increase in our profitability in future.

Meeting Quality Standards and developing customer focus

Our driving force has always been the quality of our products, as the same would enable us for long standing relationship with our customers. Our technically qualified persons are determined to achieve the objective of zero defects and zero rejection. To complement the efforts of our technical team, our Proposed Project will be equipped with testing facilities to ensure that all our products are thoroughly tested prior to dispatch from our factory. Our testing and development laboratory will play an integral role in making improvements in design and quality of our products and development of special products. We believe these high quality tools will achieve the various technical parameters for physical and chemical properties of different types and sizes of wire rope products. Further, we propose to enhance our efficiency by introducing advanced machinery and reducing our dependency on manual labour thereby capitalizing our method of production. For servicing our growing need for a standard grade of wire rods, we propose to establish formal tie-ups under rate contracts with reputed wire rod manufacturers. This will enable us to achieve our aim of providing quality products on a continuous basis.

LOCATION

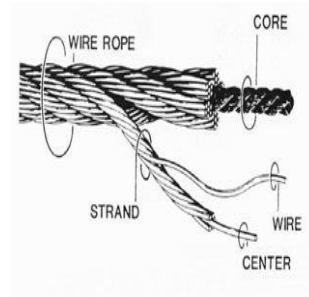
Our Company initially started its operations at Sonapur L. B. S. Marg, Bhandup (West), Mumbai – 400078. Subsequently, our manufacturing operations were relocated to Atgaon, District Thane. We have also set-up a warehouse in Bangalore which is utilized to service our customers based in the southern states of India. Currently, our Company operates from following locations:

Purpose	Location
Manufacturing Unit & Registered office	Plot No. 1&4, Atgaon Industrial Complex, Mumbai-Nasik Highway, Atgaon (East), Taluka Shahpur, Thane – 421601, Maharashtra, admeasuring 14,596 square meters.
Proposed New Project	Plot No – 4 M.I.D.C. Chalisgaon Industrial Area, Village – Khadki, BK Chalisgaon, District Jalgaon – 424101, Maharashtra, admeasuring 2,54,376 square meters.
Corporate office	701, A Wing, Trade World Building, Kamla City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013
Warehouse	Godown Shed No.1523/23, Survey No. 22/1, Begur Hulimavu Road, Hulimavu Village, Bangalore – 560076

PRODUCT PORTFOLIO

➤ WIRE ROPE

A wire rope consists of multiple strands which are laid symmetrically around the central core. The core can be a steel rope which is known as Independent Wire Rope Core or a steel strand which is known as Wire Strand Core or made of non-steel material fiber like polypropylene, jute and sisal. A predetermined number of wires of the same or different size are fabricated in a uniform arrangement of lay to form a strand. The strand consists of predetermined number of wires of the same or different size which is fabricated in a uniform arrangement of lay. The strands are then laid together symmetrically around the core to form the rope. The wires, which are the main raw material, could be of any strength contingent on the customer specifications pertaining to minimum breaking load and its end use. The number of wires that form a strand is also contingent on the customer specification and its end use. Principally, wire ropes are distinguished by the number of strands per wire rope and the number of wires in each strand.




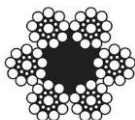

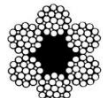
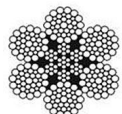
Principally, wire ropes are distinguished by following major factors:

- Diameter.
- Galvanized or un-galvanized.
- Lubricated or dry / bitumin based or Petroleum based.
- Grade of wire - 1420, 1570, 1770, 1960, 2160 N/mm sq.
- Construction in terms of the number of strands in the rope and the number of wires in the strand.
- Type of core.
- Lays in wire rope.
- Compacted wire ropes.
- Rotation property - Non-Rotating wire ropes.
- Cushion Core IWRC Plasticated Rope.


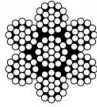
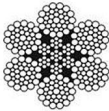
The detailed descriptions of some of the distinguishing features of the wire ropes are under:

➤ **Construction in terms of the number of strands in the rope and the number of wires in the strand**

The following are the various types of strand constructions:

<p>Ordinary construction: The diameter of all wires used on the outside as well as inside of the strand is same. The number of wires in outer layer is more than inner layer.</p>	
<p>Scale (S) construction: Larger diameter wires are used on the outside of the strand and smaller wires are used inside of the strand. The number of wires in outer layers is equal to inner layer.</p>	
<p>Warrington (W) construction: Alternate wire are large and small. The number of wires in outer layer is double that of inner layer.</p>	
<p>Filler construction: Small wires are filled in the valleys between the inner and outer layer.</p>	
<p>Scale-Warrington (SW) construction: It is a multi-layer construction typically having 4 layers, where the inner layers are Warrington type and outer layers are Seale type.</p>	

➤ **Type of core**

Fiber Core consisting of jute, sisal, poly propylene (F).	
Wire strand core (WSC).	
Independent Wire Rope Core (IWRC).	

Lays in wire rope

The term lay refers to the direction of the twist of the wires in a strand and the direction that the strands are laid in the rope. In Langs-lay rope, both the wires in the strand and the strands in the rope are laid in the same direction. In the Ordinary rope, the wires are laid in one direction and the strands are laid in the opposite direction. There are five types of lays used in wire ropes which are described below:

- **Right Regular Lay:** The wires in the strands are laid to the left, while strands are laid to the right to form the wire rope.
- **Left Regular Lay:** The wires in the strands are laid to the right, while the strands are laid to the left to form the wire rope.
- **Right Lang Lay:** The wires in the strands and the strands in the rope are laid in the same direction; in this instance, the lay is to the right.
- **Left Lang Lay:** The wires in the strands and the strands in the rope are also laid in the same direction; in this instance, the lay is to the left (rather than to the right as in the right lang lay).
- **Alternate Lay:** The wires in one strand are laid to the right, the wires in the nearby strand are laid to the left, the wires in the next strand are laid to the right, and so forth, with alternate directions from one strand to the other. Then all strands are laid to the right.



RIGHT LAY - REGULAR LAY



LEFT LAY - LANG LAY



LEFT LAY - REGULAR LAY



RIGHT LAY - ALTERNATE LAY



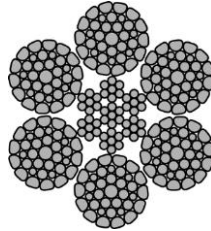
RIGHT LAY - LANG LAY



LEFT LAY - ALTERNATE LAY

➤ **Compacted wire ropes**

For a compacted wire rope, compaction is done to the outer strands by physically rolling the strand between rollers during strand production. The purpose of compaction is to increase the metallic area in the strand and to increase the breaking load of the rope, so that same diameter of the rope can perform heavier operation within the same mechanical equipment. Secondly and most importantly, due to the flattened surface area, such ropes have greater contact area with the pulley and thereby less wear and tear and prolonged life.

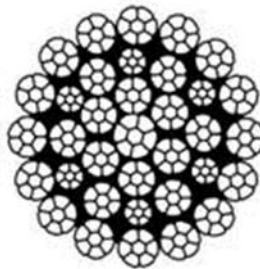


➤ **Rotation property - Non-Rotating wire ropes**

Generally all ropes exhibit rotational tendency during loading and unloading. This is nullified by multi-layering in the pulleys thereby counter-balancing the torque. However, in case of very high single fall application such ropes cannot be used since the ropes will get twisted and the basic operation will get jeopardized. For such applications, non-rotating ropes are used which do not rotate under load. Such ropes are termed as “Torque Balanced Rope” or “Rotation-Resistant Rope”.

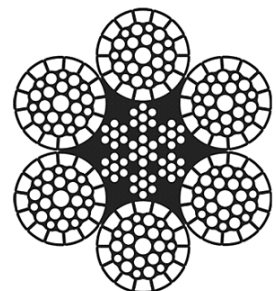
The non-rotating ropes are multi-strand ropes, typically consisting of 19 or 35 strands and each strand having 7 or 19 wires depending on the rope diameter.

The rope has two parts –inner and outer. The inner cover is laid in one direction and the outer cover in opposite direction. Therefore during loading or unloading when inner layer moves in one direction, the outer layer turns in opposite direction, thereby balancing each other.



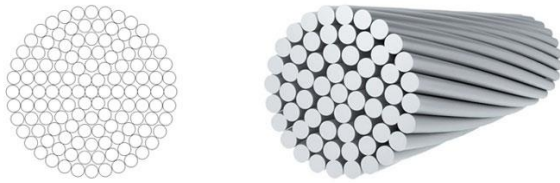
➤ ***Cushion Core IWRC Plasticated Rope.***

The IWRC is plastic- impregnated and the outer strands are closed in hot condition so that some plastic flows in between the outer strands and thereby separating all strands from each other and core. This reduces inter-layer friction during operation and thereby increasing the rope life.



➤ **STRUCTURAL STRANDS**

Structural strands, popularly known as spiral strands are fully galvanized strands that are produced layer by layer in sequence of 1-6-12-18-24-30-36-42-48-54-60 depending on the final diameter. During construction each layer is laid opposite to the previous layer to counter-balance the load-torque. The spiral strands are static ropes that are used as supports in cable-stay/suspension bridge, boom suspension, guying of tall masts etc. Depending on the application and environment in which the strand is used, the galvanized coating is of different classes such as normal (Class A), medium (Class B) or extra heavy (Class-C).

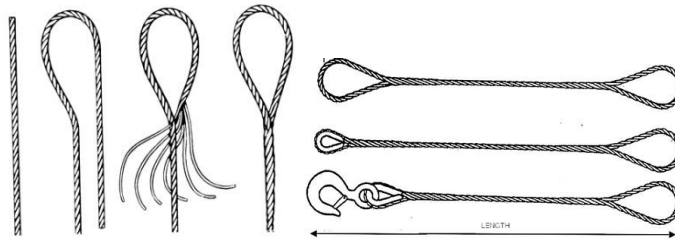


➤ **SLINGS**

Slings are value added products of wire ropes and strands. They are components of the hoisting and rigging systems to lift and move loads. They are generally made of right hand ordinary lay wire rope of different constructions depending upon usage. Slings are designed based on the application, and the end fitting and rope are selected accordingly. Slings are made from both, galvanized and black ropes, steel core as well as fiber core depending on the application. The broad categories of slings produced by us are as follows:

■ ***Hand-spliced Sling***

The Hand-spliced sling is made by tucking or locking the wire rope strand under the other adjacent strand with or without thimble.



■ ***Mechanically spliced sling***

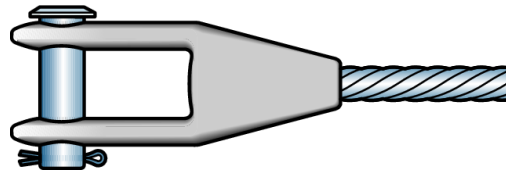
Mechanically spliced sling is fabricated by using metal sleeve (aluminum ferrule or steel sleeve) which is slipped over the ends and pressed to secure the ends to the sling body. Hydraulic swaging press with special dies is added to bond the sleeve in place.



■ ***Socketed***

Wires of wire rope or strand are opened up and melted zinc is poured in socket after inserting opened wires in socket for bonding of opened wires into socket.

BharatWire Ropes Limited



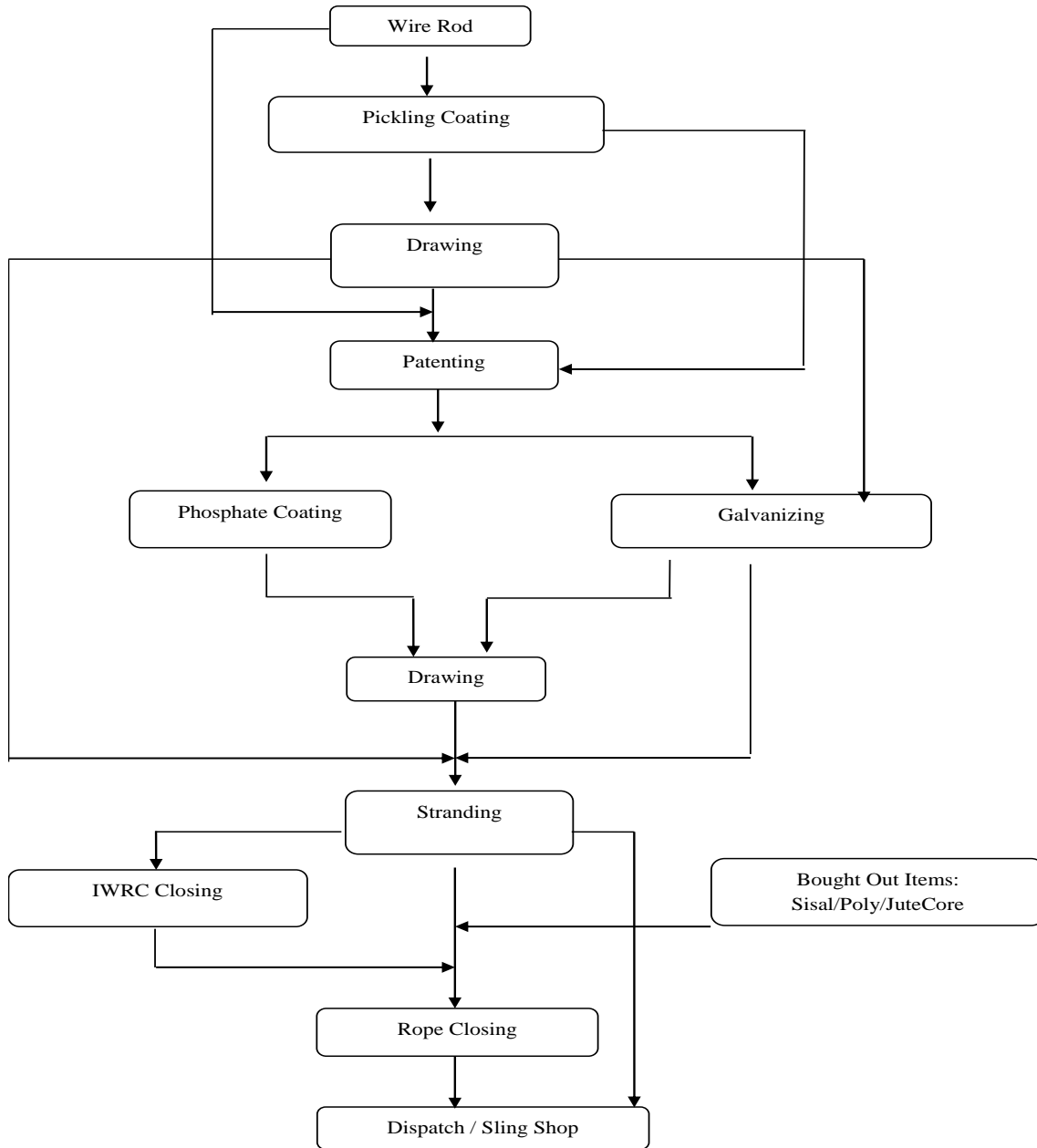
➤ **WIRE**

Steel wire is intermediary product of rope manufacturing, which is also sold by us as finish products to various consumers of wires. The wire is drawn from steel wire rod of various thickness and chemistry. The thickness of the wire is usually in the range of 0.30 to 5 mm. The wires manufactured by us are both galvanised and un-galvanised, patented or direct drawn.



MANUFACTURING PROCESS

Process flow for the production of Wire and Wire Rope



➤ **Raw material inspection and testing**

The principal raw material used by us for manufacturing wire ropes is the wire rod. The wire rods used in the wire rope manufacturing process are typically high carbon steel. Zinc is used for galvanizing the steel wire either before or after the drawing process.

Inspection and testing of the raw materials is the first stage in the rope manufacturing process. Initially, the raw materials are subjected to visual inspection for any surface defects or major damage that might have occurred during transportation.



BharatWire Ropes Limited

The wire rods are then subjected to in-house testing carried out at well-equipped laboratories to verify their chemical composition in respect of the ratios of various chemicals such as carbon, sulphur, phosphorous, manganese etc. as well as their mechanical properties such as tensile strength, yield strength, etc.

➤ **Pickling**

The pickling process removes surface scales comprising of iron oxides and other impurities. Depending upon the process, the pickling is done either in line or in the fully automatic batch pickling plant. In the fully automatic pickling unit, the coils of wire rods are automatically transported from one bath to another and held for pre-determined time in each bath. After the acid baths, the coils are rinsed in water in order to remove the acid from the rod. Subsequently, the coil is coated with phosphate by dipping in a phosphate bath and finally neutralized by dipping in borax solution.

➤ **Drawing**

The process of wire drawing consists of pulling a metal wire through a small circular opening called a die. This process results in plastic deformation with a reduction in its cross sectional area. The pulling force is dependent on the strength of the material and degree of reduction. A larger reduction would require greater force.

Typically the reduction in area through a die is in the region of 14% to 22%. For greater reduction the wire is drawn through a series of dies. However, successive reductions increase the hardness and reduce the ductility. After a certain stage it is not possible to draw any further and it is necessary to perform heat treatment, known as patenting, to relieve internal stress and regain ductility for drawing.

➤ **Patenting**

The wire is subjected to a heat treatment process known as patenting. The wire is heat treated in a continuous furnace, wherein the wire is subjected to controlled heating in the furnace and controlled cooling by quenching in lead bath.

Patenting is necessary due to the following reasons:

- to obtain uniform grain structure
- to improve ductility; and
- to remove internal stress.

➤ **Galvanising**

Galvanising is the process of coating zinc on the surface of steel for preventing corrosion. The zinc coating renders zinc iron alloy on the surface which is stable and protects the parent metal from corrosion. The hot dip galvanizing process is the oldest and most used in the wire industry. The steel is first dipped in the flux solution to prepare the surface for zinc adherence and good bonding between the steel and zinc. The steel is dipped into molten zinc at 450 C, and reaction is initiated between steel and zinc. The quantum of free zinc on the alloy layer depends on the wire speed, wiping methodology and zinc temperature.

➤ **Secondary Drawing**

After galvanization/phosphate coating, in order to achieve required tensile and diameter of the wire as per the design of the final rope, the wire is subjected to secondary drawing.

➤ **Stranding**

Stranding is the process wherein the bunch of wires are laid helically in a rotating machine to produce the strand. The wires that are loaded in the cradles inside the rotating tube are pulled through a die by the capstan. The speed of the capstan is so adjusted that the strand is formed as per the designed lay or pitch.



➤ **Closing**

Closing is the process wherein the strands produced in the stranding process above are laid around the core in a predetermined arrangement. The core can be fibre or independent wire rope core. This process is similar to the process of stranding and is done in a rotating machine popularly known as closing machine.

➤ **Final testing**

Finally, the rope is tested physically for straightness, formation, gaps, tightness and most importantly evaluation of breaking load by subjecting the rope to continuously increase in load between grips till the rope breaks.

➤ **Slings**

After the final testing is carried out on the wire ropes, depending on the end-use of the product, wire ropes may be used for further manufacturing of slings. Slings are ropes having loops at both its ends and are typically used for lifting heavy equipment by lifting devices like cranes. Splicing is done to make the eye formation of ropes manually by weaving the strands into each other or by mechanically pressing the rope inside a ferrule in a hydraulic press. A portable splicing machine is used for smaller diameter ropes and hydraulic press is used for larger size ropes.

PYROLYSIS PLANT

Our Company also has a pyrolysis plant located at Plot No. 4, Chalisgaon, Industrial Area MIDC, Village – Khadki BK. Chalisgaon, Jalgaon. This plant produces products like furnace oil which is used as fuel in our Existing Manufacturing Facility. Carbon black and scrap wire are the by-products of the process. The only raw material required for this process is old tyres.

EXISTING FACTORY

Our existing factory is located at Plot No. 1&4 admeasuring approximately 14,596 square meters, Atgaon Industrial Complex, Mumbai-Nasik Highway, Atgaon (East), Taluka Shahpur, District Thane – 421601, Maharashtra.

Existing Capacity

Presently, we have an installed capacity of 12,000 MTPA. The details of the installed capacity of our manufacturing facilities are as follows:

Manufacturing of Wire Ropes, Strands, Slings of various sizes and construction and design.	Period ended January 31, 2015	2013-2014	2012-2013	2011-2012
Capacity (Figures in MTPA)	12,000	12,000	12,000	12,000
Utilisation	57% (Annualised)	60%	56%	60%

Facilities

Our manufacturing activities are carried on at our present facilities at Atgaon which consist of 4 (four) factory sheds and 1 (one) warehouse shed, an administrative block and a quality control lab. The Atgaon factory is equipped to conduct processes commencing from the raw material testing stage until completion at the final product testing stage.



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Machinery

Some of the major equipment owned by us and available at our existing plant are:

- Stranding Machines
- Closing Machines
- Wire Spooling Machines
- Galvanising Plant
- Pickling Plant
- Compressors
- D.G. Gen set
- Wire Drawing Machines
- Wet Wire Drawing Machines
- EOT Cranes
- Hoists
- 65 MM Pressure Extruder
- Machine Shop Equipments
- Fabrication Shop Equipments
- Hydraulic Presses (Splicing Machines)
- S.S. Wire Rope Endurance Test RIG
- Wire Rope Pre-stretching machine
- Wire Rope Breaking Load Testing Machines
- Wire Tensile Testing Machines
- Endurance Testing Machine for Elevator Ropes
- Complete Testing Set up for Chemical Analysis

Raw Materials

The principal raw material used for the rope manufacturing is wires and wire rods. The wire rods can be made of carbon steel. Zinc is also required at a later stage for galvanizing the steel wires either before or after the drawing procedure. Wire rods and other raw materials that are required at the manufacturing plant premises are brought by road. Currently, our Company meets our wire rod requirements from local suppliers as well as through imports.

The following are the list of our major suppliers of wires and wire rods:

1. Jindal Steel & Power Limited
2. JSW Steel Limited
3. Tata Steel Limited
4. Bedmutha Industries Limited
5. Aarti Steels Limited
6. Bansal Wire Industries
7. Prestress Wire Industries
8. Rajratan Global Wires Limited
9. Hindustan Zinc Limited
10. Chhotanagpur Rope Works Limited
11. Nantong Shenwei Steel Wire Rope Company Limited
12. Benxi Beiyong Iron and Steel Group Import and Export Corporation Limited

Water-supply

The water required for our manufacturing process is relatively low as it is required only for rinsing and cooling stages in the pickling and drawing process. Water is procured from external water supply agencies operating in the local area where our existing facilities are situated.



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Power

We have availed of a power connection from MSEDCL with connected and sanctioned load of 1362 KW and connected and sanctioned demand for 975 KVA, which is sufficient to meet our plant requirement. We also have 2 (two) D.G. sets having 310 KVA and 100 KVA capacity for emergency power requirement which assist in the galvanising process and for other general purposes.

Fuel

We require fuel in the form of furnace oil for the functioning of the furnaces present at our existing facility. To meet this requirement, the oil generated at our captive pyrolysis plant at Chalisgaon is forwarded to our existing facility and is used for running the furnaces.

Pollution Control Permission

We have acquired consent to operate from the Maharashtra Pollution Control Board which is valid till January 31, 2016.

Human Resource

Our Company currently has 8 directors and 43 full-time employees at our corporate office in Mumbai at the management/ middle-management and junior staff level. For the operation of our existing facilities, we have engaged 84 full-time employees, 145 permanent labourers consisting of 120 skilled workers and 20 unskilled labourers and approximately 140 contract labourers. Our permanent labourers are affiliated with 2 (two) trade unions i.e. Maharashtra Engineering Udyog Kamgar Sangathana and the Bharat Wire Ropes Limited Antargat Kamgar Sanghatana.

PROPOSED PROJECT

The new manufacturing facility at Plot No. 4, Chalisgaon Industrial Area MIDC, Village – Khadki BK. Chalisgaon, Jalgaon, taken on lease basis from MIDC, is proposed to be a totally-integrated, self-sufficient, high-productive, technologically advanced infrastructure incorporating lean manufacturing, straight-line-flow—all housed under single roof. Our new facility aims to achieve least material handling cost, minimal wastage and very fast delivery. We have selected machinery from manufacturers across the globe that are safe, highly productive and environment friendly.

Estimated Capacity

Assumption of existing and proposed capacity utilization:

Manufacturing of Wire Ropes, Strands, Slings of various sizes and construction and design.	2015-2016	2016-2017	2017-2018	2018-2019
Utilisation – Atgaon Facility	60%	60%	60%	60%
Capacity (MTPA) – Chalisgaon (Expansion)	-	16,500 #	66,000	66,000
Utilisation - Chalisgaon(Expansion)	-	55%	65%	75%

Annual capacity of 66,000 metric tonnes is proposed to be available for last quarter of 2016-17. Considering that the completion date of the project is estimated to be December 31, 2016, capacity has been considered for one quarter only.

We expect increase in the capacity utilization for new facility in view of following:

- **Fully Integrated Wire Rope Plant Under One Roof (60,000 square meters)**
 - ✓ Straight line material flow
 - ✓ Minimum material handling



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- ✓ Factory within factory by line management concept

➤ **Synchronized Manufacturing Facilities**

- ✓ Balanced capacity based on theory of constraint
- ✓ Standardisation of machines
- ✓ Minimum supervision and minimum wastage

Machinery proposed to be utilized

Our Company proposes to procure and install machinery having the latest technology to achieve better quality products. In this regard, we have placed orders with Steuler, Anlagenbau GmbH & Co. KG ,Germany for pickling plant and Zero liquid discharge infrastructure, patenting furnaces from Daesung Industrial Machinery Company Limited, South Korea, stranding machines from Uttam Value Steel Limited, India and Excel Craft Machinery Private Limited, India, closing machines from Excel Craft Machinery Private Limited, India and wire drawing machinery from Excel Craft Machinery Private Limited, India. Our Company proposes to procure the remaining stranding machines from South Korea and Europe, the closing machines from South Korea and Europe and the balance wire drawing from, South Korea as well. The machinery has been very carefully selected to meet our requirement and also to keep the project cost under control without sacrificing quality. Further details of the equipments that are proposed to be used by our Company are given in the chapter titled ‘*Objects of the Issue*’ beginning on page 83 of the Draft Red Herring Prospectus.

Product Mix

Our Company proposes to manufacture a varied product mix including structural strand, mining ropes, elevator ropes, fishing ropes, general engineering ropes, non-rotating rope, drill line slings etc. While our Company currently produces the aforesaid products at its Atgaon facility, the quality and the range of the products is proposed to be improved by utilization of the new technical facilities/machinery including production of wire rope upto 125 mm diameter. In addition to the improved quality of wire ropes, our Company proposes to produce the plasticated variety of wire ropes at the new facility.

Major Technical Facilities

In order to achieve the increase and improvement in the product range and quality, the manufacturing facility at Chalisgaon is proposed to be equipped with the following technical facilities

Sr. No.	Processing Step	Facility
1.	Surface treatment	Pickling unit
2.	Patenting	Patenting Furnace
3.	Drawing	Wire drawing machine
4.	Galvanising	Galvanising plant
5.	Fine wire drawing	High speed Fine wire drawing machine
6.	Stranding	Stranding machine
7.	Closing	Rope closing machine
8.	Plastication	Extrusion Line
9.	Rope pre-stretching	Pre-stretching Line
10.	Die-making	Die-shop

The other miscellaneous facilities which will complement our manufacturing process include the following:

- ✓ Rope tooling
- ✓ Compressors



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- ✓ Cooling system
- ✓ Scrap compactor
- ✓ Cutting coiling machines
- ✓ Bobbin winders
- ✓ Rewinding lines
- ✓ Scrap bundling machines
- ✓ Fork lifts 5 nos.
- ✓ Tugger trucks- 3 MT.
- ✓ Weigh bridge: 50 MT -1 number & 200 MT – 1 number
- ✓ Strapping machines
- ✓ Tools for stranders and closers

Raw Materials:

We intend to manufacture wire ropes and wires from wire rods, which are the basic raw material used in the construction of wire ropes. We propose to procure wire rods from both local suppliers as well as by way of imports.

Water:

Water will be used for machine cooling purposes at our Proposed Project. The water supply requirements are proposed to be met by 50 mm water connection provided by the M.I.D.C.

Power:

Our Company has received confirmation letter from MSEB assuring power to the new facility through a substation of 33 KV for the Proposed Project.

Fuel

For the purpose of operation of the furnaces and carrying on the pickling process, LNG will be used as firing fuel. We propose to source this from BPCL and IOCL in India.

Land

The land i.e. Plot No – 4 M.I.D.C. Chalisgaon Industrial Area, Village – Khadki, BK Chalisgaon, District Jalgaon – 424101, Maharashtra on which our Proposed Project, is to be set-up, is taken on lease basis from the M.I.D.C. For the purpose of facilitating bank finance, the MIDC, at the request of our Company, has granted a pre-determined lease in favour of our Company under a Pre-Determined Lease Agreement dated March 31, 2015. As per the terms of the said Pre-Determined Lease Agreement, our Company is required to complete the construction of at least 20% built-up area for the project before November 8, 2017. The balance construction is to be completed by our Company within a period of 10 (ten) years from November 8, 2017.

Connectivity

The Proposed Project has a myriad connectivity options as detailed below:

- Road: The MIDC area is situated on the state highway between Dhule-Aurangabad which passes through the Chalisgaon Area.
- Railway: Chalisgaon is located at Mumbai - Busawal Rail network of central railway which connects Eastern / Northern and Western Parts of India and facilities for transport of goods to upper India and Mumbai are available to the industries located in this area.



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- Air: The nearest airport is located at Chikalhana, Aurangabad which is 90 kilometres from Chalisgaon.
- Port: The nearest port is the Mumbai Port which is approximately 344 kilometres from Chalisgaon.

Further, all internal connectivity in the M.I.D.C., Chalisgaon area will be provided by the M.I.D.C.

Environmental Clearance / Pollution Control Permission:

We have acquired consent to establish from the Maharashtra Pollution Control Board which is valid till December 3, 2017.

Manpower

There are several college, polytechnic and industrial training institutes within the vicinity of Chalisgaon. Our Company estimates that its requirement of man power for operating the proposed facility will be met by the resources trained in such institutes. Our Company assesses that it will require at least 386 skilled workers, 153 unskilled workers, 51 supervisors and 75 administrative personnel for functioning of the new facility.

MARKETING AND DISTRIBUTION

We have developed a marketing network across various states in the country. Our marketing team is led by our Vice-President Marketing who is responsible for the overall marketing strategies. The team also comprises of managers which lead the sub-departments of exports, private sector/ dealer liaising, government sector liaising and special products. Our marketing team is also assisted by a technical team. The export team identifies prospective dealers through the online method/direct marketing method and assists in the procurement of export orders. The private sector team taps the private sector entities through the direct marketing approach by identifying their requirements and showcasing our ability to provide customized products. We have a network of authorised dealers/distributors operating in various states who assist in the sale of our products. As regards the government sector, our team assists in obtaining empanelment with the various government organizations. Pursuant to our empanelment, we receive tender requests from government organizations in response to which we provide competitive quotes/bids.

COMPETITION

The market for wire ropes is highly competitive and fragmented, and we face competition from various domestic and international manufacturers. Moreover, as we seek to diversify into new geographical areas globally, we may face competition from existing players that have presence in respective markets. In order to counter the competition, our focus would be to provide products that would be in consonance with technical and quality requirements of our customer as well as by trying to offer a competitive pricing model without compromise on the quality

QUALITY ASSURANCE

- Accreditation :

In our existing setup in Atgaon we are accredited with BIS, ISO 9001:2008 and have obtained BIS Licenses for IS:2266, IS:4521, IS:1856, IS:1855, IS:2581, IS:9282. We also hold product approvals from RDSO, CORE, DGMS, PGCIL, IRS etc. for various ropes and wire products.

For our new set up in Chalisgaon, we propose to acquire accreditation from ABS, LLOYDS, API, DNV and BIS licenses in order to compete in the global market.

- Control:

For manufacturing superior quality ropes, our focus will be concentrated on efficient execution of every stage of manufacturing. Our experienced quality assurance personnel will be responsible for the formulation of an inward raw



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material inspection procedure and an advanced standard operating procedure in order to implement them for all processes for achieving the desired quality of products. The factory will be equipped with most modern testing equipment for tensile and torsion testing of wires, microstructure evaluation of wires from furnaces, galvanized coating testing, break-load testing of ropes, confirmation of rope rotational property, endurance test of ropes and chemical laboratory to control various chemical bath parameters.

COLLABORATIONS

We have not entered into any technical or other collaborations till date.

PROPERTY

Our Company owns the following property:

Description of Property	Area	Seller	Date of Agreement
Plot No. 1&4, Atgaon Industrial Complex, Mumbai-Nasik Highway, Atgaon (East), Taluka Shahpur, Thane – 421601, Maharashtra	14,596 Sq. Mtrs.	Atgaon Industrial Premises Private Limited	September 15, 1996
524, The Corporate Centre, Nirmal Lifestyle, L.B.S. Marg, Mulund (West), Mumbai – 400 080, Maharashtra	1,059 Sq. Ft.	Nirmal Lifestyle Limited	March 3, 2005
525, The Corporate Centre, Nirmal Lifestyle, L.B.S. Marg, Mulund (West), Mumbai – 400 080, Maharashtra	1,023 Sq. Ft.	Nirmal Lifestyle Limited	March 3, 2005

The details of the leasehold/leave and license properties are as under:-

Location of property	Documents	Lessor/ Licensor	Term	Consideration*
701, A Wing, Trade World Building, Kamla City, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400013	Leave and License Agreement dated August 28, 2012	Siyaram Silk Mills Limited	<ul style="list-style-type: none"> 5 (Five) years with lock in period of 3 (three) years. 	The license fee payable by our Company is Rs. 120 per square feet per month from June 1, 2015 till May 30, 2016. Revised rate of Rs. 85 per square feet is currently being paid, on mutually agreed terms.
Godown Shed No.1523/23 admeasuring 3000 square feet Survey No. 22/1, Begur Hulimavu Road, Hulimavu Village, Bangalore – 560076	Lease Agreement dated April 22, 2014 has expired on March 31, 2015. Our Company is in the process of renewing the same.	R.C. Subramanyam and Yashoda Subramanyam	<ul style="list-style-type: none"> Term will be determined after renewal of the contract. 	Our Company continues to pay the license fee of Rs.40,000/- per month as per the terms of the lease agreement. Interest free refundable security deposit of Rs.2,40,000/-



<p>Plot No – 4 admeasuring 2,54,376 square meters located at M.I.D.C. Chalisgaon Industrial Area, Village – Khadki, BK Chalisgaon, District Jalgaon – 424101, Maharashtra</p>	<p>Lease Agreement dated January 21, 2013 M.I.D.C. letter dated December 19, 2014 for modification of terms. Deed of Modification dated February 4, 2015 Pre-determined Lease dated March 31, 2015</p>	<p>Maharashtra Industrial Development Corporation</p>	<ul style="list-style-type: none"> • 95 (ninety-five) years computed from November 1, 2012 • On or before November 8, 2017, atleast 20% built-up area must be built and be completely fit for occupation and a completion certificate, in respect of the same, must be obtained from the Chartered Engineer. • The balance construction shall be completed within a period of 10 (ten) years from November 8, 2017. • Further, M.I.D.C. may terminate the lease granted in the event of our inability to comply with the terms of the agreement. 	<ul style="list-style-type: none"> • Stamp duty, recurring charges such as Government revenue and Municipal or Village Panchayat rates: Rs.6,63,300/- (Rupees six lacs sixty Three Thousand three hundred only) per annum. • Premium: Rs. 3,31,62,400/- (Rupees three crores thirty one lacs sixty two thousand four hundred only)
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* License fee or compensation as per term mentioned in Leave And License Agreement dated August 28, 2012 is mentioned below:

Rs. 100/- per sq. feet per month as license fee or compensation which comes to Rs.6,32,800/- per month and with effect from June 1, 2014 revised license fee will be as under:

Sr. No.	Period	Rent per sq. feet
1.	June 1, 2014 to May 31, 2015	110
2.	June 1, 2015 to May 31, 2016	120
3.	June 1, 2016 to May 31, 2017	130

EXPORT OBLIGATION

As on the date of this DRHP, we have no export obligation.

INSURANCE

Our operations are subject to hazards inherent to a manufacturing company such as risk of equipment failure, work accidents, fire, earthquake, flood and other force majeure events, acts of terrorism and explosions including hazards that may cause injury and loss of life, severe damage to and the destruction of property, stocks, equipment and environmental damage.

We also maintain automobile policies and workmen’s compensation policies wherever required as well as group insurance policies for our permanent employees.

Although we consider our insurance coverage to be of a type and level that is economically prudent, we cannot assure that



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we will be able to maintain insurance at rate which we consider commercially reasonable or that such coverage will be adequate to cover any claims that may arise. The insurance policies in respect of certain of our plant and machinery, stocks have been endorsed in favour of our lenders that have provided us finance.

Overall, we generally maintain insurance covering our assets and operations at levels that we believe to be appropriate for our business.

The aggregate coverage under the policies currently is Rs 23076.34 Lacs Some of the major insurance policies availed by our Company are as follows:

Sr. No.	Policy No.	Insurer	Type of Cover	Insured Asset	Sum Insured (Rs. in lacs)	Location	Tenure	Premium Amount inclusive of Service Tax (Rs. in lacs)
1.	12070011 14010000 0111	New India Assurance Company Limited	Standard Fire & Special Perils Policy	Stock of Raw Material, Finished and Semi Finished Goods, Stock in Process and other stock	3900.00	Plot No. 1 & 4, Atgaon Ind. Premises Ltd., Mumbai-Nashik Highway, Atgaon (E),Shahpur, Thane-421601.	September 17, 2014 to September 16, 2015	1.44
2.	12070011 14010000 0112	New India Assurance Company Limited	Standard Fire & Special Perils Policy	Office Equipment, Telephone Equipments, Furniture and Fixtures, Electrical Inatallation Air Conditions.	100.00	A/701, Trade World, Kamla Mill Compound, Senapati Bapat Marg, Lower Parel(W) – 400013.	September 14, 2014 to September 13, 2015	0.03
3.	12070011 14010000 0113	New India Assurance Company Limited	Standard Fire & Special Perils Policy	Building Plant & Machinery Stock Compound Wall Foundation & Plinth	239.98	Plot No.4, MIDC, Chalisgaon, Village Khadki BK District Jalgaon-424101.	September 16, 2014 to September 15, 2015	0.81



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Sr. No.	Policy No.	Insurer	Type of Cover	Insured Asset	Sum Insured (Rs. in lacs)	Location	Tenure	Premium Amount inclusive of Service Tax (Rs. in lacs)
4.	1001/999 54407/00 /000	ICICI Lombard General Insurance Company Limited	Standard Fire & Special Perils Policy	Building Plant & Machinery Furniture, Fixtures and Fittings Foundation & Plinth	3701.50	Plot No. 1 & 4, Atgaon Ind. Premises Ltd., Mumbai-Nashik Highway, Atgaon (E),Shahpur, Thane-421601	February 11, 2015 to February 10, 2016	2.34
5.	2002/101 8622784/ 00/000	ICICI Lombard General Insurance Company Limited	Marine Export Import Insurance Open Policy	Stock in Transit	5000.00	Anywhere in the World	April 1, 2015 to March 31, 2016	2.53
6.	5004/103 237409/0 0/000	ICICI Lombard General Insurance Company Limited	Contractor all Risk Insurance Policy	Civil Work Under Progress	5000.00	Plot No.4, MIDC, Chalisgaon, Village Khadki BK District Jalgaon-424101.	March 27, 2015 to September 26, 2016	2.16
7.	1002/102 840353/0 0/000	ICICI Lombard General Insurance Company Limited	Fire Loss of Profit	Profit	1500.00	Plot No. 1 & 4, Atgaon Ind. Premises Ltd., Mumbai-Nashik Highway, Atgaon (E),Shahpur, Thane-421601	April 1, 2015 to March 31, 2016	0.88
8.	5003/102 648437/0 0/000	ICICI Lombard General Insurance Company Limited	Machinery Break down Insurance Policy	Plant and Machinery	2468.18	Plot No. 1 & 4, Atgaon Ind. Premises Ltd., Mumbai-Nashik Highway, Atgaon (E),Shahpur, Thane-421601	April 1, 2015 to March 31, 2016	8.21
9.	12070042 14010000 0031	New India Assurance Company Limited	Group Personal Accident Policy	Staff members of the company	853.00	Staff and Workers at all Locations of the company	August 28, 2014 to August 27, 2015	0.56




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Sr. No.	Policy No.	Insurer	Type of Cover	Insured Asset	Sum Insured (Rs. in lacs)	Location	Tenure	Premium Amount inclusive of Service Tax (Rs. in lacs)
10.	260400/4 6/14/850 0000063	National Insurance Company	Group Health Insurance Policy	Staff members of the company	257.00	Staff and Workers at all Locations of the company	September 1, 2014 to August 31, 2015	10.04

INTELLECTUAL PROPERTY


Trade Marks

Our Company has obtained registration of the following trademark:

Sr. No.	Particulars of the mark	Word/Label mark	Trademark Application Number	Issuing Authority	Certificate Detail	Class	Period of validity
1.		Label	2341483	Registrar of Trademarks	Certificate No. 1146675 dated January 9, 2014 <i>Effective Date: June 1, 2012</i>	6	Valid upto May 31, 2022

Copy Rights

Our Company has obtained the following copyright registration:

Sr.No.	Copyright	Registration Number	Issuing Authority	Date of Grant	Status
1.		A-106204/2013	Deputy Registrar of Copyrights	October 4, 2013	Registered



KEY REGULATIONS AND POLICIES

In carrying on our business as described in the chapter titled “Our Business” beginning on page 119 of this Draft Red Herring 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 our business. The information detailed in this chapter has been obtained from the various legislations, including rules and regulations promulgated by the regulatory bodies and the bye laws of the respective local authorities that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. For details of Government Approvals obtained by our Company in compliance with these regulations, kindly refer to the chapter titled “Government and Other Key Approvals” beginning on page 285 of this Draft Red Herring Prospectus.

Our Company is engaged in the business of manufacturing of wire ropes, structural strands, slings and wires. 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 us:

A. Regulations governing Manufacturing Sector

The primary central legislation governing the manufacturing sector is the Factories Act, 1948. In addition, compliance of various labour related legislations, including the Payment of Wages Act, 1956, The Minimum Wages Act, 1948, Equal Remuneration Act, Employees’ Compensation Act, 1923, Industrial Disputes Act, 1948, Payment of Gratuity Act, 1972, Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, Payment of Bonus Act, 1965 and the Shops and Establishment Rules framed under the Factories Act, 1948 as may be applicable in the relevant state.

The Factories Act, 1948

The Factories Act, 1948 (“**Factories Act**”) seeks to regulate labour employed in factories and makes provisions for the safety, health and welfare of the workers. The term ‘factory’, as defined under the Factories Act, means any premises which employs or has employed on any day in the previous 12 (twelve) months, 10 (ten) or more workers and in which any manufacturing process is carried on with the aid of power, or any premises wherein 20 (twenty) or more workmen are employed at any day during the preceding 12 (twelve) months and in which any manufacturing process is carried on without the aid of power. An occupier of a factory under the Factories Act, means the person who has ultimate control over the affairs of the factory. The occupier or manager of the factory is required to obtain a registration for the factory. The Factories Act also requires *inter alia* the maintenance of various registers dealing with safety, labour standards, holidays and extent of child labour including their conditions. Further, notice of accident or dangerous occurrence in the factory is to be provided to the inspector by the manager of the factory.

Maharashtra Factories Rules, 1963

The Maharashtra Factories Rules, 1963 (“**the Rules**”) seeks to regulate labour employed in factories in the state of Maharashtra and makes provisions for the inspection of staff, safety, health and welfare of the workers. Under the Rules, the occupier or manager of every factory is required to obtain previous permission for the construction or extension of a factory from the Chief Inspector of Factories. The occupier or manager is required to obtain certificate of stability and registration and notice of occupation for the factory. The Rules also *inter alia* require the maintenance of various registers dealing with health, holidays and extent of child labour, white washing, humidity, workers attending machinery. Further, notice of accident or dangerous occurrence in the factory is to be provided to the inspector by the manager of the factory.



Contract Labour (Regulation and Abolition) Act, 1970

The Contract Labour (Regulation and Abolition) Act, 1970 (“**CLRA**”) is an act to regulate the employment of contract labour in certain establishments and to provide for its abolition in certain circumstances. The CLRA applies to every establishment in which 20 (twenty) or more workmen are employed or were employed on any day of the preceding 12 (twelve) months as contract labour. It also applies to every contractor who employs or who employed on any day of the preceding 12 (twelve) months, 20 (twenty) or more workmen provided that the appropriate Government may after giving not less than 2 (two) months' notice, by notification in the Official Gazette, apply the provisions of the CLRA to any establishment or contractor. Further, it contains provisions regarding Central and State Advisory Board under the CLRA, registration of establishments, and prohibition of employment of contract labour in any process, operation or other work in any establishment by the notification from the State Board, licensing of contractors and welfare and health of the contract labour. The Contract Labour (Regulation and Abolition) Central Rules, 1971 are formulated to carry out the purpose of the CLRA.

Maharashtra Contract Labour (Regulation and Abolition) Central Rules, 1971

Maharashtra Contract Labour (Regulation and Abolition) Rules, 1971 requires the contractor to establish canteens, rest rooms, drinking water, washing facilities, first aid facilities, and other facilities. Where the employment of any worker is terminated by or on behalf of the contractor, the wages earned by the worker shall be paid before the expiry of the second working day from the day on which his employment is terminated. Every employer shall maintain register of contractors and register of persons employed. The contractor is also required to issue an employment card to the employee and issue service certificate to the employee when he is terminated by the contractor for whatsoever reasons.

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

The Industrial Disputes Act, 1947 (“**ID Act**”) was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond 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 ID Act also sets out certain requirements in relation to the termination of the services of the workman's services. This 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 (“**EC Act**”) 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 EC Act makes every employer liable to pay compensation in accordance with the EC Act 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 EC Act within 1 (one) month from the date it falls due, the commissioner appointed under the EC Act may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

The Employees State Insurance Act, 1948

The Employees State Insurance Act, 1948 (“**ESI Act**”) provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. Employers of factories and establishments covered under the ESI Act are required to pay contributions to the Employees State Insurance Corporation, in respect of each employee at the rate prescribed by the Central Government. Companies which are controlled by the Government are exempt from this requirement if employees receive benefits similar or superior to the benefits prescribed



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under the ESI Act. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

The Employees' Provident Fund and Miscellaneous Provisions Act, 1952

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 ("EPF Act") was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

Equal Remuneration Act, 1976

Equal Remuneration Act, 1976 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.

Maternity Benefit Act, 1961

The purpose of Maternity Benefit Act, 1961 is to regulate the employment of pregnant women and to ensure that the get paid leave for a specified period before and after child birth. It provides, *inter-alia*, for payment of maternity benefits, medical bonus and enacts prohibitions on dismissal, reduction of wages paid to pregnant women, etc.

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 Rs. 50,000/-.

The Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 ("PB Act") is applicable to every factory and every other establishment employing 20 (twenty) or more persons. According to the provisions of the PB Act, every employer shall be bound to pay to every employee in respect of the accounting year a minimum bonus which shall be 8.33% of the salary or wage earned by the employee during the accounting year or Rs.100/- (Rupees One Hundred), whichever is higher, whether or not the employer has any allocable surplus in the accounting year. If the allocable surplus exceeds minimum bonus payable, then the employer must pay bonus proportionate to the salary or wage earned during that period, subject to maximum of 20% of such salary or wage. 'Allocable surplus' is defined as 67% of available surplus in the financial year, before making arrangements for the payment of dividend out of profit of our Company.



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The Minimum Wages Act, 1948

The Minimum Wages Act, 1948 (“**MW Act**”) came in to force with the objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MW Act, the appropriate government is authorised to fix the minimum wages to be paid to the persons employed in scheduled or non scheduled employment. Every employer is required to pay not less than the minimum wages to all employees engaged to do any work whether skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to the MW Act, in respect of which minimum rates of wages have been fixed or revised under the MW Act.

Maharashtra Minimum Wages Rules, 1963

Maharashtra Minimum Wages Rules, 1963 (“**MWA Rules**”) was enacted to establish minimum wages for certain categories of employees. The MWA Rules require that wages should be fixed of the employee not exceeding 1 (one) month. The employer is required to make payment of wages to a worker on termination of his employment. The employer is required to give notices containing the minimum rates of wages and the name and address of the Inspector. The employer is required to pay extra wages for the overtime, maintain a register of wages and an inspection book.

The Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972 (“**PG Act**”) applies to every factory and shop or establishment in which ten or more employees are employed. Gratuity is payable to an employee on the termination of his employment after he has rendered continuous service for not less than 5 (five) years:

- a) On his/her superannuation;
- b) On his/her retirement or resignation;
- c) On his/her death or disablement due to accident or disease (in this case the minimum requirement of 5 (five) years does not apply).

Gratuity is payable to the employee at the rate of 15 (fifteen) days’ wages for every completed year of service or part thereof in excess of 6 (six) months.

The Payment of Wages Act, 1936

The Payment of Wages Act, 1936 (“**PW Act**”) is applicable to the payment of wages to persons in factories and other establishments. PW Act 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.

Maharashtra Shops and Establishment Act 1948

The Maharashtra Shops and Establishment Act 1948 (“**MSE Act**”) regulates the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work. Our Company has its corporate office at 701, A Wing, Trade World, Kamla City, Senapati Bapat Marg, Lower Parel(West), Mumbai 400013, India and accordingly the provisions of the MSE Act are applicable to our Company.

The Petroleum Act, 1934

The Petroleum Act, 1934 was passed to consolidate and amend the laws relating to the import, transport, storage, production, refining and blending of petroleum. Under the Petroleum Rules, 2002, any person intending to store furnace oil/petroleum Class C, in quantity exceeding 5000 litres otherwise than under a license shall take the approval of the Chief Controller before commencing storage.



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Trade Union Act, 1926

The Trade Union Act, 1926 governs the disputes which arise/ may arise between employers and workmen or between workmen and workmen, or between employers and employers in connection to their employment, non-employment and the terms of employment or the conditions of labour. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

B. Environmental Regulations

Our Company is also required to obtain clearances under the Environment (Protection) Act, 1986, and other environmental laws such as the Water (Prevention and Control of Pollution) Act, 1974, the Water (Prevention and Control of Pollution) Cess Act, 1977 and the Air (Prevention and Control of Pollution) Act, 1981, before commencing its operations. To obtain an environmental clearance, a no-objection certificate from the concerned state pollution control board must first be obtained, which is granted after a notified public hearing, submission and approval of an environmental impact assessment ("EIA") report and an environment management plan ("EMP").

Our Company must also comply at all times with the provisions of The Hazardous Waste (Management and Handling) Rules, 1989, as amended, and as superseded by the Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008, and the Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989.

Environment Protection Act, 1986 and Environment (Protection) Rules, 1986

The Environmental Protection Act, 1986 is an "umbrella" legislation designed to provide a framework for co-ordination of the activities of various central and state authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exist among water, air and land, and human beings and other living creatures, plants, micro-organisms and property.

Water

Legislations to control water pollution are listed below:

The *Water (Prevention and Control of Pollution) Act, 1974* prohibits the discharge of pollutants into water bodies beyond a given standard, and lays down penalties for non-compliance. The Water Act also provides that the consent of the State Pollution Control Board must be obtained prior to opening of any new outlets or discharges, which is likely to discharge sewage or effluent.

The *Water (Prevention and Control of Pollution) Cess Act, 1977* provides for the levy and collection of a cess on water consumed by persons carrying on certain industries and by local authorities, with a view to augment the resources of the Central Board and the State Boards for the prevention and control of water pollution constituted under the Water (Prevention and Control of Pollution) Act, 1974.

Air

Legislations to control air pollution are listed below:

The *Air (Prevention and Control of Pollution) Act, 1981* requires that any individual or institution responsible for emitting smoke or gases by way of use as fuel or chemical reactions must apply in a prescribed form and obtain consent from the state pollution control board prior to commencing any activity. National Ambient Air Quality Standards (NAAQS) for major pollutants were notified by the Central Pollution Control Board in April 1994.



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Hazardous Wastes

There are several legislations that directly or indirectly deal with hazardous wastes. The relevant legislations are:

- The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
- The Public Liability Insurance Act, 1991
- The National Environment Tribunal Act, 1995 and some notifications under the Environmental Protection Act of 1986.

Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008

These rules require that the occupier and the operator of the facility, that treats hazardous wastes, must properly collect, treat, store or dispose the hazardous wastes without adverse effects on the environment. Schedule I of the said Rules lists out the primary and secondary production of aluminium as a process that generates hazardous waste and therefore requires compliance under these Rules.

C. Tax Related Legislations

The Central Sales Tax Act, 1956

Central Sales tax (“CST”) is levied on the sale of movable goods in the course of inter-state trade or commerce. In India, sales tax is levied both at the union level under the Central Sales Tax Act, 1956 as well as the state level under the respective state legislation. Goods sold within the jurisdiction of the state are charged to Value Added Tax (“VAT”) in accordance with the VAT statute of that state.

CST is payable by a dealer (i.e. a person who carries on the business of buying, selling, supplying or distributing goods) on his sales turnover at the rate prescribed in the VAT statute of the State from where the movement of the goods originate. However, a dealer is entitled to a concessional rate of 2% CST on goods which are sold to another registered dealer who intends to further re-sell them or use them in the manufacture or processing for further sale or for certain other specified purposes, subject to the condition that purchasing dealer issues a statutory Form C to the selling dealer.

Value Added Tax

Value Added tax (“VAT”) is a system of multi-point levies on each of the purchases in the supply chain with the facility of set-off input tax on sales whereby tax is paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. VAT is based on the value addition of goods, and the related VAT liability of the dealer is calculated by deducting input tax credit for tax collected on the sales during a particular period.

VAT is a consumption tax applicable to all commercial activities involving the production and distribution of goods and the provisions of services, and each State that has introduced VAT has its own VAT Act under which persons liable to pay VAT must register and obtain a registration number from the Sales Tax Officer of the respective State.

The Maharashtra Value Added Tax Act, 2002, and rules and regulations thereunder, are applicable to our establishment.

Income-tax Act, 1961

Income-tax Act, 1961 (“IT Act”) is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its ‘Residential Status’ and ‘Type of Income’ involved. Every assessee, under the IT Act, which includes a company, is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax and like.

The Customs Act, 1962

The provisions of the Customs Act, 1962 and Rules made there under are applicable at the time of import of goods into



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India from a place outside India or at the time of export of goods out of India to a place outside India. Any company requiring to import or export any goods is required to get itself registered under this Act and obtain an Importer Exporter Code number.

The Central Excise & Tariff Act, 1985 and Rules made there under

The provisions of the Central Excise & Tariff Act, 1985 (the “CETA”) provides for tariff rates for excise duties payable. Excise duty is imposed on goods produced or manufactured in India under the provisions of CETA.

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, our Company is required to file a quarterly return in Form ST 3 by the 25th of the month immediately following the half year to which the return relates. Every assessee is required to file the quarterly return electronically.

Professional Tax

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

D. Other Legislations

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.



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

The Indian Stamp Act, 1899 prescribes the rates for the stamping of documents and instruments by which any right or liability is, or purports to be, created, transferred, limited, extended, extinguished or recorded. Under the Indian Stamp Act, 1899, an instrument not 'duly stamped' cannot be accepted as evidence by civil court, an arbitrator or any other authority authorised to receive evidence. However, the document can be accepted as evidence in criminal court.

Maharashtra Stamp Act, 1958

The Maharashtra Stamp Act, 1958 ("MaharashtraStampAct") 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 is complimentary to the provisions of the Contract Act and the T.P. Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. 'Specific performance' means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

Competition Act, 2002

The Competition Act, 2002 ("Competition Act") aims to prevent anti-competitive practices that cause or are likely to



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

The Companies Act, 1956

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

The Companies Act, 2013

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

The Trademarks Act, 1999

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.

The Copyright Act, 1957

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



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REGULATIONS REGARDING FOREIGN INVESTMENT

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

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

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

RBI has also issued Master Circular on Foreign Investment in India dated July 01, 2015 which is valid till June 30, 2016. In terms of the Master Circular, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. As mentioned above, the Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.



HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated as Bharat Ropes Private Limited on July 24, 1986 under the Companies Act, 1956 bearing Registration No. 40468, and having its Registered Office in Mumbai, Maharashtra. Subsequently, our Company became a Public Limited Company in pursuance of a special resolution passed by the members of our Company at the EGM held on May 2, 1992. A fresh Certificate of Incorporation consequent to change of name as a result of conversion to a public limited company was issued on June 10, 1992 by the Registrar of Companies, Mumbai, Maharashtra. In 1996, the name of our Company was changed from “Bharat Ropes Limited” to “Bharat Wire Ropes Limited”. A fresh Certificate of Incorporation consequent to such change of name was issued on July 5, 1996 by the Registrar of Companies, Mumbai, Maharashtra. Our Company’s Corporate Identification Number is U27200MH1986PLC040468 and its Registered Office is situated at Plot No. 1&4, Atgaon Industrial Complex, Mumbai – Nasik Highway, Atgaon – East, Taluka- Shahpur, District – Thane – 421 601, Maharashtra, India.

Until the year 2010, our Company was owned, managed and controlled by the Shah Group. Subsequently, in the year 2010, one of our corporate Promoter - Gaji Mercantile Private Limited purchased 1,06,75,490 equity shares of our Company and accordingly, the management of our Company changed. At the time of handing over of the management, the previous management had informed our current Promoters that certain documents pertaining to corporate, accounting, financial, legal and other statutory records since incorporation were either not available, misplaced, destroyed or otherwise not traceable. Hence, we do not have complete set of such records. Further, our Company does not have any supporting documents and/or RoC filings made in the period prior to the change in management in order to ascertain increase in the authorised capital of our Company and allotments made during the period from July 25, 1986 till March 31, 2010. Moreover, at the time of incorporation, our Company had 15,000 Equity Shares and 10,000 unclassified shares. However, our Company does not have in its records, documentation reflecting the classification of the unclassified shares as Equity Shares or any other kind of shares. Further, we do not have any supporting documents to ascertain whether our Company has at any point of time entered into any arrangement or scheme of amalgamation or has undertaken revaluation of its assets, has issued any shares out of its revaluation reserve, or has issued any shares for consideration other than cash or has issued shares by way of capitalisation of its reserves, during the period from July 25, 1986 till March 31, 2010. The relevant documents are also not available/destroyed at the office of the RoC, as certified by M/s. Sachin Chhadawa and Associates, Company Secretaries, dated July 4, 2014. Therefore, our Company is unable to provide any disclosures or make any confirmations on all of the aforementioned matters. The disclosures pertaining to the aforementioned matters currently made in this Draft Red Herring Prospectus are subject to information readily available from public domains. For further details, please refer to the risk factor no. 6 contained in the section titled “*Risk Factors*” beginning on page 17 of this Draft Red Herring Prospectus.

For details regarding the description of our Company’s profile, business operations, activities, services, products, market, growth, technology, market and managerial competence, standing with reference to prominent competitors, major suppliers and customers, segment, capacity/facility creation, location of manufacturing facilities, marketing and competition, please see the chapters titled “*Our Business*”, “*Our Management*” and “*Industry Overview*” beginning on pages 119, 160 and 109, respectively, of this Draft Red Herring Prospectus.

As on the date of this Draft Red Herring Prospectus, our Company has 14 (fourteen) shareholders. For further details regarding our shareholders, please see the chapter titled “*Capital Structure*” beginning on page 65 of this Draft Red Herring Prospectus.



Changes in Registered Office of our Company:

Date of Change	From	To
December 21, 2009	Sonapur, L B S Marg, Bhandup (West), Mumbai – 400 078, Maharashtra	Nirmal Life Style (Corporate office building), 5th floor Office No. 524 Mulund (West) Mumbai – 400080, Maharashtra
May 22, 2012	Nirmal Life Style (Corporate office building), 5th floor Office No. 524 Mulund (West) Mumbai – 400080, Maharashtra	701, A Wing, Trade World, Kamla City, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, Maharashtra.
November 1, 2014	701, A Wing, Trade World, Kamla City, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, Maharashtra	Plot No. 1&4, Atgaon Industrial Complex, Mumbai – Nasik Highway, Atgaon – East, Taluka- Shahpur, District – Thane – 421 601, Maharashtra, India.

Major events in the History of our Company:

YEAR	MAJOR EVENT
1986	Incorporation of our Company and commencement of Business Activities
1992	Conversion from a private limited company to a public limited company and consequently the name of our Company was changed to ‘Bharat Ropes Limited’.
1996	Change of name of our Company from Bharat Ropes Limited to Bharat Wire Ropes Limited
2006	Shifting of the manufacturing facility from Bhandup, Mumbai to Atgaon, Thane
2010	Change in the Management of our Company from the Shah Group to the Mittal family
2012	Raising of Equity of Rs. 3000.00 lacs from Gaji Mercantile Private Limited and Rs. 1000.00 lacs from Passionate Investment Management Private Limited
2015	Sanction of Term Loan facility of Rs. 33000.00 lacs.
2015	Grant of Plot No – 4 admeasuring 2,54,376 square meters located at M.I.D.C. Chalisgaon Industrial Area, Village – Khadki, BK Chalisgaon, District Jalgaon – 424101, Maharashtra by way of Pre-determined Lease Agreement dated March 31, 2015

Main Objects of our Company

The main objects of our Company, as set out in its Memorandum of Association are:

- To carry on the business as manufacturers, producers, processors, makers, finishers, extractors, assembles, converters, exporters, importers, fabricators, repairs and consultants of all types of wires, wire ropes, wire nets, barbed wires, nails, of any metal, including that of mild steel, steel, copper, aluminum, alloy steel, carbon steel and of cotton, silk and of any synthetic material.*
- To carry on the business as manufacturers, producers, processors, makers, finishers, extractors, convertors, exporters, importers, buyers, sellers, dealers, traders, distributors and consultants of all type of fuel oil, gas, and other by – products by processing, recycling of waste tyres, nylon, plastics and rubber.*

Amendments to the Memorandum of Association*

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

DATE	NATURE OF AMMENDMENT
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May 2, 1992	Conversion from Private Limited Company to Public Limited Company
July 5, 1996	Change of name from “Bharat Ropes Limited” to “Bharat Wire Ropes Limited”
May 02, 1992	Increase in the authorised share capital from Rs. 25.00lacsto Rs. 800.00lacs
#	Increase in the authorised share capital from Rs. 800.00 lacsto Rs. 1000.00lacs
July29, 2002	Increase in the authorised share capital from Rs. 1000.00lacsto Rs.1200.00lacs
July23,2004	Increase in the authorised share capital from Rs.1200.00lacs to Rs.1300.00lacs
March 15, 2012	Increase in the authorised share capital from Rs.1300.00lacs to Rs.3000.00lacs
April 25, 2015	Increase in the authorised share capital from Rs. 3000.00 lacs to Rs. 5000.00lacs

For further details, see chapter titled “*Capital Structure*” beginning on page 65 of this Draft Red Herring Prospectus.

**The Shareholders’ Resolution authorizing the change of name of our Company from “Bharat Ropes Limited” to “Bharat Wire Ropes Limited”, is not available in the records of our Company.*

#Further, Form 5 filed with the RoC, in respect of the increase in authorised capital from Rs.800.00 lacs to Rs. 1,000.00lacs is not available in the records ofour Company. Further, Shareholders’ resolutions authorising the increment in authorised capital since incorporation till [●], are not available with our Company. The relevant documents are also not available/destroyed at the office of the RoC, as certified by M/s. Sachin Chhadawa and Associates, Company Secretaries dated July 4, 2014.For further details, please refer to the paragraph contained hereinabove, and risk factor no. 6 contained the sectiontitled “Risk Factors” beginning on page 17 of this Draft Red Herring Prospectus.

Strike and lock-outs

In the past, our Company has experienced disputes with our workers, in respect of certain demands made by them inter alia relating to increase in wages, house rent allowance, leave facility, seniority, classification, etc., which resulted in a strike, and which were subsequently resolved by way of a Memorandum of Settlement dated April 16, 2012, entered into by our Company with one of the Trade Unions of our workmen. This Memorandum of Settlement was valid till November 30, 2014.

Scheme of Amalgamation of our Company

Based on the documents and information available in the records of our Company, it appears that we have not entered into any arrangement or scheme of amalgamation. However, due to non-availability of documents with us and with the RoC, we are unable to confirm whether the same has taken place, at any point of time. The relevant documents are also not available/destroyed at the office of the RoC, as certified by M/s. Sachin Chhadawa and Associates, Company Secretaries, dated July 4, 2014. For further details, please refer to the paragraph contained hereinabove, and risk factor no. 6 contained the sectiontitled “*Risk Factors*” beginning on page 17 of this Draft Red Herring Prospectus.

Our Business

For details in relation to our business, please see the chapter titled ‘*Our Business*’ beginning on page 119 of this Draft Red Herring Prospectus.

Time/cost overrun

The scheduled completion target for our Proposed Project at Chalisgaon was as estimated by our management, as per the report submitted by our Company, to its Term Loan Consortium Bankers for availing bank finance for the Proposed Project. The schedule of implementation of the Proposed Project has undergone a change because of delay in title clearance of a part of the land taken on lease from MIDC. As a result, the commercial production date, as envisaged, has been revised and further extended by a period of 12 (twelve) months. The Term Loan Consortium Bankers have, prior to disbursements under the term loan, approved the commercial production date to be December 31, 2016. There is no cost increase consequent to such revision of commercial production date.



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Injunction or restraining order

Our Company is under no injunction or restraining order as on the date of this Draft Red Herring Prospectus.

Technology and market competence

For details on the technology and market competence of our Company, please see the chapter entitled '*Our Business*' beginning on page 119 of this Draft Red Herring Prospectus.

Defaults or Rescheduling of borrowings with financial institutions/ banks

There have been no defaults or rescheduling of borrowings with the financial institutions / banks. Further, none of our loans have been converted into Equity Shares.

Revaluation of Assets

Based on the limited information and documents available in the records of our Company, we are unable to ascertain whether our Company has undertaken revaluation of its assets at any point of time. The relevant documents are also not available/destroyed at the office of the RoC, as certified by M/s. Sachin Chhadawa and Associates, Company Secretaries, dated July 4, 2014. However, our Company has not revalued its assets in the last 5 (five) years. For further details, please refer to the paragraph contained hereinabove, and risk factor no. 6 contained the section titled "*Risk Factors*" beginning on page 17 of this Draft Red Herring Prospectus.

Competition

For details on the competition faced by our Company, please see the chapter entitled '*Our Business*' beginning on page 119 of this Draft Red Herring Prospectus.

Our Subsidiaries and Joint Ventures

Our Company does not have any subsidiaries or joint ventures as on the date of this Draft Red Herring Prospectus.

Holding Company

Gaji Mercantile Private Limited is our holding company. For details relating to Gaji Mercantile Private Limited, please see the chapter titled "*Our Promoters and Promoter Group*" beginning on page 179 of this Draft Red Herring Prospectus.

Acquisitions of business / undertakings

Based on the limited information and documents available in the records of our Company, it appears that our Company has neither acquired any entity nor been involved in any scheme of arrangement. However, due to non-availability of documents available in the records of our Company, we are unable to ascertain whether the same has taken place at any point of time.

Changes in the activities of our Company during the last five years

There have been no changes in the activities undertaken by our Company during a period of 5 (five) years prior to the date of filing of this Draft Red Herring Prospectus which may have had a material effect on the profits or loss of our Company or affected our business including discontinuance of lines of business, loss of agencies or markets and similar factors.

Shareholders' Agreement

Share Purchase cum Holders' Agreement ("SPA") dated June 30, 2010 entered into between our Company, our



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Corporate Promoter Gaji Mercantile Private Limited and certain other shareholders.

Mr. Sundarji M. Shah, Mr. Devchand M. Shah, Mr. Dinesh S. Shah, Mr. Sundarji M. Shah (HUF), Mr. Devchand M. Shah (HUF), Mr. Dinesh S. Shah (HUF), Mrs. Jaya S. Shah, Mrs. Pratibha D. Shah, Mrs. Shailee D. Shah (**referred to as “Transferors” therein and hereinafter referred to as “the Shah Group”**) and our Company had entered into a Share Purchase Cum Holders Agreement with Gaji Mercantile Private Limited (**referred to as the “Transferee” therein and hereinafter referred to as “ Corporate Promoter”**) on June 30, 2010 whereby the Shah Group, who were the registered shareholders of 1,25,59,400 equity shares of our Company which was 100% of its fully paid equity and paid up share capital as on the date of the SPA, had agreed to transfer and sell the same to our Corporate Promoter.

Some of the key terms of the SPA are as follows*:

1. The Shah Group had agreed to sell and transfer 1,25,59,400 Equity Shares of our Company i.e. 100% of its fully paid equity and paid up share capital of our Company (“**the said Shares**”) as on the date of the SPA to the Corporate Promoter.
2. Our Corporate Promoter was required to purchase the said Shares in the following manner :
 - i. The Corporate Promoter was required to purchase 1,06,76,400 Equity Shares, being 85% of the issued and paid equity share capital of our Company for a consideration of Rs. 8386.00lacs (“Initial Share”) of which Rs.7674.00lacs was to be paid by the Corporate Promoter to the Shah Group on the execution of the SPA. Balance amount of Rs. 712.00lacs was to be paid within 60 (sixty) days from the date of the SPA by the Corporate Promoter to one of the constituents of the Shah Group, namely, Mr. Sunderji M. Shah.
 - ii. Our Corporate Promoter was required to, within a period of 9 (nine) months from June 30, 2010, purchase 5% of the issued and paid up equity capital, being 6,27,970 equity shares for a consideration of Rs. 575.00 lacs plus increment value or simple increment at 15% p.a. (w.e.f. April, 1, 2010). 5,25,900 Equity Shares and 1,02,070 Equity Shares of our Company were to be purchased from two of the constituents of the Shah Group, namely, Mr. Dinesh S. Shah and Mr. Dinesh S. Shah (HUF), respectively.
 - iii. Our Corporate Promoter was required to, within a period of 21 (twenty one) months from the date of the SPA, purchase another 5% of the issued and paid up equity capital of our Company, existing at the time of the execution of SPA, being a total of 6,27,970 equity shares for a consideration of Rs. 575.00lacs plus increment value or compounding increment at 15% p.a. (w.e.f. April, 1, 2010). 1,51,470 equity shares and 4,76,500 equity shares of our Company were to be purchased from two of the constituents of the Shah Group, namely Mr. Devchand M. Shah, and Mr. Devchand M. Shah (HUF), respectively.
 - iv. The balance 5% of the issued and paid up equity capital of our Company existing at the time of the execution of SPA, were to be held by two of the constituents of the Shah Group, namely Mr. Sunderji M. Shah and Mr. Sunderji M. Shah (HUF) till such time they desire to sell/transfer. 88,970 equity shares were to be held by another constituents of the Shah Group, namely, Mr. Sunderji M. Shah and 5,39,000 equity shares were to be held by one of the constituents of the Shah Group, namely, Mr. Sunderji M. Shah(HUF), being a total of 6,27,970 equity shares of our Company.
3. It was specifically agreed between the parties that in the event, the equity shares of our Company, whether listed or not, on the BSE or NSE within a period of 33 (thirty three) months from June 30, 2010, two of the members of the constituents of the Shah Group, namely Mr. Sunderji M. Shah and Mr. Sunderji M. Shah(HUF) would have the right to sell the shares held by them, as mentioned in Key term 3(iv), hereinabove, at a firm price, after initially offering those shares to the to the Corporate Promoter with a notice period of 15 (fifteen) days.
4. The Shah Group were liable for any tax, cess, charges, compensation, damages, risk or any other expenses arising prior to the execution of this SPA. They were also liable for the taxes of our Company above profit before tax of Rs.150.00lacs for the year ended March 31,2010.



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Mr. Sunderji M. Shah, vide letter of waiver dated December 31, 2010, has waived the requirement of balance payment of Rs.712.00lacsto made by Gaji Mercantile Private Limited, as provided for in key term no. 3(i) above.

**The key term nos.3(ii), 3(iii), 3(iv) and6 have not been complied with and/or exercised, as on the date of this Draft Red Herring Prospectus. Further, in terms of key term no.3(i) above, our Corporate Promoter was required to purchase 1,06,76,400 equity shares of our Company.However,106,75,490 equity shares of our Companywere actually purchased, and the balance equity shares have not been purchased by the Corporate Promoter as on the date of this Draft Red Herring Prospectus.*

Other Agreements

As on the date of this Draft Red Herring Prospectus, our Company has not entered into any agreements other than those entered into in the ordinary course of business and there are no material agreements entered into more than 2 (two) years before the date of this Draft Red Herring Prospectus.

Collaborations

Our Company has not entered into any collaboration with any third party as per Item (VIII)(B)(1)(c) of Part A of Schedule VIII to the (ICDR) Regulations.

Financial Partners

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

Strategic Partners

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



OUR MANAGEMENT

As per the Articles of Association, our Company cannot have less than 3 Directors and more than 15 directors. As on the date of this Draft Red Herring Prospectus, our Company has 8 (eight) Directors out of which 3 (three) are Independent Directors.

The following table sets forth the details regarding the Board of Directors as on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name, Father's Name, Age, Designation, Address, Experience, Occupation, Nationality and DIN	Date of Appointment and Term	Other Directorships
1.	<p>Name: Mr. Supratik Chatterjee S/o: Mr. Santosh Kumar Chatterjee Age: 64 years Designation: Chairman, and Non-Executive Independent Director Address: Flat No.303, Bandari Residency, Umanagar, Begumpet, Hyderabad – 500016, Andhra Pradesh, India. Experience: 36 years Occupation: Professional DIN: 06934992 Nationality: Indian</p>	<p>Term: 5 years with effect from August 14, 2014 to August 13, 2019</p>	Atlas Jewellery India Limited
2.	<p>Name: Mr. Murarilal Ramsukh Mittal S/o: Mr. Ramsukh Mannalal Mittal Age: 57 years Designation: Managing Director Address: 1601, Marathon Heights, Jai Bharat Oil Mills Compound, P. B. Marg, Mumbai – 400013, Maharashtra, India Experience: 30 years Occupation: Business DIN: 00010689 Nationality: Indian</p>	<p>Term: 3 (three) years from August 14, 2014 to August 13, 2017.</p>	<ol style="list-style-type: none"> Gyanshankar Investments and Trading Company Private Limited; Gaji Mercantile Private Limited; and Stellar Credit Private Limited.
3.	<p>Name: Mr. Sumit Kumar Modak S/o: Mr. Hriday Krishna Modak Age: 62 years Designation: Whole Time Director Address: GD-284, Sector 3, Salt</p>	<p>Term: 3 (three) years from January 4, 2013 to January 3, 2016. Liable to retire by rotation</p>	NIL



Sr. No.	Name, Father's Name, Age, Designation, Address, Experience, Occupation, Nationality and DIN	Date of Appointment and Term	Other Directorships
	Lake City, Bidhan Nagar, Kolkata – 700091, West Bengal, India Experience: 40 years Occupation: Business DIN: 00983527 Nationality: Indian		
4.	Name: Mr. Sushil Radheyshyam Sharda S/o: Mr. Radheyshyam Sharda Age: 47 years Designation: Whole Time Director Address: F-302, Sterling Court, Maheshwari Nagar, Marol, MIDC Road, Andheri (East), Mumbai – 400093, Maharashtra, India Experience: 23 years Occupation: Business DIN: 03117481 Nationality: Indian	Term: 5 (five) years from May 2, 2011 to May 1, 2016. Liable to retire by rotation	NIL
5.	Name: Mr. Venkateswararao Kandikuppa S/o: Mr. Laxmanamurty Kandikuppa Age: 50 years Designation: Whole Time Director Address: Monarch Building No. 4, Flat No. 1701, Regency Heights, Near Brahmand Phase- 1, Azad Nagar, Thane, Maharashtra – 400607 Experience: 23 years Occupation: Business DIN: 06456698 Nationality: Indian	Term: 3 (three) years from January 4, 2013 to January 3, 2016. Liable to retire by rotation	NIL
6.	Name: Mr. Anthony Reginald D'Souza S/o: Mr. Reginald Paul D'Souza Age: 64 years Designation: Non-Executive Independent Director	Term: 5 years with effect from August 14, 2014 to August 13, 2019	1. Bank Staff Cultural And Social Service Association 2. CitizenCredit Co-operative Bank Limited



Sr. No.	Name, Father's Name, Age, Designation, Address, Experience, Occupation, Nationality and DIN	Date of Appointment and Term	Other Directorships
	<p>Address: Flat No. 1501, E-Wing, Ashok Gardens, Tokershey Jivraj Road, Sewri - West, Mumbai – 400015, Maharashtra, India</p> <p>Experience: 41 years</p> <p>Occupation: Professional</p> <p>DIN: 06707269</p> <p>Nationality: Indian</p>		
7.	<p>Name: Mr.Asit Pal S/o:Mr.Mahadev Chandra Pal Age:64 years Designation: Non-Executive Independent Director Address: 2104, Grandeur Tower, Vasant Marvel Complex, Borivali (East), Mumbai- 400066, Maharashtra India Experience:38 years Occupation: Financial Consultant and Professional DIN: 00742391 Nationality: Indian</p>	<p>Term: 5 years with effect from February 14, 2015 to February 13, 2020</p>	<ol style="list-style-type: none"> 1. Century Plyboards (India) Limited 2. Baroda Pioneer Asset Management Company Limited 3. Gujarat Road and Infrastructure Company Limited 4. Rapid MetroRail Gurgaon South Limited 5. IL&FS Rail Limited 6. IL&FS Townships & Urban Assets Limited. 7. Rapid MetroRail Gurgaon Limited 8. Bandhan Financial Services Limited 9. Sabarmati Capital One Limited 10. Sabarmati Capital Two Limited
8.	<p>Name: Ms. Ruhi Mittal D/o: Mr. Parkash Gupta Age: 34 years Designation: Non-Executive & Non Independent Director Address: 14-1518, Ward No. 11, Old AnajMandi, Jagadhari, Yamunanagar, Haryana, India- 135003 Experience: 5 years Occupation: Professional DIN: 07159227 Nationality: Indian</p>	<p>Term: Appointed as Non-executive Director April 16, 2015 and liable to retire by rotation</p>	NIL

BRIEF PROFILES OF OUR DIRECTORS



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1. Mr. Supratik Chatterjee, Age: 64 years

Mr. Supratik Chatterjee is the Non-Executive Independent Director of our Company. He holds a degree in Bachelor of Commerce from University of Calcutta and has completed with the Intermediate Examination from the Institute of Cost and Works Accountants of India. He has held various positions at State Bank of Bikaner and Jaipur, and retired as Managing Director of State Bank of Bikaner and Jaipur. He is currently a director on the board of Atlas Jewellery India Limited. He has been on the Board of our Company since August 14, 2014. He has an overall experience of more than 36 (Thirty Six) years with several banks across diverse facets in the banking industry

2. Mr. Murarilal Ramsukh Mittal, Age: 57 years

Mr. Murarilal Mittal is the Managing Director of our Company. He was instrumental in acquiring our Company from the Previous Management in June, 2010. He was reappointed as the Managing Director of our Company in August, 2014. He holds a degree in Bachelor of Commerce and is also a Fellow member of the Institute of Chartered Accountants of India. Prior to acquiring our Company, he was associated with the Welspun Group for almost 23 (twenty three) years, in various positions inter-alia as the Executive Director on the board of several Welspun Group companies, including Welspun Corp Limited. He has also worked with Siyaram Silk Mills Limited (“**Siyaram**”) for almost 6 (six) years and he was designated as a Finance Manager when he left Siyaram and joined the Welspun Group. With a vast experience of over 30 (thirty) years and industrial know-how, his entrepreneurial skill has assisted our Company tremendously in its growth path. His professional background and association with large corporate houses has also played a key role in the development of our Company, coupled with his inputs on strategic planning and business development. He is actively involved in the business development and corporate relationship functions of our Company.

3. Mr. Sumit Kumar Modak, Age: 62 years

Mr. Sumit Kumar Modak is the Whole Time Director of our Company. He holds a degree of Bachelor of Technology (B. Tech) from IIT, Kharagpur and has completed The International Managers Program from the Harvard University, USA. He is one of the leading known names in the field of wire ropes Industry. He has held the positions of Engineering Head, Manufacturing Head and Chief Operating Officer at Usha Martin, Ranchi (Wire Ropes & Speciality Products Division). Prior to joining our Company, he has held the position of technical consultant to Aradhya Steel Wires Private Limited. He has a strong knowledge in setting up and running of large scale rope manufacturing plant at top management level. He also has product development and in-depth technical knowledge of wire rope application at global level. He has an overall experience of 40 (forty) years.

4. Mr. Sushil Sharda, Age: 47 years

Mr. Sushil Sharda is the Whole Time Director of our Company. He is associated with our Company since 2010. He was appointed as the Whole Time Director of our Company in May, 2011. He holds a degree of Bachelor of Commerce from Rajasthan University and is a Associate member of the Institute Chartered Accountants of India. He has an overall experience of 23 (twenty-three) years serving various corporates in several varied positions. Prior to joining our Company, he has worked with Welspun Corp Limited for almost 11 (eleven) years and left the said organization as the Vice President – Finance in July, 2010. His previous employments also include Grasim Industries Limited, Jindal Iron and Steel Company Limited and Satellite Group, where he mainly handled the financial and accounting profiles. At our Company he oversees the Accounts, Finance, Legal, Compliance and Procurement functions.

5. Mr. Venkateswararao Kandikuppa, Age: 50 years

Mr. Venkateswararao Kandikuppa is the Whole Time Director of our Company. He is associated with our Company since 2010. He holds a degree in Bachelor of Commerce from APS University, Madhya Pradesh and is also a member of the Institute of Cost and Works Accountants of India. He has been the General Manager- Commercial of Lloyd's Steel and Industries Limited. Prior to joining our Company, he held the position of Vice President- Works at Lloyds Line Pipes Limited. He has an overall experience of more than 22 (twenty-two) years with several corporates across



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India, primarily handling plant operations and liaising with various departments for sanctions/approvals. Similarly, at our Company, he is responsible for all the departmental liaising for smooth operations of our Company's manufacturing units and also looking after the operations and production planning functions. He also plays an instrumental role in getting the necessary sanctions and approvals for the Proposed Project at Chalisgaon.

6. Mr. Anthony Reginald D'Souza, Age: 64 years

Mr. Anthony Reginald D'Souza is the Non-Executive Independent Director of our Company. He holds a degree in Master of Arts (Economics) from University of Rajasthan. He has been the Chief Executive Officer and Country Head-India of Abu Dhabi Commercial Bank and is currently serving as an additional director of Bank Staff Cultural And Social Service Association and is also the Chairman on the Board of Citizen Credit Co-operative Bank Limited. Prior to joining the Abu Dhabi Commercial Bank, he was a director on the board of Citizen Credit Co-operative Bank Limited, Mumbai. He has an overall experience of more than 40 (forty) years with several banks across diverse facets in the banking industry such as strategic planning, operations, audit, business development, credit management and customer relationship management.

7. Mr. Asit Pal, Age: 64 years

Mr. Asit Pal is the Non-Executive Independent Director of our Company. He holds a degree in Bachelor of Science from the University of Calcutta and is also an Associate member of the Institute of Chartered Accountants of India. He has held the position of Executive Director on the board of Corporation Bank and is currently holding directorships in various organisations. He has an overall experience of more than 30 (thirty) years with several banks across India.

8. Ms. Ruhi Mittal, Age: 34 years

Ms. Ruhi Mittal is the Non-Executive Director of our Company. She holds a degree in Masters of Business Administration from Guru Jambheshwar University, Hissar, and Masters of Law from Kurukshetra University, Kurukshetra, having an expertise in the field of Law, Management (Human Resource) & Corporate Legal, and is currently working as an Assistant Professor at MM Institute of Management, MM University, Ambala. She has an overall experience of approximately 5 (five) years.

Confirmations

We confirm that:

- None of our Directors are "relatives" within the meaning of Section 2(77) of the Companies Act, 2013.
- None of our Directors is / was a Director in any listed company, during the last 5 (five) years preceding the date of filing of this Draft Red Herring Prospectus, whose shares have been / were suspended from being traded on the BSE and / or NSE, during the term of their directorship in such company.
- None of our Directors is / was a Director of any listed company which has been / was delisted from any Stock Exchange, during the term of their directorship in such company.
- We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our Directors were selected as Directors or members of the senior management.
- We have not entered into any service contract with any of our Directors providing for any benefit upon termination of employment.
- None of our Directors are / were debarred by SEBI from accessing capital markets as on the date of the filing of this Draft Red Herring Prospectus.
- None of our Directors are on the RBI List of willful defaulters as on the date of filing of this Draft Red Herring Prospectus.



BharatWire Ropes Limited

Details of Borrowing Powers of Directors

Our Company has passed a resolution in the Extra Ordinary General Meeting of the members held on November 27, 2014 authorizing the Directors of our Company to borrow from time to time all such money as they may deem necessary for the purpose of our Company notwithstanding that money borrowed by our Company together with the monies already borrowed by our Company may exceed the aggregate of the paid up share capital and free reserves provided that the total amount borrowed by the Board of Directors shall not exceed the sum of 10,00,00,00,000/- (Rupees One Thousand Crores only).

Terms of Appointment and remuneration of the Managing and Whole Time Director

The details of the remuneration paid to our Executive Directors during the last Financial Year are as follows:

Mr. Murarilal Mittal

Mr. Muralilal Mittal was re-appointed as the Managing Director of our company pursuant to a Board resolution dated August 14, 2014 and Shareholder's resolution dated September 30, 2014 for a period of 3 (three) years with effect from August 14, 2014 in accordance with the Companies Act 2013. Subsequently an Agreement for appointment of Managing Director was signed with Mr. Murarilal Mittal on November 30, 2014 wherein he is entitled to a remuneration of Rs. 33 lacs per annum subject to the limits specified in Schedule V of the Companies Act, 2013. Further he will be provided with Company car for use of official purpose only. The terms of his appointment were amended vide board resolution dated July 21, 2015.

Mr. Sumit Kumar Modak

Mr. Sumit Kumar Modak was appointed as the Whole time Director of our Company pursuant to a Board resolution dated January 4, 2013 and Shareholder's resolution dated September 30, 2013 for a period of 3 years with effect from January 04, 2013 in accordance with the Companies Act 1956. Subsequently an Agreement for appointment of Whole Time Director was signed with Mr. Sumit Kumar Modak on November 30, 2014 wherein he is entitled to a remuneration of Rs. 29.86 lacs per annum subject to the limits specified in schedule XIII of the Companies Act 1956.

Mr. Sushil Sharda

Mr. Sushil Sharda was appointed as the Whole time Director of our Company pursuant to a Board resolution dated May 02, 2011 and Shareholder's resolution dated September 30, 2011 for a period of 5 (five) years with effect from May 02, 2011 in accordance with the Companies Act 1956. Subsequently an Agreement for appointment of Whole Time Director was signed with Mr. Sushil Sharda on November 30, 2014 wherein he is entitled to a remuneration of Rs. 23.04 lacs per annum subject to the limits specified in Schedule XIII of the Companies Act 1956. Further, he will be provided with Company car for use of official purpose only.

Mr. Venkateswararao Kandikuppa

Mr. Venkateswararao Kandikuppa was appointed as the Whole time Director of our Company pursuant to a Board resolution dated January 4, 2013 and Shareholder's resolution dated September 30, 2013 for a period of 3 years with effect from January 4, 2013 in accordance with the Companies Act 1956. Subsequently an Agreement for appointment of Whole Time Director was signed with Mr. Venkateswararao Kandikuppa on November 30, 2014 wherein he is entitled to a remuneration of Rs. 23.95 lacs per annum subject to the limits specified in Schedule XIII of the Companies Act 1956.

No amount or benefit has been paid or given within the 2 (two) preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as Directors, officers or employees, grant of stock options or benefits under any keyman insurance policy taken by our Company.



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SITTING FEES

The Articles of Association of our Company provides that payment of sitting fees to Directors for attending a meeting of the Board or a Committee thereof shall be decided by the Non-Executive Directors from time to time within the applicable maximum limits.

Our Board of Directors have resolved in their meeting dated November 1, 2014 for payment of an amount of Rs. 7,500/- to Non-Executive Directors for attending each such meeting of the Board and Rs. 5,000/- for attending each such meeting of any Committee thereof.

Compensation paid and benefits in kind granted to Directors during the financial year 2014-15

Following is the detail of compensation paid and benefits in kind granted to the Board of Directors of our Company during the financial year 2014-15:

Particulars	Compensation* (Rs. In lacs)
Mr. Murarilal Mittal	33.00
Mr. Sumit Kumar Modak	18.77
Mr. Sushil Sharda	23.32
Mr. Venkateswararao Kandikuppa	22.68

**Inclusive of perquisites*

Since our Company does not have any subsidiaries as on the date of filing this Draft Red Herring Prospectus, our Directors have received remuneration only from our Company.

Our Company does not pay any commission to any of our Non-Executive Directors and Independent Directors.

INTEREST OF DIRECTORS

Executive Directors of our Company may be deemed to be interested to the extent of remuneration paid to them for the services rendered by them and/or reimbursement of expenses payable to them as per the applicable laws, and the Articles of Association. Further, our Independent Non-Executive Directors are entitled to receive sitting fees for attending meetings of our Board/Committee within the limits laid down in the Companies Act and as decided by our Board.

Our Directors may also be regarded as interested in the Equity Shares and dividend payable thereon, if any, held by them or that may be subscribed by and allotted to them under Employees Reservation Portion, or held by them or that may be subscribed by and allotted/transferred to the companies, firms, ventures and trusts in which they are interested as promoters, directors, members, partners, proprietors or trustees. Further, our Directors may also be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company.

Our Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any Company in which they hold Directorships or any partnership firm in which they are partners. For further details, please refer to the chapter titled “*Related Party Transactions*” beginning on page 194 of this Draft Red Herring Prospectus.

Except Mr. Mayank Mittal (Director – Operations) and Mr. Sharwan Kumar Mittal (Director – Human Resources and Administration) who are both related to our Managing Director, our Directors do not have any relatives who have been appointed to a place or office of profit in our Company. For further details, please refer to paragraph titled “*Key Managerial Personnel*” beginning on page 175 of this Draft Red Herring Prospectus.

Except as stated otherwise in this Draft Red Herring Prospectus, our Company has not entered into any contract, agreements or arrangements during the preceding 2 (two) years from the date of this Draft Red Herring Prospectus in which our Directors are interested directly or indirectly and no payments have been made to them in respect of such contracts,



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agreements or arrangements. For further details, please refer to chapter titled “Financial Statements” beginning on page 196 of this Draft Red Herring Prospectus.

Except as stated herein above / referred to in the chapter titled “Our Promoters and Promoter Group” beginning on page 179 of this Draft Red Herring Prospectus, our Directors do not have any interest in the promotion of our Company. Our Directors do not have any interest in any property acquired by our Company within 2 (two) years from the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company.

BONUS OR PROFIT SHARING PLAN

Our Company does not have any bonus or profit sharing plan for its Directors.

SHAREHOLDING OF OUR DIRECTORS AS ON THE DATE OF THIS DRAFT RED HERRING PROSPECTUS

As per the Articles of Association of our Company, a Director is not required to hold any shares in our Company to qualify him for the office of Director of our Company. However, as on the date of filing of this Draft Red Herring Prospectus, the following Directors hold shares, details of which are as under:

Sr. No.	Name of the Director	No. of Shares Held	Holding in %
1	Mr. Murarilal Mittal	1	Negligible
2	Mr. Sushil Sharda	1	Negligible
	Total	2	Negligible

CHANGES IN BOARD OF DIRECTORS IN LAST 3 YEARS

The following table details the changes in the composition of our Board in the 3 (three) years preceding the date of this Draft Red Herring Prospectus:

Sr. No.	Name	Date of change	Reason of Change
1.	Mrs. Ruhi Mittal	April 16, 2015	Appointment as Non-executive & Non-independent Director
2.	Mr. Asit Pal	February 14, 2015	Appointment as Independent Director
3.	Mr. Mahendra Bagaria	November 1, 2014	Resignation
4.	Mr. Mahendra Bagaria	August 14, 2014	Appointment as Independent Director
5.	Mr. Anthony D’Souza	August 14, 2014	Appointment as Independent Director
6.	Mr. Supratik Chatterjee	August 14, 2014	Appointment as Independent Director
7.	Mr. Murarilal Mittal	August 14, 2014	Re-appointment as Managing Director
8.	Mr. Sharwan Kumar Mittal	August 14, 2014	Resignation
9.	Mr. Mayank Mittal	May 20, 2014	Resignation
10.	Mr. N. Balasubramaniam	May 20, 2014	Resignation
11.	Mr. Raj Kumar Jain	February 20, 2014	Resignation
12.	Mr. Venkateswarrao Kandikuppa	January 4, 2013	Appointment as Whole Time Director
13.	Mr. Sumit Kumar Modak	January 4, 2013	Appointment as Whole Time Director

COMPLIANCE WITH CORPORATE GOVERNANCE



The provisions of the Listing Agreement to be entered into by our Company with the Stock Exchange(s) with respect to corporate governance and the SEBI (ICDR) Regulations in respect of corporate governance will be applicable to our Company immediately upon the listing of our Company's Equity Shares of the Stock Exchange(s). Our Company is in compliance of Corporate Governance Code as per Clause 49 of the Listing Agreement to be entered into with the Stock Exchange(s) on listing. The requirements pertaining to broad basing of the Board of Directors and the constitution of the committees such as the Audit Committee, Stakeholders Relationship Committee and Remuneration Committees have already been complied with. Our Company undertakes to take all necessary steps to continue to comply with all the requirements of Clause 49 of the Listing Agreement(s).

The Board of Directors of our Company has an optimum combination of executive and non-executive Directors as envisaged in Clause 49 of the Listing Agreement(s). Our Board has 8 (seven) Directors out of which 3 (three) are Non-Executive and Independent Directors, and our Chairman is a Non-Executive Director and is not a Promoter of our Company in accordance with the requirement of Clause 49 of the listing agreement of the stock exchange(s). Our Company has already constituted the following committees:

1. Audit Committee

Our Company has reconstituted the Audit Committee vide Resolution of the Board of Directors dated June 15, 2015. The constituted Audit Committee comprises of the following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Asit Pal	Chairman	Non-executive Independent Director
Mr. Supratik Chatterjee	Member	Non-executive Independent Director
Mr. Murarilal Mittal	Member	Managing Director

Our Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to accounts. The scope and function of the Audit Committee and its terms of reference shall include the following:

- A. Tenure:** The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.
- B. Meetings of the Committee:** The committee shall meet at least four times in a year and not more than four months shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting.
- C. Role and Powers:** The Role of Audit Committee together with its powers shall be as under:
 - 1. Overseeing our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
 - 2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
 - 3. Approving payment to statutory auditors for any other services rendered by the statutory auditors;
 - 4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - i. matters required to be included in the Director's Responsibility Statement to be included in the Board's report



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in terms of Section 134 of the Companies Act 2013;

- ii. changes, if any, in accounting policies and practices along with reasons for the same;
 - iii. major accounting entries involving estimates based on the exercise of judgment by management;
 - iv. significant adjustments made in the financial statements arising out of audit findings;
 - v. compliance with listing and other legal requirements relating to financial statements;
 - vi. disclosure of any related party transactions; and
 - vii. qualifications in the audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/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;
 7. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
 8. 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;
 9. Discussing with the internal auditors any significant findings and follow up there on;
 10. 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;
 11. Discussing with the 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;
 12. Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
 13. Reviewing the functioning of the Whistle Blower mechanism, in case the same is existing;
 14. Approving the appointment of the Chief Financial Officer (i.e. the whole time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate; and
 15. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

Further, the Audit Committee shall mandatorily review the following:

- 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;



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- 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.

2. Stakeholders Relationship Committee

Our Company has formed the Stakeholders Relationship Committee vide Resolution of the Board of Directors dated June 15, 2015. The constituted Stakeholders Relationship Committee comprises following the Chairman and members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Anthony D'Souza	Chairman	Non-executive Independent Director
Mr. Asit Pal	Member	Non-executive Independent Director
Mr. Sushil Sharda	Member	Whole-time Director

Our Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

- A. Tenure & Meetings:** The Stakeholders Relationship Committee shall meet at least at least four times a year with maximum interval of four months between two meetings and shall report to the Board on a quarterly basis regarding the status of redressal of complaints received from the shareholders of our Company. The quorum shall be two members present.
- B. Terms of Reference:** Redressal of shareholders' and investors' complaints, including and in respect of:
 1. Allotment, transfer of shares including transmission, splitting of shares, changing joint holding into single holding and vice versa, issue of duplicate shares in lieu of those torn, destroyed, lost or defaced or where the cages in the reverse for recording transfers have been fully utilized.
 2. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.; and
 3. Review the process and mechanism of redressal of Shareholders /Investors grievance and suggest measures of improving the system of redressal of Shareholders /Investors grievances.
 4. non-receipt of share certificate(s), non-receipt of declared dividends, non-receipt of interest/dividend warrants, non-receipt of annual report and any other grievance/complaints with Company or any officer of our Company arising out in discharge of his duties.
 5. Oversee the performance of the Registrar & Share Transfer Agent and also review and take note of complaints directly received and resolved them.
 6. Oversee the implementation and compliance of the Code of Conduct adopted by our Company for prevention of Insider Trading for Listed Companies as specified in the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 1992 as amended from time to time.
 7. Any other power specifically assigned by the Board of Directors of our Company from time to time by way of resolution passed by it in a duly conducted Meeting,
 8. Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

3. Nomination and Remuneration Committee



Our Company has been reconstituted the Nomination and Remuneration Committee vide Resolution of the Board of Directors dated June 15, 2015. The Nomination and Remuneration Committee comprises of the following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Supratik Chatterjee	Chairman	Non-executive Independent Director
Mr. Asit Pal	Member	Non-executive Independent Director
Mr. Anthony D'Souza	Member	Non-executive Independent Director

Our Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Nomination and Remuneration Committee and its terms of reference shall include the following:

A. Tenure: The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. Meetings:

The committee shall meet as and when the need arise for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher.

C. Terms of Reference:

- Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights.
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- Define and implement the Performance Linked Incentive Scheme (including ESOP of our Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole time Directors.
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of our Company, standards prevailing in the industry, statutory guidelines etc.
- To formulate and administer the Employee Stock Option Scheme.

4. IPO Committee

Our Company has formed the IPO Committee vide Resolution of the Board of Directors dated June 15, 2015. The IPO Committee comprises of the following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Sushil Sharda	Chairman	Whole Time Director
Mr. Muralilal Mittal	Member	Whole Time Director
Mr. Asit Pal	Member	Non – Executive Independent Director

A. Tenure: The IPO Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

B. Meetings: The committee shall meet as and when the need arises. The quorum for the meeting shall be one third of



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the total strength of the committee or two members, whichever is higher.

C. Terms of Reference:

- a. Approval of the restated financial information;
- b. Finalise and make necessary alterations, amendments, modifications towards finalisation of the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus;
- c. Filing the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus;
- d. Decide on the timing and all terms and conditions of the Issue including the price band, the price, the amount to be paid on application, allotment, calls and interest to be charged on calls in arrears, as may be deemed appropriate subject to the approval of the concerned authority(ies), if and to the extent necessary and to accept any amendments, modifications, variations or alterations thereto;
- e. Finalise the opening and closing date(s) including earliest closing date of the Issue;
- f. Decide the quantum of allotment in case of oversubscription and consider and approve applications in respect of the Issue and to allot to the subscribers whose applications have been approved, in accordance with the Companies Act, the SEBI (ICDR) Regulations, the Memorandum and Articles of Association of our Company and the issue document in consultation with the book running lead manager(s), the stock exchanges and other regulatory authorities to the extent necessary;
- g. Entering into all Issue relating agreements, including for the appointment of the Bankers to the Issue, Syndicate Bankers, and the Underwriters;
- h. Enter into agreements with advertising agency, printers, paying, transfer and conversion agents, listing agents, trustees and any other agencies or persons in relation to the Issue;
- i. Pay commissions, fees, remunerations, expenses and any other charges to the above agencies / persons and to give them such directions and instructions as it may deem fit from time to time;
- j. Responding to queries from ROC, SEBI, Depository, Stock exchanges and other regulatory bodies and also signing of necessary documents relating to the same;
- k. Make applications to one or more stock exchange(s) in India for listing of the equity shares of our Company and to execute and deliver necessary documents in connection thereto;
- l. Operate on behalf of our Company the bank account(s) that may be opened with any bank(s) in India for and in connection with the Issue; and
- m. Take all such actions and give all such directions as may be necessary and desirable and also to settle any question or difficulty or doubts that may arise in regard to the creation, offer, issue and allotment of the Equity Shares of our Company.

Policy on Disclosures 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 Stock Exchanges. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. Further, Board of Directors at their meeting held on June 15, 2015 have approved and adopted the policy on insider trading in view of the proposed public issue.

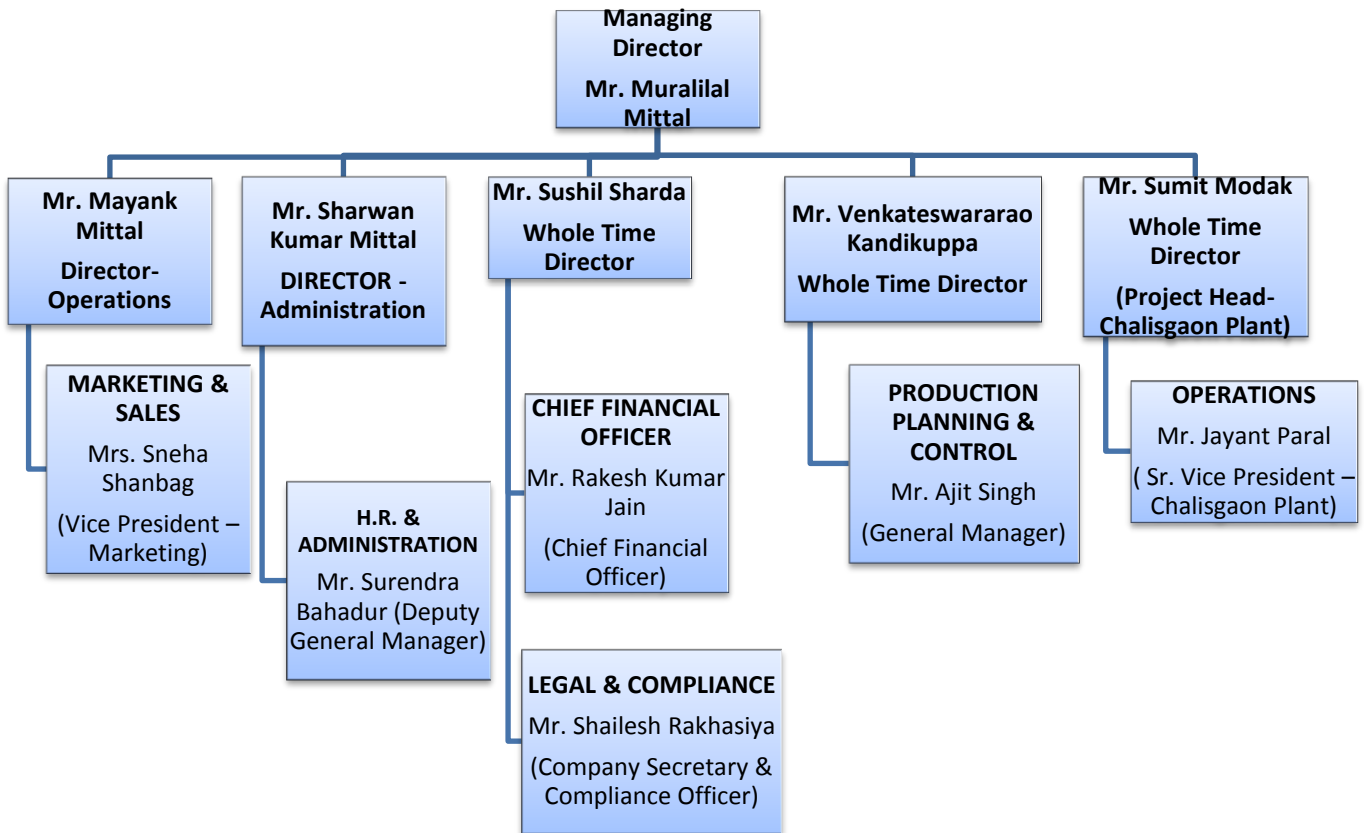


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Mr. Shailesh Rakhasiya, Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

Our Organization Chart

The following chart depicts our Management Organization Structure:





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KEY MANAGERIAL PERSONNEL

Our Company is supported by a well-laid team of experts and professionals having good exposure to various operational aspects of our line of business. A brief about the Key Managerial Personnel of our Company is given below:

Ms. Sneha Shanbhag, aged 56 years, is the Vice President of Marketing of our Company. She holds a Diploma in Personnel Management from Xavier Institute of Management. She has an overall experience of approximately 29 (twenty-nine) years, in our Company. She has been associated with us since her appointment to our Company on July 24, 1986. During the financial year 2014-2015, she was paid a remuneration of Rs.14.43 lacs.

Mr. Rakesh Kumar Jain, aged 57 years, is the Chief Financial Officer of our Company. He also holds a degree in Bachelor of Commerce from the University of Rajasthan and is an Associate member of the Institute of Chartered Accountants of India as well as an Associate member of the Institute of Company Secretaries of India. Prior to joining our Company, he has held the position of senior general manager (Accounts and Finance) at ABG Cement Limited for 4 (four) years. He has an overall experience of approximately 30 (thirty) years, in fields such as strategic financial planning of term loan/ working capital and implementation of the mega project; financial accounts & revenue assurance; auditing & taxation; company secretarial functions etc. He was appointed on April 18, 2015 and has been associated with our Company for a period of 3 (three) months, and has therefore not received any compensation for the Financial Year 2014-2015.

Mr. Jayant Paral, aged 49 years, is the Senior Vice President of the Proposed Project our Company. He holds a degree in Bachelor of Mechanical Engineering from Jadavpur University. Prior to joining our Company, he held the position of Assistant Vice President – Corporate (business head of bright bar business and marketing of wire ropes) at Usha Martin India Limited. He has an overall experience of approximately 23 (twenty-three) years in the field product planning, and sales and marketing of wire ropes. He was appointed on March 20, 2015 and has been associated with our Company for a period of 4 (four) months. During the financial year 2014-2015, he was paid a remuneration of Rs. 0.74 lacs.

Mr. Surendra Bahadur Singh, aged 59 years, is the Deputy General Manager in Human Resource and Administration of our Company. He also holds a degree in Bachelor of Arts from Gorakhpur University, and a degree in Master of Arts from the Tilak Dhari Degree College, Jonpur. Prior to joining our Company, he held the position of Assistant Manager (Human Resource Department) at Global Wool Alliance Private Limited. He has an overall experience of approximately 36 (thirty six) years in the fields of personnel and human resource administration. He was appointed on May 2, 2011 and has been associated with our Company for a period of 4 (four) years. During the financial year 2014-2015, he was paid a remuneration of Rs. 6.72 lacs.

Mr. Ajit Vikram Singh, aged 33 years, is the General Manager (Production Planning and Control, Quality Assurance) of our Company. He holds a degree in Bachelor of Arts (Political Science) from CSJM University, Kanpur and a Diploma in Mechanical Engineering from Firoze Gandhi Polytechnic. Prior to joining our Company, he held the position of Senior Engineer in the Special Wire Department at Usha Martin Limited (Wire Ropes and Specialty Division) for 4 (four) months. He has an overall experience of approximately 11 (eleven) years. He was appointed on September 12, 2010 and has been associated with our Company for a period of 4 (four) years and 10 (ten) months. During the financial year 2014-2015, he was paid a remuneration of Rs. 7.08 lacs.

Mr. Shailesh Vallabhbhai Rakhasiya, aged 28 years, is the Company Secretary and Compliance Officer of our Company. He holds a degree in Bachelor of Commerce from Mumbai University and is an Associate member of Institute of Company Secretaries of India. He is currently pursuing a degree in Bachelor of Law from Siddharth Law College, Mumbai. He has an overall experience of approximately 3 (three) years. Prior to joining our Company, he was working with Sanasa Tech Fab Limited, in the capacity of a Company Secretary and Compliance Officer. He was appointed on August 14, 2014 and has been associated with our Company for a period of 11 (eleven) months. During the financial year 2014-2015, he was paid a remuneration of Rs. 2.14 lacs.

Mr. Mayank Mittal, aged 29 years, is the Director-Operations of our Company. He holds a degree in Bachelor of Science from the State University of New York as well as a degree in Masters of Business Administration from Long Island University. He has an overall experience of approximately 4 (four) years. He was appointed on June 30, 2010, and has been associated with our Company for a period of 4 (four) years. During the financial year 2014-2015, he was paid a



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remuneration of Rs. 22.47 lacs.

Mr. Sharwan Kumar Mittal, aged 69 years, is the Director- Administration of our Company. He holds a degree in Bachelor of Medicine and Bachelor of Surgery from University of Rajasthan and degree in Doctor of Medicine (in its anesthesiology branch) from University of Rajasthan. He has an overall experience of approximately 44 (forty- four) years and has worked with various private hospitals and medical colleges in capacity of an anesthesiologist. He was appointed on June 30, 2011 and has been associated with our Company for a period of 4 (four) years. During the financial year 2014-2015, he was paid a remuneration of Rs. 9.00 lacs.

We confirm that:

- a. All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- b. There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
- c. The Key Managerial Personnel mentioned hereinabove are not related parties as per the Accounting Standard 18 except as stated below:
 - i. Mr. Mayank Mittal is the nephew of Mr. Sharwan Kumar Mittal;
 - ii. Mr. Mayank Mittal is the son of Mr. Murarilal Mittal;
 - iii. Mr. Sharwan Kumar Mittal and Mr. Murarilal Mittal are brothers.
- d. In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the year ended March 2014.
- e. Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the Issuer.
- f. Our Company does not have profit sharing plan with its Key Managerial Personnel. Our Company pays bonus in accordance with the Payment of Bonus Act, 1965 as amended from time to time, as part of remuneration, to its Key Managerial Personnel.
- g. Except as stated below none of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Draft Red Herring Prospectus:

Name of KMP	No. of Equity Shares held	% of Equity Shares held (Pre-Issue)
Mr. Mayank Mittal	1	Negligible
Total	1	Negligible

- h. Presently, we do not have ESOP/ESPS scheme for our employees.
- i. Except as stated below, no other Key Managerial Personnel are related to our Promoters and/or Directors:

Name of KMP	Relationship with Promoter/Director
Mr. Sharwan Kumar Mittal	Brother of Mr. Murarilal Mittal
Mr. Mayank Mittal	Son of Mr. Murarilal Mittal



Changes in the Key Managerial Personnel in last three years:

There have been no changes in the Key Managerial Personnel of our Company during the last 3 (three) years except as stated below:

Sr. No.	Name	Designation	Date of Appointment/ Re-appointment / Cessation/Promotion	Reasons
1.	Mr. Prakash Sahu	Vice President – Operations	May 14, 2015	Resignation
2.	Mr. Rakesh Kumar Jain	Chief Financial Officer	April 18, 2015	Appointment
3.	Mr. Vedprakash Sharma	Chief Financial Officer	April 16, 2015	Resignation from post of CFO
4.	Mr. Jayant Paral	Sr. Vice President	March 20, 2015	Appointment
5.	Mr. Vedprakash Sharma	Chief Financial Officer	November 1, 2014	Appointment
6.	Mr. Sharwan Kumar Mittal*	Director – Administration	August 14, 2014	Appointment
7.	Mr. Shailesh Vallabhbai Rakhasiya	Company Secretary	August 14, 2014	Appointment
8.	Mr. Mayank Mittal*	Director – Operations	July 1, 2014	Appointment
9.	Mr. Subho Ghosh	Chief Operating Officer	August 25, 2012	Resignation

*Prior to their appointment as the Key Managerial Personnel of our Company, they were Directors of our Company.

Employees

The details about our employees appear under the Paragraph titled “*Human Resource*” beginning on page 135 of the Draft Red Herring Prospectus.

Interest of Key Managerial Personnel in Our Company

The Key Managerial Personnel of our Company do not have any interest in our Company other than to the extent of their shareholding, remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. Further, if any Equity Shares are allotted to our Key Managerial Personnel prior to / in terms of this Issue, under the Employee Reservation Portion, they will be deemed to be interested to the extent of their shareholding and / or dividends paid or payable on the same.

Our Company has extended a loan of Rs.0.50 lac to Mr. Surendra Bahadur Singh, out of which Rs.0.25 lacs is outstanding as on the date of this Draft Red Herring Prospectus. Except the aforementioned loans, no loans have been availed by our Key Managerial Personnel from our Company.

We have not entered into any contract, agreement or arrangement during the preceding 2 (two) years from the date of this Draft Red Herring Prospectus in which the Key Managerial Personnel are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Other benefits to our Key Managerial Personnel

Mr. Mayank Mittal (Director – Operations) and Mr. Sharwan Kumar Mittal (Director – Human Resources and Administration) are provided with our Company car service for their commute. Except as specified in this Draft Red Herring Prospectus, there are no other benefits payable to our Key Managerial Personnel.



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Retirement Benefits

Except as provided by the terms of appointment, our company does not provide any specific retirement benefit.




Payment or Benefits to the officers of our Company

Except as stated otherwise in this Draft Red Herring Prospectus, no non-salary amount or benefit has been paid or given or is intended to be paid or given to any of our Company's employees including the Key Managerial Personnel and our Directors within the 2 (two) preceding years.

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are Mr. Murarilal Ramsukh Mittal; Mrs. Usha Mittal; Mr. Manan Mittal and Gaji Mercantile Private Limited.

Details of our Individual Promoters are provided below:

	<p><i>Mr. Murarilal Ramsukh Mittal, Managing Director</i></p> <p>Mr. Murarilal Mittal, aged 57 Years, is the Managing Director of our Company. He holds a degree in Bachelor of Commerce and is also a Fellow member of the Institute of Chartered Accountants of India. He currently holds 1 (one) Equity Share in our Company.</p> <p>For further details regarding Mr. Murarilal Mittal, please see the chapter titled “<i>Our Management</i>” beginning on page 160 of this Draft Red Herring Prospectus.</p> <p>His voter identification number is SHA4989117. His driving license number is MH0120080038111.</p>
	<p><i>Mrs. Usha Mittal</i></p> <p>Mrs. Usha Mittal, aged 53 years, is residing at 1601, Marathon Heights, Jai Bharat Oil Mills Compound, P. B. Marg, Mumbai – 400013. She holds a degree in Master of Commerce, from the University of Rajasthan. She has an aggregate experience of 7 years in the field of business. She currently holds 1 (one) Equity Share in our Company.</p> <p>She is currently holding directorships in Gyanshankar Investments and Trading Company Private Limited; Gaji Mercantile Private Limited; and Stellar Credit Private Limited. She is also one of the designated partners in Gyanshankar Services LLP, and is a member of ML Mittal (HUF).</p> <p>Her voter identification number is SHA4989133. Her driving license number is MH0120110059038.</p>
	<p><i>Mr. Manan Mittal</i></p> <p>Mr. Manan Mittal, aged 19 years, having address at 2501, RNA Mirage, S K Ahire Marg, Behind Old Passport Office, Worli, Mumbai – 400018. He holds a Diploma of the International Baccalaureate from D.Y. Patil International School. He is currently pursuing a degree in Bachelors of Business Administration from Pace University, New York. In terms of Foreign Exchange Management (Deposit) Regulations, 2000, he was a Non-resident Indian for the Financial Year 2014-2015.</p> <p>He does not currently hold directorships in any company but is one of the designated partners in Gyanshankar E-Trading LLP and Gyanshankar Services LLP. He is one of the partners in VanijyaE-Solutions LLP and is also one of the members of ML Mittal (HUF).</p>



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	<p>His voter identification number is SHA4989109 His driving license number is MH0120140003802; He does not hold any Equity Shares in our Company.</p>
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We confirm that the Permanent Account Number, Bank Account Number, and the Passport Number of our Promoters as mentioned above, will be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus with the Stock Exchanges.

Our Promoters do not have any direct prior experience in the sector in which our Company operates. Our Company relies on the technical expertise of its employees.

Details of our Corporate Promoters

GAJI MERCANTILE PRIVATE LIMITED

Gaji Mercantile Private Limited (“**Gaji**”) was incorporated on May 6, 2010 under the Companies Act, 1956, with the Registrar of Companies, Maharashtra. The registered office address is 1601, Marathon Heights, Jai Bharat Oil Mills Compound, P. Budhakar Marg, Mumbai – 400013.

In terms of its memorandum of association, the main objects of Gaji are inter alia, to carry on in India and abroad the business as Buyer, Seller, Supplier, Trader, Importer, exporter and dealer in electrical Hardware Items, dry fruits, foodstuffs, Gift Items, Cosmetic items, Jewellery of all kinds, Ornaments, Metal & Metal Scrap. Cloth of all kinds, Textile & Yarn of all kinds, Ready Made Garments, Tools including Hand Tools, Chemicals, Properties Drugs & Pharmaceuticals, Agricultural Products, Dairy Products, Share and Securities, Food Articles, Pulses, Solvent Products, Vegetable Products, Tobacco, Minerals, Consumer Goods, House-hold Goods, Hardware Items, Computer Hardware & Software’s, Iron & Steel, Building materials, Glass & Glass Products, Rubber & Rubber Products, Handicraft Articles, Toys, Electric Goods, Automobile items, Machinery & their parts, Industrial Components, Plastic & Plastic items, Precious Stones, Tea & Coffee, Forest Products, all type of Stationery items, Cartoons, Corrugated Boxes and all other articles related to above.

The CIN or corporate identification number of Gaji is U51900MH2010PTC202821. Presently, Gaji is involved in the business of dealing in shares and securities.

Until the year 2010, our Company was owned, managed and controlled by the Shah Group. Subsequently, in the year 2010, one of our corporate Promoter - Gaji Mercantile Private Limited purchased 1,06,75,490 equity shares of our Company and accordingly, the management of our Company changed. For further details, please see chapters titled “*Capital Structure*” and “*History and Certain Corporate Matters*” beginning on pages 65 and 154, respectively of this Draft Red Herring Prospectus.

Change in Registered Office:

Earlier Address	New Address	Effective date
Shivam Niwas, Janupada, Akurli Road, Kandivali-(East), Mumbai- 400101	1601, Marathon Heights, Jai Bharat Oil Mills Compound, P. Budhakar Marg, Mumbai – 400013.	June 21, 2010

Change in control/shareholding

Set forth below is the change in shareholding pattern of Gaji during the three years prior to the date of this Draft Red Herring Prospectus:

Year	Name of Shareholder	No. of equity share	% of Shareholding
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2014-15	Gyanshankar Investment and Trading Company Private Limited	15329	65.29%
	Stellar Credit Private Limited	6476	27.58%
	Manan Mittal	1675	7.13%
	Total	23480	100.00%

Year	Name of Shareholder	No. of equity share	% of Shareholding
2013 - 2014	Gyanshankar Investment and Trading Company Private Limited	6417	27.33%
	Mentor Capital Limited	8912	37.96%
	Stellar Credit Private Limited	6476	27.58%
	Reynolds Petrochem Limited	1675	7.13%
	Total	23480	100.00%

Year	Name of Shareholder	No. of equity share	% of Shareholding
2012 - 2013	Gyanshankar Investment and Trading Co. Pvt. Ltd.	6417	27.33%
	Mentor Capital Limited	8912	37.96%
	Stellar Credit Private Limited	6476	27.58%
	Reynolds Petrochem Limited	1675	7.13%
	Total	23480	100.00%

Prior to March 2015, Gyanshankar Investment & Trading Company Private Limited (“GITCPL”), held 6417 equity shares, constituting to 27.32% of the equity share capital of Gaji. Subsequently, in March 2015, GITCPL acquired 8912 equity shares, constituting to 37.97% of Gaji, from Mentor Capital Limited. By virtue of such purchase of equity shares, GITCPL’s shareholding in Gaji changed to 15,329 equity shares, constituting to 65.29% of the equity share capital of Gaji. Consequently, the controlling interest in Gaji is now being held by GITCPL. Further, on May 15, 2015, Mr. Manan Mittal acquired 1675 equity shares constituting to 7.13% of the equity share capital of Gaji, from Reynolds Petrochem Limited.

GITCPL, Stellar Credit Private Limited (“SCPL”) and Mr. Manan Mittal have not entered into any agreement/understanding with any person or party, whether formal or informal, agreeing to transfer any of their shareholding in Gaji. There are no obligations/ covenants, including without limitation, put option, call option, buy-back option given by GITCPL, SCPL and Mr. Manan Mittal to any person or party with respect to their shareholding in Gaji.

The shareholding of GITCPL, SCPL and Mr. Manan Mittal in Gaji are not subject to any lien, charge, encumbrance, transfer, pledge whether in law or in equity.

Change in the management

There has been no change in the management of Gaji during the last three years.

Gaji is an unlisted company and it has not made any public issue (including any rights issue to the public) in the preceding three years. It has not become a sick Company under the meaning of SICA, and is not under winding up. It does not have a negative net worth.

Board of directors



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As on the date of this Draft Red Herring Prospectus, the board of directors of Gaji comprises:

1. Mr. Murarilal Mittal
2. Mrs. Usha Mittal

Promoters of Gaji:

1. Gyanshankar Investment & Trading Company Private Limited (“GITCPL”)
2. Stellar Credit Private Limited (“SCPL”).

Natural Persons in control of Gaji– Mr. Murarilal Mittal, Mrs. Usha Mittal and Mr. Manan Mittal.

Gyanshankar Investment & Trading Company Private Limited (“GITCPL”) and Stellar Credit Private Limited (“SCPL”) are the promoters of Gaji. Mr. Murarilal Mittal and Mrs. Usha Mittal who are also directors of Gaji together hold 99% of the paid up equity share capital of GITCPL. Further, Mr. Manan Mittal, who holds 7.13% of the paid-up equity share capital of Gaji, also holds 43.78% of the paid-up equity share capital of SCPL. Hence, Mr. Murarilal Mittal, Mrs. Usha Mittal and Mr. Manan Mittal are the natural persons in control of Gaji.

The natural persons in control of Gaji, Mr. Murarilal Mittal, Mrs. Usha Mittal and Mr. Manan Mittal have not entered into any agreement/understanding with any person or party, whether formal or informal, agreeing to transfer any of their shareholding in GITCPL and SCPL. There are no obligations/ covenants, including without limitation, put option, call option, buy-back option given by them to any person or party with respect to their shareholding in GITCPL and SCPL.

The shareholding of Mr. Murarilal Mittal, Mrs. Usha Mittal and Mr. Manan Mittal in GITCPL and SCPL is not subject to any lien, charge, encumbrance whether in law or in equity.

Shareholding Pattern

Set forth below, is the shareholding pattern of Gaji as on the date of this Draft Red Herring Prospectus:

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	%age of Shareholding
1.	Gyanshankar Investment & Trading Company Private Limited	15,329	65.29
2.	Stellar Credit Private Limited	6,476	27.58
3.	Manan Mittal	1,675	7.13
	Total	23,480	100.00

Nature and extent of interest of our Promoters in our Company:

S. No.	Name	Number of Equity Shares held in our Company	%age of Shareholding in our Company
1.	Gaji Mercantile Private Limited	2,56,75,484	87.34
2.	Mr. Murarilal Mital	1	Negligible
3.	Mrs. Usha Mittal	1	Negligible
4.	Mr. Manan Mittal	Nil	Nil
	Total	2,56,75,486	87.34

Our Promoters are interested in our Company to the extent that they have promoted our Company, to the extent of their shareholding, for which they are entitled to receive the dividend declared, and other distribution in respect of Equity Shares if any, by our Company.

Further Mr. Murarilal Mittal, who is our Promoter, is also a director in our Company. Further, Mr. Murarilal Mittal, Managing Director, of our Company may be deemed to be interested to the extent of remuneration, as per the terms of his



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appointment and reimbursement of expenses payable to him. He may also benefit from holding directorship in our Company.

Further, our Promoters may be deemed to be interested to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act, 2013, terms of the Articles and their terms of appointment.

Further, our Promoters, Gaji and Mr. Murarilal Mittal have given corporate and personal guarantees, respectively, and have secured personal property towards financial facility availed from Bankers to our Company; therefore they are interested to the extent of the said guarantees.

Except as stated herein and as stated in “Annexure 44- Related Party Disclosure” appearing under chapter titled ‘Financial Statements’ beginning on pages 247 and 196, respectively of this Draft Red Herring Prospectus, we have not entered into any contract, agreements or arrangements during the preceding two years from the date of this Draft Red Herring Prospectus in which the Promoters are directly or indirectly interested and no payments have been made to them in respect of these contracts, agreements or arrangements which are proposed to be made to them.

Financial Information

Audited Financial Information	For The Year Ended(Rs. in lacs, except per share data)		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity Capital	2.35	2.35	2.35
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	10,461.76	10,462.05	10,462.31
Net worth	10,464.11	10,464.40	10,464.66
Income including other income	-	-	0.01
Profit/ (Loss) after tax	(0.30)	(0.26)	(0.17)
Earnings per share (face value of Rs. 10.00 each)	-	-	-
Net asset value per share (Rs.)	44,566.04	44,567.30	44,568.39

Other confirmations:

We confirm that the Permanent Account Number, Bank Account Number, Company registration number and the address of the Registrar of Companies where our corporate Promoter is registered will be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus with the Stock Exchanges.

Other undertakings and confirmations

Gaji is an unlisted, private company and it has not made any public issue (including any rights issue to the public) in the preceding three years. It has not become a sick Company under the meaning of SICA, it is not under winding up and does not have a negative net worth.

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 66 of this Draft Red Herring Prospectus.

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



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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.

Common Pursuits

Our Promoters have not promoted any Promoter Group / Group Companies which are engaged in the line of business similar to our Company as on the date of this Draft Red Herring Prospectus.

Interest in the property of our Company

Our Promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of filing the Draft Red Herring Prospectus with RoC.

Related Party Transactions

For the transactions with our Group entities, please refer to section titled “Annexure 44- Related Party Disclosure” appearing under the chapter titled “Financial Statements” beginning on pages 247 and 196, respectively of this Draft Red Herring Prospectus.

Except as stated in “Annexure 44- Related Party Disclosure” beginning on page 247 of the Draft Red Herring Prospectus, and as stated therein, our Promoters or any of the Promoter Group Entities do not have any other interest in our business.

Payment or Benefit to the Promoters of Our Company

For details of payments or benefits paid to our Promoters, please refer to the chapter titled “Our Management” beginning on page 160. Also refer to “Annexure 44- Related Party Disclosure” forming part of chapter titled “Financial Statements” beginning on page 247 and and paragraph on “Nature and extent of Interest of our Promoters in our Comapny” on page 182 of this Draft Red Herring Prospectus.

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

Except as disclosed below, our Promoters have not disassociated themselves from any of the companies, firms or other entities during the last three years preceding the date of this Draft Red Herring Prospectus:

Mr. Murarilal Mittal:

Name of Company/Firm	Reason for Disassociation
Treezec-E-solutions Private Limited	Mr. Murarilal Mittal was appointed as director in Treezec-E-solutions Private Limited on April 2, 2013. However he has resigned from this Company on October 1, 2014 due to preoccupation.

Other ventures of our Promoters

Save and except as disclosed in the chapters titled “Our Promoters and Promoter Group” and “Our Group Companies / Entities” beginning on Page 179 and 187 respectively of this Draft Red Herring Prospectus, there are no ventures promoted by our Promoters in which they have any business interests/ other interests.

Litigation details pertaining to our Promoters

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the chapter titled “Outstanding Litigations and Material Developments” beginning on page 275 of this Draft Red Herring Prospectus.



Shareholding of the Promoters and Promoter Group in our Company

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

OUR PROMOTER GROUP

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

Individuals related to our Promoters:

Relationship	Mr. Murarilal Mittal	Mrs. Usha Mittal	Mr. Manan Mittal
Father	Late Ramsukh Mittal	Mr. Chauthmal Agarwal	Mr. Murarilal Mittal
Mother	Late Gyanudevi Mittal	Mrs. Kamladevi Agarwal	Mrs. Usha Mittal
Spouse	Mrs. Usha Mittal	Mr. Murarilal Mittal	-
Brother	Mr. Sharwan Kumar Mittal	Mr. Satyanarayan Agarwal	Mr. Mayank Mittal
	Mr. Makhanlal Mittal	Mr. Anil Agarwal	
	Mr. Kamalkishor Mittal	Mr. Sanjay Agarwal	
	Mr. Govindlal Mittal		
	Mr. Rajendra Kumar Mittal		
Sister	Mrs. Lalitadevi Singhal	-	-
	Mrs. Leela Garg		
Daughter	-	-	-
Son	Mr. Mayank Mittal	Mr. Mayank Mittal	-
	Mr. Manan Mittal	Mr. Manan Mittal	
Spouse's Father	Mr. Chauthmal Agarwal	Late Ramsukh Mittal	-
Spouse's Mother	Mrs. Kamladevi Agarwal	Late Gyanudevi Mittal	-
Spouse's Brother	Mr. Satyanarayan Agarwal	Mr. Sharwan Kumar Mittal	-
	Mr. Anil Agarwal	Mr. Makhanlal Mittal	
	Mr. Sanjay Agarwal	Mr. Kamalkishor Mittal	
		Mr. Govindlal Mittal	
		Mr. Rajendra Kumar Mittal	
Spouse's Sister	-	Mrs. Lalitadevi Singhal	-
		Mrs. Leela Garg	

Our Promoter Group as defined under Regulation 2(1)(zb)(iv) of the SEBI (ICDR) Regulations, 2009 includes following entities:

Nature of Relationship	Entity
Any Body corporate in which 10 (ten) percent or more of the Equity Share capital is held by the promoter or an immediate relative of the promoter or a firm or HUF in which the promoter or any one or more of his immediate relative is a member.	<ol style="list-style-type: none"> 1. Treezec-E-Solutions Private Limited 2. Lambach Insurance Brokers Private Limited 3. Gyanshankar Investment & Trading Company Private Limited 4. Stellar Credit Private Limited
Any Body corporate in which a body corporate as provided	1. Stellar Credit Private Limited



above holds 10 (ten) percent or more of the Equity Share capital	
Any HUF or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than 10 (ten) percent of the total	<p><u>HUF:</u></p> <ol style="list-style-type: none"> 1. ML Mittal HUF <p><u>Partnership Firm:</u></p> <ol style="list-style-type: none"> 2. Gyanshankar E-Trading LLP 3. Vanijya E-Solutions LLP 4. Gyanshankar Services LLP 5. Agrawal Stone and Granite 6. Vasundhara Stone Industries <p><u>Proprietary Concern:</u></p> <ol style="list-style-type: none"> 7. Anita Business Corporation 8. Savaria Medical Store 9. V S Distributors 10. Kota Medical & Surgical Hall

b) Since one of our Promoters – Gaji is a body corporate; as per 2(1)(zb)(iii) of SEBI (ICDR) Regulations, following entities shall form part of our Promoter Group:

Nature of Relationship	Entity
A subsidiary or holding company of such body corporate	Gyanshankar Investment & Trading Company Private Limited
Any body corporate in which the promoter holds ten per cent or more of the Equity Share capital or which holds ten per cent or more of the Equity Share capital or more.	Stellar Credit Private Limited
Any body corporate in which a group of individuals or companies or combinations thereof which hold twenty per cent or more of the Equity Share capital in that body corporate also holds twenty per cent or more of the Equity Share capital of our Company	NIL



OUR GROUP COMPANIES/ENTITIES

The following entities are promoted by our Promoters (including companies under the same management pursuant to Section 370 (1B) of the Companies Act, 1956) and thus, our Group Entities as defined under Schedule VIII of the SEBI Regulations are as below:

1. Gyanshankar Investment & Trading Company Private Limited
2. Stellar Credit Private Limited
3. ML Mittal HUF
4. Gyanshankar E-Trading LLP
5. Vanijya E-Solutions LLP
6. Gyanshankar Services LLP

Details of Group Companies:

Unless otherwise specified, all information in this section is as of the date of this Draft Red Herring Prospectus. No equity shares of any of our Group Entities are listed on any stock exchange and they have not made any public or rights issue of securities in the preceding three years.

The following are our Group Entities:

I. GYANSHANKAR INVESTMENT & TRADING COMPANY PRIVATE LIMITED("GITCPL")

GITCPL is a company incorporated under the Companies Act, 1956 on May 13, 1992 as 'Gyanshankar Investment & Trading Company Private Limited', and has its registered office at 1601, Marathon Height, Jai Barat Oil Mills Compound, P.B. Marg, Lower Parel, Mumbai – 400013.

The CIN or corporate identification number of GITCPL is U67120MH1992PTC066758 and presently, GITCPL is involved in investment and trading of shares and securities.

In terms of its memorandum of association, the main objects of GITCPL are, inter-alia to carry on the business of an Investment company and to invest and deal with the movable and immovable assets, and trade and deal in goods of every description.

Equity Share Capital

Shareholding Pattern as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	%age of Shareholding
1	Mr.Murarilal Mittal	1,78,000	85.57
2.	Mrs. Usha Mittal	30,000	14.42
3.	Mr. Makhanlal Mittal	10	0.00
4.	Mr. R.K. Mittal	10	0.00
	Total	2,08,020	100.00

Interest of Promoters

1. Mr. Murarilal Mittal, our Promoter, who is a director on the board of GITCPL, is also a director in our Company. Further, Mr. Murarilal Mittal, Managing Director, of our Company may be deemed to be interested to the extent of remuneration, as per the terms of his appointment and reimbursement of expenses payable to him.



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

Board of Directors

1. Mrs. Usha Mittal
2. Mr. Murarilal Mittal

Financial Performance

The audited financial results of GITCPL on standalone basis, for the last three Financial Years, preceding the date of this Draft Red Herring Prospectus are as follows:

Audited Financial Information	For The Year Ended (Rs. in lacs, except per share data)		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity Capital	20.80	47.93	47.93
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	4,779.52	4,841.61	4,878.33
Net worth	4,800.32	4,889.54	4,926.25
Income including other income	(59.60)	(39.19)	(44.04)
Profit/ (Loss) after tax	(89.21)	(53.79)	(56.30)
Earnings per share (face value of Rs. 10.00 each)	-	-	-
Net asset value per share (Rs.)	2,307.63	1,020.21	1,027.87

Other confirmations:

GITCPL has not entered into any agreement/understanding with any person or party, whether formal or informal, agreeing to transfer any of its shareholding in Gaji. There are no obligations/ covenants, including without limitation, put option, call option, buy-back option given by GITCPL to any person or party with respect to its shareholding in Gaji.

The shareholding of GITCPL in Gaji is not subject to any lien, charge, encumbrance, transfer, pledge whether in law or in equity.

Further, GITCPL has not entered into any agreement/understanding with any person or party, whether formal or informal, agreeing to transfer any of their shareholding in SCPL. There are no obligations/ covenants, including without limitation, put option, call option, buy-back option given by them to any person or party with respect to GITCPL’s shareholding in SCPL.

The shareholding of GITCPL in SCPL is not subject to any lien, charge, encumbrance whether in law or in equity.

II. STELLER CREDIT PRIVATE LIMITED (“SCPL”)

SCPL is a company incorporated under the Companies Act, 1956 on October 22, 1996 as ‘Stellar Credit Private Limited’, and has its registered office at 1601, Marathon Heights, Jai Barat Oil Mills Compound, P.B. Marg, Lower Parel, Mumbai – 400013.

The CIN or corporate identification number of SCPL is U65190MH1996PTC103443. SCPL is presently involved in the business of providing credit and lending facilities.

In terms of its memorandum of association, the main objects of SCPL are, inter-alia to carry on business of lending, discounting, buying, selling, exchanging and dealing in India as foreign money, bank notes, bills of exchange, promissory notes, coupons, drafts, bills of lading, warrants, certificates, scrip and other instruments and acquire and hold, sell, buy as otherwise deal in shares, debentures, bonds, units and securities of all kind issued by any company or corporation.



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Equity Share Capital

Shareholding Pattern as on the date of this Draft Red Herring Prospectus is as follows:

S. No.	Name of the Equity Shareholder	No. of Equity Shares held	%age of Shareholding
1	Mrs. Usha Mittal	15,000	27.65
2.	Gyanshankar Investment & Trading Company Private Limited	14,500	26.73
3.	Mr. Murarilal Mittal	500	0.92
4.	Mr. Manan Mittal	24,250	44.70
	Total	54,250	100.00

Interest of Promoters

1. Mr. Murarilal Mittal, our Promoter, who is a director on the board of Stellar Credit Private Limited, is also a director in our Company. Further, Mr. Murarilal Mittal, Managing Director, of our Company may be deemed to be interested to the extent of remuneration, as per the terms of his appointment and reimbursement of expenses payable to him.
2. Stellar Credit Private Limited is an unlisted Company and it has not made any public issue (including any rights issue to the public) in the preceding three years. It has not become a sick Company under the meaning of SICA.

Board of Directors

1. Mr. Murarilal Mittal
2. Mrs. Usha Mittal

Financial Performance

The audited financial results of SCPL on standalone basis, for the last three Financial Years, preceding the date of this Draft Red Herring Prospectus are as follows:

Audited Financial Information	For The Year Ended (Rs. in lacs, except per share data)		
	March 31, 2014	March 31, 2013	March 31, 2012
Equity Capital	5.43	5.93	5.93
Reserves and Surplus (excluding Revaluation Reserve and Less Miscellaneous Expenses, if any)	3,044.76	3,039.15	3,054.75
Net worth	3,050.19	3,045.08	3,060.68
Income including other income	22.58	0.66	22.76
Profit/ (Loss) after tax	5.11	(15.60)	13.69
Earnings per share (face value of Rs. 10.00 each)	9.42	(24.24)	23
Net asset value per share (Rs.)	5,622.46	5,135.04	5,161.34

Other confirmations:

SCPL has not entered into any agreement/understanding with any person or party, whether formal or informal, agreeing to transfer any of its shareholding in Gaji. There are no obligations/ covenants, including without limitation, put option, call option, buy-back option given by SCPL to any person or party with respect to its shareholding in Gaji. The shareholding of SCPL in Gaji is not subject to any lien, charge, encumbrance, transfer, pledge whether in law or in equity.



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III. ML Mittal HUF

ML Mittal HUF is a Hindu un-divided family and was formed on January 29, 1986. Mr. Murarilal Mittal is the Karta of the HUF. The office of the HUF is situated at 1601, Marathon Heights, P.B. Marg, Lower Parel, Mumbai- 400013.

The Permanent Account Number Murarilal Mittal HUF is AAAHM5930M.

Members of the HUF

1. Mr. Murarilal Mittal
2. Mrs. Usha Mittal
3. Mr. Mayank Mittal
4. Mr. Manan Mittal

Financial Performance:

(Rs. in lacs)

Particulars	March 31, 2015	March 31, 2014	March 31,2013
Capital	117.11	116.67	115.77
Total Income	0.44	0.91	2.22

IV. GYANSHANKAR E-TRADING LLP(“GELLP”)

GELLP is a LLP formed under the Limited Liability Partnership Act, 2008 on February 20, 2015 as ‘Gyanshankar E-Trading LLP’ and has its registered office is 2501, RNA Mirage, S K Ahire Marg, Behind Old Passport Office, Worli, Mumbai – 400018.

The LLP identification number of GELLP is AAD-4093. GELLP is presently involved in the business of development of robots/drones.

In terms of its main objects of GELLP, its’ purpose is to start and carry on in India or abroad, the business of activities related to e-commerce, e-shopping, e-business, multimedia services, online information services, online application integration including buying, selling, marketing, trading and otherwise dealing in various kinds of products on internet. And also carry business of developing, designing, maintaining, selling software and Hardware Services, packages and applications, client server applications, enterpriseresource planning, network management, to design, construct, operate, marketing and Sales of robots, drones, Camera or any other electronic items, outsourcing related services and other services in the field of information technology in the form of a Limited Liability Partnership (LLP).

Name of Partners

1. Mr. Mayank Mittal (50%)
2. Mr. Manan Mittal (50%)

Financial Performance:

Since GELLP has been formed on February 20, 2015, no audited financial statements of GELLP have been prepared.

VANIJYA E-SOLUTIONS LLP(“VELLP”)



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VELLP, a LLP formed under the Limited Liability Partnership Act, 2008 on February 9, 2015 as ‘Vanijya E-Solutions LLP’ and has its registered office is 2501, RNA Mirage, S K Ahire Marg, Behind Old Passport Office, Worli, Mumbai – 400018.

The LLP identification number of VELLP is AAD-3334. VELLP is presently involved in the business of commission agent.

In terms of its main objects of VELLP, its’ purpose is to engage inter alia in the field of traders, distributors, dealers, exporter, importer, brokers, stockiest, commission agent, franchiser, franchisee, agency business, selling and marketing in the form of a Limited Liability Partnership (LLP).

Name of Partners

1. Mr. Mayank Mittal (75%)
2. Mr. Manan Mittal (20%)
3. Mr. Miller Khandhar (5%)

Financial Performance:

Since VELLP has been formed on February 9, 2015, no audited financial statements of VELLP have been prepared.

V. GYANSHANKAR SERVICES LLP (“GSLLP”)

GSLLP, a LLP formed under the Limited Liability Partnership Act, 2008 on March 30, 2015 as ‘Gyanshankar Services LLP’ and has its registered office is 2501, RNA Mirage, S K Ahire Marg, Behind Old Passport Office, Worli, Mumbai – 400018.

The LLP identification number of GSLLP is AAD-6668. GSLLP is presently involved in the business of commission agents.

In terms of its main objects of GSLLP, its’ purpose is to engage inter alia in the field of traders, distributors, dealers, exporter, importer, brokers, stockiest, commission agent, franchiser, franchisee, agency business, selling and marketing in the form of a Limited Liability Partnership (LLP).

Name of Partners

1. Mrs. Usha Mittal (50%)
2. Mr. Manan Mittal (50%)

Financial Performance:

Since GSLLP was formed on March 30, 2015, no audited financial statements of GSLLP have been prepared.

Outstanding Litigation

There are no outstanding litigation against our Promoter and group company, except as disclosed in the sections “Risk Factors” and “Outstanding Litigation and Material Developments” beginning on pages 17 and 275 respectively of this Draft Red Herring Prospectus.

Related Party Transactions

For details, please see “Annexure 44- Related Party Disclosure” appearing under chapter titled ‘Financial Statements’ beginning on pages 247 and 196, respectively of this Draft Red Herring Prospectus.

Payment of amount or benefits to our Group Companies during the last 2 (two) years



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Except as stated herein and as stated in “Annexure 44- Related Party Disclosure” appearing under chapter titled ‘Financial Statements’ beginning on pages 247 and 196, respectively of this Draft Red Herring Prospectus, no amount or benefits were paid or were intended to be paid to our Group Companies since the incorporation of our Company.

Nature and extent of interest of Group Companies

In the promotion of our Company:

None of our Group Companies have any interest in the promotion of our Company.

In the properties acquired or proposed to be acquired by our Company in the past two years before filing this Draft Red Herring Prospectus:

None of the Group Companies is interested in the properties acquired by our Company in the two years preceding the filing of this Draft Red Herring Prospectus, or proposed to be acquired.

In transaction for acquisition of land, construction of building and supply of machinery:

None of the Group Companies are interested in any transaction for acquisition of land, construction of building or supply of machinery.

Common pursuits amongst the Group Companies with our Company:

There are no common pursuits amongst any of the Group Companies and our Company.

Related Business Transactions within the Group Companies and significance on the financial performance:

For details, please see the chapter titled “Financial Statements” beginning on page 196 of this Draft Red Herring Prospectus. Other than as discussed under the head “Annexure 44- Related Party Disclosure” beginning on page 247 of this Draft Red Herring Prospectus, there are no sales/ purchases between our Company and the Group Companies, wherein sales/ purchase exceed in value aggregate of 10% of the total sales or purchases of our Company.

Business interest in Group Companies in our Company:

We have entered into certain business contracts with our Group Companies. For details, please refer to “Annexure 44- Related Party Disclosure” beginning on page 247 of the Draft Red Herring Prospectus.

Other than as stated above, none of the Group Companies and Associates has any business interest in our Company.

Other confirmations:

1. None of our Group Companies have remained defunct and no application has been made to the Registrar of Companies for striking off the name of any of our Group Companies during the five years preceding the date of filing the Draft Red Herring Prospectus with SEBI.
2. None of our Group Companies fall under the definition of sick companies under SICA.
3. None of our Group Companies are under any winding up proceedings.
4. None of the securities of our Group Companies are listed on any stock exchange and none of our Group Companies have made any public or rights issue of securities in the preceding three years.
5. Our Group Companies have not taken any unsecured loans from our Company.



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6. Our Group Companies have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.
7. No part of the Net Proceeds is payable to the Group Companies.
8. For other confirmations on our Group Companies, please see the section titled “*Other Regulatory and Statutory Disclosures*” beginning on page 292 of this Draft Red Herring Prospectus.



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RELATED PARTY TRANSACTIONS

For details of the Related Party Transactions, please see chapter titled “*Financial Statements*” beginning on page 196 of this Draft Red Herring Prospectus.



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DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board of Directors and approved by the shareholders, in their discretion, subject to the provisions of the Articles of Association and the Companies Act. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements and overall financial position of our Company. Our Company has no formal dividend policy. Our Company has not declared dividends during the last five Fiscals. Due to non-availability of documents, we are unable to confirm whether our Company has declared dividends since incorporation till March 31, 2010. . For further information, please refer to the section contained in the chapter titled “*History and Certain Other Corporate Matters*” beginning on page 154 of this Draft Red Herring Prospectus.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Independent Auditors' report as required by Section 26 of Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014

To,
THE BOARD OF DIRECTORS OF
BHARAT WIRE ROPES LIMITED,
PLOT NO. 1 & 4, ATGAON INDUSTRIAL COMPLEX,
MUMBAI-NASIK HIGHWAY, ATGAON (EAST),
TALUKA - SHAHPUR,
THANE - 421 601,
MAHARASHTRA.

Dear Sirs,

1. We have examined the restated financial information of **BHARAT WIRE ROPES LIMITED** (“the Company”) annexed to this report for the purposes of inclusion in the offer document prepared by the Company in connection with its proposed Initial Public Offer (“IPO”). Such financial information, which has been approved by the Board of Directors of the Company, has been prepared in accordance with the requirements of:
 - a. Sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 (‘the Act’) read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules (‘the Rules’), 2014 and
 - b. the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“the Regulations”) issued by the Securities and Exchange Board of India (“SEBI”) on August 26, 2009, as amended from time to time in pursuance of Section 30 of the Securities and Exchange Board of India Act, 1992.
2. We have examined such restated financial information taking into consideration:
 - a. the terms of reference received from the Company, requesting us to carry out work on such financial information, proposed to be included in the offer document of the Company in connection with its proposed IPO; and
 - b. The Guidance Note (Revised) on Reports in Company Prospectuses issued by the Institute of Chartered Accountants of India.
3. The Company proposes to make an IPO for the fresh issue of equity shares of Rs. 10/- each at such premium, arrived at by the 100% book building process (referred to as “the Issue”), as may be decided by the Board of Directors.
4. The restated financial information of the Company has been compiled by the management from:



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- a. the audited statement of assets and liabilities of the Company as at January 31, 2015, March 31, 2014, March 31, 2013 and March 31, 2012, March 31, 2011 and March 31, 2010 and the related audited statement of profit and loss and cash flow statements for the year ended on that date have been audited by:

Period/Year	Name of the Auditor	Report Dated
Ten Months ended January 31, 2015	Sureka Associates, Chartered Accountants	June 15, 2015
Year Ended March 31,2014	Sureka Associates, Chartered Accountants	August 14, 2014
Year Ended March 31,2013	Sureka Associates, Chartered Accountants	September 2, 2013
Year Ended March 31,2012	Sureka Associates, Chartered Accountants	July 31, 2012
Year Ended March 31,2011	Sureka Associates, Chartered Accountants	August 12, 2011
Year Ended March 31,2010	S. Chandulal & Co., Chartered Accountant	September 28, 2010

- b. Other financial and other records of the Company, to the extent considered necessary, for the presentation of the restated financial statements under the requirements of the revised schedule VI, of the Companies Act, 1956, in relation to the years ended March 31, 2011 and March 31, 2010.
5. In accordance with the requirements of sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the terms of our engagement agreed with you, we report that:
- a. We have examined the restated summary statement of assets and liabilities of the Company as at January 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010 and the related restated summary statement of profits and losses and cash flows for the ten months ended January 31, 2015, year ended March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010 as set out in Annexure I to III (collectively the “Restated Summary Statements”).
6. Based on our examination, we further report that:
- a. The restated financial information have been arrived at after making such adjustments as, in our opinion, are appropriate and more fully described in Annexure 6 of this report;
- b. The material prior period items, which need to be adjusted in the Restated Summary Statements are adjusted in the years to which they relate;
- c. The extraordinary items have been disclosed separately in the Restated Summary Statements.
- d. There are no qualifications in the auditors’ reports that require an adjustment in the Restated Summary Statements.
7. We have also examined the restated financial information of the Company listed below, as at January 31, 2015, March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010 which, as approved by the Board of Directors of the Company and annexed to this report, is proposed to be included in the offer document:



Sr. No.	Particulars	Annexure No.
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28.	Statement of Changes in inventory of Finished Goods, Work-in-Progress and Stock in Trade, as Restated	31
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34.	Statement of Basic and Diluted Earnings Per Share, as Restated	36
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41.	Statement of Disclosure in respect of Micro Small & Medium Enterprises Development Act, 2006, as Restated	43
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43.	Statement of Lease Accounting, as Restated	45
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8. This report should not in any way be construed as a reissuance or redating of any of the previous audit reports issued by us nor should this be construed as a new opinion on any of the financial statements referred to herein.
9. In our opinion, the financial information of the Company as attached to this report read with the significant accounting policies and notes to accounts and other notes contained in the aforesaid Annexures, has been prepared in accordance with sub-clauses (i) and (iii) of clause (b) of sub-section (1) of section 26 of the Companies Act, 2013 read with Rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Regulations issued by SEBI. We did not perform audit tests for the purpose of expressing an opinion on individual balances of account or summaries of selected transactions, and accordingly, we express no such opinion thereon.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. This report is intended solely for your information and for inclusion in offer document prepared in connection with the proposed IPO of the Company, and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **NGS & Co. LLP**,
Chartered Accountants
Firm Registration No.: 119850W

Ashok A. Trivedi
Partner
Membership No.: 042472

Mumbai
June 15, 2015



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Annexure - 1: Summary Statement of Assets and Liabilities, as Restated

(Rupees in Lacs)

Particulars	Annexure	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
EQUITY AND LIABILITIES							
I Shareholder's funds							
(a) Share capital	8	2,939.67	2,939.67	2,939.67	2,939.67	1,255.94	1,255.94
(b) Reserve and surplus	9	4,139.83	3,975.04	3,824.69	3,677.15	1,147.31	969.82
II Non-current liabilities							
(a) Long-term borrowings	10	-	166.67	787.91	948.22	463.66	-
(b) Deferred tax liability (Net)	11	476.64	438.34	368.27	301.97	256.59	246.65
(c) Other Long term liabilities	12	1,949.73	1,857.68	1,861.57	1,845.07	1,673.71	1,472.46
(d) Long-Term provision	13	63.27	44.26	30.85	28.26	25.92	-
III Current liabilities							
(a) Short-term borrowings	14	1,929.44	1,925.77	2,140.74	2,695.03	2,616.61	1,054.21
(b) Trade Payables	15	1,796.92	1,808.96	1,757.55	958.06	2,600.20	2,047.99
(c) Other Current liabilities	16	1,128.57	1,031.59	917.40	753.55	210.13	36.48
(d) Short-Term provision	17	13.64	7.65	22.51	132.98	176.31	58.84
Total Equity and Liabilities (I+II+III)		14,437.70	14,195.62	14,651.17	14,279.97	10,426.38	7,142.40
ASSETS							
IV Non-current assets							
(a) Fixed assets							
Tangible Assets	18	6,594.86	6,724.51	6,786.96	6,062.13	2,151.36	1,776.84
Intangible Assets	18	20.45	-	-	-	-	-
Capital work-in-progress	19	1,052.65	785.99	492.91	702.48	28.05	-
(b) Long-term loans and advances	20	54.43	64.45	100.72	90.80	35.31	15.56



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Annexure - 1: Summary Statement of Assets and Liabilities, as Restated (Continued)

(Rupees in Lacs)

Particulars	Annexure	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
V Current Assets							
(a) Current investments	21	-	-	83.60	-	-	-
(b) Inventories	22	3,699.26	3,704.85	3,493.55	2,877.87	4,149.32	1,873.57
(c) Trade receivables	23	2,392.24	2,232.86	2,056.46	2,203.14	2,517.93	2,576.49
(d) Cash and Cash Equivalents	24	190.36	185.90	840.13	1,257.73	352.29	81.44
(e) Short-Term loans and advances	25	32.79	87.97	160.47	325.88	169.11	61.17
(f) Other current assets	26	400.66	409.08	636.37	759.93	1,022.98	757.33
Total Assets (IV+V)		14,437.70	14,195.62	14,651.17	14,279.97	10,426.38	7,142.40

Basis of preparations Significant accounting policies and Annexures form part of the summary statement

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As per our report of even date

For NGS & Co. LLP
Chartered Accountants

**For and on behalf of the Board of Directors of
BHARAT WIRE ROPES LIMITED**

Ashok A. Trivedi

Partner
Membership No.: 042472

Company Secretary
ACS-32244

Director
03117481

Managing Director
00010689

Mumbai

Date: 15th June 2015



BharatWire Ropes Limited

Annexure - 2: Summary Statement of Profit and Loss, as Restated

(Rupees in Lacs)

Particulars	Annexure	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
A Income							
i Revenue from Operations	27	6,784.38	8,223.36	7,340.50	7,702.26	7,697.32	9,012.94
ii Other Income	28	-	6.12	99.22	-	2.19	184.13
Total Revenue		6,784.38	8,229.48	7,439.73	7,702.26	7,699.51	9,197.08
B Expenses							
i Cost of material Consumed	29	3,386.60	4,418.60	4,025.29	4,328.15	7,046.46	7,082.56
ii Purchase of traded goods	30	1,311.52	1,313.62	1,454.67	144.40	-	-
iii Changes in inventories of finished goods, and stock-in-trade	31	(24.92)	2.67	(549.39)	750.38	(1,703.46)	(334.30)
iv Employee Benefits Expenses	32	730.34	832.25	755.29	663.40	436.91	264.67
v Finance Cost	33	316.38	414.48	489.69	427.70	251.78	152.46
vi Depreciation and amortization expense	18	204.74	239.80	217.98	152.80	111.20	111.63
vii Other expenses	34	591.50	765.22	829.62	934.18	1,294.95	1,312.74
Total Expenses		6,516.16	7,986.63	7,223.16	7,401.00	7,437.85	8,589.75
C Profit Before Extraordinary Items and Tax (A-B)		268.23	242.85	216.57	301.27	261.67	607.33
D Extraordinary Items	35	-	-	-	-	-	199.51
E Profit Before Tax For The Year / Period (C-D)		268.23	242.85	216.57	301.27	261.67	407.82
F Tax Expense							
i Current tax		53.67	50.34	46.06	60.93	55.35	104.81
ii Less: MAT Credit entitlement		-	(27.91)	(43.33)	(19.12)	-	(104.81)
iii Add: MAT Credit utilized		5.98	-	-	-	18.89	-
iv Deferred tax		38.29	70.08	66.30	45.38	9.94	197.12
Total Tax Expense		97.94	92.51	69.03	87.18	84.17	197.12
G Profit for the year		170.29	150.34	147.54	214.08	177.49	210.70



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Annexure - 2: Summary Statement of Profit and Loss, as Restated (Continued)

(Rupees in Lacs)

Particulars	Annexure	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
H Earning per share (RS.)	36						
Basic		0.58	0.51	0.50	1.66	1.41	1.68
Diluted		0.58	0.51	0.50	1.66	1.41	1.68

**Basis of preparations Significant
accounting policies and Annexures form
part of the summary statement**

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As per our report of even date

For NGS & Co. LLP
Chartered Accountants

**For and on behalf of the Board of Directors of
BHARAT WIRE ROPES LIMITED**

Ashok A. Trivedi

Partner
Membership No.: 042472

Company Secretary
ACS-32244

Director
03117481

Managing Director
00010689

Mumbai

Date: 15th June 2015



BharatWire Ropes Limited

Annexure - 3: Summary of Cash Flow Statement, as Restated

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
A Cash Flow From Operating Activities						
Net Profit Before Taxation	268.23	242.85	216.57	301.27	261.67	607.33
Adjustments for:-						
Add: Finance Cost	316.38	414.48	489.69	427.70	251.78	152.46
Add: (Profit)/Loss on sale of Fixed Assets	-	(0.16)	4.68	11.15	0.28	-
Add: Depreciation and amortization	204.74	239.80	217.98	152.80	111.20	111.63
Operating profit before working						
Capital Changes						
Adjustments for:-						
(Increase)/Decrease in Inventories	5.58	(211.29)	(615.69)	1,271.46	(2,275.76)	(1,143.99)
(Increase)/Decrease in Loans and Advances	65.20	108.76	155.50	(212.27)	(127.69)	277.44
(Increase)/Decrease in Trade receivables	(159.38)	(176.40)	146.68	314.79	58.56	(32.14)
(Increase)/Decrease in other current assets	8.42	227.29	123.56	263.05	(265.66)	(327.43)
Increase/(Decrease) in provision	25.00	(1.45)	(107.88)	(40.99)	143.39	(9.58)
Increase/(Decrease) in Other Long term liabilities	-	-	-	171.36	201.25	-
Increase/(Decrease) in Trade payables	(12.03)	51.41	799.49	(1,642.14)	552.21	(532.49)
Increase/(Decrease) in Current liabilities	96.99	114.18	163.85	543.42	173.65	-
Cash Generated from operations	819.13	1,009.46	1,594.44	1,561.60	(915.12)	(896.77)
Finance cost paid						
Direct tax paid	(59.64)	(22.43)	(2.73)	(41.81)	(74.24)	-
Net Cash from operating activities	759.48	987.04	1,591.72	1,519.80	(989.36)	(896.77)
B Cash Flow From Investing Activities						
Purchases of Fixed Assets	(95.53)	(178.76)	(948.56)	(4,113.22)	(491.77)	(79.26)
Sale of Fixed Assets	-	1.56	1.07	38.52	5.77	8.99
(Increase)/Decrease in capital work in progress	(266.67)	(293.08)	209.57	(674.43)	(28.05)	-
Investment in Bonds	-	83.60	(83.60)	-	-	0.33



BharatWire Ropes Limited

Annexure - 3: Summary of Cash Flow Statement, as Restated (Continued)

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Net Cash from Investing Activities	(362.20)	(386.68)	(821.53)	(4,749.13)	(514.06)	(69.94)
C Cash From Financing Activities						
Proceeds from issue of equity shares	-	-	-	1,683.73	-	-
Security Premium Recd on Issue of Share	-	-	-	2,315.76	-	-
Interest and finance charges paid	(316.38)	(414.48)	(489.69)	(427.70)	(251.78)	(152.46)
Proceeds/(Repayment) of long term and other borrowings	(70.95)	(840.11)	(698.10)	562.99	2,026.06	1,043.45
IPO Expenses	(5.50)	-	-	-	-	-
Net Cash from Financing Activities	(392.83)	(1,254.59)	(1,187.79)	4,134.77	1,774.27	891.00
Net Increase In Cash And Cash	4.45	(654.23)	(417.60)	905.44	270.86	(75.72)
Equivalents (A+B+C)						
Cash And Cash Cash Equivalents At The Beginning of The Period	185.90	840.13	1,257.73	352.29	81.44	157.16
Cash And Cash Cash Equivalents At The End of The Period	190.36	185.90	840.13	1,257.73	352.29	81.44
Components of Cash and Cash						
Equivalents at the end of the period						
Current Account with Banks	7.17	14.10	657.35	109.46	16.57	0.42
Cash on hand	15.34	7.57	1.01	1.72	1.40	0.57
Deposit with original maturity of less than 3 months	-	-	-	1,000.00	3.16	3.16
Deposit with original maturity of less than 12 months	31.41	0.25	0.25	0.25	0.25	0.25
Margin Money Deposit(Secured against Bank	136.44	163.98	181.53	146.31	330.91	77.04
Guarantees/Letter of Credit)						
Total	190.36	185.90	840.13	1,257.73	352.29	81.44



BharatWire Ropes Limited

Annexure - 3: Summary of Cash Flow Statement, as Restated (Continued)

As per our report of even date

For NGS & Co. LLP

Chartered Accountants

Ashok A. Trivedi

Partner

Membership No.: 042472

Mumbai

Date: 15th June 2015

Company Secretary

ACS-32244

Director

03117481

Managing Director

00010689

For and on behalf of the Board of Directors of

BHARAT WIRE ROPES LIMITED



Annexure - 4: Basis of Preparation of Restated Summary Statements

The 'Summary Statement of the Assets and Liabilities, As Restated' of the Company as at January 31, 2015, March 31, 2014, 2013, 2012, 2011 and 2010, the 'Summary Statement of Profits and Losses, As Restated' and the 'Statement of Cash Flows, As Restated' for the years ended on that date (collectively referred to as 'Restated Summary Statements') have been prepared specifically for the purpose of inclusion in the offer document to be filed by the Company with the Securities and Exchange Board of India ('SEBI') in connection with the proposed Initial Public Offering (hereinafter referred to as 'IPO').

The restated summary statements have been prepared in accordance with Generally Accepted Accounting Principles in India (Indian GAAP) under the historical cost convention on an accrual basis in compliance with all material aspects of the Accounting Standards (AS) specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

The Restated Summary Statements of the Company have been prepared to comply in all material respects with the requirements of Part I of Chapter III to the Companies Act, 2013 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 issued by SEBI, as amended from time to time.

During the year ended March 31, 2012, the Revised Schedule VI notified under the Companies Act, 1956, has become applicable to the Company for the preparation and presentation of its financial statements, accordingly previous years' figures have been re-grouped/re-classified wherever applicable.

Appropriate re-classifications/ adjustments have been made in the Restated Summary Statements wherever required, by re-classification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the presentation and recognition as per the audited financial statements of the Company and the requirements of the SEBI Regulations.

These Restated Summary Statements are prepared in accordance with generally accepted accounting principles in India under the historical cost convention on going concern basis.

Annexure - 5: Statement of Significant Accounting Policies adopted by the Company in the Preparation of Financial Statements, as Restated

5.1 Use of Estimates

The preparation of financial statements requires the management of Company to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized. Though the management believes that the estimates used are prudent and reasonable, actual results could differ from these estimates.

5.2 Fixed Assets

- a) Fixed assets are stated at cost, unless stated otherwise. Cost comprises the purchase price and attributable expenses.
- b) **Impairment of Assets:** Impairment of an asset is reviewed and recognized if the event changes and circumstances indicate that the carrying amount of an asset is not recoverable. Difference between the carrying amount of an asset and the recoverable value is recognized as impairment loss in the statement of profit and loss in the year of impairment.



Annexure - 5: Statement of Significant Accounting Policies adopted by the Company in the Preparation of Financial Statements, as Restated (Continued)

- c) **Capital work in progress:** Capital work in progress is stated at the amount expended up to the date of balance sheet, and expenditure incurred during construction period

5.3 Borrowing Costs

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as part of cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to statement of profit and loss.

5.4 Depreciation & amortization on Fixed Assets

- a) Pursuant to the enactment of the Companies Act, 2013 (“the Act”), the company has, effective from April 1, 2014 reassessed the useful life of its tangible fixed assets and has computed depreciation with reference to the useful life of the assets as recommended in schedule II of the Act, the depreciation for the year ended January 31, 2015 is Lower by Rs. 0.23 Lacs However as per the valuation report dated January 20, 2015, certified by Mr. Vikas J. Bardapurkar, useful life of the some of the machineries have been assessed as 25 years as against 15 years as recommended in schedule II of the Act and the company has computed depreciation accordingly.
- b) Leasehold improvements are depreciated over the unexpired period of respective leases or useful life whichever is shorter.
- c) Intangible assets are amortized on a straight line basis over their useful lives as under:

Assets	Estimated useful life
Software	6 Years

5.5 Investments

Investments intended to be held for more than a year, from the date of acquisition, are classified as long-term and are stated at cost. Provision for diminution in value of investments is made to recognize a decline other than temporary. Current Investments are stated at cost or fair value whichever is lower.

5.6 Revenue Recognition

- a) Sale of goods is recognized when the risks and rewards of ownership are passed on to the customers, which is generally on dispatch. Export Sales are accounted for on the basis of date of bill of lading. Gross Sales include excise duty, adjustments for price variation, quality claims, liquidated damages and exchange rate variations related to export realization.
- b) Export benefits: Duty Entitlement Pass Book DEPB and Duty Drawback is accounted on accrual basis.
- c) Revenue from Services is recognized when the services are completed.



Annexure - 5: Statement of Significant Accounting Policies adopted by the Company in the Preparation of Financial Statements, as Restated (Continued)

- d) Dividend income on investments is recognized when the right to receive the payment is established.

5.7 Inventory

Inventories are valued at lower of cost or net realizable value.

5.8 Operating Lease

Lease of assets under which all the risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments under operating lease are recognized as an expense on accrual basis in accordance with the respective lease agreements.

5.9 Foreign Currency Transactions

- a) Foreign exchange transactions are converted into Indian Rupees at the prevailing rate on the date of the transactions. Current monetary assets and liabilities are translated at the exchange rate prevailing on the last day of the year. Non monetary items are carried at cost.
- b) Exchange differences arising on the settlement or re-statement of monetary items at rates different from those at which they were initially recorded during the year or reported in previous financial statements, are recognized as income or expense in the year in which they arise.
- c) Premium / discount on forward exchange contracts not relating to firm commitments or highly probable forecasted transactions and not intended for Trading or Speculation purpose is amortized as income or expense over the life of the contract.

5.10 Accounting for Taxes on Income

- a) Income tax expense comprises of current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the period).
- b) Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the provisions of Income Tax Act, 1961.
- c) The deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognized using the tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent there is a reasonable certainty that the assets can be realized in future however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as 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 realized.



Annexure - 5: Statement of Significant Accounting Policies adopted by the Company in the Preparation of Financial Statements, as Restated (Continued)

- d) Minimum Alternative tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

5.11 Employee Benefits

- a) Short term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.
- b) Post employment and other long-term benefits are recognized as an expense in the statement of Profit and Loss of the year in which the employees has rendered services. The Expense is recognized at the present value of the amount payable determined using actuarial valuation technique. Actual gain and losses in respect of post employment and other long term benefits are recognized in the statement of profit and loss.
- c) Payments to defined contribution retirement benefits schemes are charged as expenses as and when they fall due.

5.12 Research & Development

Capital expenditure on research and development is treated in the same manner as fixed assets. Revenue expenditure on research and development is charged to Statement of Profit and Loss.

5.13 Provisions & Contingent Liabilities

A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation. Contingent liabilities, if material, are disclosed in the financial accounts. Contingent assets are not recognized or disclosed in the financial statements.

5.14 Earning Per Share

The Company reports basic and diluted earnings per equity share in accordance with AS 20, Earnings per Share. Basic earnings per equity share have been computed by dividing net profit after tax after adjusting for dividend on cumulative preference shares) attributable to equity shareholders by the weighted average number of equity shares outstanding for the year. Diluted earnings per share is computed using the weighted average number of equity and equivalent dilutive equity shares outstanding during the year, except where results would be anti-dilutive.



Annexure - 6: Statement of Reconciliation of profits as per Audited Financial Statements to Restated Profits

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Profit after tax as per Audited Financial Statements (A)	24.29	132.48	127.95	194.73	243.11	557.88
Restatement Adjustments (Refer Notes)						
Extraordinary Item (Note 1)	199.51	-	-	-	-	(199.51)
(Increase)/Decrease in Current Tax (Note 2)	5.98	-	-	-	15.69	(45.97)
Increase/(Decrease) MAT Credit entitlement (Note 3)	-	1.23	-	-	(105.51)	104.81
(Increase)/Decrease in MAT Credit Utilized (Note 4)	(5.98)	-	-	-	(18.89)	-
(Increase)/Decrease in Deferred Tax (Note 5)	(52.29)	16.63	16.35	19.35	(18.71)	(197.12)
(Increase)/Decrease in Tax Expense for Earlier years (Note 2)	(1.23)	-	3.24	-	61.79	-
(Increase)/Decrease in Miscellaneous Expenses (Note 2)	-	-	-	-	-	(9.39)
Adjusted/Restated Profit	170.29	150.34	147.54	214.08	177.49	210.70

Notes:

1 **Extraordinary Item:**

a. Pursuant to Accounting Standard 26 – “Intangible Assets”, the Purchased goodwill in the balance sheet as at March 31, 2009 is written off during the year 2009-10 in the restated financials. However, the Statutory Auditors has written off Goodwill during the period ended January 31, 2015.

2 **(Increase)/Decrease in Current Tax and (Increase)/Decrease in Tax Expense for Earlier years**

a. Tax Expense relating to earlier years recognized in F.Y. 2010-11 in the Audited Financial Statements is adjusted in restated financial as follows:

Particulars in Audited Financial Statements	2010-11	Treatment in Restated Financials
Wrong TDS Receivable Brought Forward	3.23	Adjusted in Opening Balance in Statement of Profit and Loss under Reserves and Surplus.



Annexure - 6: Statement of Reconciliation of profits as per Audited Financial Statements to Restated Profits (Continued)

(Rupees in Lacs)

Particulars in Audited Financial Statements	2010-11	Treatment in Restated Financials
Interest on Income Tax Refund reduced from TDS receivable	2.19	Adjusted in Opening Balance in Statement of Profit and Loss under Reserves and Surplus.
Provision for Tax F.Y. 2009-10 not provided in Books	45.97	Recognized as Current Tax Expense for F. Y. 2009-10.
Interest on MAT F.Y. 2009-10 not allowed as credit	9.39	Expensed out in the restated financials for the year ended March 31, 2010 under Miscellaneous Expenses.
Income Tax Demand F.Y. 2007-08 not provided in Books	0.69	Adjusted in Opening Balance in Statement of Profit and Loss under Reserves and Surplus.
Interest on MAT F.Y. 2007-08 not allowed as credit	0.21	Adjusted in Opening Balance in Statement of Profit and Loss under Reserves and Surplus.
Penalty u/s 142	0.10	Adjusted in Opening Balance in Statement of Profit and Loss under Reserves and Surplus.
	61.79	

b Tax Expense relating to earlier years recognized in F.Y. 2012-13 in the Audited Financial Statements is adjusted in restated financial as follows:

Particulars in Audited Financial Statements	2012-13	Treatment in Restated Financials
Income Tax Paid For Assessment Year 2008-2009 on account of Regular Assessment	0.02	Adjusted in Opening Balance in Statement of Profit and Loss under Reserves and Surplus.
Income Tax Paid For Assessment Year 2008-2009 on account of Regular Assessment	0.03	Adjusted in Opening Balance in Statement of Profit and Loss under Reserves and Surplus.
Income Tax Paid For Assessment Year 2011-2012 in reply of Assessment Order	3.20	Recognized as Current Tax Expense for F. Y. 2010-11.
	3.24	



Annexure - 6: Statement of Reconciliation of profits as per Audited Financial Statements to Restated Profits (Continued)

(Rupees in Lacs)

c. MAT Credit entitlement booked short for F.Y. 2013-14 as compared to return is adjusted as follows:

Particulars	2013-14	Treatment in Audited Financials
MAT Credit entitlement as per Audited Financial Statements	26.69	
MAT Credit entitlement as per Income Tax Return	27.91	
MAT Credit entitlement short recognized	1.23	Shown as Tax Adjustments for Earlier years during the Ten Months ended January 31, 2015.

D MAT Credit Utilized during the period ended January 31, 2015 is routed through Statement of Profit and Loss as against the practice followed by the statutory auditors.

3 Increase/(Decrease) MAT Credit entitlement:

a. MAT Credit entitlement recognized in F. Y. 2010-11 in the Audited Financial Statements is adjusted in the restated financials as follows:

Particulars in Audited Financial Statements	2010-11	Treatment in Restated Financials
MAT Credit entitlement pertaining to F. Y. 2007-08	0.69	Adjusted in Opening Balance in Statement of Profit and Loss under Reserves and Surplus.
MAT Credit entitlement pertaining to F. Y. 2009-10	104.81	Recognized as MAT Credit entitlement for F. Y. 2009-10.
	105.51	

b. MAT Credit entitlement booked short for F.Y. 2013-14 as compared to return is adjusted as follows:

Particulars	2013-14	Treatment in Restated Financials
MAT Credit entitlement as per Audited Financial Statements	26.69	
MAT Credit entitlement as per Income Tax Return	27.91	
MAT Credit entitlement short recognized	1.23	Recognized as MAT Credit entitlement for F. Y. 2013-14.



BharatWire Ropes Limited

Annexure - 6: Statement of Reconciliation of profits as per Audited Financial Statements to Restated Profits (Continued)

(Rupees in Lacs)

4 **(Increase)/Decrease in MAT Credit Utilized:**

a. MAT Credit recognized in the restated financials (refer Note 3.a.) is utilized as follows:

Particulars in restated financials	2009-10	Treatment in Restated Financials
MAT Credit entitlement pertaining to F. Y. 2007-08	0.69	MAT Credit entitlement utilized against Current tax of F.Y. 2010-11.
MAT Credit entitlement pertaining to F. Y. 2009-10	18.20	MAT Credit entitlement utilized against Current tax of F.Y. 2010-11.
	18.89	

b. MAT Credit Utilized during the period ended January 31, 2015 is routed through Statement of Profit and Loss as against the practice followed by the statutory auditors.

5 **(Increase)/Decrease in Deferred Tax:**

a. The Company started recognizing deferred tax liability from F. Y. 2010-11 i.e. in the Audited Financial Statements.

b. However, in the restated financials deferred tax liability is recognized from the F.Y. 2009-10 itself.

c. Deferred Tax Liability pertaining to years ended before March 31, 2010 is adjusted in Opening Balance in Statement of Profit and Loss under Reserves and Surplus.

6 Deferred Tax Liability is recognized at future tax rates viz. a viz. the comparative previous years.



Annexure - 7: Statement of Significant Developments

Other than as mentioned below, to our knowledge, no circumstances have arisen since the date of the last financial statements i.e. period ended January 31, 2015, which materially and adversely affect or are likely to affect, the operations or profitability of the Company, the value of assets or ability to pay material liabilities up to June 15, 2015:

1 **Increase in Authorized Capital**

The Authorized Capital of the Company is Increased from Rs. 3,000 Lacs to Rs. 5,000 Lacs.

2 **Execution of Consortium Term Loan agreement of Rs. 33,000 Lacs:**

The Company has entered into a Consortium Term Loan agreement on April 7, 2015 with the following Banks to avail finance for the expansion project to set up Steel wire and Wire rope products manufacturing facility at Chalisgaon, Maharashtra :

Sr. No.	Name of Banks	Credit Limits for Project (Rs. In Lacs)
1	Bank of Baroda	10000
2	Union Bank of India	6000
3	Central Bank of India	5000
4	Vijaya Bank	5000
5	Corporation Bank	3000
6	State Bank of Bikaner & Jaipur	2500
7	Export-Import Bank of India	1500

The Current outstanding as on June 15, 2015 is Rs. 1,120.00 Lacs

3 **Adoption of Article of Association.**

The Board of Directors has adopted amended Articles of Association.

4 **Appointment of New Directors:**

The Company has appointed following directors:

Sr. No.	Name	Date of Appointment
1	Mr. Asit Pal	February 14, 2015
2	Mrs. Ruhi Mittal	April 16, 2015

5 **Change of Chief Financial Officer:**

The Company appointed Mr. Rakesh Kumar Jain as the Chief Financial Officer on April 18, 2015 in place of Mr. VedPrakash Sharma who submitted his resignation on April 16, 2015.

6 **Memorandum of understanding for Sale of Land:**

The Company has signed a Memorandum of Understanding for the Sale of Land situated at village Palshin, Maharashtra for a lump sum consideration of Rs. 3,200 Lacs and has received an advance of Rs. 2,200 Lacs.



Annexure - 7: Statement of Significant Developments (Continued)

7 **Inter Corporate Deposits received:**

The Company has received Inter Corporate Deposits (Long Term) from the following Companies on the terms and conditions fixed by the Board of Directors:

Sr. No.	Name	Amount in Lacs
1	Gyanshanker Investment and Trading Co. Private Limited	750.00
2	Stellar Credit Private Limited	120.00

8 **Repayment of Term Loan:**

The Company has repaid the balance 2 installment of Rs. 167.00 Lacs each of Term Loan taken from the State Bank of Bikaner and Jaipur.

9 **Major Contracts Signed During the Period and Advances Paid:**

(Amount in Lacs)

Sr. No.	Name of Party	Date of Agreement / Contract	Amount (In foreign Currency)	Amount (In Rupees)	Advance Paid Basic Value
1	A-JIN IMC	February 27, 2015	\$0.56	-	-
2	Gannon Dunkerley & Company Limited (Civil Contract)	February 9, 2015	-	1,911.00	191.10
3	Dea Sung Ind. Machine Co. Limited (Supply Contract)	March 25, 2015	\$59.60	-	\$10.30
4	Dea Sung Ind. Machine Co. Limited (Service Contract)	March 25, 2015	\$1.80	-	-
5	Jai Shakti Engineering & Construction (Civil Contract)	April 20, 2015	-	656.35	-
6	Uttam Value Steels Limited	March 2, 2015	-	2,900.00	2,250.00
7	Uttam Value Steels Limited	April 3, 2015	-	1,687.50	
8	Uttam Value Steels Limited	April 15, 2015	-	500.00	
9	Grauer & Weil (India) Limited (Supply)	May 6, 2015	-	600.00	-
10	Grauer & Weil (India) Limited (Service)	May 6, 2015	-	35.00	-
11	Steuler Anlagenbau GmbH & Co. KG (Service Contract)	May 6, 2015	€ 3.30	-	-
12	Steuler Anlagenbau GmbH & Co. KG (Supply Contract)	May 6, 2015	€ 19.10	-	-



BharatWire Ropes Limited

Annexure - 8: Statement of Share capital, as Restated

Particulars	As at January 31, 2015		As at March 31, 2014		As at March 31, 2013		As at March 31, 2012		As at March 31, 2011		As at March 31, 2010	
	Number of shares	Amount (in Lacs)	Number of shares	Amount (in Lacs)	Number of shares	Amount (in Lacs)	Number of shares	Amount (in Lacs)	Number of shares	Amount (in Lacs)	Number of shares	Amount (in Lacs)
(a) Authorized												
Equity shares of Rs.10 each	30,000,000	3,000.00	30,000,000	3,000.00	30,000,000	3,000.00	30,000,000	3,000.00	13,000,000	1,300.00	13,000,000	1,300.00
	30,000,000	3,000.00	30,000,000	3,000.00	30,000,000	3,000.00	30,000,000	3,000.00	13,000,000	1,300.00	13,000,000	1,300.00
(b) Issued, Subscribed and fully paid up												
Equity shares of Rs.10 each	29,396,693	2,939.67	29,396,693	2,939.67	29,396,693	2,939.67	29,396,693	2,939.67	12,559,400	1,255.94	12,559,400	1,255.94
	29,396,693	2,939.67	29,396,693	2,939.67	29,396,693	2,939.67	29,396,693	2,939.67	12,559,400	1,255.94	12,559,400	1,255.94

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at January 31, 2015		As at March 31, 2014		As at March 31, 2013		As at March 31, 2012		As at March 31, 2011		As at March 31, 2010	
	Number of shares	Amount (in Lacs)	Number of shares	Amount (in Lacs)	Number of shares	Amount (in Lacs)	Number of shares	Amount (in Lacs)	Number of shares	Amount (in Lacs)	Number of shares	Amount (in Lacs)
Number of equity shares at the beginning of the year	29,396,693	2,939.67	29,396,693	2,939.67	29,396,693	2,939.67	12,559,400	1,255.94	12,559,400	1,255.94	12,559,400	1,255.94
Add: Equity shares issued during the year	-	-	-	-	-	-	16,837,293	1,683.73	-	-	-	-
Number of equity shares at the end of the year	29,396,693	2,939.67	29,396,693	2,939.67	29,396,693	2,939.67	29,396,693	2,939.67	12,559,400	1,255.94	12,559,400	1,255.94



BharatWire Ropes Limited

Annexure - 8: Statement of Share capital, as Restated (Continued)

Details of Shareholder holding more than 5% shares in the company

Name of Shareholder	As at January 31, 2015		As at March 31, 2014		As at March 31, 2013		As at March 31, 2012		As at March 31, 2011		As at March 31, 2010	
	Number of shares held	% of Holding	Number of shares held	% of Holding	Number of shares held	% of Holding	Number of shares held	% of Holding	Number of shares held	% of Holding	Number of shares held	% of Holding
Gaji Mercantile Private Limited	25,675,484	87.34%	25,675,484	87.34%	25,675,484	87.34%	25,675,484	87.34%	10,675,490	85.00%	10,675,490	85.00%
Mr. Motilal Gopilal Oswal	1,837,293	6.25%	1,837,293	6.25%	1,837,293	6.25%	-	0.00%	-	0.00%	-	0.00%
Passionate Investment Management Private Limited	-	0.00%	-	0.00%	-	0.00%	1,837,293	6.25%	-	0.00%	-	0.00%
Total	27,512,777	93.59%	27,512,777	93.59%	27,512,777	93.59%	27,512,777	93.59%	10,675,490	85.00%	10,675,490	85.00%

Shares held by holding/ultimate holding company and /or their subsidiaries

Out of Equity Shares issued by the Company, shares held by its holding company, ultimate holding company and their subsidiaries / associates are as below:-

Particulars	As at January 31, 2015		As at March 31, 2014		As at March 31, 2013		As at March 31, 2012		As at March 31, 2011		As at March 31, 2010	
	Number of shares held	% of Holding	Number of shares held	% of Holding	Number of shares held	% of Holding	Number of shares held	% of Holding	Number of shares held	% of Holding	Number of shares held	% of Holding
Holding company												
Gaji Mercantile Private Limited	25,675,484	87.34%	25,675,484	87.34%	25,675,484	87.34%	25,675,484	87.34%	10,675,490	85.00%	10,675,490	85.00%



BharatWire Ropes Limited

Terms/right attached to Equity shares

The company has only one class of equity shares having a face value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. The dividend, if any proposed by Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year ended March 31, 2014, Rs. Nil per share (March 31, 2013: Rs.NIL) is recognized as dividend distributions to equity shareholders.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts if any. The distribution will be in proportion to the number of equity shares held by shareholders.

Annexure - 9: Statement of Reserves and Surplus, as Restated

(Rupees in Lacs)

Particulars	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
Capital Reserve *						
As per Last Balance Sheet	48.00	48.00	48.00	48.00	48.00	45.60
Add : Current year transfer	-	-	-	-	-	2.40
Closing Balance	48.00	48.00	48.00	48.00	48.00	48.00
Investment Allowance Reserve*						
As per Last Balance Sheet	-	-	-	-	-	2.40
Less : Current year transfer	-	-	-	-	-	2.40
Closing Balance	-	-	-	-	-	-
Securities Premium Account						
As per Last Balance Sheet	3,095.46	3,095.46	3,095.46	779.70	779.70	779.70
Add : Securities premium received on issue of equity shares during the year.	-	-	-	2,315.76	-	-
Less: IPO Expenses	5.50	-	-	-	-	-
Closing balance	3,089.96	3,095.46	3,095.46	3,095.46	779.70	779.70
Surplus						



BharatWire Ropes Limited

Annexure - 9: Statement of Reserves and Surplus, as Restated (Continued)

(Rupees in Lacs)

Particulars	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
Balance in Statement of Profit and Loss						
As per Last Balance Sheet	831.58	681.24	533.69	319.61	142.12	(13.27)
Less: Tax Expenses for earlier years**	-	-	-	-	-	55.31
Add: Net profit after tax for the current period	170.29	150.34	147.54	214.08	177.49	210.70
Closing balance	1,001.87	831.58	681.24	533.69	319.61	142.12
Total	4,139.83	3,975.04	3,824.69	3,677.15	1,147.31	969.82

*Also Refer Annexure – 46

** Includes Deferred tax Liability recognized for the first time in books, MAT Credit Entitlement and Taxes paid on assessments pertaining to years ended before March 31, 2010

Annexure - 10: Statement of Long-term borrowings, as Restated

(Rupees in Lacs)

Particulars	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
Secured						
Term loans From Banks*						
Indian rupee loan	-	166.67	159.62	34.89	463.66	-
Foreign currency loan	-	-	628.30	913.33	-	-
Total	-	166.67	787.91	948.22	463.66	-

* Term Loan is secured by first charge by way of mortgage /hypothecation of entire immovable and movable fixed assets of the Company at Atgaon, both present and future and also secured by second/floating charge on current assets. It is also secured by the personal guarantee of one of the Director. The loan is repayable in 12 quarterly installments of Rs. 167.00 Lacs each commenced from September 2012.



BharatWire Ropes Limited

Annexure - 11: Statement of Deferred Tax Asset/(Liabilities) (Net), as Restated

(Rupees in Lacs)

The major components of deferred tax assets and deferred tax liabilities are as under:

Particulars	As at January 31, 2015		As at March 31, 2014		As at March 31, 2013		As at March 31, 2012		As at March 31, 2011		As at March 31, 2010	
	Deferred Asset	Deferred Liabilities	Deferred Asset	Deferred Liabilities	Deferred Asset	Deferred Liabilities	Deferred Asset	Deferred Liabilities	Deferred Asset	Deferred Liabilities	Deferred Asset	Deferred Liabilities
Provision for Gratuity	19.03	-	13.15	-	11.41	-	7.36	-	6.70	-	-	-
Provision for Leave encashment	3.81	-	2.30	-	4.12	-	3.87	-	6.19	-	0.01	-
Provision for Bonus	9.46	-	9.60	-	5.74	-	5.40	-	4.68	-	0.02	-
Difference between book depreciation and Income Tax Depreciation (including earlier years)		508.94		463.40		416.29		318.60		274.17		271.58



BharatWire Ropes Limited

Unabsorbed Depreciation and Brought forward Losses	-	-	-	-	26.75	-	-	-	-	-	24.90	-
Total	32.30	508.94	25.05	463.40	48.03	416.29	16.63	318.60	17.58	274.17	24.93	271.58
Net Deferred Tax (Liabilities)/ Asset		(476.64)		(438.34)		(368.27)		(301.97)		(256.59)		(246.65)

Annexure - 12: Statement of Other Long term liabilities, as Restated

(Rupees in Lacs)

Particulars	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
Deferral of Sales tax liability*	1,949.73	1,841.18	1,845.07	1,845.07	1,673.71	1,472.46
Security deposits received	-	16.50	16.50	-	-	-
Total	1,949.73	1,857.68	1,861.57	1,845.07	1,673.71	1,472.46

* The Government of Maharashtra under Package Scheme of Incentive has extended to the Company, the incentive of sales tax deferral scheme pursuant to which the sales tax attributable to the sales effected out of production is deferred (interest free) for a period of 8 Years 9 Months from May 1, 2003 to January 1, 2012. The deferred sales tax in respect of above is based upon the sales tax returns. The above amount is repayable in five equal annual installments from the Financial Year 2014-15 to 2026-27.

Annexure - 13: Statement of Long term Provisions, as Restated

(Rupees in Lacs)

Particulars	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
Provision for employee benefits						
Gratuity	53.30	38.06	30.85	17.45	15.00	-
Leave encashment.	9.97	6.20	-	10.82	10.92	-
Total	63.27	44.26	30.85	28.26	25.92	-



BharatWire Ropes Limited

Annexure - 14: Statement of Short term borrowings, as Restated

(Rupees in Lacs)

Particulars	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
Secured						
Loan from Banks*						
Cash Credit From Banks	1,929.44	1,925.77	2,140.74	1,738.01	2,309.56	106.36
Indian Rupee Loan	-	-	-	-	-	74.41
Bank overdraft	-	-	-	-	-	793.45
Buyers Credit for Capital Goods	-	-	-	397.02	-	-
Unsecured, Repayable on Demand						
Loan and advances from Related Party	-	-	-	255.00	-	-
Inter corporate Deposit	-	-	-	305.00	307.05	80.00
Total	1,929.44	1,925.77	2,140.74	2,695.03	2,616.61	1,054.21

* Loan from Banks are secured by first charge of hypothecation of raw materials, finished goods in process, stores and book debts of the Company and second charge on entire immovable and movable fixed assets of the Company both present and future of the Company. It is also secured by the personal guarantee of one of the Director.

Annexure - 15: Statement of Trade Payables, as Restated

(Rupees in Lacs)

Particulars	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
Trade Payables:						
Dues to micro and small enterprises (Refer Annexure - 43)	-	-	-	-	-	-
Dues to others	1,796.92	1,808.96	1,757.55	958.06	2,600.20	2,047.99
Total	1,796.92	1,808.96	1,757.55	958.06	2,600.20	2,047.99



BharatWire Ropes Limited

Annexure - 16: Statement of Other Current Liabilities, as Restated

(Rupees in Lacs)

Particulars	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
Current maturities of Long Term Debt.	337.01	679.18	668.00	501.00	-	-
Advances from customers.	17.35	30.27	63.82	101.19	94.10	-
Statutory Amount Payables*	136.47	25.93	43.08	13.44	64.87	8.02
Advance received against Sale of Land	325.00	200.00	-	-	-	-
EMD Received From Supplier	10.00	-	-	-	-	-
Other payables	302.74	96.21	142.50	137.92	51.16	28.46
Total	1,128.57	1,031.59	917.40	753.55	210.13	36.48

* Includes Deferral of Sales tax liability payable within 12 months after reporting date - The Government of Maharashtra under Package Scheme of Incentive has extended to the Company, the incentive of sales tax deferral scheme pursuant to which the sales tax attributable to the sales effected out of production is deferred (interest free) for a period of 8 Years 9 Months from May 1, 2003 to December 1, 2012. The deferred sales tax in respect of above is based upon the sales tax returns. The above amount is repayable in five equal annual installments from the Financial Year 2014-15 to 2026-27.

Annexure - 17: Statement of Short Term Provisions, as Restated

(Rupees in Lacs)

Particulars	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
Provision for Employee Benefits						
Gratuity	4.25	2.49	6.08	6.39	5.66	-
Leave Encashment	1.55	0.89	13.34	1.70	8.17	-
Provision for Taxes	-	-	-	113.08	157.66	58.84
Provision for Excise duty on closing stock.	7.84	4.27	3.09	11.81	4.82	-
Total	13.64	7.65	22.51	132.98	176.31	58.84



BharatWire Ropes Limited

Annexure - 18: Statement of Fixed Assets, as Restated As at January 31, 2015

(Rupees in Lacs)

Description	Gross Block				Depreciation/Amortization				Net Block	
	As at April 1, 2014	Additions	Deductions	As at January 31, 2015	As at April 1, 2014	For the year	Deductions	As at January 31, 2015	As at January 31, 2015	As at March 31, 2014
Tangible assets										
Land	3,261.63	-	-	3,261.63	-	-	-	-	3,261.63	3,261.63
Factory Buildings	844.09	-	-	844.09	285.06	16.27	-	301.33	542.77	559.03
Plant and machineries	3,654.44	90.78	-	3,745.22	1,122.03	138.87	-	1,260.90	2,484.32	2,532.41
Furniture and fixtures	174.88	0.09	-	174.97	28.50	13.93	-	42.43	132.54	146.38
Motor Vehicles	96.24	-	-	96.24	35.96	8.94	-	44.90	51.34	60.28
Office Equipments	63.06	0.46	-	63.52	23.67	17.54	-	41.21	22.31	39.39
Office Premises	128.72	-	-	128.72	30.04	1.51	-	31.55	97.17	98.68
Computers*	43.25	1.83	-	45.07	41.37	1.42	-	42.79	2.29	1.88
Motor Bike	0.51	-	-	0.51	0.01	0.00	-	0.01	0.49	0.50
Sub total - A	8,266.83	93.15	-	8,359.98	1,566.65	198.47	-	1,765.11	6,594.86	6,700.18
Intangible asset										
Software*	46.55	2.38	-	48.94	22.22	6.27	-	28.49	20.45	24.33
Sub total - B	46.55	2.38	-	48.94	22.22	6.27	-	28.49	20.45	24.33
Total	8,313.38	95.53	-	8,408.91	1,588.87	204.74	-	1,793.61	6,615.31	6,724.51
*Regrouped										



BharatWire Ropes Limited

Annexure - 18: Statement of Fixed Assets, as Restated (Continued)

As at March 31, 2014

(Rupees in Lacs)

Description	Gross Block				Depreciation/Amortization				Net Block	
	As at April 1, 2013	Additions	Deductions	As at March 31, 2014	As at April 1, 2013	For the year	Deductions	As at March 31, 2014	As at March 31, 2014	As at March 31, 2013
Tangible assets										
Land	3,261.63	-	-	3,261.63	-	-	-	-	3,261.63	3,261.63
Factory Buildings	844.09	-	-	844.09	256.92	28.14	-	285.06	559.03	587.17
Plant and Machineries	3,492.36	162.08	-	3,654.44	952.36	169.67	-	1,122.03	2,532.41	2,540.00
Furniture and Fixtures	173.06	1.83	-	174.88	17.26	11.23	-	28.50	146.38	155.79
Motor Vehicles	90.02	8.22	2.00	96.24	25.85	10.71	0.60	35.96	60.28	64.17
Office Equipments	60.43	2.63	-	63.06	20.27	3.40	-	23.67	39.39	40.16
Office Premises	128.72	-	-	128.72	27.95	2.10	-	30.04	98.68	100.78
Computers	86.31	3.49	-	89.80	49.05	14.54	-	63.59	26.21	37.26
Motor Bike	-	0.51	-	0.51	-	0.01	-	0.01	0.50	-
Total	8,136.63	178.76	2.00	8,313.38	1,349.67	239.80	0.60	1,588.87	6,724.51	6,786.96

As at March 31, 2013

(Rupees in Lacs)

Description	Gross Block				Depreciation/Amortization				Net Block	
	As at April 1, 2012	Additions	Deductions	As at March 31, 2013	As at April 1, 2012	For the year	Deductions	As at March 31, 2013	As at March 31, 2013	As at March 31, 2012
Tangible Assets										
Land	3,252.20	9.43	-	3,261.63	-	-	-	-	3,261.63	3,252.20



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Annexure - 18: Statement of Fixed Assets, as Restated (Continued)

Factory Buildings	844.09	-	-	844.09	227.76	29.16	-	256.92	587.17	616.34
Plant and Machineries	2,689.75	802.61	-	3,492.36	799.33	153.03	-	952.36	2,540.00	1,890.42
Furniture and Fixtures	39.33	133.73	-	173.06	11.31	5.95	-	17.26	155.79	28.01
Motor Vehicles	97.83	-	7.81	90.02	16.92	10.99	2.06	25.85	64.17	80.90
Office equipments	58.17	2.26	-	60.43	17.45	2.83	-	20.27	40.16	40.73
Office Premises	128.72	-	-	128.72	25.85	2.10	-	27.95	100.78	102.88
Computers	85.77	0.54	-	86.31	35.13	13.93	-	49.05	37.26	50.65
Total	7,195.87	948.56	7.81	8,136.63	1,133.74	217.98	2.06	1,349.67	6,786.96	6,062.13

As at March 31, 2012

(Rupees in Lacs)

Description	Gross Block				Depreciation/Amortization				Net Block	
	As at April 1, 2011	Additions	Deductions	As at March 31, 2012	As at April 1, 2011	For the year	Deductions	As at March 31, 2012	As at March 31, 2012	As at March 31, 2011
Tangible assets										
Land	295.20	2,957.00	-	3,252.20	-	-	-	-	3,252.20	295.20
Factory Buildings	772.48	71.61	-	844.09	200.69	27.07	-	227.76	616.34	571.79
Plant and Machineries	1,731.57	1,016.08	57.90	2,689.75	711.40	96.17	8.24	799.33	1,890.42	1,020.17
Furniture and Fixtures	36.71	2.61	-	39.33	8.88	2.43	-	11.31	28.01	27.83
Motor Vehicles	40.78	57.04	-	97.83	8.10	8.83	-	16.92	80.90	32.69
Office Equipments	52.50	5.67	-	58.17	14.79	2.66	-	17.45	40.73	37.71
Office Premises	128.72	-	-	128.72	23.75	2.10	-	25.85	102.88	104.97
Computers	82.57	3.20	-	85.77	21.58	13.54	-	35.13	50.65	60.99
Total	3,140.55	4,113.22	57.90	7,195.87	989.19	152.80	8.24	1,133.74	6,062.13	2,151.36



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Annexure - 18: Statement of Fixed Assets, as Restated (Continued)

As at March 31, 2011

(Rupees in Lacs)

Description	Gross Block				Depreciation/Amortization				Net Block	
	As at April 1, 2010	Additions	Deductions	As at March 31, 2011	As at April 1, 2010	For the year	Deductions	As at March 31, 2011	As at March 31, 2011	As at March 31, 2010
Tangible Assets										
Land at Atgaon	190.08	105.13	-	295.20	-	-	-	-	295.20	190.08
Factory Building	733.42	39.06	-	772.48	175.83	24.86	-	200.69	571.79	557.59
Office Premises	128.72	-	-	128.72	21.65	2.10	-	23.75	104.97	107.07
Plant and Machinery	1,519.55	223.10	11.07	1,731.57	642.54	73.88	5.03	711.40	1,020.17	877.00
Furniture and Fixtures	16.45	20.27	-	36.71	7.67	1.22	-	8.88	27.83	8.78
Office and Factory Equipments	42.28	10.22	-	52.50	13.28	1.51	-	14.79	37.71	29.00
Computers	18.50	64.07	-	82.57	16.59	4.99	-	21.58	60.99	1.91
Vehicles	10.86	29.92	-	40.78	5.46	2.64	-	8.10	32.69	5.40
Total	2,659.85	491.77	11.07	3,140.55	883.01	111.20	5.03	989.19	2,151.36	1,776.84



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Annexure - 18: Statement of Fixed Assets, as Restated (Continued)

As at March 31, 2010

(Rupees in Lacs)

Description	Gross Block				Depreciation/Amortization				Net Block	
	As at April 1, 2009	Additions	Deductions	As at March 31, 2010	As at April 1, 2009	For the year	Deductions	As at March 31, 2010	As at March 31, 2010	As at March 31, 2009
Tangible Assets										
Land at Atgaon	190.08	-	-	190.08	-	-	-	-	190.08	190.08
Factory Building	683.23	50.19	-	733.42	148.91	26.92	-	175.83	557.59	534.32
Office Premises	138.83	-	10.10	128.72	18.04	4.72	1.11	21.65	107.07	120.79
Plant and Machinery	1,507.78	11.76	-	1,519.55	570.69	71.85	-	642.54	877.00	937.09
Furniture and Fixtures	12.29	4.15	-	16.45	6.62	1.04	-	7.67	8.78	5.67
Office and Factory Equipments	33.79	8.49	-	42.28	10.94	2.33	-	13.28	29.00	22.85
Computers	15.97	2.53	-	18.50	13.59	3.00	-	16.59	1.91	2.38
Vehicles	8.71	2.15	-	10.86	3.70	1.76	-	5.46	5.40	5.02
Sub Total-A	2,590.69	79.26	10.10	2,659.85	772.50	111.63	1.11	883.01	1,776.84	1,818.19
Intangible Asset										
Goodwill*	199.51	-	199.51	-	-	-	-	-	-	199.51
Sub Total-B	199.51	-	199.51	-	-	-	-	-	-	199.51
Total (A+B)	2,790.20	79.26	209.62	2,659.85	772.50	111.63	1.11	883.01	1,776.84	2,017.71

* Refer Annexure - 35



BharatWire Ropes Limited

Annexure - 19: Statement of Capital work-in-progress, as Restated

(Rupees in Lacs)

Particulars	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
For Chaliswaon Project						
Premium for leasehold land						
Opening Balance	307.72	311.01	-	-	-	-
Expenses incurred during the year	-	-	312.30	-	-	-
Lease Premium amortized during the year	7.31	3.29	1.29	-	-	-
Balance in Lease Hold Premium (A)	300.41	307.72	311.01	-	-	-
Plant and Machinery (Reusable Plant) (B)	-	0.36	-	702.48	28.05	-
Other Expenses						
Opening Balance	477.90	181.90	-	-	-	-
Expenses incurred during the year						
Lease Premium Amortized	7.31	3.29	1.29	-	-	-
Additions during the year	267.03	292.72	180.61	-	-	-
Total of Other Expenses (C)	752.24	477.90	181.90	-	-	-
Closing Balance (A+B+C)	1,052.65	785.99	492.91	702.48	28.05	-

Annexure - 20: Statement of Long-term loans and advances, as Restated

(Rupees in Lacs)

Particulars	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
Unsecured, considered good						
Capital Advances	23.08	20.00	49.00	10.65	17.26	-
Security deposits	31.35	44.45	51.72	80.16	18.05	15.56
Total	54.43	64.45	100.72	90.80	35.31	15.56



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Annexure - 21: Statement of Current Investments, Restated

(Rupees in Lacs)

Particulars	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
Investments in Bonds (Valued at cost)	-	-	-	-	-	-
8, 9.84% Air India Bond of Rs. 10 Lacs each fully paid up	-	-	83.60	-	-	-
Total	-	-	83.60	-	-	-

Annexure - 22: Statement of Inventories, as Restated

(Rupees in Lacs)

Valued at lower of cost and net realizable value

Particulars	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
Raw Materials	1,313.92	1,327.64	1,245.84	1,200.07	1,804.67	1,237.19
Work in Progress	2,110.35	2,103.05	2,113.87	1,493.91	2,293.09	464.49
Finished Goods	62.87	37.42	28.08	92.63	51.57	171.89
Stores and Spares	97.31	115.58	87.46	67.86	-	-
Packing Materials	14.57	35.38	18.31	8.67	-	-
Goods in Transit	100.24	85.78	-	14.73	-	-
Total	3,699.26	3,704.85	3,493.55	2,877.87	4,149.32	1,873.57



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Annexure - 23: Statement of Trade Receivables, as Restated

(Rupees in Lacs)

Particulars	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
Unsecured, considered good						
Trade receivables outstanding for a period exceeding six months from the date they were due for payment	253.29	401.45	522.44	325.55	450.29	-
Others (Within Six Months from the date they were due for payments)	2,138.95	1,831.42	1,534.02	1,877.59	2,067.64	2,576.49
Total	2,392.24	2,232.86	2,056.46	2,203.14	2,517.93	2,576.49

Annexure - 24: Statement of Cash and Bank Balances, as Restated

(Rupees in Lacs)

Particulars	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
Cash and Cash equivalents						
Balances with Bank						
(i) In current accounts	7.17	14.10	657.35	109.46	16.57	0.42
(ii) Deposit with original maturity of less than three months	-	-	-	1,000.00	3.16	3.16
Cash on hand	15.34	7.57	1.01	1.72	1.40	0.57
Other Bank Balances						
Deposit with original maturity for more than 12 months	31.41	0.25	0.25	0.25	0.25	0.25
Margin Money Deposit*	136.44	163.98	181.53	146.31	330.91	77.04
Total	190.36	185.90	840.13	1,257.73	352.29	81.44

* Secured against Bank Guarantees/Letter of Credit



BharatWire Ropes Limited

Annexure - 25: Statement of Short-Term Loans and Advances, as Restated

(Rupees in Lacs)

Particulars	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
Unsecured, considered good						
Advances to Suppliers	26.14	74.42	93.17	248.12	113.99	48.01
Other Advances	6.65	13.54	67.30	77.77	55.12	13.16
Total	32.79	87.97	160.47	325.88	169.11	61.17

Annexure - 26: Statement of Other Current Assets, as Restated

(Rupees in Lacs)

Particulars	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
Prepaid Expenses	17.30	11.46	11.65	5.78	9.68	0.03
Balance with Government Authorities	358.82	374.75	572.82	704.13	944.12	702.38
Interest accrued	11.98	11.65	16.00	7.33	11.06	2.58
Deposit	10.45	11.23	35.90	42.70	58.12	47.91
Insurance Claim Receivable	2.11	-	-	-	-	-
Gratuity Receivable	-	-	-	-	-	4.43
Total	400.66	409.08	636.37	759.93	1,022.98	757.33

Annexure - 27: Statement of Revenue from Operations, as Restated

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Revenue from operations						
Sale of products						
Finished goods	5,943.82	7,426.38	6,459.62	7,996.78	8,010.57	8,740.10
Traded goods	1,315.01	1,317.77	1,476.20	147.83	-	-
Other operating revenue						



BharatWire Ropes Limited

Annexure - 27: Statement of Revenue from Operations, as Restated (Continued)

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Scrap Sales	7.64	41.52	18.60	87.79	130.71	-
Other (Work Contract)	-	-	-	165.00	240.48	696.94
Export Benefits	17.45	32.05	33.39	30.77	13.36	49.06
Incentive From DIC	71.11	-	-	-	-	-
Revenue from operations (gross)	7,355.04	8,817.71	7,987.80	8,428.18	8,395.12	9,486.09
Less: Excise duty	570.65	594.35	647.30	725.92	697.80	473.15
Revenue from operations (net)	6,784.38	8,223.36	7,340.50	7,702.26	7,697.32	9,012.94

Product-wise summary of Sales

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Wire Ropes, Stranded Wire and Slings Items	5,358.29	6,864.14	6,452.23	7,213.69	7,443.49	8,266.95
Traded Goods - Steel Related Products	1,315.01	1,317.77	1,476.20	147.83	-	-
Carbon Black Sales	3.73	1.19	-	-	-	-
Other Sales - WCT	-	-	-	1,035.89	240.48	696.94
Fuel Oil Sales	15.87	6.61	-	-	-	-
Iron Scrap Sales	2.93	1.60	-	-	-	-
Total	6,695.82	8,191.31	7,928.42	8,397.41	7,683.96	8,963.89



Annexure - 28: Statement of Other Income, as Restated

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Interest Income	-	2.01	64.11	-	-	17.12
Net gain on Sale of Investments	-	4.12	35.11	-	-	-
Interest on Income Tax Refund	-	-	-	-	2.19	0.87
Rent Received	-	-	-	-	-	31.29
Miscellaneous Income	-	-	-	-	-	134.85
Total	-	6.12	99.22	-	2.19	184.13

Annexure - 29: Statement of Cost of Material Consumed, as Restated

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Inventory at the beginning of the year	1,564.38	1,351.60	1,276.59	1,804.67	1,237.19	427.49
Add: Purchases	3,348.26	4,631.38	4,100.30	3,800.07	7,613.94	7,892.25
Less : Inventory at the end of the year	1,526.04	1,564.38	1,351.60	1,276.59	1,804.67	1,237.19
Total	3,386.60	4,418.60	4,025.29	4,328.15	7,046.46	7,082.56



BharatWire Ropes Limited

Product-wise summary of Purchases

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Wire Rods, Wire and Wire related items	2,674.67	3,823.11	3,486.07	3,189.89	6,848.16	7,582.16
Consumables	79.63	225.19	159.67	122.92	188.40	-
Packing Material	108.61	229.76	182.76	203.72	171.13	101.03
Custom Duty	89.12	64.65	88.49	37.26	178.83	209.07
Others	396.23	288.66	183.33	246.29	227.41	-
Total	3,348.26	4,631.38	4,100.30	3,800.07	7,613.94	7,892.25

Annexure - 30: Statement of Purchases of Traded Goods, as Restated

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Steel related products	1,311.52	1,313.62	1,454.67	144.40	-	-
Total	1,311.52	1,313.62	1,454.67	144.40	-	-

Annexure - 31: Statement of Changes in inventory of Finished Goods, Work-in-Progress and Stock in Trade, as Restated

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Inventories at the beginning of the year						
Finished goods	37.42	28.08	107.36	51.57	171.89	120.83
Work-in-progress	2,103.05	2,113.87	1,493.91	2,293.09	464.49	181.25
	2,140.47	2,141.95	1,601.27	2,344.66	636.38	302.09



BharatWire Ropes Limited

Annexure - 31: Statement of Changes in inventory of Finished Goods, Work-in-Progress and Stock in Trade, as Restated (Continued) (Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Inventories at the end of the year						
Finished goods	62.87	37.42	28.08	107.36	51.57	171.89
Work-in-progress	2,110.35	2,103.05	2,113.87	1,493.91	2,293.09	464.49
	2,173.22	2,140.47	2,141.95	1,601.27	2,344.66	636.38
Less : Increase/(Decrease) In Excise Duty on Finished Goods	7.84	1.18	(8.72)	(7.00)	(4.82)	-
Total	(24.92)	2.67	(549.39)	750.38	(1,703.46)	(334.30)

Annexure - 32: Statement of Employee Benefit Expenses, as Restated (Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Salaries, wages, allowance and other benefits	693.46	789.54	714.56	621.59	394.50	236.30
Contribution to provident fund and other funds	26.72	27.80	24.16	22.89	16.26	12.81
Staff Welfare Expenses	10.17	14.91	16.57	18.92	26.16	15.56
Total	730.34	832.25	755.29	663.40	436.91	264.67



BharatWire Ropes Limited

Annexure - 33: Statement of Finance Cost, as Restated

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Interest	295.82	316.21	358.41	335.74	194.96	89.15
Bank Charges	36.30	30.90	38.56	36.92	57.14	61.99
Net gain / (loss) on Foreign currency transaction and translation	(15.75)	67.37	92.72	55.04	(0.32)	1.32
Total	316.38	414.48	489.69	427.70	251.78	152.46

Annexure - 34: Statement of Other Expenses, as Restated

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Power and Electricity Charges	129.94	157.57	146.19	111.38	67.85	153.02
Freight Forwarding Charges	235.17	327.13	333.36	264.20	374.16	492.66
Rent, Rates and Taxes (Net)	23.01	18.72	37.92	16.28	12.57	17.92
Repair and Maintenance	46.51	57.08	52.66	114.06	31.51	149.30
Commission on Sales	26.75	52.90	31.84	38.32	38.55	76.34
Loss on Contractual Obligation	-	-	-	-	-	100.00
Travelling Expense	24.49	47.11	48.53	27.65	41.24	41.76
Communication Expenses	7.70	13.49	11.19	13.10	11.85	15.18
Printing and Stationery	4.82	6.90	11.69	9.32	8.52	10.94
Professional Fees and Consultancy Charges	18.79	18.92	39.33	16.98	15.09	15.11
Audit Fees	-	0.50	0.50	0.50	0.50	0.42
Office and Factory General Expenses	6.60	8.50	9.52	8.64	15.88	20.34
Security Charges	12.96	15.94	20.69	12.05	14.59	14.76
Inspection and Testing Charges	9.23	12.46	10.77	12.89	4.40	12.29
Insurance	13.04	10.89	9.23	8.87	3.25	4.23



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Annexure - 34: Statement of Other Expenses, as Restated (Continued)

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Bad Debts	-	-	22.39	229.82	592.39	-
Donation	-	-	-	-	1.00	12.38
(Profit)/Loss On Sale of Fixed Assets	-	(0.16)	4.68	11.15	0.28	-
Quality Claim (Sales)	5.08	3.01	7.04	-	-	-
Filing Fees For Increase In Authorized Capital	-	-	-	11.90	-	0.06
Miscellaneous Expenses	27.43	14.24	32.09	27.07	61.32	176.03
Total	591.50	765.22	829.62	934.18	1,294.95	1,312.74

Annexure - 35: Statement of Extraordinary Item, as Restated

Pursuant to Accounting Standard 26 – “Intangible Assets”, the Purchased goodwill in the balance sheet as at March 31, 2009 is written off during the year.

Annexure - 36: Statement of Basic and Diluted Earnings Per Share, as Restated

For the purpose of calculation of Basic and Diluted Earning Per Share the following amounts are considered:

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Basic Earnings Per Share						
Net Profit after tax (A)	170.29	150.34	147.54	214.08	177.49	210.70
Weighted average number of equity shares (Nos.) (B)	29,396,693	29,396,693	29,396,693	12,928,593	12,559,400	12,559,400
Basic Earnings Per Share of face value of Rs.10/- each (A)/(B)	0.58	0.51	0.50	1.66	1.41	1.68
Diluted Earnings Per Share						



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Annexure - 36: Statement of Basic and Diluted Earnings Per Share, as Restated (Continued)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Amount available for calculation of Diluted EPS (A)	170.29	150.34	147.54	214.08	177.49	210.70
Weighted average number of Equity shares (Nos.)	29,396,693	29,396,693	29,396,693	12,928,593	12,559,400	12,559,400
Number of Shares used for calculating Diluted EPS (B)	29,396,693	29,396,693	29,396,693	12,928,593	12,559,400	12,559,400
Diluted Earnings Per Share of face value of Rs.10/- each (A)/(B)	0.58	0.51	0.50	1.66	1.41	1.68

Annexure - 37: Statement of Contingent Liabilities not provided for, as Restated

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Performance Guarantees/Bid Bond given by banks to Company's customers / Government authorities etc.	193.51	421.23	431.30	445.32	330.91	-
Disputed Income Tax	197.64	197.64	40.84	13.27	13.27	-
Disputed Installment of Deferred Sales Tax Loan under Package Scheme of Incentive 1993	102.37	309.75	-	-	-	-
Total	493.52	928.63	472.14	458.59	344.18	-



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Annexure - 38: Statement of Capital and other commitments not provided for, as Restated

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Contract remaining to be executed on Capital accounts	62.48	62.48	-	-	136.41	-
Total	62.48	62.48	-	-	136.41	-

Annexure - 39: Statement of Disclosures pursuant to adoption of Accounting Standard 15 (Revised 2005) Employee Benefits, as Restated

The Employees gratuity fund scheme managed by Life Insurance Corporation is a defined benefit plan. The present value of obligation is based on actuarial valuation using the projected unit credit method. The obligation for leave encashment is recognized in the same manner as gratuity.

Defined benefit plan

Details of defined benefit plan of Gratuity (Funded) and Leave Encashment (Non-Funded) are as follows:

Actuarial assumptions

Economic assumptions

Major assumptions	2014-15(%p.a.)	2014(%p.a.)	2013(%p.a.)	2012(%p.a.)	2011(%p.a.)	2010(%p.a.)
Discount rate (p.a.)	7.75	9.00	8.00	8.00	8.00	-
Salary escalation rate	5.00	5.00	5.00	5.00	5.00	-

Demographic assumptions

Major assumptions



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Mortality	Indian Assured Lives Mortality (2006-08) Ultimate is used for purpose of Valuation.
Retirement age	60 years for all staff and workers
Attrition rate	2% up to age 44 and 1% thereafter

Expenses recognized in the statement of profit and loss

(Rupees in Lacs)

Particulars	Gratuity (Funded)	Gratuity (Funded)	Gratuity (Funded)	Gratuity (Funded)	Gratuity (Funded)	Gratuity (Funded)
	January 2015	March 2014	March 2013	March 2012	March 2011	March 2010
Current service cost	8.69	6.48	5.87	5.13	4.06	-
Interest cost	3.04	-	2.16	1.83	1.51	-
Expected return on plan assets	(0.28)	-	(0.32)	(0.22)	(0.18)	-
Net actuarial (gain)/loss recognized	5.27	29.92	6.06	(11.12)	(1.56)	-
Expenses recognized in the statement of profit and loss	16.72	36.40	13.77	(4.39)	3.83	-

(Rupees in Lacs)

Particulars	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)
	January 2015	March 2014	March 2013	March 2012	March 2011	March 2010
Current service cost	2.63	1.66	-	-	-	-
Interest cost	0.53	-	-	-	-	-
Expected return on plan assets	-	-	-	-	-	-
Net actuarial (gain)/loss recognized	8.90	5.43	-	-	-	-
Expenses recognized in the statement of profit and loss	12.06	7.09	-	-	-	-



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Present value of defined benefit obligation and the fair value of assets

(Rupees in Lacs)

Particulars	Gratuity (Funded)	Gratuity (Funded)	Gratuity (Funded)	Gratuity (Funded)	Gratuity (Funded)	Gratuity (Funded)
	January 2015	March 2014	March 2013	March 2012	March 2011	March 2010
Present value of obligation as at 31 March	57.55	40.54	41.07	18.71	22.87	-
Fair value of plan assets as at 31 March	4.42	4.14	4.14	3.15	2.21	-
Liability recognized in the balance sheet	53.13	36.40	36.93	15.56	20.66	-

(Rupees in Lacs)

Particulars	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)
	January 2015	March 2014	March 2013	March 2012	March 2011	March 2010
Present value of obligation as at 31 March	11.53	7.09	-	-	-	-
Fair value of plan assets as at 31 March	-	-	-	-	-	-
Liability recognized in the balance sheet	11.53	7.09	-	-	-	-

Change in the present value of obligation

(Rupees in Lacs)

Particulars	Gratuity (Funded)	Gratuity (Funded)	Gratuity (Funded)	Gratuity (Funded)	Gratuity (Funded)	Gratuity (Funded)
	January 2015	March 2014	March 2013	March 2012	March 2011	March 2010
Present value of obligation as at 1 April	-	-	26.98	22.87	18.86	-
Current service cost	6.48	6.48	5.87	5.13	4.06	-
Interest cost	-	-	2.16	1.83	1.51	-
Benefits paid	(4.73)	(4.73)	-	-	-	-
Actuarial (gain)/loss on obligations	38.79	38.79	6.06	(11.12)	(1.56)	-
Present value of obligation as at March 31	40.54	40.54	41.07	18.71	22.87	-



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(Rupees in Lacs)

Particulars	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)
	January 2015	March 2014	March 2013	March 2012	March 2011	March 2010
Present value of obligation as at 1 April	7.09	-	-	-	-	-
Current service cost	2.63	1.66	-	-	-	-
Interest cost	0.53	-	-	-	-	-
Benefits paid	(7.63)	-	-	-	-	-
Actuarial (gain)/loss on obligations	8.90	5.43	-	-	-	-
Present value of obligation as at March 31	11.53	7.09	-	-	-	-

Change in fair value of plan assets

(Rupees in Lacs)

Particulars	Gratuity (Funded)	Gratuity (Funded)	Gratuity (Funded)	Gratuity (Funded)	Gratuity (Funded)	Gratuity (Funded)
	January 2015	March 2014	March 2013	March 2012	March 2011	March 2010
Fair value of plan assets as at 1 April	4.14	-	3.15	2.21	2.03	-
Expected return on plan assets	0.28	-	0.32	0.22	0.18	-
Actuarial gain/(loss) on plan assets	1.88	8.87	-	-	-	-
Contributions	-	-	0.68	0.71	-	-
Benefits paid	(1.88)	(4.73)	-	-	-	-
Fair value of plan assets as at March 31	4.42	4.14	4.14	3.15	2.21	-



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(Rupees in Lacs)

Particulars	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)	Leave Encashment (Unfunded)
	January 2015	March 2014	March 2013	March 2012	March 2011	March 2010
Fair value of plan assets as at 1 April	-	-	-	-	-	-
Expected return on plan assets	-	-	-	-	-	-
Actuarial gain/(loss) on plan assets	-	-	-	-	-	-
Contributions	-	-	-	-	-	-
Benefits paid	-	-	-	-	-	-
Fair value of plan assets as at March 31	-	-	-	-	-	-

Note - Leave Encashment provision up to the year 2012-13 is not made based upon Actuarial valuation techniques.

Annexure - 40: Statement of CIF Value of Import, as Restated

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Raw material	967.85	682.00	817.82	341.75	2,670.17	-
Components & Spare Parts	-	1.59	2.74	0.42	-	-
Capital goods	-	-	-	625.44	-	-
Total	967.85	683.59	820.55	967.60	2,670.17	-



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Annexure - 41: Statement of Expenditure in Foreign Currency, as Restated

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Travelling Expenses	7.25	7.91	5.19	2.47	2.14	-
Total	7.25	7.91	5.19	2.47	2.14	-

Annexure - 42: Statement of Earnings in Foreign Currency, as Restated

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Export of Goods(On F.O.B. basis)	1,442.77	1,147.24	1,370.84	830.29	611.89	-
Total	1,442.77	1,147.24	1,370.84	830.29	611.89	-

Annexure - 43: Statement of Disclosure in respect of Micro Small & Medium Enterprises Development Act, 2006, as Restated

There are no dues to Micro, Small and Medium Enterprises as defined under “The Micro, Small and Medium Enterprises Development Act, 2006” as at January 31,2015, March 31, 2014, March 31, 2013, March 31, 2012, March 31, 2011 and March 31, 2010. This information has been determined to the extent such parties have been identified on the basis of the information available with the Company.



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Annexure - 44: Statement of Disclosure as required by Accounting Standard AS-18 'Related Party Disclosure' in respect of transactions for the year, as Restated

2015	2014	2013	2012	2011	2010
Key Management Personnel :	Key Management Personnel :	Key Management Personnel :	Key Management Personnel :	Key Management Personnel :	Key Management Personnel :
Dr. Sharwan Kumar Mittal	Dr. Sharwan Kumar Mittal	Dr. Sharwan Kumar Mittal	Dr. Sharwan Kumar Mittal	Dr. Sharwan Kumar Mittal	Dr. Sharwan Kumar Mittal
Mr. M L Mittal	Mr. M L Mittal	Mr. M L Mittal	Mr. M L Mittal	Mr. M L Mittal	Mr. Sushil Radheyshyam Sharda
Mr. Mayank Mittal	Mr. Mayank Mittal	Mr. Mayank Mittal	Mr. Mayank Mittal	Mr. Mayank Mittal	Mr. M L Mittal
Mr. Sushil Radheyshyam Sharda	Mr. Sushil Radheyshyam Sharda	Mr. Sushil Radheyshyam Sharda	Mr. Sushil Radheyshyam Sharda	Mr. Sushil Radheyshyam Sharda	Mr. Mayank Mittal
Mr. Raj Kumar Jain	Mr. Raj Kumar Jain	Mr. Raj Kumar Jain	Mr. Raj Kumar Jain	Mr. Braja Kishore Mishra	
Mr. N Balasubramanium	Mr. N Balasubramanium	Mr. N Balasubramanium	Mr. N Balasubramanium		
Mr. Sumit Kumar Modak	Mr. Sumit Kumar Modak	Mr. Sumit Kumar Modak			
Mr. Venkateshwara Rao Kandikuppa	Mr. Venkateshwara Rao Kandikuppa	Mr. Venkateshwara Rao Kandikuppa			

B. List of related parties

Gaji Mercantile Private Limited (Holding Company)



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Gyan Shankar Investment and Trading Company Private Limited.

C. Transactions with related parties during the year are as follows:

(Rupees in Lacs)

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Receipt of Share Application Money	-	-	-	-	-	-
Gaji Mercantile Private Limited	-	-	-	3,000.00	200.00	-
Receipt of Unsecured Loan	-	-	-	-	-	-
Gaji Mercantile Private Limited	-	-	5.00	255.00	-	-
Receipts of Inter Corporate Deposits	-	-	-	-	-	-
Gyan Shankar Investment and Trading Company Private Limited	-	-	149.00	-	510.00	-
Repayments of Inter Corporate Deposits along with Interest	-	-	-	-	-	-
Gyan Shankar Investment and Trading Company Private Limited	-	-	490.72	-	205.18	-
Repayment of Share Application Money	-	-	-	-	-	-
Gaji Mercantile Private Limited	-	-	260.00	-	-	-
Interest Paid/Provided on Intercorporate Deposits	-	-	-	-	200.00	-
Gyan Shankar Investment and Trading Company Private Limited	-	-	36.72	36.70	2.23	-
Salaries and other allowance paid to:	-	-	-	-	-	-
Dr. Sharwan Kumar Mittal	7.50	9.00	9.00	9.00	6.75	-
Mr M L Mittal	27.50	33.00	33.00	12.38	-	-



BharatWire Ropes Limited

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Mr Mayank Mittal	18.34	25.40	25.40	20.83	-	-
Mr. Sushil Radheyshyam Sharda	19.44	23.33	23.33	23.04	17.28	-
Mr. Sumit Kumar Modak	15.62	13.92	18.11	-	-	-
Venkateshwara Rao Kandikuppa	19.70	21.89	20.23	-	-	-

D Balance outstanding at the end of the year:

(Rupees in Lacs)

Particulars	As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
Gaji Mercantile Private Limited	-	-	-	255.00	-	-
Gyan Shankar Investment and Trading Company Private Limited	-	-	-	305.00	307.05	-

Annexure - 45: Statement of Lease Accounting, as Restated

(Rupees in Lacs)

1. The Company leases the office premises under operating lease agreements that are renewable on periodic basis at the option of both lessor and lessee. The initial tenure of lease was for five years.

Particulars	For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Lease Rental charged for the year	53.79	70.24	63.28	-	-	-
Future Lease Rental obligations payable	-	-	-	-	-	-
Not later than one year	64.55	64.55	75.94	-	-	-
Later than one year but not later than five years	75.30	187.31	269.57	-	-	-
Later than five years	-	-	-	-	-	-



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2. The Company has paid Rs. 312.00 Lacs as Premium for acquiring Leasehold land at Chalisgoan Industrial area. The initial tenure of Lease is 95 Years. The premium so paid will be amortized over lease period.

Annexure - 46: Details of Capital Reserve and Investment Allowance Reserve, as Restated

Company has not revalued its assets in the last five years. However, It is observed that Capital Reserve on revaluation of Assets of Rs 2.40 Lacs and Investment allowance reserve of Rs. 45.60 Lacs appearing in the audited balance sheet as on March 31, 2004(last available original audited financial statement with current management) signed by previous statutory auditor, dated October 14, 2004, and Capital Reserve on revaluation of Assets of Rs 45.60 Lacs and Investment allowance reserve of Rs. 2.40 Lacs appearing in audited balance sheet as on March 31, 2005 also signed by same statutory auditor, dated October 19, 2005. This same amount with different nomenclature reclassified in subsequent audited balance sheets, and is appearing as capital reserve in audited balance sheet as on January 31, 2015.

Due to limited availability of appropriate, complete and reliable records, actual amount of revaluation reserve, year of creation and break up of assets which had been revalued are not ascertainable. Hence no effect of reversal of reserve to the extent of depreciation on revalued assets have been made to depreciation, assets and revaluation reserve in any of the restated period, which may have resulted in understatement of profitability of every year to that extent.

The quantum of understatement of profit, which is not material due to size of reserve/ age of reserve, is not accurately ascertainable since correct details about year of revaluation, amount of revaluation and assets on which revaluation has been made are not available with current management of the company.

However in the calculation of Net Worth, book value per equity share we are considering share capital and reserve & surplus excluding above mentioned capital reserve of Rs. 48 Lacs.

Annexure - 47: Statement of Material Regroupings, as Restated

Financial statements for the year ended March 31, 2010 and March 31, 2011 were prepared as per Schedule VI of Companies Act, 1956 (Old). The Schedule III of Companies Act, 2013 became effective from April 1, 2014 and Revised Schedule VI became effective from April 1, 2011 for the preparation of Financial Statements. Hence, Financial Statements for the year ended March 31, 2010 and March 31, 2011 are prepared in accordance with Schedule III (Revised Schedule VI). Figures in the restated financials have been regrouped/reclassified wherever necessary to correspond with the Schedule III (Revised Schedule VI) classification/disclosure.



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Annexure - 48: Statement of Accounting Ratios, as Restated

Particulars		As at January 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012	As at March 31, 2011	As at March 31, 2010
Net Profit after tax as restated (Rupees in Lacs)	A	170.29	150.34	147.54	214.08	177.49	210.70
Number of equity shares outstanding as at the end of the year / period	B	29,396,693	29,396,693	29,396,693	29,396,693	12,559,400	12,559,400
Weighted Average number of equity shares Outstanding during the year / period considered for Basic EPS	C	29,396,693	29,396,693	29,396,693	12,928,593	12,559,400	12,559,400
Weighted Average number of equity shares Outstanding during the year / period considered for Diluted EPS	D	29,396,693	29,396,693	29,396,693	12,928,593	12,559,400	12,559,400
Net Worth (Rupees in Lacs)	E	7,031.50	6,866.71	6,716.37	6,568.82	2,355.25	2,177.76
Earning Per Share (EPS)							
Basic EPS (Rupees)	(A/C)	0.58	0.51	0.50	1.66	1.41	1.68
Diluted EPS (Rupees)	(A/D)	0.58	0.51	0.50	1.66	1.41	1.68
Return on Net Worth (%)	(A/E)	2.42	2.19	2.20	3.26	7.54	9.68
Net Asset Value per Equity Share (Rupees)	(E/B)	23.92	23.36	22.85	22.35	18.75	17.34

Notes:

The Ratio has been computed as below:

(a) Earnings per share (Rupees)	$\frac{\text{Net Profit after Tax as Restated}}{\text{Weighted Average number of Equity shares outstanding during the year}}$
(b) Return On Net Worth (%)	$\frac{\text{Net Profit after Tax as Restated}}{\text{Net Worth as Restated}}$



(c) Net Asset Value per Share (Rupees) Net Worth as Restated
Number of Equity shares outstanding at end of the year

Annexure - 49: Summary Capitalization Statement, as Restated

(Rupees in Lacs)

Particulars	Pre issue as at January 31, 2015	Post Issue
Debt		
Short - Term Debt (a)	1,929.44	[●]
Long - Term Debt (b)	-	[●]
Total Debt	1,929.44	[●]
Shareholders Funds		
Share Capital	2,939.67	[●]
Reserves	4,139.83	[●]
Total Shareholders Funds(c)	7,079.50	[●]
Long Term Debt/Equity Ratio (b/c)	-	[●]

Notes:

1. The above has been computed on the basis of the Summary Statement of Assets and Liabilities, 'as Restated' as at January 31, 2015.
2. Short term debts represent debts which are due within 12 months from January 31, 2015.
3. The corresponding post IPO capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement.
4. Subsequent to January 31, 2015, there is no change in Issued share capital of the company.



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Annexure - 50: Statement of Tax Shelters, as Restated

(Rupees in Lacs)

Particulars		For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Profit before Tax as restated	A	268.23	242.85	216.57	301.27	261.67	407.82
Applicable Tax Rates for Current Tax	B	32.4450%	30.9000%	30.9000%	32.4450%	33.2175%	30.9000%
Applicable Tax Rates for Deferred Tax (future rates)	C	33.0630%	32.4450%	30.9000%	30.9000%	32.4450%	33.2175%
Tax Expenses at Applicable rate	D	87.03	75.04	66.92	97.75	86.92	126.02
Adjustments:							
Permanent Differences							
Other Adjustments		(4.13)	(8.12)	(2.89)	-	-	(9.39)
Total Permanent Differences	E	(4.13)	(8.12)	(2.89)	-	-	(9.39)
Tax Saving thereon (E*C)	F	(1.36)	(2.63)	(0.89)	-	-	(3.12)
Timing Differences (Cumulative)							
Set off of Carry Forward of Unabsorbed depreciation and business loss		-	-	86.58	-	-	74.97
Difference between book WDV and tax WDV		(1,539.30)	(1,428.26)	(1,347.23)	(1,031.07)	(845.03)	(817.59)
Deduction/disallowance under section 43B of the Income Tax Act on closing Balances		97.70	77.22	68.84	53.83	54.18	0.07
Other Adjustment		-	-	-	-	-	-
Total Adjustment on Timing Difference	G	(1,441.60)	(1,351.04)	(1,191.80)	(977.24)	(790.85)	(742.54)
Tax Saving thereon (Closing) (Cumulative) (G*C)	H	(476.64)	(438.34)	(368.27)	(301.97)	(256.59)	(246.65)

Annexure - 50: Statement of Tax Shelters, as Restated (Continued)

Particulars		For 10 Months ended January 31, 2015	2013-14	2012-13	2011-12	2010-11	2009-10
Tax Saving thereon (Opening) (Cumulative)	I	(438.34)	(368.27)	(301.97)	(256.59)	(246.65)	(49.54)
Tax Saving thereon for the period / year (H-I)	J	(38.29)	(70.08)	(66.30)	(45.38)	(9.94)	(197.12)
Total Tax Saving thereon for the period / year (F+J)	K	(39.66)	(72.71)	(67.19)	(45.38)	(9.94)	(200.23)
Total current tax expense (D+K)	L	47.37	2.33	(0.27)	52.37	76.98	(74.22)
Tax as per provisions of MAT (including Surcharge, Education Cess & Secondary and Higher Education Cess)	M	47.69	50.34	46.06	60.93	36.46	104.81
Current Tax provision for the year - Amount higher of (M) or (N)	N	47.69	50.34	46.06	60.93	76.98	104.81
Increase/(decrease) in tax provision on account of :-							
Cumulative Difference in rate of tax for measurement of Deferred tax (Deferred Tax Liability is recognized at future tax rates viz. a viz. the comparative previous years.)		11.96	-	-	-	(2.75)	-
Current Tax Provision for the year as per restated accounts	O	59.64	50.34	46.06	60.93	74.24	104.81
MAT Credit Entitlement		-	(27.91)	(43.33)	(19.12)	-	(104.81)
Total Current tax		59.64	22.43	2.73	41.81	74.24	-



FINANCIAL INDEBTEDNESS

A. Details of secured borrowings of our Company

Set forth below is a brief summary of our Company's significant outstanding secured borrowings as on June 15, 2015 together with a brief description of certain significant terms of such financing arrangements:

1. Working capital facilities of Rs. 5,500 Lacs pursuant to the working capital consortium agreement dated May 10, 2012 between State Bank of Bikaner & Jaipur (Lead Bank) & Bank of Baroda and reduced to Rs. 5,000 Lacs pursuant to reduction letter dated June 26, 2015 from State Bank of Bikaner and Jaipur, the details for the limits are given below:

Name of the Banks	State Bank of Bikaner and Jaipur (SBBJ)		Bank of Baroda (BoB)	
	FB WC	NFB WC	FB WC	NFB WC
Nature of Loan	FB WC	NFB WC	FB WC	NFB WC
Sanctioned Limit (Rs. in Lacs)	1500.00	1500.00	1000.00	1000.00
Date of Sanction	20-03-15	20-03-15	24-09-2014	24-09-2014
Amount outstanding as on June 15, 2015 (Rs. in Lacs)	1,432.18	* 750.18	724.66	476.11
Rate of Interest p.a.	Base Rate + 3.25%	Bank charges Applicable	Base Rate +3.25%	Bank charges Applicable
Repayment Terms	Repayable up to March 5, 2016 or on demand, subject to rollover		Repayment after 12 months, subject to rollover	
Securities	Note 1		Note 2	

* Includes Buyers credit/ Foreign Guarantee and foreign LC of USD 847729.32 considered @ Rs. 64.09 per USD i.e. Exchange rate of USD into INR on June 15, 2015 and Rs. 206.87 Lacs local bank guarantee.

2. Consortium arrangement through facility agreement dated April 17, 2015 for Term Loan of Rs. 33000 Lacs between Bank of Baroda (Lead Bank), Union Bank of India, Central Bank of India, Vijaya Bank, Corporation Bank, State Bank of Bikaner & Jaipur and Export-Import Bank of India:

Name of the Banks	Bank of Baroda	Union Bank	Central Bank of India	Vijaya Bank	Corporati on Bank	State Bank of Bikaner & Jaipur	Export-Import Bank of India
Nature of Loan	Term Loan	Term Loan	Term Loan	Term Loan	Term Loan	Term Loan	Term Loan
Sanctioned Limit (Rs. in Lacs)	10,000.00	6,000.00	5,000.00	5,000.00	3,000.00	2,500.00	1,500.00
Date of	September	September	April 8,	October 8,	March 18,	November	April 15,



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Sanction	24, 2014	16, 2014	2015	2014	2015	25, 2014	2015
Amount outstanding as on June 15, 2015 (Rs. in Lacs)	120.00	300.00	249.98	250.00	100.00	100.00	NIL
Rate of Interest P.A.	Base Rate + 3.00%	Base Rate + 3.00%	Base Rate + 3.00%	Base rate + 3% p.a. + 0.50% [TP]	Base Rate + 3.00%	Base Rate + 3.00%	LTMLR + 3.00%
Repayment Terms	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3	Note 3
Securities	Note 4	Note 4	Note 4	Note 4	Note 5	Note 4	Note 5

FB : Fund Based

NFB : Non Fund Based

WC : Working Capital

LTMLR : Long Term Minimum Lending Rate

TP: Term Premium

Note 1:

Primary Security:-

First charge on entire current assets (present and future) ranking pari-passu by SBBJ with Bank of Baroda.

Collateral Security:-

Second charge on entire fixed assets of our Company

Personal Guarantee given by Mr. Murarilal Mittal & Mr. Sharwan Kumar Mittal.

Corporate Guarantee by Gaji Mercantile Private Limited.

Note 2:

Security:

- First pari-passu charge of BoB with SBBJ, over entire current assets i.e.: Stock and Book Debts along with SBBJ
- Second charge on entire fixed assets of our Company.
- First pari-passu charge on entire Fixed Assets of our Company including equitable mortgage of factory land & building located at Plot no. 1 to 4, Atgaon Industrial Complex, village – Atgaon, Taluka Shahpur, Mumbai Nashik Road, District – Thane, Maharashtra.
- First pari-passu charge by way of Composite Hypothecation Agreement of entire Machineries, equipments, Electrical Installations, Furniture & Fixtures, Office equipment and other movable fixed assets and entire raw materials, stock in progress, stores and spares, packing materials, finished goods, and book debts of our Company, both present and future, situated at the abovementioned factory/ office.

Personal Guarantee by Mr. Murarilal Mittal

Corporate Guarantee by Gaji Mercantile Private Limited



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Note 3:

Term Loan payable in 20 (twenty) equal quarterly installments commencing from September 2018 as per facility agreement dated April 17, 2015.

Note 4:

Primary:-

First pari passu charge on project fixed assets with other member banks of consortium.

Collateral:-

Second pari passu charge on entire current assets such as Raw Materials, Debtors, book debts and stocks of our Company both present and future.

Personal Guarantee by Mr. Murarilal Mittal.

Corporate Guarantee by Gaji Mercantile Private Limited.

Note 5:

Primary:-

First pari passu charge on all fixed assets with other member banks of consortium.

Collateral:-

Second pari passu charge on entire current assets such as raw materials, debtors, book debts and stocks of our Company both present and future.

Personal Guarantee by Mr. Murarilal Mittal.

Corporate Guarantee by Gaji Mercantile Private Limited.

Our secured financing arrangements contain various restrictive covenants, including an option entitling the lender to cancel credit facility or not to advance remaining outstanding monies, and to recall the monies then due and outstanding by our Company. Further, under certain loan agreements, our Company will be deemed to be in default, if it commits any default with respect to its obligations to other financing institutions.

Under the terms of certain secured financing arrangements, typically, our Company has undertaken not to do any of the following without the prior consent of the lenders, including, *inter alia*:

- a) Effect any change in its capital structure;
- b) Formulate any scheme of amalgamation or reconstruction;
- c) Implement a new scheme of expansion or take up an allied line of business or manufacture.
- d) Undertake any new project, implement any scheme of expansion or acquire fixed assets except those indicated in the funds flow statement submitted to the Banks from time to time and approved by the Banks.
- e) Invest by way of share capital or lend or advance funds to or place deposits with any other concern (including group



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companies); normal trade credit or security deposits in the normal course of business or advances to employees can, however, be extended.

- f) Enter into borrowing arrangement either secured or unsecured with any other bank, financial institution, company or otherwise or accepts deposits apart from the arrangement indicated in the funds flow statements submitted to the Bank from time to time and approved by the Bank.
- g) Undertake any guarantee obligation on behalf of any other company.
- h) Declare dividend for any year out of the profit relating to that year or of the previous years. It is however necessary for the borrower to ensure first that provisions are made and that no repayment obligations remain unmet at the time of making the request from Bank's approval for the declaration of dividend.
- i) Create any charge, lien or encumbrance over its undertaking or any part thereof in favour of any financial institution, bank, company, firm or persons.
- j) Sell, assign, mortgage or otherwise dispose off any of the fixed assets charged to the Bank.
- k) Enter into any contractual obligation of a long term nature or affecting our Company financially to a significant extent.
- l) Permit any transfer of the controlling interest or making any drastic change in the management set-up.
- m) Repay monies brought in by the promoters/ director/ principal shareholders and their friend and relatives by way of deposits/ loan/ advances.
- n) Open current account with any other bank without prior permission of the Banks.
- o) Make any amendments/ modifications or initiate termination proceedings under any of the Project Agreements having material adverse impact on the business/ project.

B. Details of unsecured borrowings of our Company

Sr. No.	Name of Lender	Type of Facility	Amount Outstanding (Rs. In Lacs) as on June 15, 2015	Repayment Schedule	Interest Rate
1	Stellar Credit Private Limited	Inter Corporate Deposit	Rs. 120.00	After re-payment of all the term loan availed by our Company	Average of Base Rate of Bank of Baroda prevailing at the beginning day of the year and closing day of the respective financial year
2	Gyanshankar Investment & Trading Company Private Limited	Inter Corporate Deposit	Rs. 750.00	After re-payment of all the term loan availed by our Company	Average of Base Rate of Bank of Baroda prevailing at the beginning day of the year and closing day of the respective financial year
3	Mentor Capital	Inter Corporate	Rs. 100.00	One year	Interest at the rate 12% per



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	Limited	Deposit		from the Date of availment (Date of Availment is April 8 2015)	annum
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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 196 of the Draft Red Herring Prospectus. You should also read the sections titled “Risk Factors” and “Forward-Looking Statements” beginning on pages 17 and 15, respectively, of the Draft Red Herring 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 ten months period ended January 31, 2015 and financial years ended March 31, 2014, 2013, 2012 and 2011. 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 financial year ends on March 31 of each year. Unless otherwise stated, “financial year” refers to the twelve month period ending March 31 of that year.

Business Overview

We are a wire rope and specialty wires manufacturing company established in the year 1986. We are engaged in manufacturing and sales of wire ropes, structural strands, slings and wires which find its application in in general engineering, fishing, elevators, cranes, material handling, power transmission, suspension bridges, onshore / offshore oil exploration, ports and shipping, mining etc. We are also engaged in the business of trading of the steel related products.

Our existing steel wire ropes manufacturing facility with an installed capacity of 12,000 MTPA is located at Atgaon, We also have a Pyrolysis plant with an installed capacity of 1,260 MTPA at Chalisgaon, Maharashtra for production of oil, which is used as fuel in our current manufacturing process.

We are proposing to further enhance our capacity to manufacture wire ropes, structural strands and slings by setting up a fully integrated manufacturing facility with an installed capacity of 66,000 MTPA at Chalisgaon, Maharashtra.

We are an ISO 9001:2008 certified company by the British Standards Institution (“BSI”) for the manufacture and supply of steel wire ropes, stainless steel wire ropes, non-ferrous wire ropes, slings, relevant conductors, wire for specialised applications and rope fittings in domestic and international market. Our existing setup in Atgaon is accredited with Bureau of Indian Standards (“BIS”), ISO 9000 and have obtained BIS Licenses for IS:2266, IS:4521, IS:1856, IS:1855, IS:2581, IS:9282. We also hold product approvals from RDSO, CORE, DGMS, PGCIL, IRS etc. for various ropes and wire products.

Significant developments subsequent to the last financial year

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 Red Herring 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.

Key Factors Affecting Our Results of Operations

Important factors that could cause actual results to differ materially from our expectations include, but are not limited to the following:

- Our ability to maintain and expand our existing product portfolio;
- Fluctuations in operating costs;



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- Short fall or non - availability or any escalation in the prices of critical raw materials used by our Company;
- Our ability to successfully implement our growth strategy and expansion plans, and to successfully launch and implement various projects and business plans including those for which funds are being raised through the Issue;
- Our ability to respond to Competition and Pricing Pressure;
- Changes in laws and regulations relating to the industry in which we operate;
- Contingent liabilities, environmental problems and uninsured losses;
- Our ability to attract and retain qualified personnel;
- Non receipt / late receipt of Government approvals;
- Any adverse outcome in the legal proceedings in which we may be involved;
- General economic and demographic conditions;
- Interest and exchange rate fluctuations;
- Tax benefits and incentives.

For more information on these and other factors/development which have or may affect us, please refer to chapters titled “Risk Factors”, “Industry Overview” and “Business Overview” beginning on page 17, 109 and 119 respectively of this Draft Red Herring Prospectus.

Statement of Significant Accounting Policies

1 Use of Estimates

The preparation of financial statements requires the management of Company to make estimates and assumptions that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized. Though the management believes that the estimates used are prudent and reasonable, actual results could differ from these estimates.

2 Fixed Assets

- a) Fixed assets are stated at cost, unless stated otherwise. Cost comprises the purchase price and attributable expenses.
- b) **Impairment of Assets:** Impairment of an asset is reviewed and recognized if the event changes and circumstances indicate that the carrying amount of an asset is not recoverable. Difference between the carrying amount of an asset and the recoverable value is recognized as impairment loss in the statement of profit and loss in the year of impairment.
- c) **Capital work in progress:** Capital work in progress is stated at the amount expended up to the date of balance sheet, and expenditure incurred during construction period

3 Borrowing Costs

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as part of cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to statement of profit and loss.

4 Depreciation & amortization on Fixed Assets



- a) Pursuant to the enactment of the Companies Act, 2013 (“the Act”), our Company has, effective from April 1, 2014 reassessed the useful life of its tangible fixed assets and has computed depreciation with reference to the useful life of the assets as recommended in schedule II of the Act, the depreciation for the year ended January 31, 2015 is Lower by Rs. 0.23 lacs However as per the valuation report dated January 20, 2015, certified by Mr. Vikas J. Bardapurkar, useful life of the some of the machineries have been assessed as 25 years as against 15 years as recommended in schedule II of the Act and our Company has computed depreciation accordingly.
- b) Leasehold improvements are depreciated over the unexpired period of respective leases or useful life whichever is shorter.
- c) Intangible assets are amortized on a straight line basis over their useful lives as under:

Assets	Estimated useful life
Software	6 Years

5 Investments

Investments intended to be held for more than a year, from the date of acquisition, are classified as long-term and are stated at cost. Provision for diminution in value of investments is made to recognize a decline other than temporary. Current Investments are stated at cost or fair value whichever is lower.

6 Revenue Recognition

- a) Sale of goods is recognized when the risks and rewards of ownership are passed on to the customers, which is generally on dispatch. Export Sales are accounted for on the basis of date of bill of lading. Gross Sales include excise duty, adjustments for price variation, quality claims, liquidated damages and exchange rate variations related to export realization.
- b) Export benefits: Duty Entitlement Pass Book DEPB and Duty Drawback is accounted on accrual basis.
- c) Revenue from Services is recognized when the services are completed.
- d) Dividend income on investments is recognized when the right to receive the payment is established.

7 Inventory

Inventories are valued at lower of cost or net realizable value.

8 Operating Lease

Lease of assets under which all the risks and rewards of ownership are effectively retained by the lessor are classified as operating lease. Lease payments under operating lease are recognized as an expense on accrual basis in accordance with the respective lease agreements.

9 Foreign Currency Transactions

- a) Foreign exchange transactions are converted into Indian Rupees at the prevailing rate on the date of the transactions. Current monetary assets and liabilities are translated at the exchange rate prevailing on the last day of the year. Non monetary items are carried at cost.



- b) Exchange differences arising on the settlement or re-statement of monetary items at rates different from those at which they were initially recorded during the year or reported in previous financial statements, are recognized as income or expense in the year in which they arise.
- c) Premium / discount on forward exchange contracts not relating to firm commitments or highly probable forecasted transactions and not intended for Trading or Speculation purpose is amortized as income or expense over the life of the contract.

10 Accounting for Taxes on Income

- a) Income tax expense comprises of current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effect of timing differences between accounting income and taxable income for the period).
- b) Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the provisions of Income Tax Act, 1961.
- c) The deferred tax charge or credit and the corresponding deferred tax liabilities and assets are recognized using the tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent there is a reasonable certainty that the assets can be realized in future however, where there is unabsorbed depreciation or carried forward loss under taxation laws, deferred tax assets are recognized only if there is a virtual certainty of realization of such assets. Deferred tax assets are reviewed as 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 realized.
- d) Minimum Alternative tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that our Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. our Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

11 Employee Benefits

- a) Short term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.
- b) Post employment and other long-term benefits are recognized as an expense in the statement of Profit and Loss of the year in which the employees has rendered services. The Expense is recognized at the present value of the amount payable determined using actuarial valuation technique. Actual gain and losses in respect of post employment and other long term benefits are recognized in the statement of profit and loss.
- c) Payments to defined contribution retirement benefits schemes are charged as expenses as and when they fall due.

12 Research & Development

Capital expenditure on research and development is treated in the same manner as fixed assets. Revenue expenditure on research and development is charged to Statement of Profit and Loss.

13 Provisions & Contingent Liabilities



A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation. Contingent liabilities, if material, are disclosed in the financial accounts. Contingent assets are not recognized or disclosed in the financial statements.

14 Earnings Per Share

our Company reports basic and diluted earnings per equity share in accordance with AS 20, Earnings per Share. Basic earnings per equity share have been computed by dividing net profit after tax after adjusting for dividend on cumulative preference shares) attributable to equity shareholders by the weighted average number of equity shares outstanding for the year. Diluted earnings per share is computed using the weighted average number of equity and equivalent dilutive equity shares outstanding during the year, except where results would be anti-dilutive.

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 ten months period ended January 31, 2015 and Financial year ended March 31, 2014, 2013, 2012, and 2011 as derived from our restated financial statements:

(Rs. in lacs)

Particulars	For the 10 Months ended		For the year ended March 31st,							
	31-Jan-15	% of Total Income	2014	% of Total Income	2013	% of Total Income	2012	% of Total Income	2011	% of Total Income
A Income										
i Revenue from Operations	6,784.38	100.00	8,223.36	99.93	7,340.50	98.67	7,702.26	100.00	7,697.32	99.97
ii Other Income	-		6.12	0.07	99.22	1.33	-	-	2.19	0.03
Total Revenue	6,784.38	100.00	8,229.48	100.00	7,439.73	100.00	7,702.26	100.00	7,699.51	100.00
B Expenses										
i Cost of material Consumed	3,386.60	49.92	4,418.60	53.69	4,025.29	54.11	4,328.15	56.19	7,046.46	91.52
ii Purchase of traded goods	1,311.52	19.33	1,313.62	15.96	1,454.67	19.55	144.40	1.87	-	-
iii Changes in inventories of finished goods, raw material and stock-in-trade	(24.92)	(0.37)	2.67	0.03	(549.39)	(7.38)	750.38	9.74	(1,703.46)	(22.12)
iv Employee Benefits Expenses	730.34	10.77	832.25	10.11	755.29	10.15	663.40	8.61	436.91	5.67
v Finance Cost	316.38	4.66	414.48	5.04	489.69	6.58	427.70	5.55	251.78	3.27
vi Depreciation and amortization	204.74	3.02	239.80	2.91	217.98	2.93	152.80	1.98	111.20	1.44



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expenses										
vii Other expenses	591.50	8.72	765.22	9.30	829.62	11.15	934.18	12.13	1,294.95	16.82
Total Expenses	6,516.16	96.05	7,986.63	97.05	7,223.16	97.09	7,401.00	96.09	7,437.85	96.60
C Profit Before Extraordinary Items and Tax (A-B)	268.23	3.95	242.85	2.95	216.57	2.91	301.27	3.91	261.67	3.40
D Extraordinary Items	-		-		-		-		-	
E Profit Before Tax For The Year / Period (C-D)	268.23	3.95	242.85	2.95	216.57	2.91	301.27	3.91	261.67	3.40
F Tax Expense										
i Current tax	53.67	0.79	50.34	0.61	46.06	0.62	60.93	0.79	55.35	0.72
ii Less: MAT Credit entitlement	-	-	(27.91)	(0.34)	(43.33)	(0.58)	(19.12)	(0.25)	-	-
iii Add: MAT Credit utilized	5.98	0.09	-	-	-	-	-	-	18.89	0.25
iv Deferred tax	38.29	0.56	70.08	0.85	66.30	0.89	45.38	0.59	9.94	0.13
Total Tax Expense	97.94	1.44	92.51	1.12	69.03	0.93	87.18	1.13	84.17	1.09
G Profit for the year	170.29	2.51	150.34	1.83	147.54	1.98	214.08	2.78	177.49	2.31

Principal Components of our Statement of Profit and Loss

Revenue

Our revenue consists of Revenue from operations and other income.

Revenue from operations

Our Company is in business of manufacturing of wire ropes, strands, slings and wires and trading of steel related products. The break-up of total turnover for the earlier years are as under:

(Rs. in lacs)

Particulars	For the 10 Months ended		For the year ended March 31st,							
	January 31, 2015		2013-14		2012-13		2011-12		2010-11	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Wire Ropes, Stranded Wire and Slings Items	5,358.29	80.02	6,864.14	83.80	6,452.23	81.38	7,213.69	85.90	7,443.49	96.87
Traded Goods - Steel Related Products	1,315.01	19.64	1,317.77	16.09	1,476.20	18.62	147.83	1.76	-	-
Carbon Black Sales	3.73	0.06	1.19	0.01	-	-	-	-	-	-



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Other Sales – WCT	-	-	-	-	-	-	1,035.89	12.34	240.48	3.13
Fuel Oil Sales	15.87	0.24	6.61	0.08	-	-	-	-	-	-
Iron Scrap Sales	2.93	0.04	1.60	0.02	-	-	-	-	-	-
Total	6,695.82	100.00	8,191.31	100.00	7,928.42	100.00	8,397.41	100.00	7,683.96	100.00

Other Income

Our other income primarily consists of interest income and profit on sale of Investments.

Expenses

Our total expenditure consists of raw material consumed/purchases, Consumption of Stores, Spares & Consumables, Employee Benefit Expenses, Finance Cost, Depreciation and Other Expenses.

Cost of material Consumed

Our cost of materials consumed expenses include purchase of raw material such as wire rods, wires, consumables, packing materials, Custom duty, etc,

Employee benefit Expenses

Employee benefit expense consists of salaries and wages, including charges paid to contractors in respect support staff and security personnel, contributions to provident and other funds and staff welfare expenses, including staff training and incentives.

Finance Cost

Interest expenses include interest paid on loans, interest on working capital limits, gain/loss on foreign currency translation, other borrowing costs related to fees charged by banks for various transactions, including those related to processing fees towards loan facilities.

Depreciation and amortization expense

Depreciation includes depreciation on factory building, plant and machinery, office equipments, furniture and fixtures, computers, motor vehicles, etc.

Other Expenses

Other expenses pertains to, amongst others, power & fuel, freight forwarding charges, rent, rates and taxes, repairs, commission, travelling expenses, communication expenses, stationery, office expenses, security charges, insurance, miscellaneous exp. etc.

Miscellaneous Expenses

Miscellaneous expenses include festival expenses, office admin expenses, business and sales promotion expenses, etc.

Tax expense

Current tax and MAT credit entitlement



BharatWire Ropes Limited

Current taxes are paid in terms of the Income Tax Act, 1961. Further, we have been entitled to credit of Minimum Alternate Tax (MAT) (as defined under Section 115JB of the Income Tax Act, 1961).

MAT is a tax on book profits that was introduced by the Government of India starting in Fiscal 1997. MAT is applicable only if the tax payable under the MAT provisions is greater than the tax on taxable income calculated at the normal rates.

We have been paying MAT primarily on account of unabsorbed depreciation and carried forward business losses as per the Income Tax Act, 1961.

Deferred tax

Deferred tax arises from timing differences between book profits and taxable (accounting) profits that originates in one period and is capable of reversal in one or more subsequent periods. It is measured using tax rates and laws that have been enacted or substantively enacted as on the date of the balance sheet. We provide for deferred tax liability on such timing differences, subject to prudent considerations in respect of deferred tax assets. The significant timing differences include the difference in depreciation charged to the Statement of Profit and Loss and the depreciation claimed under the Income Tax Act, 1961 ("Income Tax Act"), the items of expenditure covered under sections 43B and 145A of the Income Tax Act and the unabsorbed depreciation and carried forward business losses.

Review of ten months period ended January 31, 2015

Income

Revenue from operations

Our net sales for the ten months period ended January 31, 2015 stood at Rs. 6,784.38 lacs, it includes export sales of Rs. 973.86 lacs.

Expenses

Our total expenditure including tax for the ten months period ended January 31, 2015 was Rs. 6614.09 lacs. As a percentage of our ten months total income, our total expenditure for the period was 97.49%.

Cost of material Consumed, Purchase of stock-in-trade and changes in inventories of stock-in-trade

Our cost of material Consumption, purchase of stock-in-trade and change in inventories was Rs. 4673.19 lacs includes Raw Materials Consumed/Purchases and Consumption of Stores, Spares & Consumables, Packing material, Custom duty, etc. As a percentage of our ten months total income, our material consumption stood at 68.88%.

Employee Benefits Expenses

Our employee benefits expenses were Rs.730.34 lacs. As a percentage of our ten months total income, our employee benefits stood at 10.77% of

Finance Cost

Our finance cost was Rs.316.38 lacs. As a percentage of our ten months total income, our finance cost stood at 4.66%.

Depreciation and amortization Expenses

Our depreciation expenses were Rs. 204.74 lacs. As a percentage of our ten months total income, our depreciation and amortization cost stood at 3.02%.

Other Expenses



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Our other expenses were Rs. 591.50 lacs. As a percentage of our ten months total income, our other expenses stood at 8.72%.

EBITDA, profit before tax, tax expense and net profit as restated

As a result of the above described factors, our EBIDTA for this period was Rs. 789.35 lacs ; profit before tax for this period was Rs. 268.23 lacs; and tax expense was Rs.97.94 lacs. Consequently, our net profit as restated was Rs.170.29 lacs.

Comparison of Financial Year 2014 with 2013

Total Income

Our total income increased by 10.62% to Rs. 8229.48 lacs for FY 2014 from Rs.7439.73 lacs for FY 2013. The rise is mainly due to increase in sales from Rs. 7340.50 lacs for FY 2013 to Rs. 8223.36 lacs for FY 2014 attributing to an increase of 12.03%.

Net Sales

Our net sales increased by 12.03% to Rs. 8223.36 lacs for FY 2014 from Rs. 7340.50 lacs for FY 2013. The increase is attributable mainly to the large volume orders received by our Company. The Export turnover of our Company increased by 11.54% to Rs. 1759.98 lacs for FY 2014 from Rs.1577.86 lacs for FY 2013.

Other Income

Our other income decreased to Rs. 6.12 lacs for FY 2014 from Rs. 99.22 lacs for FY 2013, primarily due to decrease in interest income and gain on investment.

Expenses

Total expenses (other than tax) increased by 10.57% to Rs. 7986.63 lacs for the FY 2014, from Rs. 7223.16 lacs for FY 2013. This increase was a result of:

Cost of material Consumed, Purchase of stock-in-trade and changes in inventories of stock-in-trade

Material Consumption includes Raw Materials Consumed/Purchases and Consumption of Stores, Spares, Consumables, Packing Material, Custom duty, etc. These expenses increased by 16.31% to Rs. 5734.89 lacs for FY 2014 from Rs. 4930.57 lacs for FY 2013, primarily due to increase in the consumption of raw material. As a percentage of total expenditure our material showed a marginal increase to 71.81% for FY 2014 from 68.26% for FY 2013. As a percentage of our total income, our material consumption increased to 69.69% for FY 2014 from 66.27% for FY 2013.

Employee Benefits Expenses

Employee benefit expenses increased by 10.19% to Rs. 832.25 lacs for FY 2014 from Rs. 755.29 lacs for FY 2013, primarily as a result of increment in remuneration of existing employee and increase in our on-roll staff and employee force.

Finance Cost

Finance cost decreased by 15.36% to Rs. 414.48 lacs for FY 2014 from Rs. 489.69 lacs for FY 2013, as a result of decrease in the amount of outstanding bank loans.

Depreciation and amortization expenses



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Depreciation and amortization cost increased by 10.01% to Rs. 239.80 lacs for FY 2014 from Rs. 217.98 lacs for FY 2013, as a result of addition in fixed assets.

Other expenses

Other expenses decreased by 7.76% to Rs. 765.22 lacs for FY 2014 from Rs. 829.62 lacs for FY 2013, primarily as a result of decrease in professional fees paid, security charges, bad debts and miscellaneous expenses.

Profit before tax

Principally due to reasons described above, our profit before tax increased by 12.13% to Rs. 242.85 lacs for FY 2014 from Rs. 216.57 lacs for FY 2013.

Net Profit after tax as Restated

Principally due to reasons described above, our profit after tax increased by 1.90% to 150.34 lacs for FY 2014 from Rs. 147.54 in FY 2013.

Comparison of Financial Year 2013 with 2012

Total Income

Our total income decreased by 3.41% to Rs. 7439.73 lacs for the FY 2013 from Rs.7702.26 lacs for the FY 2012. The decrease is mainly due to decrease in sales from Rs. 7702.26 lacs for the FY 2012 to Rs. 7340.50 lacs for the FY 2013 attributing to a decrease of 4.70%.

Net Sales

Our net sales decreased by 4.70% to Rs. 7340.50 lacs for FY 2013 from Rs. 7702.26 lacs for FY 2012, primarily due to strike by some of workers. The Export turnover of our Company increased by 20.48% to Rs. 1577.86 lacs for FY 2013 from Rs.1309.64 lacs for FY 2012.

Other Income

Our other income in the FY 2013 was Rs. 99.22 lacs, comprising of interest income and profit on sale of investment, however there in no other income in FY 2012.

Expenses

Total expenses (other than tax) decreased by 2.40% to Rs. 7223.16 lacs for the FY 2013, from Rs. 7401.00 lacs for FY 2012. This decrease was a result of:

Cost of material Consumed, Purchase of stock-in-trade and changes in inventories of stock-in-trade

Material Consumption includes Raw Materials Consumed/Purchases and Consumption of Stores, Spares, Consumables, Packing Material, Custom duty, etc. .Such expenses decreased by 5.60% to Rs. 4930.57 lacs for FY 2013 from Rs. 5222.92 lacs for FY 2012, primarily due to decrease in the consumption of raw material. As a percentage of total expenditure our material consumption was decreased to 68.26% for FY 2013 from 70.57% for FY 2012. As a percentage of our total income, our material consumption decreased to 66.27% for FY 2013 from 67.81% for the FY 2012.

Employee Benefits Expenses



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Employee benefit expenses increased by 13.85% to Rs. 755.29 lacs for FY 2013 from Rs. 663.40 lacs for FY 2012, primarily as a result of increment in remuneration of existing employee and increase in our on-roll staff and employee force.

Finance Cost

Finance cost increased by 14.49% to Rs. 489.69 lacs for FY 2013 from Rs. 427.70 lacs for FY 2012, primarily as a result of conversion of buyers credit in foreign currency into Indian rupee loan at higher rate of interest and increase in loss on currency fluctuations.

Depreciation and amortization expenses

Depreciation and amortization cost increased by 42.66% to Rs. 217.98 lacs for FY 2013 from Rs. 152.80 lacs for FY 2012, as a result of addition in fixed assets.

Other expenses

Other expenses decreased by 11.19% to Rs. 829.62 lacs for FY 2013 from Rs. 934.18 lacs for FY 2012, primarily as a result of decrease in bad debts and repair & maintenance expenses.

Profit before tax

Principally due to reasons described above, our profit before tax decreased by 28.11% to Rs. 216.57 lacs for FY 2013 from Rs. 301.27 lacs for FY 2012.

Net Profit after tax as Restated

Principally due to reasons described above, our profit after tax decreased by 31.08% to 147.54 lacs for FY 2013 from Rs. 214.08 in FY 2012.

Comparison of Financial Year 2012 with 2011

Total Income

Our total income increased by 0.04% to Rs. 7702.26 lacs for FY 2012 from Rs.7699.51 lacs for FY 2011.

Net Sales

Our net sales increased by 0.06% to Rs. 7702.26 lacs for FY 2012 from Rs. 7697.32 lacs for FY 2011. The Export turnover of our Company increased by 55.29% to Rs. 1309.64 lacs for FY 2012 from Rs.843.33 lacs for FY 2011.

Other Income

Our other income in FY 2011 was Rs. 2.19 lacs, relating to interest on income tax refund, however there is no other income in FY 2012.

Expenses

Total expenses (other than tax) decreased by 0.50% to Rs. 7401.00 lacs for FY 2012, from Rs. 7437.85 lacs for FY 2011. This decrease was a result of:



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Cost of material Consumed, Purchase of stock-in-trade and changes in inventories of stock-in-trade

Material Consumption includes Raw Materials Consumed/Purchases and Consumption of Stores, Spares, Consumables, Packing Material, Custom duty, etc. Such expenses decreased by 2.25% to Rs. 5222.92 lacs for FY 2012 from Rs. 5342.99 lacs for FY 2011, primarily due to decrease in the consumption of raw material. As a percentage of total expenditure our material consumption was decrease to 70.57% for FY 2012 from 71.83% for FY 2011. As a percentage of our total income, our material consumption decreased to 67.81% for FY 2012 from 69.39% for FY 2011.

Employee Benefits Expenses

Employee benefit expenses increased by 51.84% to Rs. 663.40 lacs for FY 2012 from Rs. 436.91 lacs for FY 2011, primarily as a result of increment in remuneration of existing employee and increase in our on-roll staff and employee force.

Finance Cost

Finance cost increased by 69.87% to Rs. 427.70 lacs for FY 2012 from Rs. 251.78 lacs for FY 2011, as a result of increase in loans.

Depreciation and amortization expenses

Depreciation and amortization cost increased by 37.40% to Rs. 152.80 lacs for FY 2012 from Rs. 111.20 lacs for FY 2011, as a result of addition in fixed assets.

Other expenses

Other expenses decreased by 27.86% to Rs. 934.18 lacs for FY 2012 from Rs. 1294.95 lacs for FY 2011, primarily as a result of decrease in, bad debts written off and freight & forwarding expenses.

Profit before tax

Principally due to reasons described above, our profit before tax increased by 15.13% to Rs. 301.27 lacs for FY 2012 from Rs. 261.67 lacs for FY 2011.

Net Profit after tax as Restated

Principally due to reasons described above, our profit after tax increased by 20.61% to 214.08 lacs for FY 2012 from Rs. 177.49 in FY 2011.

Cash Flow

Set forth below is a table of selected, restated cash flow statement data for period ended January 31, 2015 and Financial year ended march 31, 2014, 2013 and 2012:

(Rs. in lacs)

Particulars	Ten months ended	For the year ended march 31st		
	31-Jan-15	2014	2013	2012
Net Cash from Operating Activities	759.48	987.04	1,591.72	1,519.80
Net Cash from Investing Activities	(362.20)	(386.68)	(821.53)	(4,749.13)
Net Cash from Financing Activities	(392.83)	(1,254.59)	(1,187.79)	4,134.77
Net Increase In Cash And Cash Equivalent	4.45	(654.23)	(417.60)	905.44
Cash And Cash Cash Equivalent Opening Balance	185.90	840.13	1,257.73	352.29



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Cash And Cash Equivalents Closing Balance	190.36	185.90	840.13	1,257.73
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For Ten months period ended January 31, 2015

Net cash generated from operating activities for ten months ended January 31, 2015 amounted to Rs. 759.48 lacs. Profit before tax amounted to Rs. 268.23 lacs and adjustments to cash flow primarily included financial expenses of Rs. 316.38 lacs, and depreciation of Rs. 204.74 lacs. Working capital adjustment included decrease in inventories of Rs. 5.58 lacs, decrease in loans and advances of Rs. 65.20 lacs, increase in trade receivables of Rs. 159.38 lacs, decrease in other current asset of Rs. 8.42 lacs, increase in provision of Rs. 25.00 lacs decrease in trade payables of Rs. 12.03 lacs and increase in current liabilities of Rs. 96.99 lacs.

Net cash used in investing activities for ten months ended January 31, 2015 amounted to Rs. 362.62 lacs which primarily includes the purchase of Fixed Assets and Capital Work in Progress.

Net cash used in financing activities for ten months ended January 31, 2015 amounted to Rs. 392.83 lacs, which primarily includes interest cost and repayment of long term borrowing.

For the year ended March 31, 2014

Net cash generated from operating activities for FY 2014 amounted to Rs. 987.04 lacs. Profit before tax amounted to Rs. 242.85 lacs and adjustments to cash flow primarily included financial expenses of Rs. 414.48 lacs, and depreciation of Rs. 239.80 lacs. Working capital adjustment included increase in inventories of Rs. 211.29 lacs, decrease in loans and advances of Rs. 108.76 lacs, increase in trade receivables of Rs. 176.40 lacs, decrease in other current assets of Rs. 227.29 lacs, decrease in provision of Rs. 1.45 lacs, increase in trade payables of Rs. 51.41 lacs and increase in current liabilities of Rs. 114.18 lacs.

Net cash used in investing activities for FY 2014 amounted to Rs. 386.68 lacs which primarily includes the purchase of Fixed Assets and Capital Work in Progress.

Net cash used in financing activities for FY 2014 amounted to Rs. 1254.59 lacs, which primarily includes interest cost and repayment of long term borrowing.

For the year ended March 31, 2013

Net cash generated from operating activities for FY 2013 amounted to Rs. 1591.72 lacs. Profit before tax amounted to Rs. 216.57 lacs and adjustments to cash flow primarily included financial expenses of Rs. 489.69 lacs, and depreciation of Rs. 217.98 lacs. Working capital adjustment included increase in inventories of Rs. 615.69 lacs, decrease in loans and advances of Rs. 155.50 lacs, decrease in trade receivables of Rs. 146.68 lacs, decrease in other current assets of Rs. 123.56 lacs, decrease in provisions of Rs. 107.88 lacs, increase in trade payables of Rs. 799.49 lacs and increase in current liabilities of Rs. 163.85 lacs.

Net cash used in investing activities for FY 2013 amounted to Rs. 821.53 lacs which primarily includes the purchase of Fixed Assets and Investment in bonds.

Net cash used in financing activities for FY 2013 amounted to Rs. 1187.79 lacs, which primarily includes interest cost and repayment of long term borrowing.

For the year ended March 31, 2012

Net cash generated from operating activities for FY 2012 amounted to Rs. 1519.80 lacs. Profit before tax amounted to Rs. 301.27 lacs and adjustments to cash flow primarily included financial expenses of Rs. 427.70 lacs, and depreciation of Rs. 152.80 lacs. Working capital adjustment included decrease in inventories of Rs. 1271.46 lacs, increase in loans and advances of Rs. 212.27 lacs, decrease in trade receivables of Rs. 314.79 lacs, decrease in other current assets of Rs. 263.05



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lacs, decrease in provisions of Rs. 40.99 lacs, increase in other long term liabilities of Rs. 171.36 lacs, decrease in trade payables of Rs. 1642.14 lacs and increase in current liabilities of Rs. 543.42 lacs.

Net cash used in investing activities for FY 2012 amounted to Rs. 4749.13 lacs which primarily includes the purchase of Fixed Assets and Capital work in progress.

Net cash generated from financing activities for FY 2012 amounted to Rs. 4134.77 lacs, which primarily includes proceeds from issue of equity shares, securities premium and proceeds of long term borrowings.

Market Risks

Financial Market Risks

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

Interest Rate Risk

Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds. As on January 31, 2015, our indebtedness consists of floating rate interest. Since we do not have any forward contracts to hedge against interest rate risk, any upward fluctuations in interest rates may increase the cost of both existing and new debts.

Effect of Inflation

We are affected by inflation as it has an impact on the raw material cost, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

Credit Risk

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

OTHER MATTERS

1. Unusual or infrequent events or transactions

Except as described in the Draft Red Herring Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations

Other than as described in the section titled “*Risk Factors*” and in the chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*”, beginning on pages 17 and 260 respectively of the Draft Red Herring 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 section titled “*Risk Factors*” and in the chapter titled “*Management’s Discussion and Analysis of Financial Conditions and Result of Operations*”, beginning on pages 17 and 260 respectively of the Draft Red Herring 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



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Other than as described in the section titled “*Risk Factors*” on page 17 of the Draft Red Herring 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 and large linked to increases in volume of business activity carried out by our Company.

6. Total turnover of each major industry segment in which the issuer company operates.

Our Company is operating in wire rope industry. Relevant industry data, as available, has been included in the chapter titled “*Industry Overview*” beginning on page 109 of the Draft Red Herring Prospectus.

7. Status of any publicly announced new products or business segments

Please refer to the chapter titled “*Our Business*” beginning on page 119 of the Draft Red Herring Prospectus.

8. The extent to which the business is seasonal

Our business is not seasonal in nature.

9. Any significant dependence on a single or few suppliers or customers

There is no any significant dependence on a single or few customers/suppliers. However, substantial of supplies and sales come from our Top 10 customers/suppliers.

10. Competitive Conditions

We have competition with Indian and international manufacturers and our results of operations could be affected by competition in the wire rope industry / sector in India and international market in the future. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies / entities. This we believe may impact our financial condition and operations.



SECTION VI - 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 I of Schedule XIII of the Companies Act or Schedule V of Companies Act, 2013) against our Company, our Directors, our Promoters and our Group Entities that would have a material adverse effect on the business of our Company. Except as set out below, 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 the business of our Company.

PART 1: LITIGATION RELATING TO OUR COMPANY

A. FILED AGAINST OUR COMPANY

1. Litigation Involving Civil Laws:

Arbitration Case No. 64-2011 of 2012 between our Company and:

I. Union of India;

II. Chief Material Manager of CORE, Allahabad;

III. Deputy Chief Material Manager of CORE, Allahabad.....(Respondents)

Our Company was awarded the tender for supply of 128metric tonnes of Hard Drawn Round Copper Dropper Wire (“HDRCDW”) by the Central Organisation Railway Electrification (“CORE”). The Deputy Chief Material Manager of CORE, Allahabad, through a purchase order, requisitioned the delivery of HDRCDW to 15 (fifteen) consignees specified in the purchase order. Our Company was unable to make delivery of 46 metric tonnes of HDRCDW to 5 (five) consignees due to non-receipt of road permits from the consignees despite specific and repeated requests. Accordingly, CORE took action by issuing a Risk Purchase Notice to our Company dated March 3, 2010. As per the Risk Purchase Notice, the PO pertaining to the balance of 46 MT of HDRCDW was cancelled at the risk and cost of our Company leaving the details of the risk and cost amount as to be recoverable for being advised in due course. Thereafter, CORE once again invited tenders for supply of 46 metric tonnes of HDRCDW and the tender was awarded to our Company. Our Company raised its memo of costs for an amount of Rs.266.41lacs of the total sum required to be paid by CORE, it withheld a sum of Rs.120.00lacs which pertained to 46 MT of HDRCDW cancelled under the aforesaid Risk Purchase Notice. Thereafter, as per the terms of the purchase order, our Company referred the dispute to arbitration and by arbitral award (“the Award”) dated January 19, 2014, our Company was awarded a sum of Rs.114.78 lacs from the Respondents, and towards costs, our Company was awarded a sum of Rs. 0.98 lacs. Our Company is yet to receive payment for the aforementioned amounts. CORE has filed an Arbitration Case No.478 of 2014 before the Court of District Judge, Allahabad for setting aside the Award, and also allowing a sum of Rs.120.00lacs, withheld by CORE, from our Company, towards the aforesaid Risk Purchase Notice. Our Company has filed a Counter-claim Petition in the said Arbitration case claiming from CORE, the sum of Rs.120.00lacs plus a sum of Rs.57.35lacs being interest at the rate of 18% till the date of filing. These matters are pending.



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2. Litigation Involving Criminal Laws.

NIL

3. Litigation involving Securities and Economic Laws

NIL

4. Litigation involving Statutory Laws

Notice dated September 2, 2014 issued by the Assistant Commissioner of Income-tax to our Company.

The Assistant Commissioner of Income-tax has issued a Notice dated September 2, 2014 under Section 143(2) of the IT Act, to our Company seeking further information regarding the return of income filed, for the assessment year 2013-2014. Our Company is in the process of replying to the aforesaid Notice.

Notice dated August 21, 2014 issued by the Assistant Commissioner of Income-tax to our Company.

The Assistant Commissioner of Income-tax (“**the Authority**”) has issued a Notice dated August 21, 2014, under Section 143(2) of the IT Act, to our Company seeking further information regarding the return of income filed, for the assessment year 2012-2013. Subsequently, the Authority has carried out its assessment and issued an order (“**Assessment Order**”) dated March 25, 2015, under Section 143(3) of the IT Act, thereby demanding that our Company pay a sum of Rs. 1.41 lacs (“**the Amount**”) to the Income-tax authorities for the afore-stated assessment year within 30 (thirty) days of issue of the notice of demand, dated March 25, 2015, failing which, interest at the rate of 1.5% would be levied, for every month of delay, on the Amount. In pursuance thereof, our Company, has filed a request for rectification under Section 154 of the IT Act, dated April 24, 2015, of the Assessment Order and requested that a revised notice of demand be issued, subsequent to the rectification. Our Company is awaiting a reply from the Authority.

Order dated May 30, 2012 passed by the Assistant Commissioner of Income-tax against our Company.

The Assistant Commissioner of Income-tax (“**the Authority**”) issued an order, dated May 30, 2012, under Section 271 (1) (c) of the IT Act, in respect of the penalty proceedings initiated against our Company, for the assessment year 2009-2010, for furnishing inaccurate particulars of income and concealment of taxable income and levied a penalty of Rs. 2.73 lacs (“**the Amount**”), to be paid by our Company, to the Income-tax authorities for the afore-stated assessment year within 30 (thirty) days of issue of the Notice dated May 30, 2012, failing which, interest at the rate of 1.5% shall be levied on the Amount, for every month of delay. Our Company is yet to make payment for the Amount.

Notice dated August 6, 2009 issued by the Assistant Commissioner of Income-tax to our Company.

The Assistant Commissioner of Income-tax (“**the Authority**”) issued a Notice dated August 6, 2009 under Section 143(2) of the IT Act, to our Company, seeking further information regarding the return of income filed, for the assessment year 2008-2009. Subsequently, the Authority issued an order (“**Assessment Order**”) dated November 22, 2010 under Section 143(3)(ii) of the IT Act thereby re-opening assessment proceedings for the year 2008-2009. In pursuance of the Assessment Order, a Notice of Demand dated November 22, 2010, was issued to our Company for making payment of amount of Rs. 0.91 Lacs [“**the Amount**”] within 30 (thirty) days of issue of the Notice dated May 30, 2012, failing which, interest at the rate of 1.5% shall be levied on the Amount, for every month of delay. Our Company is yet to make payment for the Amount.

Notice dated August 7, 2008 issued by the Assistant Commissioner of Income-tax to our Company.

The Assistant Commissioner of Income-tax (“**the Authority**”) has issued a Notice dated August 7, 2008, under



Section 143(2) of the IT Act, to our Company seeking further information regarding the return of income filed, for the assessment year 2007-2008. Subsequently, the Authority has carried out its assessment and issued an order (“**Assessment Order**”) dated August 27, 2009, under Section 143(3) of the IT Act, thereby demanding that our Company pay a sum of Rs. 6.91lacs (“**the Amount**”) to the Income-tax authorities for the afore-stated assessment year within 30 (thirty) days of issue of the notice of demand, dated August 27, 2009, failing which, interest at the rate of 1.5% would be levied, for every month of delay, on the Amount. Our Company is yet to make payment for the Amount.

Summons dated April 10, 2015 issued under section 7(A) of the Employees Provident Fund & Miscellaneous Provisions Act, 1952, to our Company.

The Enforcement Officers authorised under Employee Provident Fund and Miscellaneous Provisions Act, 1952 (“the PF Act”) had conducted scrutiny of certain records relating to salaries paid to employees of our Company for the purpose of ascertaining compliance of the membership related provisions of the PF Act. The Assistant Provident Fund Commissioner (“the Authority”) has inter-alia alleged that our Company has not extended provident fund benefits to certain eligible employees. Accordingly, the Authority issued summons under Section 7(A) of the PF Act to determine the amount due under the PF Act, the Family Pension Fund Scheme, 1971 and the Employees Deposit Linked Insurance Scheme, 1976. Our Company has submitted the documents required by the authority. The matter is pending.

5. Litigation involving Labour Laws

NIL

B. CASES FILED BY OUR COMPANY

1. Litigation involving Civil Laws:

NIL

2. Litigation involving Criminal Laws:

Complaint dated July 24, 2014 filed by our Company with the Senior Inspector of Police.

Our Company filed a complaint dated July 24, 2014 with the Senior Inspector of Police under Section 420 of the Indian Penal Code (“**IPC**”) against Mr. Pankaj Kumar Chokshi, owner of Perfect Electricals, for breach of trust and cheating. Mr. Pankaj Kumar Chokshi, the buyer for Tata Steel Ltd. (“**Consignee**”), placed purchase orders for goods with our Company, and the same was delivered to the Consignee, as per the orders of Mr. Pankaj Kumar Chokshi. The entire payment due to our Company by Perfect Electricals was Rs. 13.85lacs. The said payment was not made by Perfect Electricals even after the expiry of the credit period of 30 (thirty) days. The Consignee confirmed to our Company that payment for the goods had been made by them to Perfect Electricals. Our Company, upon realizing that Mr. Pankaj Kumar Chokshi had no intention of paying back the amount due to our Company, filed a complaint at N.M. Joshi Marg Police Station and is awaiting further action to be taken by the Police.

3. Litigation Involving Securities and Economic Laws:

NIL

4. Litigation Involving Statutory Laws:

Appeal filed with the office of Commissioner of Income-tax (Appeals), in respect of assessment year 2008-2009.

The Assistant Commissioner of Income-tax (“**the Authority**”) issued an order, dated May 10, 2011, under Section



271 (1) (c) of the IT Act, in respect of the penalty proceedings initiated against our Company, for the assessment year 2008-2009, for furnishing inaccurate particulars of income and concealment of taxable income and levied a penalty of Rs. 13.26lacs (“**the Amount**”), to be paid by our Company, to the Income-tax authorities for the afore-stated assessment year within 30 (thirty) days of issue of the Notice dated May 10, 2011, failing which, interest at the rate of 1.5% shall be levied on the Amount, for every month of delay. Our Company has filed its appeal under Section 246A of the IT Act, challenging the aforesaid order, inter alia stating that the Authority has erred in computing the aforesaid Amount. The matter is at the stage of hearing.

Appeal dated March 5, 2013, filed with the office of Commissioner of Income-tax (Appeals).

The Assistant Commissioner of Income-tax (“**the Authority**”) has issued a Notice dated November 26, 2012, under Section 143(2) of the IT Act, to our Company seeking further information regarding the return of income filed by him for the assessment year 2010-2011. Subsequently, the Authority has carried out its assessment and issued an order (“**Assessment Order**”) dated February 13, 2013, under Section 143(3) (ii) of the IT Act, demanding that our Company pay a sum of Rs. 27.58 lacs (“**the Amount**”) to the Income-tax authorities for the afore-stated assessment year within 30 (thirty) days of issue of the Notice, dated February 13, 2013, failing which, interest at the rate of 1.5% would be levied, for every month of delay, on the Amount, and that penalty proceeding be initiated against our Company, under Section 271 (1)(c) of the IT Act, for furnishing inaccurate particulars of income/concealment of taxable income. Our Company has filed its appeal, dated March 5, 2013, under Section 246A (1)(a) of the IT Act, challenging the Assessment Order, inter alia stating that the Authority has erred in computing the aforesaid Amount. The matter is at the stage of hearing.

Appeal dated March 19, 2014, filed with the office of Commissioner of Income-tax (Appeals).

The Assistant Commissioner of Income-tax has issued a Notice dated August 1, 2012, under Section 143(2) of the IT Act, to our Company seeking further information regarding the return of income filed by him for the assessment year 2011-2012. Subsequently, the Deputy Commissioner of Income-tax (“**the Authority**”) has carried out its assessment and issued an order (“**Assessment Order**”) under Section 143(3) of the IT Act, dated February 27, 2014, demanding that our Company pay a sum of Rs. 156.80 lacs (“**the Amount**”) to the Income-tax authorities for the afore-stated assessment year within 30 (thirty) days of issue of the Notice, dated February 27, 2014, failing which, interest at the rate of 1.5% would be levied, for every month of delay, on the Amount, and that penalty proceeding be initiated against our Company, under Section 271 (1)(c) of the IT Act, for furnishing inaccurate particulars of income. Our Company has filed its appeal, dated March 19, 2014, under Section 246A (1)(a) of the IT Act, challenging the aforesaid Assessment Order, inter alia stating that the Authority has erred in computing the aforesaid Amount, and in initiating penalty proceedings against our Company. The matter is at the stage of hearing.

Appeals, dated October 21, 2014, filed on October 27, 2014 with Joint Commissioner of Sales tax (Appeal), for the years 2005-2006, 2006-2007, 2007-2008, 2008-2009 and 2009-2010.

The Company has filed five Appeals, all dated October 21, 2014 on October 27, 2014 with Joint Commissioner of Sales tax (Appeal), Thane (W) 400601, against Orders of Assessment or Penalty under the Central Sales Tax Act 1956, for the years 2005-2006, 2006-2007, 2007-2008, 2008-2009 and 2009-2010 requesting for permission for submission of Sales Tax Declaration Forms ‘C’ and ‘D’ duly corrected along with new Forms received and correction of CST amount calculated at 12.5%, thereby revising the CST Deferred amount to be ascertained after receipt of the order. The matter is pending.

Appeal dated June 25, 2015, filed on June 26, 2015 with Joint Commissioner of Sales tax (Appeal), for the year 2010-2011.

The Company has filed Appeal dated June 25, 2015 on June 26, 2015 with Joint Commissioner of Sales tax (Appeal), Thane (W) 400601 against orders of assessment or Penalty under the Central Sales Tax Act 1956, for the year 2010-2011 requesting for refund of Rs.13.62 lacs towards non-submission C Forms and also Appeal against the order of assessment, interest, penalty of file under Section 26 of Maharashtra Value Added Tax Act 2002 for the year



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2010-11 requesting for refund of Rs. 4.64 lacs towards non submission of Form 406 and Form 409. The matter is pending.

5. Litigation Involving Labour Laws:

NIL

C. PAST PENALTIES

NIL

PART 2: LITIGATION RELATING TO THE DIRECTORS OF OUR COMPANY

A. LITIGATION AGAINST THE DIRECTORS

1. Litigation involving Civil/Statutory Laws

i. Litigation against Mr. Murarilal Mittal

Adj. Order No. ADJ/05-08/B/SDE/SWN/2013/FEMA/72 against Mr. Murarilal Mittal, in his erstwhile capacity as an authorized representative of Welspun Group, before the Appellate Tribunal for Foreign Exchange.

A complaint was filed by Assistant Director, Directorate of Enforcement, Mumbai on October 10, 2011, against the companies of which, Mr. Murarilal Mittal was the authorised representative, for the contravention of Sections 6(3)(a), 6(3)(f) and 42 of the Foreign Exchange Management Act, 1999 (“FEMA”). The said companies subscribed to the equity capital in Red Lebondal Ltd., Cyprus(RLLC), a joint venture formed by Welspun Group. On behalf of these certain companies, Mr. Murarilal Mittal had been deposed under Section 37 of FEMA. All the directors of the aforementioned companies were held responsible and found guilty for the contraventions by RLLC, in terms of Section 42(1) of FEMA. By Order (“**Adjudication Order**”) dated August 7, 2013, a penalty of Rs.25.00lacs was imposed on Mr.Murarilal Mittal. Thereafter, Mr. Murarilal Mittal filed a Writ Petition No. 2482 of 2013 (“**Writ Petition**”), before the Hon’ble Bombay High Court for quashing and setting aside of the Adjudication Order. By Order of the Hon’ble Bombay High Court dated August 7, 2014, the Writ Petition was disposed off as withdrawn. Subsequently, in pursuance of the Order issued by the Hon’ble Bombay High Court, Assistant Director, Directorate of Enforcement, Mumbai issued a Demand Notice dated September 09, 2014, directing that the penalty imposed by the Adjudicating Authority, be paid Mr. Murarilal Mittal. Subsequently, an appeal under Section 19 of FEMA against the Adjudication Order has been filed, by Mr. Murarilal Mittal, before the Appellate Tribunal for Foreign Exchange on August 19, 2014 alongwith an application seeking dispensation of pre-deposit of penalty, which is pending hearing.

Show Cause Noticehaving IEC No. 0895004801 issued by Additional Director General of Foreign Trade dated November 23, 2012 to Welspun Corp Limited and Mr.Murarilal Mittal, in his erstwhile capacity as an Executive Director of Welspun India Limited.

The Additional Director General of Foreign Trade (“**D.G.F.T.**”) issued a show cause notice under Section 14 of the Foreign Trade (Development & Regulations) Act, 1992 having IEC No. 0895004801 dated November 23, 2012 to Welspun Corp Limited (“**Noticee**”) and its Directors including Mr. Murarilal Mittal, who was one of the directors of the Noticee and had obtained advance authorization under the Duty Exemption Scheme from the Office of Additional D.G.F.T. for import of ‘Non-Alloy’ HR coil plates, welding wire, epoxy powder, etc. as per provisions of FTP 2004-2009, after being informed by the Directorate of Revenue Intelligence (DRI), Mumbai that their investigations revealed that the Noticee had imported and cleared under various Bills of Entries API 5L PSL2 X70 grade of hot rolled steel coil/plates which were ‘alloy steel’ by deliberately misdeclaring the description as ‘non-alloy steel’ and consequently misclassifying the goods and thereby violating the provisions of Customs Notification No. 93/2004 and 94/2004 both dated September 10, 2004. The Noticee was held guilty for contravening the



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provisions of Rule 11 & 14, 10(b) & 10(d) of Foreign Trade (Regulation) Rules, 1993. Accordingly, by order dated September 11, 2013 the Redemption Certificates were cancelled ab-initio, a fiscal penalty of Rs. 86098.21lacs was imposed on the Noticee. There are no orders passed against Mr. Murarilal Mittal. The Noticee filed Writ Petition No. 2240 of 2013 challenging the said order dated September 11, 2013. Vide order dated November 20, 2013, the Bombay High Court granted interim stay against operation and implementation of the order dated September 11, 2013.

2. Litigation involving Criminal Laws.

Criminal Complaint No. CCNo5680/SS/2007 filed by Mr. R.K. Mhatre, Inspector of the Security Guard Board for Greater Mumbai & Thane District against Welspun India Limited and Mr. Murarilal Mittal, in his erstwhile capacity as an Executive Director of Welspun India Limited.

A criminal complaint bearing reference no. CCNo5680/SS/2007 dated December 4, 2007 (“**the Complaint**”), was filed by Mr. R.K. Mhatre, Inspector of the Security Guard Board for Greater Mumbai & Thane District on December 4, 2007, under the Private Security Guards (Regulation of Employment & Welfare) Scheme, 2002 (“**Scheme**”) against Welspun India Limited (“**WIL**”) and Mr. Murarilal Mittal, holding the post of the Executive Director of our Company. The aforesaid Complaint alleges that WIL had engaged 3 (three) private security guards through a security agency, Central Investigation and Security Services Limited. WIL therefore became a ‘principal employer’ and was required to be registered with the Security Guard Board for Greater Mumbai & Thane District under clause 13 of Maharashtra Private Security Guards (Regulation of Employment (Amendment) Scheme, 2005 (“**the Scheme**”). WIL had failed to obtain such registration and was therefore in default of Clause 42 of the said Scheme read with Section 3 of Maharashtra Private Security Guards (Regulation of Employment and Welfare) Act, 1981. Thereafter, WIL and Mr. Murarilal Mittal filed Criminal Writ Petition No. 3160 of 2010 (“**CWP**”) against the State of Maharashtra and Mr. R.K. Mhatre, before the Hon’ble Bombay High Court for quashing and setting aside of the Complaint. Vide Order dated October 22, 2011, the Hon’ble Bombay High Court has set aside and quashed the Complaint, alongwith all additional proceeding initiated in pursuance of the same, and has granted stay in terms of the prayers and interim reliefs claimed in the CWP.

3. Litigation Involving Securities and Economic Laws.

NIL

4. Litigation involving tax liabilities.

NIL

B. LITIGATIONS FILED BY THE DIRECTORS

1. Litigation involving Civil/Statutory Laws

i. Litigation filed by Mr. Murarilal Mittal

Appeal dated April 25, 2013, filed with the office of Commissioner of Income-tax (Appeals).

The Deputy Commissioner of Income-tax (“**the Authority**”) has issued an order (“**Assessment Order**”), to Mr. Murarilal Mittal, under Section 143(3) read with Section 153A of the IT Act, dated March 25, 2013, thereby re-opening assessment proceedings for the year 2006-2007 and demanding that the Mr. Murarilal Mittal pay a sum of Rs. 27.22lacs (“**the Amount**”) to the Income-tax authorities for the afore-stated assessment year within 30 (thirty) days of issue of the Notice dated March 25, 2013, failing which interest at the rate of 1.5% would be levied, for every month of delay, on the Amount. Subsequently, Mr. Murarilal Mittal filed his appeal, challenging the Assessment Order, inter alia stating that the Authority has erred in computing the aforesaid Amount. By order (“**Appellate Order**”) dated August 24, 2014, the appeal was partly allowed, and demand notice commuting the amount to be paid by Mr. Murarilal Mittal, in pursuance of the Appellate Order, is awaited.



Appeal dated April 25, 2013, filed with the office of Commissioner of Income-tax (Appeals).

The Deputy Commissioner of Income-tax (“**the Authority**”) has issued an order (“**Assessment Order**”), to Mr. Murarilal Mittal, under Section 143(3) read with Section 153A of the IT Act, dated March 25, 2013, thereby re-opening assessment proceedings for the year 2007-2008 and demanding that the Mr. Murarilal Mittal pay a sum of Rs. 5.20lacs (“**the Amount**”) to the Income-tax authorities for the afore-stated assessment year within 30 (thirty) days of issue of the Notice dated March 25, 2013, failing which interest at the rate of 1.5% shall be levied, for every month of delay, on the Amount. Subsequently, Mr. Murarilal Mittal filed his appeal dated April 25, 2013, before the Commissioner of Income Tax (Appeals)-39, Mumbai, challenging the Assessment Order, inter alia stating that the Authority has erred in computing the aforesaid Amount. By order (“**Appellate Order**”) dated August 23, 2014, the appeal was dismissed. Demand notice computing the amount to be paid by Mr. Murarilal Mittal, in pursuance of the Appellate Order, is awaited.

Appeal dated April 25, 2013, filed with the office of Commissioner of Income-tax (Appeals).

The Deputy Commissioner of Income-tax (“**the Authority**”) has issued an order (“**Assessment Order**”), to Mr. Murarilal Mittal, under Section 143(3) read with Section 153A of the IT Act, dated March 25, 2013, thereby re-opening assessment proceedings for the year 2008-2009 and demanding that the Mr. Murarilal Mittal pay a sum of Rs. 0.21lacs (“**the Amount**”) to the Income-tax authorities for the afore-stated assessment year within 30 (thirty) days of issue of the Notice dated March 25, 2013, failing which interest at the rate of 1.5% shall be levied, for every month of delay, on the Amount. Subsequently, Mr. Murarilal Mittal filed his appeal dated April 25, 2013 before the Commissioner of Income Tax (Appeals)-39, Mumbai, challenging the Assessment Order, inter alia stating that the Authority has erred in computing the aforesaid Amount. By order (“**Appellate Order**”) dated August 1, 2014, the appeal was dismissed. Demand notice computing the amount to be paid by Mr. Murarilal Mittal, in pursuance of the Appellate Order, is awaited.

Appeal dated April 25, 2013, filed with the office of Commissioner of Income-tax (Appeals).

The Deputy Commissioner of Income-tax (“**the Authority**”) has issued a Notice dated December 23, 2010 under Section 143(1) of the IT Act, to Mr. Murarilal Mittal seeking further information regarding the return of income filed by him for the assessment year 2010-2011. Subsequently, the Authority carried out its assessment and issued an order (“**Assessment Order**”) under Section 143(3) read with Section 153A of the IT Act, dated March 25, 2013 thereby demanding a sum of Rs. 0.78 lacs (“**the Amount**”) be paid by Mr. Murarilal Mittal towards income tax. Subsequently, Mr. Murarilal Mittal filed his appeal dated April 25, 2013, challenging the Assessment Order, inter alia stating that the Authority has erred in computing the aforesaid Amount. By Order (“**Appellate Order**”) dated June 24, 2014, the appeal was dismissed. Demand notice computing the amount to be paid by Mr. Murarilal Mittal, in pursuance of the Appellate Order, is awaited.

Appeal filed before the Appellate Tribunal, in respect of assessment year 2011-2012

The Deputy Commissioner of Income-tax (“**the Authority**”) has issued a Notice dated November 16, 2011 under Section 143(1) of the IT Act, to Mr. Murarilal Mittal seeking further information regarding the return of income filed by him for the assessment year 2011-2012. Consequently, the Authority carried out its assessment and issued an order (“**Assessment Order**”) under Section 143(3) of the IT Act, dated March 25, 2013. Subsequently, Mr. Murarilal Mittal filed his appeal, challenging the Assessment Order, before the Commissioner of Income Tax (Appeals) (“**CIT(A)**”). Subsequently, Mr. Murarilal Mittal filed his appeal before the Appellate Tribunal, challenging the order against the appeal passed by the CIT(A), inter alia stating that the learned CIT(A) had erred in levying interest under Sections 234B and 234C of the IT Act, and in initiating penalty proceedings under Section 291 (c) of the Act. The matter is at the stage of hearing.

ii. **Litigation filed by Mr. Sushil Radheshyam Sharda.**

Request for rectification, in respect of the outstanding tax demand, dated November 5, 2014, filed by Mr.



Sushil Radheshyam Sharda, with the Income Tax Officer, Mumbai.

Mr. Sushil Radheshyam Sharda, has filed a request for rectification under Section 154 of the IT Act, dated November 5, 2014, for the Assessment Year 2010-2011 with the Income Tax Officer, Mumbai, (“**the Authority**”) in respect of the outstanding tax demand of Rs. 0.09lacs (“**Tax Amount**”), inter alia stating that the Authority had incorrectly raised a demand for the Tax Amount, instead of allowing a refund of Rs. 0.18lacs (“**Refund Amount**”), and thereby asking them to rectify the same by issuing a refund order for the Refund Amount and subsequently cancelling the outstanding tax amount. Mr. Sushil Sharda is awaiting a reply from the Authority.

2. Litigation involving Criminal Laws.

NIL

3. Litigation Involving Securities and Economic Laws.

NIL

C. PAST PENALTIES

NIL

PART 3: LITIGATION RELATING TO THE PROMOTERS OF OUR COMPANY

A. LITIGATION AGAINST THE PROMOTERS

1. Litigation involving Civil/Statutory Laws.

Except as disclosed above in “**Part 2: Litigation Relating To The Directors Of Our Company**”, there are no litigations involving civil/statutory laws filed against the Promoters of our Company.

2. Litigation involving Criminal Laws.

Except as disclosed above in “**Part 2: Litigation Relating To The Directors Of Our Company**”, there are no litigations involving criminal laws filed against the Promoters of our Company.

3. Litigation Involving Securities and Economic Laws.

NIL

B. LITIGATION FILED BY THE PROMOTERS

1. Litigation involving Civil/Statutory Laws

Except as disclosed above in “**Part 2: Litigation Relating To The Directors Of Our Company**”, there are no litigations involving civil/statutory laws filed by the Promoters of our Company.

2. Litigation involving Criminal Laws.

NIL

3. Litigation Involving Securities and Economic Laws.

NIL

C. PAST PENALTIES



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NIL

PART 4: LITIGATION RELATING TO THE GROUP COMPANIES

A. LITIGATION AGAINST THE GROUP COMPANIES

1. **Litigation involving Civil Laws.**

NIL

2. **Litigation involving Criminal Laws.**

NIL

3. **Litigation Involving Securities and Economic Laws.**

NIL

B. LITIGATION FILED BY THE GROUP COMPANIES

1. **Litigation involving Civil Laws.**

NIL

2. **Litigation involving Criminal Laws.**

NIL

3. **Litigation Involving Securities and Economic Laws.**

NIL

C. PAST PENALTIES

NIL

PART 5: LEGAL NOTICES

1. **Legal notices issued to our Company**

NIL

2. **Legal Notices issued by our Company**

NIL

3. **Legal Notices issued to the Group Companies**

NIL

4. **Legal Notices issued by the Group Companies.**

NIL



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PART 6: MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE, i.e. January 31, 2015

Except as mentioned in the chapter titled “*Financial Statements*” beginning on page 196 of this Draft Red Herring Prospectus, no circumstances have arisen since the date of last financial statement until the date of filing the Draft Red Herring Prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next 12 (twelve) months. There is no subsequent development after the date of the Auditor’s Report, which will have a material impact on the reserves, profits, earnings per share and book value of the Equity Shares of our Company. Significant developments since the last audited balance sheet as on January 31, 2015 till the date of the Draft Red Herring Prospectus.

PART 7: AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS

As on the date of this Draft Red Herring Prospectus, there are no outstanding dues payable to small scale industries and other creditors, by our Company, amounting to Rs.1.00Lac or more, which are pending for more than 30 (thirty) days from the due date, except in the ordinary course of business. For further details, please see the chapter titled “*Financial Statements*” beginning on page 196 of this Draft Red Herring Prospectus.



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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 authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current/ proposed business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Issue or to continue our business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.

The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

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 September 4, 2014 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. The shareholders of our Company have, pursuant Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the extra ordinary general meeting held on October 8, 2014 authorized the Issue.
3. In-principle approval dated [●] from the BSE for listing of the Equity Shares issued by our Company pursuant to the Issue.
4. In-principle approval dated [●] from the NSE for listing of the Equity Shares issued by our Company pursuant to the Issue.

Approvals pertaining to Incorporation, name and constitution of our Company

1. Certificate of Incorporation dated July 24, 1986 issued by the Registrar of Companies, Maharashtra (“RoC”) in the name of “Bharat Ropes Private Limited”.
2. A fresh Certificate of Incorporation consequent upon change of name from “Bharat Ropes Private Limited” to “Bharat Ropes Limited” was issued on June 10, 1992 by the Registrar of Companies, Mumbai.
3. A fresh Certificate of Incorporation consequent upon change of name from “Bharat Ropes Limited” to “Bharat Wire Ropes Limited” was issued on July 5, 1996 by the Registrar of Companies, Mumbai.
4. The Corporate Identification Number (CIN) of our Company is U27200MH1986PLC040468.

I. GENERAL APPROVALS

1. The ISIN of our Company is INE316L01019.
2. Our Company has obtained Certificate of Establishment bearing Registration No. 760275608/ Commercial II under the Maharashtra Shops and Establishments Act, 1948 for its corporate office located at 701, A Wing, Trade World, Kamla City, Senapati Bapat Marg, Lower Parel (West), Mumbai- 400013, Maharashtra, India. The Certificate was issued on August 27, 2012 and is valid until December 31, 2015.



II. TAX RELATED APPROVALS

i. General					
Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Permanent Account Number (PAN)	Income Tax Department, Government of India	AACB2180N	-	Valid until cancelled
2.	Tax Deduction Account Number (TAN)	Income Tax Department, Government of India	MUMB13248E	December 26, 2012	Valid until cancelled
3.	Certificate of Registration issued under Service Tax Code Registration (Atgaon Facility)	Central Board of Excise and Customs, Ministry of Finance – Department of Revenue	AACB2180NSD004	March 13, 2013	Till the business is discontinued
4.	Certificate of Registration under Service Tax Code Registration(Proposed Project)	Central Board of Excise and Customs, Ministry of Finance – Department of Revenue	AACB2180NEM004	May 12, 2015	Till the business is discontinued

ii. Value Added Tax					
Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Certificate of Registration	Sales Tax Officer, VAT Registration, Kalyan	TIN – 27960001554V	April 1, 2006	Valid until cancelled
2.	Certificate of Registration, Bangalore	Government of Karnataka	TIN – 29141201765	May 22, 2015 <i>Effective Date:</i> May 8, 2014	Valid until cancelled

iii. Central Sales Tax					
Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Certificate of Registration	Sales Tax Officer, VAT Registration, Kalyan	TIN (Central) – 27960001554C	April 1, 2006	Valid until cancelled

iv. Professional Tax					
Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of expiry
1.	Certificate of enrolment-	Professional Tax, Officer, Kalyan	P.T.E.C No.: 99322041404P	June 4, 2013	Valid until cancelled



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	Maharashtra				
2.	Certificate of Registration	Profession Tax Officer, Kalyan	27960001554P	October 13, 2014	Valid until cancelled

III. LABOUR RELATED APPROVALS/ REGISTRATIONS

Our Company has obtained the following approvals related to Labour/employment related registrations:

Sr. No.	Authority	Registration Number	Issuing Authority	Date of Issue	Date of Expiry
1.	Factory license issued under the Factories Act, 1948. (Atgaon Facility)	097992	Joint Director of Industry (Directorate of Industrial Safety and health)	April 19, 2011	Renewed upto December 31, 2017
2.	Factory license issued under the Factories Act, 1948. (Proposed Project)	090665	Joint Director of Industry (Directorate of Industrial Safety and health)	August 5, 2014	December 31, 2015
3.	Certificate of registration under Contract Labour (Regulation and Abolition) Act, 1970 (Atgaon Facility)	ACL/KYN/CLA/RC/2868 5/2013	Registering and Licensing Officer, Kalyan	February 1, 2013	Renewed upto December 31, 2015 vide letter dated October 21, 2014
4.	Registration under Employee State Insurance Act, 1948 in respect of our Company's corporate office.	Code:- 31001037300000999	Employee State Insurance Corporation,	February 27, 2015	Valid until cancelled
5.	Registration under Employees Provident Funds & Miscellaneous Provisions Act, 1952 for Atgaon Facility.	Code:- THTHA/0013057/ 000	Employee Provident Fund Organisation,	October 30, 2014	Valid until cancelled
6.	Certificate of registration under Contract Labour (Regulation and Abolition) (Proposed Project)	ACL/JL/01/2015	Assistant Commissioner of Labour and Registering Officer, Jalgaon	March 31, 2015 <i>Effective Date: March 1, 2015</i>	December 31, 2015



IV. CENTRAL EXCISE RELATED APPROVALS

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Central Excise Registration Certificate (Atgaon Facility)	Deputy Commissioner, Central Excise, Kalyan Division II	AACB2180NXM002	March 22, 2012	Till the business is discontinued
2.	Central Excise Registration Certificate (Pyrolysis Plant)	Assistant Commissioner, Central Excise & Customs, Jalgaon Division	AACB2180NEM003	November 1, 2013	Till the business is discontinued

V. APPROVALS RELATING TO EXISTING MANUFACTURING FACILITY

Sr. No.	Description	Code Number	Issuing Authority	Date of Issue	Date of Expiry
1.	Certificate under the Standard of Weights and Measures (Enforcement) Act, 1985, Maharashtra Standard of Weights and Measures (Enforcement) Rules, 1987 and Amendment Rules, 2000.	0201634	Inspector, Legal Metrology	June 24, 2015	June 24, 2016
2.	Certificate under the Standard of Weights and Measures (Enforcement) Act, 1985, Maharashtra Standard of Weights and Measures (Enforcement) Rules, 1987 and Amendment Rules, 2000.	0201703	Inspector, Legal Metrology	June 25, 2015	June 25, 2017
3.	Certificate under the Standard of Weights and Measures (Enforcement) Act, 1985, Maharashtra Standard of Weights and Measures (Enforcement) Rules, 1987 and Amendment Rules, 2000.	0201635	Inspector, Legal Metrology	June 24, 2015	June 24, 2016
4.	Certificate under the Standard of Weights and Measures (Enforcement) Act, 1985, Maharashtra Standard of Weights and Measures (Enforcement) Rules, 1987 and Amendment Rules, 2000.	0201644	Inspector, Legal Metrology	June 27, 2015	June 27, 2016
5.	Industrial Entrepreneurs Memorandum	2722/SIA/IMO/2011	Under Secretary, Ministry of Commerce & Industry,	August 25, 2011	N.A.



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	Acknowledgement (Atgaon Facility)		Department of Industrial Policy & Promotion		
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VI. APPROVALS RELATING TO PROPOSED PROJECT

Sr. No.	Description	Registration/Approval/Certificate Number	Issuing Authority	Date of Issue	Date of Expiry
1.	Approval for storage of LNG gas	A/S/HO/MH/03/1718(S55767)	Deputy Chief Controller of Explosives, Petroleum and Explosives Safety Organisation (PESO)	May 1, 2013	Valid until cancelled
2.	Provisional NOC for Fire Fighting Installation work	MIDC/FIRE/1355	Chief Fire Officer & Fire Advisor, MIDC, Mumbai	May 25, 2015	May 24, 2016
3.	Sanction of Building Permit and Commencement Certificate for Revised Plan Approval	DB/DHL/A-157W/2015	Executive Engineer, M.I.D.C., Division Dhule	January 14, 2015	January 13, 2016
4.	Approval for Electricity Supply	EE/O&M/CSN/Tech/conf/278	Executive Engineer, M.S.E.D.C. Ltd., Chalisgaon	August 13, 2012	Valid until cancelled
6.	Industrial Entrepreneurs Memorandum Acknowledgement	2038/SIA/IMO/2012	Under Secretary, Ministry of Commerce & Industry, Department. of Industrial Policy & Promotion	September 4, 2012	N.A.

VII. APPROVALS RELATING TO INTELLECTUAL PROPERTY


TRADEMARKS

Sr. No.	Particulars of the mark	Word/Label mark	Applicant	Trademark Application Number	Issuing Authority	Certificate Detail	Class	Period of validity
1.		Label	Bharat Wire Ropes Ltd.	2341483	Registrar of Trademarks	Certificate No. 1146675 dated January 9, 2014 <i>Effective Date:</i> June 1, 2012	6	Valid upto May 31, 2022



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COPYRIGHT

Sr. No.	Copyright	Applicant/Author	Registration Number	Issuing Authority	Date of Grant	Status
1.		Bharat Wire Ropes Ltd./ Mr. Mayank Mittal	A-106204/2013	Deputy Registrar of Copyrights	October 4, 2013	Registered

VIII. ENVIRONMENT RELATED APPROVALS

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1.	Consent to Operate under Air (Prevention and Control of Pollution) Act, 1981, Water (Prevention and Control of Pollution) Act, 1974 and Authorisation under Hazardous Wastes (Management, Handling & Trans Boundary Movement) Rules, 2008 for the Atgaon Facility	JD (Air Pollution Control), Maharashtra Pollution Control Board.	Consent No.: BO/APAE/EIC No.KN-4544-11/R/CC-515	October 21, 2011	January 31, 2016
2.	Consent to establish under Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981 and Authorisation under Hazardous Wastes (Management, Handling & Trans Boundary Movement) Rules, 2008 for Chalisgaon Plant	Member Secretary, Maharashtra Pollution Control Board.	Consent No.: BO/JD(APC)/EIC No.NK-12239-12/E/CC/CAC-988	December 4, 2012	Commission of the unit or December 3, 2017, whichever is earlier.
3.	Consent to operate under Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981 and Authorisation under Hazardous Wastes (Management, Handling & Trans Boundary Movement) Rules, 2008 for Pyrolysis Plant	Regional Officer, Nashik, Maharashtra Pollution Control Board.	Consent No.: MPCB/RONK/CC-COJ-764/2955	November 25, 2013	October 31, 2016

- The State Environment Impact Assessment Authority, in its 82nd meeting held on 25th and 26th February, 2015, has granted environmental clearance, to our Company, for its proposed industrial project located at Plot no. 4, Chalisgaon, MIDC, District: Jalgaon.



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IX. OTHER APPROVALS

1. Our Company has obtained Certificate of registration bearing Certificate number: FM 579775 from BSI India, certifying Quality Management System in compliance with the requirements of ISO 9001:2008 for the manufacture and supply of steel wire ropes, stainless steel wire ropes, non-ferrous wire ropes, slings, relevant conductors, wire for specialised applications and rope fittings in domestic and international market. The certificate was issued on September 8, 2014 and is valid until: September 21, 2017.

Sr. No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
2.	Certificate of Importer-Exporter Code (IEC)	Foreign Trade Development Officer, Ministry of Commerce and Industry, Govt. of India	IEC No.: 0388066946	April 1, 1988	Valid until cancelled

Pyrolysis Plant:

Sr.No.	Description	Registration/Approval/Certificate Number	Issuing Authority	Date of Issue	Date of Expiry
3.	Certificate of Stability	Certificate dated January 13, 2014	Chartered Engineer	Inspection dated January 3, 2014	January 2, 2019
4.	Industrial Entrepreneurs Memorandum Acknowledgement	270031200887	Under Secretary, Ministry of Commerce & Industry, Department. of Industrial Policy & Promotion	May 16, 2013	N.A.



SECTION VII - OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

- The Issue has been authorized by the resolutions of our Board of Directors passed at their meeting held on September 4, 2014, subject to the approval of shareholders of our Company pursuant to Section 62(1)(c) of the Companies Act, 2013.
- The shareholders of our Company have authorized the Issue by a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013, passed at the EGM of our Company held on October 8, 2014.
- We have received in-principle approvals from the BSE and the NSE for the listing of our Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI, RBI or Other Governmental Authorities

Our Company, our Promoters, directors of our Promoter, Promoter Group, Group Companies and our Directors have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or government authorities. Neither our Promoters nor any of our Directors or persons in control of our Company have been or is a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory or governmental authorities.

Except our Non-executive Independent Director - Mr. Asit Pal who is a common director between the Issuer and Baroda Pioneer Asset Management Company Limited which is an investment manager to Baroda Pioneer Mutual Fund, a SEBI registered mutual fund having registration no. MF/018/94/2, none of our Directors are in any manner associated with the securities market and there has been no action taken by the SEBI against any Director or any entity in which our Directors are involved as promoters or directors or trustees.

Neither our Company, nor our Promoters or directors of our Corporate Promoter, Promoter Group or Group Companies or relatives of our Promoters (as defined under Companies Act, 2013) have been named as wilful defaulters by the RBI or any other government authorities. Further, there have been no violations of securities laws committed by any of them in the past or no such proceedings are currently pending against any of them.

Eligibility for the Issue

Our Company is eligible for the Issue in accordance with Regulation 26(2) of the SEBI (ICDR) Regulations as described below:

“(2) An issuer not satisfying the condition stipulated in sub-regulation (1) of Regulation 26 may make an initial public offer if the issue is made through the book-building process and the issuer undertakes to allot, at least seventy five percent of the net issue to public, to qualified institutional buyers and to refund full subscription money if it fails to make the said minimum allotment to qualified institutional buyers.”

We are an unlisted company not complying with the conditions specified in Regulation 26(1) of the SEBI Regulations and are therefore required to meet both the conditions detailed in Regulation 26(2) of the SEBI Regulations.

- Our Company is complying with Regulation 26(2) of the SEBI Regulations and at least 75% of the Issue is proposed to be Allotted to QIBs and in the event we fail to do so, the full application monies shall be refunded to the Bidders.
- Our Company is complying with Regulation 43(2A) of the SEBI Regulations and Non-Institutional Bidders and Retail Individual Bidders will be allocated not more than 15% and 10% of the Issue, respectively.



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Hence, we are eligible for the Issue under Regulation 26(2) of the SEBI Regulations.

Further, in accordance with Regulation 26(4) of the SEBI Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 failing which the entire application monies shall be refunded forthwith.

Our Company is in compliance with the following conditions specified under Regulation 4(2) of the SEBI Regulations:

- a) Our Company, our Directors, our Promoters, the members of our Promoter Group, the persons in control of our Company and the companies with which our Directors, Promoters or persons in control are or were associated as directors or promoters or persons in control have not been prohibited or debarred from accessing or operating in the capital markets under any order or direction passed by SEBI;
- b) Our Company has applied to the BSE and the NSE for obtaining their in-principle listing approval for listing of the Equity Shares under this Issue and has received the in-principle approvals from the BSE and the NSE pursuant to their letters dated [●] and [●], respectively. For the purposes of this Issue, the [●] shall be the Designated Stock Exchange;
- c) Our Company has entered into agreements dated June 24, 2015 and June 25, 2015 with NSDL and CDSL, respectively, for dematerialisation of the Equity Shares;
- d) The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.
- e) At least 75% of the stated means of finance excluding the amount to be raised through the Net Proceeds or through existing identifiable internal accruals have been tied up. For further details in this regard, please see the chapter titled “*Objects of the Issue*” beginning on page 83 of the Draft Red Herring Prospectus.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, INTENSIVE FISCAL SERVICES PRIVATE LIMITED AND BOB CAPITAL MARKETS LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS, INTENSIVE FISCAL SERVICES PRIVATE LIMITED AND BOB CAPITAL MARKETS LIMITED, ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS, INTENSIVE FISCAL SERVICES PRIVATE LIMITED AND BOB CAPITAL MARKETS LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATES DATED JULY 21, 2015 WHICH READS AS FOLLOWS:



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WE, THE BRLMS TO THE ABOVE MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING 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 DRAFT RED HERRING PROSPECTUS FILED WITH SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
 - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
 - C. THE DISCLOSURES MADE IN THE DRAFT RED HERRING 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, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATIONS ARE VALID.**
- 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. NOTED FOR COMPLIANCE.**
- 5. WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING 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 PROMOTER'S CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING 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 PROMOTER'S CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING**



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OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. NOT APPLICABLE.

- 8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE "MAIN OBJECTS" LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.**
- 9. WE CONFIRM THAT NECESSARY ARRANGEMENTS WILL BE MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF 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 TO BE 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 SPECIFIED IN SECTION 40(3) OF THE COMPANIES ACT, 2013.**
- 10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING 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 IN THE ISSUE HAVE 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 DRAFT RED HERRING 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 OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER'S 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**



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AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.

- 16. WE ENCLOSE STATEMENT OF “PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS BELOW (WHO ARE RESPONSIBLE FOR PRICING THE ISSUE), AS PER THE FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR.**
- 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 REPORTED, IN ACCORDANCE WITH ACCOUNTING STANDARD 18, IN THE FINANCIAL STATEMENTS OF THE COMPANY INCLUDED IN THE DRAFT RED HERRING PROSPECTUS.**

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY OR ANY PERSON WHO HAS AUTHORISED THE ISSUE OF THIS DRAFT RED HERRING PROSPECTUS FROM ANY LIABILITIES UNDER SECTION 34 AND SECTION 36 OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLMs, ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. 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, Section 30 and Section 32 of the Companies Act, 2013.

Caution - Disclaimer from our Company, our Directors and the BRLMs

Our Company, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company’s instance and anyone placing reliance on any other source of information, including our Company’s website, www.bharatwireropes.com, would be doing so at his or her own risk.

The BRLMs accepts no responsibility, save to the limited extent as provided in the agreement entered into among the BRLMs and our Company and the Underwriting Agreement to be entered into among the Underwriters and our Company.

All information shall be made available by our Company and the BRLMs to the public and Bidders at large and no selective or additional information would be available for a section of the Bidders in any manner whatsoever, including at road show presentations, in research or sales reports, at bidding centres or elsewhere.

Neither our Company nor any member of the Syndicate is liable for any failure in downloading the Bids due to faults in any software/hardware system or otherwise.

Investors who Bid in the Issue will be required to confirm and will be deemed to have represented to our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not issue, sell, pledge, or transfer the Equity Shares of our Company to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any Bidder on whether such Bidder is eligible to acquire Equity Shares of our Company.

The BRLMs and their respective associates and affiliates may engage in transactions with, and perform services for, our Company and the affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the



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future engage, in commercial banking and investment banking transactions with our Company and the affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

This Issue is being made in India to persons resident in India including Indian nationals resident in India and (who are not minors) Hindu Undivided Families (HUFs), companies, other corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, Indian Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), or trusts under the applicable trust laws, and who are authorized under their constitution to hold and invest in equity shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, AIFs, state industrial development corporations, insurance companies registered with the IRDA, provident funds (subject to applicable law) with minimum corpus of Rs.2500 lacs and pension funds with minimum corpus of Rs.2500 lacs, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, India and permitted Non-Residents including FPIs, Eligible NRIs, Eligible QFIs and Foreign Institutional Investors ("FIIs") and other eligible foreign investors (viz. FVCIs, multilateral and bilateral development financial institutions) applying under the portfolio investment scheme set out in the relevant schedules to the FEMA. This Draft Red Herring Prospectus does not, however, constitute an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Mumbai only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus has been filed with SEBI for its observations and SEBI shall give its observations in due course. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and the Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933 as amended (the "Securities Act") or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States (as defined in Regulation S under the Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws in United States. The Equity Shares are being offered and sold only outside the United States in compliance with Regulation S of 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 Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Bidder where required agrees that such Bidder will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the RoC filing.



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Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to the RoC filing.

Filing

A copy of the Draft Red Herring Prospectus will be filed with SEBI at Corporation Finance Department, Plot No.C4-A, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India.

A copy of the Red Herring Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013, will be delivered for registration to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be delivered for registration with RoC at the Office of the Registrar of Companies, 100, Everest, Marine Drive, Mumbai – 400002, Maharashtra, India.

Listing

In connection with the Issue and in accordance with Regulation 7(a) of the SEBI (ICDR) Regulations, our Company will make applications to the BSE and NSE for obtaining final listing and trading approvals for the Equity Shares. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalized for the Issue.

If the permissions to deal in and for an official quotation of the Equity Shares (final listing and trading approvals) are not granted by any of the Stock Exchanges mentioned above, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Red Herring Prospectus/Prospectus. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at all the Stock Exchanges mentioned above are taken within 12 Working Days from the Bid/Issue Closing Date.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

“Any person who:

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*
shall be liable for action under section 447.”



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Price information of past issues handled by the Book Running Lead Managers

The price information of past issues handled by the BRLMs is as follows:

Intensive Fiscal Services Private Limited:



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INTENSIVE FISCAL SERVICES PRIVATE LIMITED

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY BOOK RUNNING LEAD MANAGER

TABLE 1:

Sr. No.	Issue Name	Issue size (Rs. in cr.)	Issue price (Rs.)	Listing date	Opening price on listing date (Rs.)	Closing price on listing date (Rs.)	% Change in Price on listing date (Closing) vs. Issue Price	Benchmark index on listing date (Closing)	Closing price as on 10th calendar day from listing day	Benchmark index as on 10th calendar days from listing day (Closing)	Closing price as on 20th calendar day from listing day	Benchmark index as on 20th calendar days from listing day (Closing)	Closing price as on 30th calendar day from listing day	Benchmark index as on 30th calendar days from listing day (Closing)
Financial Year 2012-13														
1	Kavita Fabrics Limited ⁽²⁾	5.10	40.00	12-Mar-13	40.90	41.00	2.50%	185.91	40.90	204.17	39.10	212.24	40.00	229.93
2	Lakhotia Polyesters (India) Limited ⁽²⁾	5.08	35.00	04-Apr-13	35.80	35.00	0.00%	226.55	35.10	233.13	35.00	236.72	34.55	241.44

TABLE 2: SUMMARY STATEMENT OF DISCLOSURE

+	Total no. of IPOs	Total Funds Raised (Rs. Cr.)	Nos. of IPOs trading at discount on listing date			Nos. of IPOs trading at premium on listing date			Nos. of IPOs trading at discount as on 30 th calendar day from listing day			Nos. of IPOs trading at premium as on 30 th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2012-13	1	5.10	-	-	-	-	-	1	-	-	-	-	-	1
2013-14	1	5.08	-	-	-	-	-	1	-	-	1	-	-	-
2014-15	0	-	-	-	-	-	-	-	-	-	-	-	-	-

Note:

- Benchmark index considered is BSE SENSEX
- Benchmark index considered is BSE SME IPO
- In case the 10th, 20th and 30th calendar day from the date of listing is a holiday, the share price and benchmark index is taken for the immediately preceding working day.



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BOB Capital Markets Limited:

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY BOOK RUNNING LEAD MANAGER

NIL

SUMMARY STATEMENT OF DISCLOSURE

NIL

Track Record of past issues handled by the Book Running Lead Managers

For details regarding the track record of the BRLMs as specified in circular no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, kindly refer to the websites of the BRLMs as set forth in the table below:

Sr. No.	Name of the BRLM	Website
1	Intensive Fiscal Services Private Limited	www.intensivefiscal.com
2	BOB Capital Markets Limited	www.bobcaps.in

Consents

Consents in writing of: (a) our Directors, Company Secretary and Compliance Officer of our Company, the Chief Financial Officer, the Statutory Auditors, the Bankers to our Company; and (b) the BRLMs, the Legal Advisor, the Peer Reviewed Auditor, the Syndicate Member(s), the Escrow Collection Bank(s), Refund Bank and the Registrar to the Issue to act in their respective capacities, will be obtained and will be filed along with a copy of the Prospectus with the RoC as required under Section 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Red Herring Prospectus for registration with the RoC.

Expert Opinion

Except for the below stated reports and certificate included in the Prospectus, our Company has not obtained any expert opinions:

1. Our Company has received consent from the Peer Reviewed Auditor, M/s. NGS & Co. LLP, Chartered Accountants, vide their consent letter dated June 15, 2015, to include their name under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to their reports on the restated audited financial statements and statement of tax benefits etc.
2. Our Company has received consent from the Statutory Auditor of our Company, M/s. Sureka Associates, Chartered Accountants, vide their consent letter dated June 15, 2015, to include their name under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to the statement of tax benefits etc.
3. Our Company has received consent from Mr. Vilas J. Bardapurkar, a Chartered Engineer, vide his consent letter dated June 16, 2015, to include his name under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to the installed capacity and certain related details in relation to our manufacturing facilities.
4. Our Company has received consent from M/s. Suvin Advisors Private Limited, vide their consent letter dated June 16, 2015, to include their name under Section 26 of the Companies Act, 2013 in this Draft Red Herring Prospectus in relation to estimation of cost of building and civil construction for our proposed project.
5. Our Company has received consent from M/s. Sachin Chhadawa and Associates, Company Secretaries vide their consent letter dated July 11, 2015 to include their name in this Draft Red Herring Prospectus in relation to their Search Report dated July 4, 2014.



6. Our Company has received consent from CARE, vide their consent letter dated July 1, 2015, to include their name in this Draft Red Herring Prospectus in relation to their CARE Report dated June 30, 2015.

Such consent and reports will not be withdrawn up to the time of delivery of the Draft Red Herring Prospectus with SEBI.

Expenses of the Issue

The expenses for this Issue include lead management fees, underwriting fees, selling commission, registrar’s fees, advertisement and marketing expenses, Bankers to the Issue including processing fee to the SCSBs for processing ASBA Bid cum Application Forms procured by the Syndicate Members and submitted to the SCSBs and Registrar to the Issue, printing and distribution expenses, legal fees, SEBI filing fees, bidding software expenses, depository charges and listing fees to the Stock Exchanges and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

The details of the estimated Issue expenses are set forth below*:

Sr. No.	Activity	Expenses (Rs. in lacs)	Percentage of Issue Expenses	Percentage of Issue Size
1.	Fees of the BRLMs, underwriting commission, brokerage and selling commission	[•]	[•]	[•]
2.	Processing fee to the SCSBs for processing Bid cum Application Forms procured by Syndicate/Sub Syndicate and submitted to SCSBs or procured by Registered Brokers	[•]	[•]	[•]
3.	Advertising and marketing expenses, printing and stationery, distribution, postage etc.	[•]	[•]	[•]
4.	Fees to the Registrar to the Issue	[•]	[•]	[•]
5.	Listing fees and other regulatory expenses	[•]	[•]	[•]
6.	Other expenses (Legal advisors, Auditors and otherAdvisors etc.)	[•]	[•]	[•]
	Total Estimated Offer Expenses	[•]	[•]	[•]

**To be incorporated after finalization of the Issue Price*

Details of Fee Payable

Book Running Lead Managers to the Issue

The total fees payable to the Book Running Lead Managers, Intensive Fiscal Services Private Limited and BOB Capital Markets Limited will be as per the Issue Agreement dated July 20, 2015 signed with the BRLMs, a copy of which is available for inspection at the Registered Office of our Company. The Book Running Lead Managers will be reimbursed for all relevant out-of-pocket expenses such as cost of travel, stationery, postage and communication expenses, etc.

Fees Payable to the Registrar to the Issue

The fees payable by our Company to the Registrar to the Issue for processing of application, data entry, printing of CAN/ refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Memorandum of Understanding signed with our Company dated April 29, 2015.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by our Company to the Registrar to the Issue to enable them to send refund orders or Allotment advice by registered post/ speed-post.



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Underwriting fees, Brokerage and Selling Commission

The underwriting fees and the selling commission for the Issue are as set out in the Syndicate Agreement amongst our Company, the BRLMs and the Syndicate Member(s). The underwriting commission shall be paid as set out in the Syndicate Agreement based on the Issue price and the amount underwritten in the manner mentioned in this Draft Red Herring Prospectus.

Previous Public or Rights Issue

We have not made any previous rights and public issues, 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 disclosed in the chapter “*Capital Structure*” beginning on page 65 of this Draft Red Herring Prospectus, and on the basis of the information and documents available in the records of our Company, it appears that our Company has not issued any Equity Shares for consideration other than cash. However, allotment related details, in respect of issuance of Equity Shares for consideration other than cash, from the period of July 25, 1986 to March 31, 2010 are not available in our Company’s records. We are therefore unable to confirm whether any Equity Shares have been issued for consideration other than cash. For further details, please refer to paragraph on page 154 in the chapter titled “History and Certain Other Corporate Matters” beginning on page 154 and risk factor no. 6 contained in the section titled “*Risk Factors*” beginning on page 17 of this Draft Red Herring Prospectus.

Commission and Brokerage paid on previous issues of the Equity Shares

Since this is the initial public issue of Equity Shares, 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 our Company’s inception.

Previous capital issue during the previous three years by listed Group Companies of our Company

None of the Group Companies of our Company are listed on any stock exchange.

Performance vis-à-vis objects – Public/rights issue of our Company and/or listed Group Companies of our Company

Our Company has not undertaken any previous public or rights issue. None of the Group Companies of our Company have undertaken any public or rights issue in the last ten years preceding the date of this Draft Red Herring Prospectus.

Outstanding Debentures or Bonds

Our Company does not have any outstanding debentures or bonds as on the date of filing this Draft Red Herring Prospectus.

Outstanding Preference Shares

Our Company does not have any outstanding preference shares as on the date of this Draft Red Herring Prospectus.

Stock Market Data of Equity Shares

This being an initial public issue of our Company, the Equity Shares are not listed on any stock exchange.



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Mechanism for Redressal of Investor Grievances

The agreement between the Registrar to the Issue and our Company will provide for retention of records with the Registrar to the Issue for a minimum period of three years from the last date of dispatch of the letters of Allotment, demat credit and refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details of bidder such as name, application form number, DP ID, Client ID, PAN, address of the bidder, number of Equity Shares applied for, amount paid on application and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to relevant SCSB and the Syndicate Members or Registered Brokers at the Specified Locations with whom the Bid cum Application Form was submitted. In addition to the information indicated above, the ASBA Bidder should also specify the Designated Branch or the collection centre of the SCSB or the address of the centre of the Syndicate Member at the Specified Locations where the Bid cum Application Form was submitted by the ASBA Bidder.

Further, with respect to the Bid cum Application Forms submitted with the Registered Brokers, the investor shall also enclose the acknowledgment from the Registered Broker in addition to the documents/information mentioned hereinabove.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Issue or the SCSB, in case of ASBA Bidders for the redressal of routine investor grievances shall be 10 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible. Our Company has constituted the Stakeholders' Relationship Committee on June 15, 2015. For details on the composition of the Stakeholders' Relationship Committee, kindly refer to the paragraph titled "*Stakeholders' Relationship Committee*" on page 170 of this Draft Red Herring Prospectus.

Our Company has appointed Mr. Shailesh Rakhasiya, Company Secretary of our Company as the Compliance Officer for this Issue and he may be contacted in case of any pre-Issue or post-Issue related problems at the following address:

Mr. Shailesh Rakhasiya
Bharat Wire Ropes Limited
701, A-Wing, Trade World,
Kamla City, Senapati Bapat Marg,
Lower Parel, (West), Mumbai - 400 013.
Tel: +91 22 66824600
Fax No.: +91 22 24955477
Email: compliance@bharatwireropes.com

Changes in Auditors

There has been no change in our Statutory Auditors in the last three years.

Capitalisation of Reserves or Profits

Our Company has not capitalised our reserves or profits at any time during the last five years.

Revaluation of Assets

Our Company has not revalued its assets in the last five years.



SECTION VIII: ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act 1956, the Companies Act, 2013 (to the extent notified), the SCRA, the SCRR, SEBI (ICDR) Regulations, the Memorandum and Articles of Association of our Company, the terms of the Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, the Confirmation of Allocation Note (“CAN”), the Allotment Advice, and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI or any other authorities while granting its approval for the Issue..

Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act and our Memorandum and Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect to receive dividend. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, kindly refer to the Section titled “*Main Provisions of the Articles of Association of our Company*” beginning on page 375 of this Draft Red Herring Prospectus.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to its shareholders in accordance with the provisions of the Companies Act, the Memorandum and Articles of Association and the provisions of the Equity Listing Agreements to be executed with the Stock Exchanges. For further details, please refer to the chapter “*Dividend Policy*” on page 195 of this Draft Red Herring Prospectus.

Face Value and Issue Price

The face value of the Equity Shares is Rs. 10/- each. The Issue Price is [●] per Equity Share. At any given point of time there shall be only one denomination for the Equity Shares.

The Price Band and the minimum Bid Lot size for the Issue will be decided by our Company in consultation with the BRLMs and advertised in [●] edition of one English national newspaper [●], [●] edition of the Hindi national newspaper [●] and [●] edition of Marathi newspaper [●], each with wide circulation and made available on the websites of the Stock Exchanges, atleast 5 (five) Working Days prior to the Bid/Issue Opening Date. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges.

Rights of the Equity Shareholder

Subject to applicable laws, rules, regulations, guidelines and the provisions of the Articles of Association of our Company, the equity shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;



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- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, 1956, the Companies Act, 2013 (to the extent notified), the terms of the Listing Agreements to be executed with the Stock Exchanges and our Company's Memorandum and Articles of Association.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation/splitting, kindly refer to the Section titled "*Main Provisions of the Articles of Association of our Company*" beginning on page 375 of this Draft Red Herring Prospectus.

Market Lot and Trading Lot

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialized form. As per the SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Agreement dated June 24, 2015 entered into between NSDL, our Company and the Registrar to the Issue;
- Agreement dated June 25, 2015 entered into between CDSL, our Company and the Registrar to the Issue.

Since trading of the Equity Shares is in dematerialized form, the tradable lot is one Equity Share. Allocation and allotment in this Issue will be done only in electronic form in multiples of one Equity Share, subject to a minimum Allotment of [●] Equity Shares. For details of allocation and allotment, please refer to the chapter titled "*Issue Procedure*" beginning on page 316 of the Draft Red Herring Prospectus.

Joint Holders

Subject to provisions contained in our Articles of Association, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

Compliance with SEBI (ICDR) Regulations

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Mumbai, Maharashtra, India.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933 ("Securities Act") and may not be offered or sold within the United States (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013, the sole or First Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand



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rescinded upon a sale/transfer 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/Corporate Office of our Company or to the Registrar to the Issue. In accordance with Rule 19 of the Companies (Share Capital and Debentures Rules) 2013, any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- To register himself or herself as the holder of the Equity Shares; or
- To make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our 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 90 (Ninety) days, our Board may thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the bidders want to change their nomination, they are requested to inform their respective Depository Participant.

Bid/Issue Program

For details, please see the chapter titled “Issue Structure” beginning on page 309 of this Draft Red Herring Prospectus.

Minimum Subscription

If our Company does not receive (i) the minimum subscription of 90% of the Issue within the Bid/Issue Period; and/or (ii) a subscription in the Issue equivalent to the minimum number of securities as specified under Rule 19(2)(b)(i) of the SCRR, including devolvement of Underwriters, if any, our Company shall refund the entire subscription amount received, within period as prescribed under Regulation 14 of the SEBI (ICDR) Regulations. If there is a delay beyond the prescribed period, our Company shall pay interest prescribed under Section 39 Companies Act, 2013, the SEBI Regulations and applicable law.

If at least 75% of the Net Issue is not Allotted to the QIBs, the entire application money shall be refunded forthwith.

Further, in accordance with Regulation 26(4) of the SEBI (ICDR) Regulations, we shall ensure that the number of prospective Allottees to whom the Equity Shares will be allotted will be not less than 1,000.

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 Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Arrangement for disposal of Odd Lots

The Equity Shares will be traded in dematerialized form only and therefore the marketable lot is one Equity Share. Hence, there is no possibility of any odd lots and no arrangements are required to that effect.

Restriction on transfer of Equity Shares

Except for lock-in of the pre-Issue Equity Shares and our Promoter’s minimum contribution in the Issue as detailed in the chapter titled “*Capital Structure*” beginning on page 65 of this Draft Red Herring Prospectus, and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of Equity Shares and on their consolidation/ splitting except as provided in the Articles of Association. For details, kindly refer to the section titled “*Main Provisions of the Articles of Association of our Company*” on page 375 of this Draft Red Herring Prospectus.



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Option to Receive Securities in Dematerialized Form

In accordance with the SEBI (ICDR) Regulations, Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchanges. Allottees shall have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.



ISSUE STRUCTURE

Public Issue of [●] Equity Shares of face value of Rs. 10/- each for cash at a price of [●] per Equity Share (including share premium of [●] per Equity Share) aggregating to Rs. 7000 lacs through the Book Building process (hereinafter referred to as the “Issue”). The Issue consists of a Net Issue of [●] Equity Shares to the public and an Employee Reservation Portion of [●] Equity Shares for subscription by Eligible Employees on a competitive basis. The Issue will constitute [●] of the total post-Issue paid-up equity share capital of our Company and the Net Issue constitutes [●] of the total post-Issue paid-up equity share capital of our Company.

The Issue is being made through the Book Building Process.

Particulars	QIBs*	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees
Number of Equity Shares available for allotment/allocation*	Not less than [●] Equity Shares	Not more than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Retail Individual Bidders.	Not more than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Bidders.	Not more than [●] Equity Shares
Percentage of Issue Size available for allocation	Not less than 75% of the Net Issue shall be available for allocation to QIBs. However, not less than 5% of the QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the 5% reservation in the Net QIB Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund reservation will be available to other QIBs.	Not more than 15% of the Net Issue shall be available for allocation.	Not more than 10% of the Net Issue shall be available for allocation.	Up to 5% of the Issue.
Basis of Allotment/allocation if respective category is oversubscribed*	Proportionate as follows: (a) [●] Equity Shares shall be allocated on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares shall be Allotted on a proportionate basis to all QIBs including Mutual	Proportionate	In the event, the Bids received from Retail Individual Bidders exceeds [●] Equity Shares, then the maximum number of Retail Individual Bidders who can be allocated/Allotted the minimum Bid Lot will be computed by dividing the total number of the Equity	Proportionate



Particulars	QIBs*	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees
	<p>Funds receiving allocation as per (a) above.</p>		<p>Shares available for allocation/Allotment to Retail Individual Bidders by the minimum Bid Lot (“Maximum RIB Allottees”). The allocation/Allotment to Retail Individual Bidders will then be made in the following manner:</p> <p><input type="checkbox"/> In the event the number of Retail Individual Bidders who have submitted valid Bids in the Issue is equal to or less than Maximum RIB Allottees, (i) Retail Individual Bidders shall be allocated / Allotted the minimum Bid Lot; and (ii) the balance Equity Shares, if any, remaining in the Retail Category shall be allocated/ Allotted on a proportionate basis to the Retail Individual Bidders who have received allocation/Allotment as per (i) above for less than the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).</p> <p><input type="checkbox"/> In the event the number of Retail Individual Bidders who have submitted valid Bids in the Issue is more than Maximum RIB Allottees, the Retail Individual Bidders (in that category) who will then be allocated/ Allotted minimum Bid Lot shall</p>	



Particulars	QIBs*	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees
			<p>be determined through a draw of lots basis. In the event of a draw of lots, Allotment will only be made to such Retail Individual Bidders who are successful pursuant to such draw of lots.</p> <p>For details, please see the section entitled "Issue Procedure" on page 316</p>	
Minimum Bid	Such number of Equity Shares that the Bid Amount exceeds Rs. 2,00,000/- in multiples of [●] Equity Shares.	Such number of Equity Shares that the Bid Amount exceedsRs.2,00,000 in multiples of [●] Equity Shares.	[●] Equity Shares	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity shares so that the Bid does not exceed the size of the Issue, subject to applicable limits.	Such number of Equity Shares in multiples of [●] Equity shares so that the Bid does not exceed the size of the Issue, subject to applicable limits.	Such number of Equity Shares in multiples of [●] Equity shares whereby the Bid Amount does not exceed Rs. 2,00,000/-.	Such number of Equity Shares in multiple of [●] Equity shareswhereby the Bid Amount does not exceed Rs.2,00,000/-.
Mode of Allotment	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.	Compulsorily in dematerialised form.	Compulsorily indematerialise dform.
Bid Lot	[●]Equity Shares and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter	[●] Equity Shares and in multiples of one Equity Share thereafter	[●]Equity Shares and in multiples of one Equity Share thereafter	[●]Equity Shares and in multiples of one Equity Share thereafter
Trading Lot	One Equity Share	One Equity Share	One Equity Share	One Equity Share
Who can Apply***	Public financialinstitutions as specifiedin Section 2(72) of theCompanies	Eligible NRIs, ResidentIndian individuals,Eligible QFIs, HUFs (inthe name	Resident Indian individuals,HUFs (in the name of the Karta)and Eligible	Eligible Employees



Particulars	QIBs*	Non-Institutional Bidders	Retail Individual Bidders	Eligible Employees
	Act, 2013, FPIs (other than Category III FPIs), scheduled commercial banks, mutual fund registered with SEBI, FVCIs, VCFs, AIFs, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDA, provident fund (subject to applicable law) with minimum corpus of Rs.250 million, pension fund with minimum corpus of Rs. 250 million, in accordance with applicable law and the National Investment Fund set up by resolution F. No.2/3/2005-DD-II dated November 23, 2005 of the GoI, published in the Gazette of India, 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, India.	of the Karta), companies, corporate bodies, LLPs, scientific institutions, societies, trusts, Category III FPIs registered with SEBI, which are foreign corporates or foreign individuals.	NRIs.	
Terms of Payment**	Full Bid Amount shall be payable at the time of submission of Bid cum Application Form.	Full Bid Amount shall be payable at the time of submission of Bid cum Application Form.	Full Bid Amount shall be payable at the time of submission of Bid cum Application Form.	Full Bid Amount shall be payable at the time of submission of Bid cum Application Form.
Mode of Bidding	Only through ASBA process.	Only through ASBA process.	Through the ASBA or non-ASBA process.	Through the ASBA or non-ASBA process.



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*This Issue is being made in accordance with Rule 19(2)(b)(i) of the SCRR, as amended and under the SEBI Regulations and is an offer for at least 25% of the fully diluted post- Issue equity share capital of our Company. The Issue is being made under sub-regulation (2) of Regulation 26 and Regulation 43(2A) of the SEBI (ICDR) Regulations and through a Book Building Process wherein atleast 75% of the Net Issue shall be available for allocation on a proportionate basis to QIBs. Such number of Equity Shares representing 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to QIBs, subject to valid Bids being received from them at or above the Issue Price. Further, not more than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Issue will be available for allocation to Retail Individual Bidders. The allotment of Equity Shares to each Retail Individual Bidder shall not be less than the minimum bid lot, subject to availability of shares in retail individual bidder category, and the remaining available shares, if any, shall be allotted on a proportionate basis, subject to valid Bids being received from them at or above the Issue Price. Any unsubscribed portion in any reserved category shall be added to the Net Issue. Under-subscription, if any, in any category except the QIB Category would be allowed to be met with spill over from any of the category or combination of categories at the discretion of our Company, the Book Running Lead Managers and the Designated Stock Exchange and in accordance with applicable laws, rules, regulations and guidelines, subject to valid Bids being received at or above the Bid Price. However, under-subscription in the Net QIB Category would not be allowed to be met with spill- over from any other category. A total of upto [●] Equity Shares shall be available for allocation on a proportionate basis to Eligible Employees, subject to valid Bids being received at or above the Issue Price. Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Issue Portion. For details, kindly refer to the chapter titled "Issue Procedure" beginning on page 316 of this Draft Red Herring Prospectus.

**In case of ASBA Bidders, the SCSB shall be authorized to block such funds in the bank account of the ASBA Bidder that are specified in the ASBA Bid cum Application Form. It is mandatory for all QIBs and Non-Institutional Bidders to participate in this Issue through the ASBA process

***In case the Bid cum Application Form is submitted in joint names, the investors should ensure that the demat account is also held in the same joint names. However, the name of the first Bidder shall appear in the Bid cum Application Form.

Withdrawal of the Issue

Our Company, in consultation with the BRLMs, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

Our Company, in consultation with the BRLMs, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before Allotment. If our Company withdraws the Issue, our Company will issue a public notice within two days, providing reasons for not proceeding with the Issue. The BRLMs, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchanges will also be informed promptly.

If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the SEBI.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges with respect to the Equity Shares offered through the Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus after it is filed with the RoC.

Bid / Issue Programme

BID/ISSUE OPENS ON	[●]
BID/ISSUE CLOSES ON	[●]*

*Our Company, may, in consultation with the BRLMs, consider closing the Bid/ Issue Period for QIBs one day prior to the Bid/ Issue Closing Date in accordance with the SEBI Regulations.



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

Event	Indicative Date*
Bid/ Issue Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

**Investors are requested to refer the SEBI Circular - CIR/CFD/DIL/1/2011 dated April 29, 2011 for the indicative time lines for the various post Issue activities.*

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Managers.

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 Exchanges are taken within 12 Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

Bids and any revision in Bids shall be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time —IST) during the Bid/ Issue Period as mentioned above, except the Bid/Issue Closing Date, at the bidding centers mentioned in the Bid-cum-Application Form or, in case of Bids submitted through ASBA, the Designated Branches of the SCSBs at the branches of the members of the Syndicate at the Syndicate ASBA Centers or at the Non-Syndicate Broker Centers, as the case may be. **Except in case where the Bidding by the QIB Bidders is closed one day prior to the Bid/ Issue Closing Date, on the Bid/Issue Closing Date, Bids (excluding ASBA Bidders) shall be accepted until 3:00 p.m. and uploaded until (a) 5.00 p.m. or such extended time as permitted by the Stock Exchanges in case of Bids by Retail Individual Bidders and Eligible Employees applying in the Employee Reservation Portion and (b) up to 4.00 p.m. for Bids by QIB Bidders and Non-Institutional Bidders.** It is clarified that the Bids not uploaded in the book would be rejected. Bids by ASBA Bidders shall be uploaded by the SCSB in the electronic system to be provided by the BSE and NSE.

QIB Bidders and Non-Institutional Bidders shall neither withdraw nor revise their Bids so as to lower the size of their Bid at any stage after they have Bid for the Issue. QIB Bidders and Non-Institutional Bidders may revise their Bids upwards (in terms of quantity of Equity Shares or the Bid Amount) during the Bid/Issue Period. Such upward revision must be made using the Revision Form. Retail Individual Bidders and by Eligible Employees bidding in the Employee Reservation Portion may either withdraw or revise their Bids until finalisation of the Allotment.

Due to limitation of time available for uploading the Bids on the Bid/ Issue Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/ Issue Closing Date and, in any case, no later than 3:00 p.m. (IST) on the Bid/ Issue Closing Date. All times mentioned in this Draft Red Herring Prospectus are Indian Standard Times. Bidders are cautioned that in the event a large number of Bids are received on the Bid/ Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Issue. Bids will be accepted only on Working Days. Neither our Company nor the BRLMs or the Syndicate Member is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

On the Bid/ Issue Closing Date, extension of time will be granted by the Stock Exchanges only for uploading the Bids received by Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.



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Our Company, in consultation with the BRLMs, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment

In case of revision of the Price Band, the Bid/Issue Period will be extended for at least 3 (three) additional working days after revision of Price Band subject to the Bid/ Issue Period not exceeding 10 working days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the changes on the websites of the BRLMs and at the terminals of the Syndicate Member.



ISSUE PROCEDURE

All Bidders should review the General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (the “**General Information Document**”) included below under section “- **Part B – General Information Document**”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Our Company and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section, and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids 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 Draft Red Herring Prospectus.

PART A

Book Building Procedure

The Issue is being made, in accordance with Regulation 26(2) of the SEBI (ICDR) Regulations, 2009 through the Book Building Process, wherein at least 75% of the Net Issue shall be available for allocation to QIBs on a proportionate basis. Out of the QIB Portion, 5% will be available for allocation on a proportionate basis to Mutual Funds only. The remainder will be available for allocation on a proportionate basis to QIBs and Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. If at least 75% of the Net Issue cannot be Allotted to QIBs, then the entire application money shall be refunded forthwith. Further, not more than 15% of the Net Issue will be available for allocation on a proportionate basis to Non-Institutional Bidders and not more than 10% of the Net Issue will be available for allocation to Retail Individual Bidders in accordance with the Regulation 43 (2A) of the SEBI (ICDR) Regulations subject to valid Bids being received at or above the Issue Price, such that allotment to each Retail Individual Bidder shall not be less than the minimum bid lot, subject to availability of shares in Retail Individual Bidder’s category, and the remaining available shares, if any, shall be allotted on a proportionate basis. [●] Equity Shares shall be available for allocation on a proportionate basis to Eligible Employees bidding in the Employee Reservation Portion, subject to valid bids being received at or above the Issue Price. However, the value of Allotment to any Eligible Employee shall not exceed Rs.2,00,00/-.

Under-subscription, if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or combination of categories (including the Employee Reservation Portion), at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges. Bidders can Bid at any price within the Price Band. The Price Band and the Bid Lot for the Issue will be decided by our Company, in consultation with the BRLMs, and advertised in one English national daily newspaper with wide circulation, one Hindi national daily newspaper with wide circulation and one Marathi newspaper, Maharashtra being the place where the Registered Office of our Company is situated, at least five Working Days prior to the Issue Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price. Such information shall also be disclosed to the Stock Exchanges for dissemination.

Bid cum Application Form



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Please note that there is a common Bid cum Application Form for ASBA Bidders as well as for non-ASBA Bidders. Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLMs, the Syndicate Members, the Registered Brokers, the SCSBs and the Registered Office and Corporate Office of our Company. An electronic copy of the Bid cum Application Form will also be available on the websites of SCSBs, NSE (www.nseindia.com) , BSE (www.bseindia.com) and terminals of the Registered Brokers.

QIBs and Non-Institutional Bidders shall mandatorily participate in the Issue only through the ASBA process. Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion can participate in the Issue through the ASBA process as well as the non-ASBA process.

The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, PAN (other than bids made on behalf of the Central and State Governments, residents of Sikkim and official appointed by the Courts) and beneficiary account number, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form.

Kindly note that the Syndicate/ sub-Syndicate or the Non Syndicate Registered Broker at the Syndicate Bidding Centres or the Non Syndicate Brokers Centres, as applicable, may not accept the Bid if there is no branch of the Escrow Collection Banks at that location.

Bidders shall ensure that the Bids are made on Bid cum Application Forms bearing the stamp of a member of the Syndicate or the Non Syndicate Registered Broker or the SCSBs, as the case may be, submitted at the Bidding centres only (except in case of electronic Bid cum Application Forms) and the Bid cum Application Forms not bearing such specified stamp are liable to be rejected.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians and Eligible NRIs applying on a non-repatriation basis, (ASBA as well as non ASBA Bidders ⁽¹⁾)	White
Eligible NRIs, FPIs, Sub Accounts (other than Category III FPIs), FIIs or FVCIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis (ASBA as well as non ASBA Bidders)	Blue
Eligible Employees bidding under the Employee Reservation Portion	Pink

**Excluding electronic Bid cum Application Form*

For details regarding the ASBA process, please refer to Part B on page 328 of Draft Red Herring Prospectus.

Who can Bid?

In addition to the category of Bidders set forth under “– *General Information Document for Investing in Public Issues – Category of Investors Eligible to Participate in an Issue*”, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares.
- Eligible Employees bidding in the Employee Reservation Portion;



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- Any other persons eligible to Bid in this Issue under the laws, rules, regulations, guidelines and policies applicable to them

Option to Subscribe in the Issue

- a. As per Section 29(1) of the Companies Act, 2013 allotment of Equity Shares shall be in dematerialised form only.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Participation by associates and affiliates of the BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may purchase the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Bids by Mutual Funds

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are 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 index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

Bids by Eligible NRIs

NRIs may obtain copies of Bid cum Application Form from the offices of the BRLMs, the Syndicate Members, the Registered Brokers and the SCSBs. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs (applying on a non-repatriation basis) should make payments through Indian Rupee Drafts purchased abroad or cheques or bank drafts, for the amount payable on application remitted through normal banking channels or out of funds held in Non-Resident External ("NRE") Accounts or Foreign Currency Non-Resident ("FCNR") Accounts, maintained with banks authorised to deal in foreign exchange in India, along with documentary evidence in support of the remittance, or out of a Non-Resident Ordinary ("NRO") Account. Payment by drafts should be accompanied by a bank certificate confirming that the draft has been issued by debiting an NRE or FCNR or NRO Account.

Eligible NRIs intending to make payment through freely convertible foreign exchange and bidding on a repatriation basis could make payments through Indian Rupee drafts purchased abroad or cheques or bank drafts or



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by debits to their NRE or FCNR accounts, maintained with banks authorized by the RBI to deal in foreign exchange. Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour), accompanied by a bank certificate confirming that the payment has been made by debiting to the NRE or FCNR account, as the case may be. Payment for Bids by non-resident Bidder bidding on a repatriation basis will not be accepted out of NRO accounts.

Non ASBA Bids by NRIs shall be submitted only in the locations specified in the Bid cum Application Form

Bids by FPIs, FIIs and QFIs

On January 7, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely 'foreign institutional investors' and 'qualified foreign investors' will be subsumed under a new category namely 'foreign portfolio investors' or 'FPIs'. RBI on March 13, 2014 amended the FEMA (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. Accordingly, such FIIs can participate in this Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations. Further, a QFI can continue to buy, sell or otherwise deal in securities until January 6, 2015 or until the QFI obtains a certificate of registration as FPI, whichever is earlier. Such QFIs shall be eligible to participate in this Issue in accordance with Schedule 8 of the FEMA Regulations and are required to Bid under the Non-Institutional Bidders category.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

Further, the existing individual and aggregate investment limits for QFIs in an Indian company are 5% and 10% of the paid up capital of an Indian company, respectively.

FPIs are permitted to participate in the Issue subject to compliance

Further, the existing individual and aggregate investment limits for QFIs in an Indian company are 5% and 10% of the paid up capital of an Indian company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or



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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.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI VCF Regulations and the SEBI FVCI Regulations, *inter alia*, prescribe the investment restrictions on the VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

Accordingly, 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 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 Regulations.

Bids by limited liability partnerships

In case of Bids 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 Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids 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 Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Master Circular dated July 1, 2015 – Parabanking Activities, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Bids by Eligible Employees

For the purpose of the Employee Reservation Portion, Eligible Employee means a permanent and full-time employee of our Company or a Director of our Company (excluding such other persons not eligible under applicable laws, rules, regulations and guidelines), as on the date of filing of the Red Herring Prospectus with the RoC, who are Indian nationals and are based, working and present in India as on the date of submission of the Bid cum Application Form and who continue to be in the employment of our Company or Directors of our Company, as the case may be, until submission of the Bid cum Application Form.

An employee of our Company who is recruited against a regular vacancy but is on probation as on the date of submission of the Bid cum Application Form will also be deemed a 'permanent employee'. Bids under Employee Reservation Portion by Eligible Employees will be subject to the following:



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- (a) Bid may be submitted only in the prescribed Bid cum Application Form or Revision Form (i.e. Pink colour form).
- (b) Only Eligible Employees (as defined in this Draft Red Herring Prospectus) are eligible to Bid for Equity Shares in the Issue in the Employee Reservation Portion.
- (c) Eligible Employees should provide the PAN and Employee Number in the relevant space in the Bid cum Application Form.
- (d) The sole/first Bidder will be the Eligible Employee as defined above.
- (e) Only those Bids, which are received at or above the Issue Price, will be considered for allocation in the Employee Reservation Portion. The Bids must be for a minimum of [●] and in multiples of [●] Equity Shares thereafter, so as to ensure that the Bid Amount does not exceed Rs. 2,00,000.
- (f) Eligible Employees who Bid for Equity Shares in the Employee Reservation Portion can apply at Cut-off Price.
- (g) The Allotment in the Employee Reservation Portion will be on a proportionate basis. However, the maximum Bid by an Eligible Employee cannot exceed Rs. 2,00,000.
- (h) Eligible Employees may also Bid in the Net Issue portion, i.e. not in the Employee Reservation Portion, and such Bids will not be treated as multiple Bids. If the aggregate demand in this category is less than or equal to [●] thereafter, so as to ensure the Issue Price, full allocation will be made to the Eligible Employees to the extent of their demand.
- (i) Any unsubscribed portion in the Employee Reservation Portion will be added to the Net Issue to the public.
- (j) In case of under-subscription in the Net Issue to the public category, spill-over to the extent of under-subscription will be permitted from the Employee Reservation Portion to the Net Issue to the public. Any under-subscription in any category will be allowed to be met with spill-over from other categories or combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange. If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the allocation will be made on a proportionate basis. For the method of proportionate basis of allocation, see the paragraph titled “*Basis of Allotment*” on page 359 of this Draft Red Herring Prospectus.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, Eligible QFIs, insurance companies and provident funds with a minimum corpus of Rs.250 million (subject to applicable law) and pension funds with a minimum corpus of Rs. 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 Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000 are broadly set forth below:



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- (a) equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;;
- (b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- (c) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs.250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason thereof.

The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

General Instructions

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
5. Ensure that the Bids are submitted at the bidding centres only on forms bearing the stamp of the Syndicate or Registered Broker or SCSB (except in case of electronic forms) , or with respect to ASBA Bidders, ensure that your Bid is submitted either to a member of the Syndicate (in the Specified Locations), a Designated Branch of the SCSB where the ASBA Bidder or the person whose bank account will be utilised by the ASBA Bidder for bidding has a bank account, or to a Registered Broker at the Broker Centres.
6. In relation to the ASBA Bids, ensure that your Bid cum Application Form is submitted either at a Designated Branch of a SCSB where the ASBA Account is maintained or with the Syndicate in the Specified Locations or with a Registered Broker at the Broker Centres, and not to the Escrow Collecting Banks (assuming that such bank is not a SCSB) or to our Company or the Registrar to the Issue;



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7. With respect to the ASBA Bids, ensure that the Bid cum Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
8. QIBs and the Non-Institutional Bidders should submit their Bids through the ASBA process only;
9. With respect to Bids by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Bid;
10. Ensure that you request for and receive a TRS for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to the respective member of the Syndicate (in the Specified Locations), the SCSBs or the Registered Broker (at the Broker Centres);
12. Ensure that you have funds equal to the Bid Amount in your bank account before submitting the Bid cum Application Form under non-ASBA process to the Syndicate or the Registered Brokers;
13. With respect to non-ASBA Bids, ensure that the full Bid Amount is paid for the Bids and with respect to ASBA Bids, ensure funds equivalent to the Bid Amount are blocked;
14. Instruct your respective banks to not release the funds blocked in the ASBA Account under the ASBA process;
15. Submit revised Bids to the same member of the Syndicate, SCSB or Registered Broker, as applicable, through whom the original Bid was placed and obtain a revised TRS;
16. Except for Bids (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) Bids 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 Bidders 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;
17. Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
18. 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.
19. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms.
20. Ensure that the name(s) given in the Bid cum 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 Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
21. Ensure that the category and sub-category is indicated;
22. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;



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23. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
24. Ensure that the DP ID, the Client ID and the PAN mentioned in the Bid cum Application Form and entered into the online IPO system of the stock exchanges by the Syndicate, the SCSBs or the Registered Brokers, as the case may be, match with the DP ID, Client ID and PAN available in the Depository database;
25. In relation to the ASBA Bids, ensure that you use the Bid cum Application Form bearing the stamp of the Syndicate (in the Specified Locations) and/or relevant SCSB and/ or the Designated Branch and/ or the Registered Broker at the Broker Centres (except in case of electronic forms);
26. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
27. ASBA 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 in the Specified Locations and that the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has named at least one branch at that location for 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>). ASBA Bidders bidding through a Registered Broker should ensure that the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has named at least one branch at that location for the Registered Brokers to deposit Bid cum Application Forms;
28. Ensure that you have mentioned the correct ASBA Account number in the Bid cum Application Form;
29. In relation to the ASBA Bids, ensure that you have correctly signed the authorization/undertaking box in the Bid cum 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 Bid Amount mentioned in the Bid cum Application Form; and
30. In relation to the ASBA Bids, ensure that you receive an acknowledgement from the Designated Branch of the SCSB or from the member of the Syndicate in the Specified Locations or from the Registered Broker at the Broker Centres, as the case may be, for the submission of your Bid cum Application Form.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid on another Bid cum Application Form after you have submitted a Bid to the Syndicate, the SCSBs or the Registered Brokers, as applicable;
4. Do not pay the Bid Amount in cash, by money order or by postal order or by stockinvest;
5. Do not send Bid cum Application Forms by post; instead submit the same to the Syndicate, the SCSBs or the Registered Brokers only;
6. Do not submit the Bid cum Application Forms to the Escrow Collection Bank(s) (assuming that such bank is not a SCSB), our Company or the Registrar to the Issue;
7. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the Syndicate, the Registered Brokers or the SCSBs;



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8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
9. Do not Bid for a Bid Amount exceeding Rs.200,000 (for Bids by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Bid 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;
11. Do not submit the GIR number instead of the PAN;
12. Do not submit the Bids without the full Bid Amount;
13. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
14. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
15. If you are a QIB, do not submit your Bid after 3.00 pm on the Bid/Issue Closing Date for QIBs;
16. If you are a Non-Institutional Bidder or Retail Individual Bidder, do not submit your Bid after 3.00 pm on the Bid/Issue Closing Date;
17. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872;
18. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor;
19. Do not submit more than five Bid cum Application Forms per ASBA Account;
20. Do not submit ASBA Bids to a member of the Syndicate at a location other than the Specified Locations or to the brokers other than the Registered Brokers at a location other than the Broker Centres;
21. Do not submit ASBA Bids to a member of the Syndicate in the Specified Locations unless the SCSB where the ASBA Account is maintained, as specified in the Bid cum Application Form, has named at least one branch in the relevant Specified Location, for 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>); and
22. Do not submit ASBA Bids to a Registered Broker unless the SCSB where the ASBA Account is maintained, as specified in the Bid cum Application Form, has named at least one branch in that location for the Registered Broker to deposit the Bid cum Application Forms.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Payment instructions

In terms of RBI circular no. DPSS.CO.CHD.No./133/04.07.05/2013-14 dated July 16, 2013, non-CTS cheques are processed in three CTS centres in separate clearing session. This separate clearing session will operate thrice a week up to April 30, 2014, thereafter twice a week up to October 31, 2014 and once a week from November 1, 2014 onwards. In order to enable listing and trading of Equity Shares within 12 Working Days of the Bid/Issue Closing Date, investors are advised to use CTS cheques or use the ASBA facility to make payment.

INVESTORS ARE CAUTIONED THAT BID CUM APPLICATION FORMS ACCOMPANIED BY NON-CTS CHEQUES ARE LIABLE TO BE REJECTED DUE TO ANY DELAY IN CLEARING BEYOND SIX WORKING DAYS FROM THE BID/ISSUE CLOSING DATE.



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Please note that in the event of a delay six working days from the Bid/Issue Closing Date in clearing the cheques accompanying the Bid cum Application Form, for any reason whatsoever (including but not limited to any material calamities or any extension by the bank on the time period for clearing with permission of RBI or otherwise), such Bid cum Application Form will be liable to be rejected.

Payment into Escrow Account for non-ASBA Bidders

The payment instruments for payment into the Escrow Account should be drawn in favour of:

- (a) In case of resident Retail Individual Bidders: “Escrow Account - [●] - R”
- (b) In case of Non-Resident Retail Individual Bidders: “Escrow Account - [●] - NR”
- (c) In case of Eligible Employees: “Escrow Account - [●]- Eligible Employees”

Pre- Issue Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in: (i) 1 (one) English national newspaper; (ii) 1 (one) Hindi national newspaper; and (iii) 1 (one) Marathi newspaper, each with wide circulation.

Signing of the Underwriting Agreement and the RoC Filing

- (a) Our Company, the BRLMs and the Syndicate intend to enter into an Underwriting Agreement after the finalisation of the Issue Price.
- (b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with the applicable law, which then would be termed as the ‘Prospectus’. The Prospectus will contain details of the Issue Price, , Issue size, and underwriting arrangements and will be complete in all material respects.

Undertakings by our Company

Our Company undertakes the following that:

- if our Company does not proceed with the Issue after the Bid/Issue Closing Date, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/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;
- if our Company withdraw the Issue after the Bid/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;
- Allotment letters shall be issued or application money shall be refunded within the specified time from the Bid/Issue Closing Date or such lesser time specified by SEBI, else application money shall be refunded forthwith, failing which interest shall be due to the applicants at the specified rate for the delayed period;
- the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- that 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 12 Working Days of the Bid/Issue Closing Date;



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- that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;
- that where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days from the Bid/Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- that the promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought in pro rata basis before the calls are made on public;
- that the certificates of the securities/ refund orders to Eligible NRIs shall be despatched within specified time;
- that no further issue of the Equity Shares shall be made till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded on account of non-listing, under-subscription, etc.;
- adequate arrangements shall be made to collect all Bid cum Application Forms under the ASBA process and to consider them similar to non-ASBA Bids while finalising the Basis of Allotment.

Utilisation of Issue proceeds

The Board of Directors certify that:

- 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;
- details of all monies utilised out of the Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
- details of all unutilised monies out of the Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilised monies have been invested;
- the utilisation of monies received under the Promoters' contribution, if any, shall be disclosed, and continue to be disclosed till the time any part of the Issue proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised; and
- the details of all unutilised monies out of the funds received under the Promoters' contribution, if any, shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

Withdrawal of the Issue

Our Company, in consultation with the BRLMs reserves the right not to proceed with the Issue at anytime, including after the Bid/Issue Closing Date but before the Board meeting for Allotment, without assigning any reason.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. In terms of the SEBI Regulations, other than retail Bidders/Applicants shall not be allowed to withdraw their Application after the Bid/Issue Closing Date.

PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders/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 Bidders/Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Issue.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken 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 Bidders/Applicants in IPOs and FPOs, 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**”).

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/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 Red Herring Prospectus (“**RHP**”)/Prospectus filed by the Issuer with the Registrar of Companies (“**RoC**”). Bidders/Applicants should carefully read the entire RHP/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 RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/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.

For the definitions of capitalized terms and abbreviations used herein Bidders/Applicants may refer to the section “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. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/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 26/27 of SEBI ICDR Regulations. As we are coming with an IPO, this is not applicable in our case.

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 Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) 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 Bidders/Applicants may refer to the RHP/Prospectus.

2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, 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 Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the 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.

Bidders/Applicants should refer to the RHP/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 Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Issue Period. Details of Bid/Issue Period are also available on the website of Stock Exchange(s).

In case of a Book Built Issue, the Issuer may close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date if disclosures to that effect are made in the RHP. 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, Bidders/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

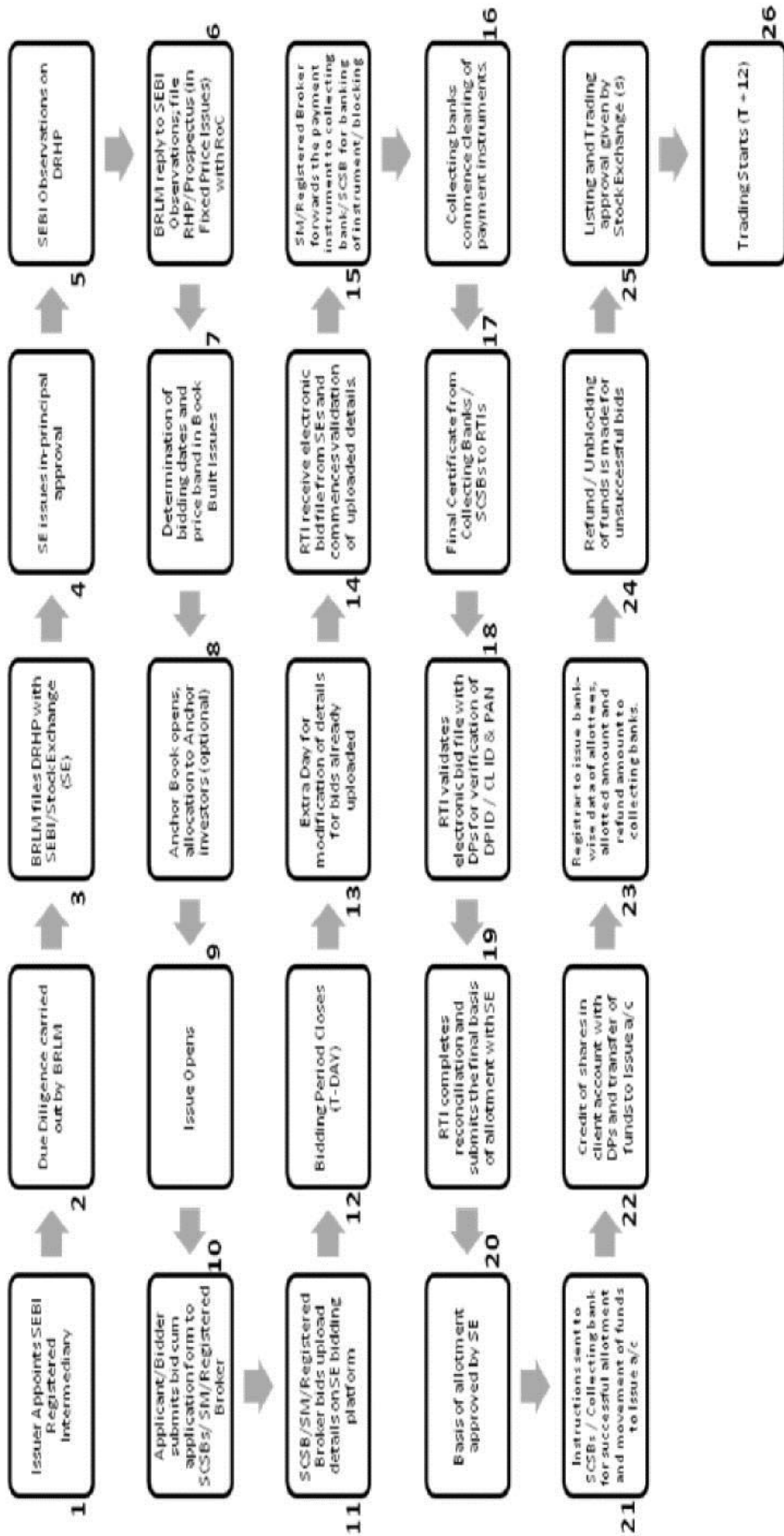
A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/Applicants may note that this is not applicable for Fast Track FPOs.:

- 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 ASBA Application Form with Designated Branch of SCSB and Non-ASBA forms directly to collection Bank and not to Broker.



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- iii. Step 11: SCSB uploads ASBA Application details in Stock Exchange Platform
- iv. Step 12: Issue period closes
- v. Step 15: Not Applicable



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FII's, FPIs, QFIs 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. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/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 Bidder/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 Bidder/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;
- . Qualified Foreign Investors subject to applicable law;
- . Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations 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 only under the Non Institutional Investors (NIIs) 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 NIIs category;
- . Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;

- . Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and
- . Any other person eligible to 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 Bid cum Application Form either bearing the stamp of a member of the Syndicate or bearing a stamp of the Registered Broker or stamp of SCSBs as available or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the members of the Syndicate, Registered Brokers, Designated Branches of the SCSBs 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 RHP/Prospectus.

Fixed Price Issue: Applicants should only use the specified cum Application Form either bearing the stamp of Collection Bank(s) or SCSBs as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Branches of Collection Banks or Designated Branches of the SCSBs and at the registered office of the Issuer.

The Issue is being made through Book Building Process.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed color of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Color of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non repatriation basis	White
NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals bidding under the QIB), FPIs, QFIs, on a repatriation basis	Blue
Anchor Investors (where applicable) & Bidders/Applicants bidding/applying in the reserved category (Eligible Employees in the	Pink

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Bidders/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

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP 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



BharatWire Ropes Limited

fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:



BharatWire Ropes Limited

R Bid cum Application Form

		COMMON BID CUM APPLICATION FORM FOR ASBA / NON-ASBA		BHARAT WIRE ROPES LIMITED - INITIAL PUBLIC ISSUE - R <small>(C) 7700400001700001 Registered Office: B-10, Rajgopal Industrial Complex, Maroldi Bazar, Andheri (West), Mumbai - 400020. Tel: +91 22 2612 3414. Fax: +91 22 2612 3414</small>		FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRI APPLICATING ON A NON-REPATRIATION BASIS		
		TO, THE BOARD OF DIRECTORS BHARAT WIRE ROPES LIMITED		100% BOOK BUILT OFFER ISIN : INE316L01019		Bid cum Application Form No.		
<small>MEMBER OF STOCK EXCHANGE / REGISTERED BROKER'S STAMP & CODE</small>		<small>BROKER'S / AGENT'S STAMP & CODE</small>		1. NAME & CONTACT DETAILS OF SOLE / FIRST APPLICANT				
<small>ESCROW COLLECTION BANK / SCB BRANCH STAMP & CODE</small>		<small>SUB-BROKER'S / SUB-AGENT'S STAMP & CODE</small>		Mr. / Ms. _____ Address _____ _____ Email _____ Tel. No (with STD code) / Mobile _____				
<small>BANK BRANCH SERIAL NO.</small>		<small>REGISTRAR'S / SCB'S SERIAL NO.</small>		2. PAN OF SOLE / FIRST APPLICANT				
3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL				6. INVESTOR STATUS				
<small>For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID</small>				<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 INVESTORS CAN BID AT "CUT-OFF")						5. CATEGORY		
Bid Options	No. of Equity Shares Bid (In Figures) <small>(Bids must be in multiples of Bid Lot as advertised)</small>	Price per Equity Share (₹) "Cut-off" <small>(Price in multiples of ₹ 1/- only) (In Figures)</small>			<input type="checkbox"/> Retail Individual Investor <input type="checkbox"/> Non-Institutional Investor <input type="checkbox"/> QIB			
Option 1	8 7 6 5 4 3 2 1 1	Bid Price	Discount	Net Price	<input type="checkbox"/> "Cut-off" (Please tick)			
(OR) Option 2	8 7 6 5 4 3 2 1 1	Bid Price	Discount	Net Price	<input type="checkbox"/>			
(OR) Option 3	8 7 6 5 4 3 2 1 1	Bid Price	Discount	Net Price	<input type="checkbox"/>			
7. PAYMENT DETAILS (PLEASE TICK (✓) ANY ONE OF PAYMENT OPTION A OR B BELOW) PAYMENT OPTION : FULL PAYMENT								
Amount Paid (₹ in figures) _____ (₹ in words) _____				<input type="checkbox"/> (A) CHEQUE/ DEMAND DRAFT (DD) <input type="checkbox"/> (B) ASBA				
Cheque/DD No. _____ Dated DD / MM / Y Y				Bank A/c No. _____				
Drawn on (Bank Name & Branch) _____				Bank Name & Branch _____				
<small>I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABBREVED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES (GID) AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDER TAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.</small>								
8A. SIGNATURE OF SOLE / FIRST APPLICANT		8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) <small>(AS PER BANK RECORDS) (E OR ASBA OPTION ONLY)</small> <small>I/We authorize the SCB to do all acts as are necessary to make the Application in the Offer</small>			BROKER'S / SCB BRANCH'S STAMP <small>(Acknowledging upload of Bid in Stock Exchange system)</small>			
Date : _____, 2015		1) _____ 2) _____ 3) _____						
TEAR HERE								
		BHARAT WIRE ROPES LIMITED INITIAL PUBLIC OFFER - R		Acknowledgement Slip for member of Syndicate / SCB Registered Broker		Bid cum Application Form No.		
<small>DPID / CLID</small>		<small>Bank & Branch</small>		<small>Stamp & Signature of Banker</small>		<small>PAN of Sole / First Applicant</small>		
Amount Paid (₹ in figures) _____		Cheque / DD/ASBA Bank A/c No. _____		Received from Mr./Ms. _____		Telephone / Mobile _____ Email _____		
TEAR HERE								
BHARAT WIRE ROPES LIMITED INITIAL PUBLIC OFFER - R		Option 1	Option 2	Option 3	Stamp & Signature of member of Syndicate / SCB / Registered Broker		Name of Sole / First Applicant	
No. of Equity Shares		Bid Price		Amount Paid (₹)		Acknowledgement Slip for Bidder		
Cheque / DD/ASBA Bank A/c No. _____		Bank & Branch _____		Bid cum Application Form No. _____				

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BharatWire Ropes Limited

NR Bid cum Application Form

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TEAR HERE

COMMON BID CUM APPLICATION FORM FOR ASBA / NON-ASBA		BHARAT WIRE ROPES LIMITED - INITIAL PUBLIC ISSUE - NR <small>CD: 2706000442/4443; Registered Office: Plot No. 14-A, Upper Industrial Complex, Mumbai Road, Highway, Ujwala (East), Taluka Chakrapur, Talasari, Mumbai - 401011, Maharashtra, India. Tel: 91-22-27244012; Fax: -91-22-27244014</small>		FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIs, FIIs or FVCI's, ETC APPLYING ON A REPATRIATION BASIS																												
TO, THE BOARD OF DIRECTORS BHARAT WIRE ROPES LIMITED		100% BOOK BUILT OFFER ISIN : INE316L01019		Bid cum Application Form No.																												
<small>NUMBER OF SHARES TO BE APPLIED FOR IN THIS FORM</small>		<small>BROKER'S/AGENT'S STAMP & CODE</small>		1. NAME & CONTACT DETAILS OF SOLE / FIRST APPLICANT																												
<small>ESCROW COLLECTION BANK / SUB-BRANCH STAMP & CODE</small>		<small>SUB-BROKER'S/SUB-AGENT'S STAMP & CODE</small>		Mr. /Ms. _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____																												
<small>BANK BRANCH SERIAL NO.</small>		<small>REGISTRAR'S / SCSB'S SERIAL NO.</small>		2. PAN OF SOLE / FIRST APPLICANT																												
3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL				6. Investor Status																												
<small>For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID</small>				<input type="checkbox"/> NRI Non-Resident Indian(s) (Repatriation basis) <input type="checkbox"/> FII FI or Sub-account not a Corporate/Foreign Individual <input type="checkbox"/> FVCI FI Sub-account Corporate/Individual <input type="checkbox"/> FVCI Foreign Venture Capital Investor <input type="checkbox"/> FPI Foreign Portfolio Investors <input type="checkbox"/> OTH Others (Please Specify) _____																												
4. BID OPTIONS (ONLY RETAIL INDIVIDUAL INVESTORS CAN BID AT "CUT-OFF")				5. CATEGORY																												
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8A. SIGNATURE OF SOLE / FIRST APPLICANT		8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) (FOR ASBA OPTION ONLY) <small>I/We authorize the SCSB to do all acts as are necessary to make the Application in the Offer</small>		BROKER'S / SCSB BRANCH'S STAMP <small>(Acknowledging upload of Bid in Stock Exchange system)</small>																												
Date : _____, 2015		1) _____ 2) _____ 3) _____		_____																												
TEAR HERE																																
		BHARAT WIRE ROPES LIMITED INITIAL PUBLIC OFFER - NR		Acknowledgement Slip for member of Syndicate / SCSB Registered Broker																												
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Bid cum Application Form No.		Bid cum Application Form No.																														

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4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT

- (a) Bidders/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:** Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid-cum Application Form/Application Form may be used to dispatch communications(including refund orders and letters notifying the unblocking of the bank accounts of ASBA Bidders/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 members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- (c) **Joint Bids/Applications:** In the case of Joint Bids/Applications, the Bids /Applications should be made in the name of the Bidder/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 Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such first Bidder/Applicant would be deemed to have signed on behalf of the joint holders All payments may be made out in favor of the Bidder/Applicant whose name appears in the Bid cum Application Form/Application Form or the Revision Form and all communications may be addressed to such Bidder/Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- (d) **Impersonation:** Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who:

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term 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 Bidder/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 Bidders/Applicants should inform their respective DP.

4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST BIDDER/APPLICANT

(a) PAN (of the sole/ first Bidder/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 Bidders/Applicants residing in Sikkim ("PAN Exempted Bidders/Applicants"). Consequently, all Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. A Bid cum Application Form/Application Form without PAN, except in case of Exempted Bidders/Applicants, is liable to be rejected. Bids/Applications by the Bidders/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 Bidders/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/Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Bids/Applications by Bidders 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: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS

(a) Bidders/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) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.

(c) Bidders/Applicants should note that on the basis of DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for giving refunds and allocation advice (including through physical refund warrants, direct credit, NECS, NEFT and RTGS), or unblocking of ASBA Account

or for other correspondence(s) related to an Issue. Please note that refunds, on account of our Company not receiving the minimum subscription of 90% of the Issue, shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

(d) Bidders/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 Bidders/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/RHP 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 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 Rs. 10,000 to Rs. 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 RHP/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 Rs. 200,000.

In case the Bid Amount exceeds Rs. 200,000 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.

- (b) For NRIs, a Bid Amount of up to Rs. 200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding Rs. 200,000 may be considered under the Non-Institutional Category for the purposes of allocation.
- (c) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds Rs. 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Bidders and QIBs are not allowed to Bid at 'Cut-off Price'.
- (d) RII may revise their bids till closure of the bidding period or withdraw their bids until finalization of allotment. 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.
- (e) In case the Bid Amount reduces to Rs. 200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Bidders who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- (f) For Anchor Investors, if applicable, the Bid Amount shall be least Rs. 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 Portion 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.
- (g) A Bid cannot be submitted for more than the Issue size.
- (h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.
- (i) 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 Bids at three 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 member of the Syndicate, SCSB or Registered Broker 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:

i. 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.

ii. 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:

i. Bids by Reserved Categories bidding in their respective Reservation Portion as well as bids made by them in the Net Issue portion in public category.

ii. 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.

iii. 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.

iv. 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 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, 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 RHP/Prospectus.

(c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations. For details of any reservations made in the Issue, Bidders/Applicants may refer to the RHP/Prospectus.

(d) The SEBI ICDR Regulations, 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 Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 FIELD NUMBER 6: INVESTOR STATUS

- (a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.
- (b) Certain categories of Bidders/Applicants, such as NRIs, FIIs, FPIs, QFIs and FVCIs may not be allowed to Bid/Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.
- (c) Bidders/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) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 FIELD NUMBER 7: PAYMENT DETAILS

- a) All Bidders are required to make payment of the full Bid Amount (net of any Discount, as applicable) along-with 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 payment shall be made for Bid Amount net of Discount. Only in cases where the RHP/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) QIBs and NIIs can participate in the Issue only through the ASBA mechanism.
- d) RIIs and/or Reserved Categories bidding in their respective reservation portion can Bid, either through the ASBA mechanism or by paying the Bid Amount through a cheque or a demand draft (“Non-ASBA Mechanism”).
- e) Bid Amount cannot be paid in cash, through money order or through postal order.

4.1.7.1 Instructions for non-ASBA Bidders:

- (a) Non-ASBA Bidders may submit their Bids with a member of the Syndicate or any of the Registered Brokers of the Stock Exchange. The details of Broker Centres along with names and contact details of the Registered Brokers are provided on the websites of the Stock Exchanges.
- (b) **For Bids made through a member of the Syndicate:** The Bidder may, with the submission of the Bid cum Application Form, draw a cheque or demand draft for the Bid Amount in favour of the Escrow Account as specified under the

RHP/Prospectus and the Bid cum Application Form and submit the same to the members of the Syndicate at Specified Locations.

- (c) **For Bids made through a Registered Broker:** The Bidder may, with the submission of the Bid cum Application Form, draw a cheque or demand draft for the Bid Amount in favour of the Escrow Account as specified under the RHP/Prospectus and the Bid cum Application Form and submit the same to the Registered Broker.
- (d) 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.
- (e) Payments should be made by cheque, or demand draft drawn on any bank (including a cooperative bank), which is situated at, and is a member of or sub-member of the bankers' clearing house located at the centre where the Bid cum Application Form is submitted. Cheques/bank drafts drawn on banks not participating in the clearing process may not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.
- (f) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Bidders until the Designated Date.
- (g) Bidders are advised to provide the number of the Bid cum Application Form and PAN on the reverse of the cheque or bank draft to avoid any possible misuse of instruments submitted.

4.1.7.2 Payment instructions for ASBA Bidders

- (a) ASBA Bidders may submit the Bid cum Application Form either
 - i. in physical mode to the Designated Branch of an SCSB where the Bidders/Applicants have ASBA Account, or
 - ii. in electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or
 - iii. in physical mode to a member of the Syndicate at the Specified Locations, or
 - iv. Registered Brokers of the Stock Exchange
- (b) ASBA Bidders may specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by an ASBA 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) **ASBA 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. ASBA Bidders should also note that Bid cum Application Forms submitted to a member of 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) **ASBA Bidders bidding through a Registered Broker** should note that Bid cum Application Forms submitted to the Registered Brokers may not be accepted by the Registered Broker, 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 to deposit Bid cum Application Forms.
- (h) **ASBA 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 ASBA 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.



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- (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 ASBA Bids, if any, along 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 ASBA 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 12 Working Days of the Bid/Issue Closing Date.

4.1.7.3 Additional Payment Instructions for NRIs

The Non-Resident Indians who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Bids by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.7.4 Discount (if applicable)

- (a) The Discount is stated in absolute rupee terms.
- (b) 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 RHP/Prospectus.
- (c) The Bidders entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net payment (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 Bidder/Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- (b) If the ASBA Account is held by a person or persons other than the ASBA Bidder/Applicant., then the Signature of the ASBA Account holder(s) is also required.



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(c) In relation to the ASBA Bids/Applications, signature has to be correctly affixed in the authorization/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) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/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 acknowledgment duly signed and stamped by a member of the Syndicate, Registered Broker or SCSB, as applicable, for submission of the Bid cum Application Form.

(b) Applicants should ensure that they receive the acknowledgment duly signed and stamped by an Escrow Collection Bank or SCSB, as applicable, for submission of the Application Form.

(c) All communications in connection with Bids/Applications made in the Issue should be addressed as under:

- i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, refund orders, the Bidders/Applicants should contact the Registrar to the Issue.
- ii. In case of ASBA Bids submitted to the Designated Branches of the SCSBs, the Bidders/Applicants should contact the relevant Designated Branch of the SCSB.
- iii. In case of queries relating to uploading of Syndicate ASBA Bids, the Bidders/Applicants should contact the relevant Syndicate Member.
- iv. In case of queries relating to uploading of Bids by a Registered Broker, the Bidders/Applicants should contact the relevant Registered Broker
- v. Bidder/Applicant may contact the Company Secretary and Compliance Officer or BRLM(s) in case of any other complaints in relation to the Issue.

(d) The following details (as applicable) should be quoted while making any queries -

- i. full name of the sole or First Bidder/Applicant, Bid cum Application Form number, Applicants'/Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.
- ii. name and address of the member of the Syndicate, Registered Broker or the Designated Branch, as the case may be, where the Bid was submitted or
- iii. In case of Non-ASBA bids cheque or draft number and the name of the issuing bank thereof
- iv. In case of ASBA Bids, ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

- (a) During the Bid/Issue Period, any Bidder/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



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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 till closure of the bidding period or withdraw their bids until finalization of allotment.
- (c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.
- (d) The Bidder/Applicant can make this revision any number of times during the Bid/ Issue Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same member of the Syndicate, the Registered Broker or the SCSB through which such Bidder/Applicant had placed the original Bid. Bidders/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:



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Revision Form _ R

	BHARAT WIRE ROPES LIMITED - INITIAL PUBLIC ISSUE - R <small>CD: 278040BH0001736-01 Registered Office: Plot No. 154, Agrawal Industrial Complex, Marhadi Tirth Highway, Agrawal Estate, Ludhiana Phone: 0161-240110, Maharashtra, India. Tel: 91-9227-34013, Fax: 91-9227-34014</small>	FOR RESIDENT INDIANS, INCLUDING RESIDENT OIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS
	TO, THE BOARD OF DIRECTORS BHARAT WIRE ROPES LIMITED	100% BOOK BUILT OFFER ISIN : INE316L01019
		Bid cum Application Form No. _____
<small>MEMBER OF STOCK EXCHANGE / REGISTRAR'S / SCB'S STAMP & CODE</small>	<small>BROKER'S / AGENT'S STAMP & CODE</small>	1. NAME & CONTACT DETAILS OF SOLE / FIRST APPLICANT Mr./Ms. _____ Address _____ Email _____ Tel. No (with STD code) / Mobile _____
<small>ESCROW COLLECTION BANK / SCB'S BRANCH STAMP & CODE</small>	<small>SUB-BROKER'S / SUB-AGENT'S STAMP & CODE</small>	2. PAN OF SOLE / FIRST APPLICANT _____
<small>BANK BRANCH SERIAL NO.</small>	<small>REGISTRAR'S / SCB'S SERIAL NO.</small>	3. BIDDER'S DEPOSITORY ACCOUNT DETAILS <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL <small>For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID</small>
PLEASE CHANGE MY BID		
4. FROM (AS PER LAST BID OR REVISION)		
Bid Options	No. of Equity Shares Bid <small>(Bids must be in multiples of Bid Lot as advertised)</small> <small>(In Figures)</small>	Price per Equity Share (₹/ "Cut-off" (Price in multiples of ₹ 1/- only) <small>(In Figures)</small>
	8 7 6 5 4 3 2 1	Bid Price Retail Discount Net Price "Cut-off" 3 2 1 3 2 1 3 2 1 (Please ✓/tick)
Option 1	RECEIVED BID	
(OR) Option 2		
(OR) Option 3		
5. TO (Revised Bid) (Only Retail Individual Investors can Bid at "Cut-off")		
Bid Options	No. of Equity Shares Bid <small>(Bids must be in multiples of Bid Lot as advertised)</small> <small>(In Figures)</small>	Price per Equity Share (₹/ "Cut-off" (Price in multiples of ₹ 1/- only) <small>(In Figures)</small>
	8 7 6 5 4 3 2 1	Bid Price Retail Discount Net Price "Cut-off" 3 2 1 3 2 1 3 2 1 (Please ✓/tick)
Option 1	RECEIVED BID	
(OR) Option 2		
(OR) Option 3		
6. PAYMENT DETAILS (PLEASE TICK (✓) ANY ONE OF PAYMENT OPTION A OR B BELOW) PAYMENT OPTION : Full Payment		
Additional Amount Paid (₹ in figures) _____ (₹ in words) _____		
<input type="checkbox"/> (A) CHEQUE/ DEMAND DRAFT (DD) <input type="checkbox"/> (B) ASBA		
Cheque/DD No. _____ Dated D / M / Y / Y	Bank A/c No. _____	
Drawn on (Bank Name & Branch) _____	Bank Name & Branch _____	
<small>I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES (GID) AND HEREBY AGREE AND CONFIRM THE BIDDER'S 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.</small>		
7A. SIGNATURE OF SOLE / FIRST APPLICANT _____ Date : _____, 2015	7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) <small>(AS PER BANK RECORDS) (FOR ASBA OPTION ONLY)</small> <small>I/We authorize the SCGB to do all acts as are necessary to make the Application in the Offer</small> 1) _____ 2) _____ 3) _____	BROKER'S / SCB'S BRANCH'S STAMP <small>(Acknowledging upload of Bid in Stock Exchange system)</small> _____
TEAR HERE		
	BHARAT WIRE ROPES LIMITED BID REVISION FORM - INITIAL PUBLIC OFFER - R	Acknowledgement Slip for member of Syndicate / SCSE/Registered Broker
		Bid cum Application Form No. _____
<small>DPID</small>	<small>CLID</small>	<small>PAN of Sole / First Applicant</small>
Additional Amount Paid (₹) _____ Bank & Branch _____		Stamp & Signature of Banker
Cheque / DD/ASBA Bank A/c No. _____		
Received from Mr./Ms. _____		
Telephone / Mobile _____	Email _____	
TEAR HERE		
Option 1	Option 2	Option 3
No. of Equity Shares	RECEIVED BID	Stamp & Signature of member of Syndicate / SCSE / Registered Broker
Bid Price		Name of Sole / First Applicant
Additional Amount Paid (₹) _____		Acknowledgement Slip for Bidder
Cheque / DD/ASBA Bank A/c No. _____		Bid cum Application Form No. _____
Bank & Branch _____		



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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 Bidder/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 Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/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 Bidders/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 Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed Rs. 200,000. In case the Bid Amount exceeds Rs. 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 Rs. 200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/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 ASBA Bidders or refunded from the Escrow Account in case of non-ASBA Bidder.

4.2.3 FIELD 6: PAYMENT DETAILS

(a) With respect to the Bids, other than Bids submitted by ASBA Bidders/Applicants, any revision of the Bid should be accompanied by payment in the form of cheque or demand draft for the amount, if any, to be paid on account of the upward revision of the Bid.



- (b) All Bidders/Applicants are required to make payment of the full Bid Amount (less Discount (if applicable) along with the Bid Revision Form. In case of Bidders/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.
- (c) In case of Bids submitted by ASBA Bidder/Applicant, Bidder/Applicant may Issue 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 member of the Syndicate/Registered Broker or the same Designated Branch (as the case may be) through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.
- (d) In case of Bids, other than ASBA Bids, Bidder/Applicant, may make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed Rs. 200,000 if the Bidder/Applicant wants to continue to Bid at the Cut-off Price), with the members of the Syndicate / Registered Broker to whom the original Bid was submitted.
- (e) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds Rs. 200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/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 no additional payment is required from the Bidder/Applicant and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.
- (f) 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 in case of ASBA Bidders/Applicants or refunded from the Escrow Account in case of non-ASBA Bidder/Applicant.

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) (Not applicable in our case)

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 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 Rs. 10,000 to Rs. 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 Rs. 200,000.
- (d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds Rs. 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 to Collection Bank(s) or SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.
- (h) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:
 - i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple applications by a Bidder/Applicant and may be rejected.
 - ii. 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:
 - i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.
 - ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.
 - iii. Applications 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.

4.3.3 FIELD NUMBER 5 : CATEGORY OF APPLICANTS

- (a) The categories of applicants identified as per the SEBI ICDR Regulations 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. For details of any reservations made in the Issue, applicants may refer to the Prospectus.
- (c) The SEBI ICDR Regulations 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.



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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 are required to make payment of the full Amount (net of any Discount, as applicable) along-with the Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Amount in the Application Form and the payment shall be made for an Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Applicant.

(b) RIIs and/or Reserved Categories bidding in their respective reservation portion can Bid, either through the ASBA mechanism or by paying the Bid Amount through a cheque or a demand draft (“Non-ASBA Mechanism”).

(c) Application Amount cannot be paid in cash, through money order or through postal order or through stock invest.

4.3.5.1 Instructions for non-ASBA Applicants:

(a) Non-ASBA Applicants may submit their Application Form with the Collection Bank(s).

(b) For Applications made through a Collection Bank(s): The Applicant may, with the submission of the Application Form, draw a cheque or demand draft for the Bid Amount in favor of the Escrow Account as specified under the Prospectus and the Application Form and submit the same to the escrow Collection Bank(s).

(c) If the cheque or demand draft accompanying the Application Form is not made favoring the Escrow Account, the form is liable to be rejected.

(d) Payments should be made by cheque, or demand draft drawn on any bank (including a co-operative bank), which is situated at, and is a member of or sub-member of the bankers’ clearing house located at the centre where the Application Form is submitted. Cheques/bank drafts drawn on banks not participating in the clearing process may not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.

(e) The Escrow Collection Banks shall maintain the monies in the Escrow Account for and on behalf of the Applicants until the Designated Date.

(f) Applicants are advised to provide the number of the Application Form and PAN on the reverse of the cheque or bank draft to avoid any possible misuse of instruments submitted.

4.3.5.2 Payment instructions for ASBA Applicants

(a) ASBA Applicants may submit the Application Form in physical mode to the Designated Branch of an SCSB where the Applicants have ASBA Account.

(b) ASBA Applicants may specify the Bank Account number in the Application Form. The Application Form submitted by an ASBA Applicant and which is accompanied by cash, demand draft, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, may not be accepted.

(c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;



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- (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) ASBA 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.
- (g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.
- (h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.
- (i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.
- (j) Upon submission of a completed Application Form each ASBA Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.
- (k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.
- (l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

4.3.5.2.1 Unblocking of ASBA Account

- (a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected ASBA Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.
- (b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.
- (c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 12 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
Non-ASBA Application	To members of the Syndicate at the Specified Locations mentioned in the Bid cum Application Form To Registered Brokers
ASBA Application	To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres To the Designated branches of the SCSBs where the ASBA Account is maintained

- (a) Bidders/Applicants should not submit the bid cum application forms/ Revision Form directly to the escrow collection banks. Bid cum Application Form/ Revision Form submitted to the escrow collection banks are liable for rejection.
- (b) Bidders/Applicants should submit the Revision Form to the same member of the Syndicate, the Registered Broker or the SCSB through which such Bidder/Applicant had placed the original Bid.
- (c) Upon submission of the Bid-cum-Application Form, the Bidder/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 Registrar of Companies (RoC) and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.
- (d) 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. 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

- a) During the Bid/Issue Period, ASBA Bidders/Applicants may approach the members of the Syndicate at the Specified Cities or any of the Registered Brokers or the Designated Branches to register their Bids. Non-ASBA Bidders/Applicants who are interested in subscribing for the Equity Shares should approach the members of the Syndicate or any of the Registered Brokers, to register their Bid.
- b) Non-ASBA Bidders/Applicants (RIIs, Employees and Retail Individual Shareholders) bidding at Cut-off Price may submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount less discount (if applicable) based on the Cap Price with the members of the Syndicate/ any of the Registered Brokers to register their Bid.
- c) In case of ASBA Bidders/Applicants (excluding NIIs and QIBs) bidding at Cut-off Price, the ASBA Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable). ASBA Bidders/Applicants may approach the members of the Syndicate or any of the Registered Brokers or the Designated Branches to register their Bids.
- d) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders/Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

- (a) The Syndicate, the Registered Brokers and the SCSBs may register the Bids using the on-line facilities of the Stock Exchanges. The Syndicate, the Registered Brokers and the Designated Branches of the SCSBs 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 online facilities for Book Building on a regular basis before the closure of the issue.
- (b) On the Bid/Issue Closing Date, the Syndicate, the Registered Broker and the Designated Branches of the SCSBs may upload the Bids till such time as may be permitted by the Stock Exchanges.
- (c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. The members of the Syndicate, the Registered Brokers and the SCSBs are given up to one day after 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 for validation of the electronic bid details with the Depository's records.

5.3 BUILD UP OF THE BOOK

- (a) Bids received from various Bidders/Applicants through the Syndicate, Registered Brokers and the SCSBs 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 finalization of Basis of Allotment. In case a RII applying through the ASBA process 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 SCSB or the Syndicate Member or the Registered Broker, as applicable, who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- (b) In case a RII wishes to withdraw the Bid after the Bid/Issue Period, the same can be done by submitting a withdrawal request to the Registrar to the Issue until finalization of Basis of Allotment. 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 members of the Syndicate, the Registered Broker and/or SCSBs are individually responsible for the acts, mistakes or errors or omission in relation to
 - i. the Bids accepted by the members of the Syndicate, the Registered Broker and the SCSBs,
 - ii. the Bids uploaded by the members of the Syndicate, the Registered Broker and the SCSBs,
 - iii. the Bid cum application forms accepted but not uploaded by the members of the Syndicate, the Registered Broker and the SCSBs, or
 - iv. With respect to Bids by ASBA Bidders/Applicants, Bids accepted and uploaded by SCSBs without blocking funds in the ASBA Accounts. It may be presumed that for Bids uploaded by the SCSBs, the Bid Amount has been blocked in the relevant Account.
- (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 the (i) authorised agents of the BRLMs, (ii) Registered Brokers, or (iii) SCSBs, or (iv) Collection Bank(s), 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);
- (b) Bids/Applications by OCBs; and



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- (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 are 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 any person outside India if not in compliance with applicable foreign and Indian laws;
- (g) DP ID and Client ID not mentioned in the Bid cum Application Form/Application Form;
- (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 & Bids/Applications at a price more than the Cap Price;
- (l) Bids/Applications at Cut-off Price by NIIs and QIBs;
- (m) Amount paid does not tally with the amount payable for the highest value of Equity Shares Bid for. With respect to Bids/Applications by ASBA Bidders, 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) In relation to ASBA Bids/Applications, submission of more than five Bid cum Application Forms/Application Form as per ASBA Account;
- (p) Bids/Applications for a Bid/Application Amount of more than Rs. 200,000 by RIIs by applying through non-ASBA process;
- (q) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;
- (r) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;
- (s) 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 RHP and the Bid cum Application Forms;
- (t) With respect to ASBA Bids/Applications, 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;



- (u) Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;
- (v) With respect to ASBA Bids/Applications, where no confirmation is received from SCSB for blocking of funds;
- (w) Bids/Applications by QIBs (other than Anchor Investors) and Non Institutional Bidders not submitted through ASBA process or Bids/Applications by QIBs (other than Anchor Investors) and Non Institutional Bidders accompanied with cheque(s) or demand draft(s);
- (x) ASBA 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;
- (y) Bids/Applications not uploaded on the terminals of the Stock Exchanges;
- (z) 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 specify the allocation or Allotment that may be made to various categories of Bidders/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 RHP / Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP / Prospectus.

(b) Under-subscription in Retail category is allowed to be met with spill-over 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. Unsubscribed portion in QIB category is not available for subscription to other categories.

(c) In case of under subscription in the Net Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.

(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 Rs. 20 to Rs. 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 (Rs.)	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., Rs. 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 Rs. 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 (Not applicable in our case)

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 RHP 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 (Not applicable in our case)

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 Syndicate Members/SCSB and/or Bankers to the Issue or Registered Broker.

ASBA Applicants may submit an Application Form either in physical form to the Syndicate Members or Registered Brokers or the Designated Branches of the SCSBs or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only (“ASBA Account”). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The allotment of Equity Shares to Bidders/Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/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, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / 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 subject to compliance with the following requirements:
- i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;
 - ii. 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
 - iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:
 - a maximum number of two Anchor Investors for allocation up to Rs. 10 crores;
 - a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than Rs. 10 crores and up to Rs. 250 crores subject to minimum allotment of Rs. 5 crores per such Anchor Investor; and
 - a minimum number of five Anchor Investors and maximum number of 25 Anchor Investors for allocation of more than Rs. 250 crores subject to minimum allotment of Rs. 5 crores per such Anchor Investor.
- (b) A physical book is prepared by the Registrar on the basis of the Bid cum 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.

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 (other than ASBA funds with the SCSBs) from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders shall also be made from the Refund Account as per the terms of the Escrow Agreement and the RHP.

(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. Bidders/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 Bidders/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 Bidders/Applicants Depository Account will be completed within 12 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, after the funds are transferred from the Escrow Account to the Public Issue Account on the Designated Date.

SECTION 8: INTEREST AND REFUNDS



8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 12 Working Days of the Bid/Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 12 Working Days of the 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 RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer may be punishable with a fine which shall not be less than Rs. 5 lakhs but which may extend to Rs. 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 Rs. 50,000 but which may extend to Rs. 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 repay, without interest, all moneys received from the Bidders/Applicants in pursuance of the RHP/Prospectus.

If such money is not repaid 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 RHP/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 offer for sale of specified securities), including devolvement to the Underwriters, within 60 days from the Bid/Issue Closing Date, the Issuer may forthwith, without interest refund the entire subscription amount received. In case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

If there is a delay beyond the prescribed time, then the Issuer and every director of the Issuer who is an officer in default may be liable to repay the money, with interest at the rate of 15% per annum.

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 comes for an Issue under Regulation 26(2) of SEBI (ICDR) Regulations 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 ASBA Bids/Applications:** Within 12 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 Non-ASBA Bid/Applications:** Within 12 Working Days of the Bid/Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Bidders/Applicants and also for any excess amount paid on Bidding/Application, after adjusting for allocation/ allotment to Bidders/Applicants.

(c) In case of non-ASBA Bidders/Applicants, the Registrar to the Issue may obtain from the depositories the Bidders/Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Bidders/Applicants in their Bid cum Application Forms for refunds. Accordingly, Bidders/Applicants are advised to immediately update their details as appearing on the records of their DPs. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Bidders/Applicants' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Bidders/Applicants for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds, on account of our Company not receiving the minimum subscription of 90% of the Issue, shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

(d) In the case of Bids from Eligible NRIs, FIIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Issuer may not be responsible for loss, if any, incurred by the Bidder/Applicant on account of conversion of foreign currency.

8.3.1 Mode of making refunds for Bidders/Applicants other than ASBA Bidders/Applicants The payment

of refund, if any, may be done through various modes as mentioned below:

- (a) **NECS**—Payment of refund may be done through NECS for Bidders/Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the Bidder/Applicant as obtained from the Depository;
- (b) **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Bidders/Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Bidders/Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Bidders/Applicants through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;
- (c) **Direct Credit**—Bidders/Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- (d) **RTGS**—Bidders/Applicants having a bank account at any of the centers notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS; and
- (e) For all the other Bidders/Applicants, including Bidders/Applicants who have not updated their bank particulars along with the nine-digit MICR code, the refund orders may be dispatched through speed



post or registered post for refund orders. Such refunds may be made by cheques, pay orders or demand drafts drawn on the Refund Bank and payable at par at places where Bids are received.

Please note that refunds, on account of our Company not receiving the minimum subscription of 90% of the Issue, 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 Bidders/Applicants may refer to RHP/Prospectus.

8.3.2 Mode of making refunds for ASBA Bidders/Applicants

In case of ASBA Bidders/Applicants, the Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA Bids or in the event of withdrawal or failure of the Issue.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Bidders/Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 12 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 Bidders/Applicants
Allottee	An Bidder/Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations.
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)/ASBA	An application, whether physical or electronic, used by Bidders/Applicants to make a Bid authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the ASBA Bidder/Applicant
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidder/Applicant	Prospective Bidders/Applicants in the Issue who Bid/apply through ASBA
Banker(s) to the Issue/ Escrow Collection Bank(s)/ Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Escrow Account(s) may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Issue
Bid	An indication to make an offer during the Bid/Issue Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid /Issue Closing Date	The date after which the Syndicate, Registered Brokers and the SCSBs may not accept any Bids for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/bidders may refer to the RHP/Prospectus for the Bid/ Issue Closing Date
Bid/Issue Opening Date	The date on which the Syndicate and the SCSBs may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/bidders may refer to the RHP/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 Bid/Issue Closing Date inclusive of both days and during which prospective Bidders/Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/ Issue Period for QIBs one working day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. Applicants/bidders may refer to the RHP/Prospectus for the Bid/ Issue Period
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/Applicant upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount



Bid cum Application Form	The form in terms of which the Bidder/Applicant should make an offer to subscribe for or purchase the Equity Shares and which may be considered as the application for Allotment for the purposes of the Prospectus, whether applying through the ASBA or otherwise. In case of issues undertaken through the fixed price process, all references to the Bid cum Application Form should be construed to mean the Application Form
Bidder/Applicant	Any prospective investor (including an ASBA Bidder/Applicant) who makes a Bid pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicant should be construed to mean an Bidder/Applicant
Book Built Process/ Book Building Process/ Book Building Method	The book building process as provided under SEBI ICDR Regulations, in terms of which the Issue is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application Forms/Application Form to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
BRLM(s)/ Book Running Lead Manager(s)/Lead Manager/ LM	The Book Running Lead Manager to the Issue as disclosed in the RHP/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 Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor 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
Cut-off Price	Issue Price, finalised by the Issuer in consultation with the Book Running Lead Manager(s), which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited



Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by the ASBA Bidders/Applicants applying through the ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account or the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/Applicants in the fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Bidders/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 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoter. For further details Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity shares of the Issuer
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Bidders/Applicants (excluding the ASBA Bidders/Applicants) may Issue cheques or drafts in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Issue, the Book Running Lead Manager(s), the Syndicate Member(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts and where applicable, remitting refunds of the amounts collected to the Bidders/Applicants (excluding the ASBA Bidders/Applicants) on the terms and conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Issue
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form



FII(s)	Foreign Institutional Investors as defined under 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, 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
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Book Running Lead Manager(s)
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account



NRI	NRI's from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the RHP/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 Bidders/Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate 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 Rs. 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FIIs, FPIs, QFIs and FVCIs
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholder
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Issue may be decided by the Issuer in consultation with the Book Running Lead Manager(s) and advertised, at least two working days in case of an IPO and one working day in case of FPO, prior to the Bid/ Issue Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager(s), finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 60 of the Companies Act, 1956 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information



Term	Description
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
Qualified Foreign Investors or QFIs	<p>Non-Resident investors, other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs, who meet ‘know your client’ requirements prescribed by SEBI and are resident in a country which is (i) a member of Financial Action Task Force or a member of a group which is a member of Financial Action Task Force; and (ii) a signatory to the International Organisation of Securities Commission’s Multilateral Memorandum of Understanding or a signatory of a bilateral memorandum of understanding with SEBI.</p> <p>Provided that such non-resident investor shall not be resident in country which is listed in the public statements issued by Financial Action Task Force from time to time on: (i) jurisdictions having a strategic anti-money laundering/combating the financing of terrorism deficiencies to which counter measures apply; (ii) jurisdictions that have not made sufficient progress in addressing the deficiencies or have not committed to an action plan developed with the Financial Action Task Force to address the deficiencies</p>
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Red Herring Prospectus/ RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Issue. The RHP may be filed with the RoC at least three days before the Bid/Issue Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds (excluding refunds to ASBA Bidders/Applicants), if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through NECS, Direct Credit, NEFT, RTGS or ASBA, as applicable
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the RHP/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 category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations
Retail Individual Investors / RIIs	Investors who applies or bids for a value of not more than Rs. 200,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than Rs. 200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Bidders in an issue through Book Building process to modify the quantity of Equity Shares and/or bid price indicates therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations	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 http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Refer to definition of Broker Centers
Stock Exchanges/ SE	The stock exchanges as disclosed in the RHP/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 the Bids in this Issue (excluding Bids from ASBA Bidders/Applicants)
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the RHP/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



BharatWire Ropes Limited

Working Day	All days other than a Sunday or a public holiday on which commercial banks are open for business, except with reference to announcement of Price Band and Bid/Issue Period, where working day 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.

India's current Foreign Direct Investment ("FDI") Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GOI ("DIPP") by Consolidated FDI Policy Circular of 2015 with effect from May 12, 2015 ("Consolidated FDI Policy Circular of 2015") consolidates and subsumes all previous press notes, press releases and clarifications on FDI issued by the DIPP. The Government usually updates the consolidated circular on FDI Policy once every Year and therefore, Consolidated FDI Policy Circular of 2015 will be valid until the DIPP issues an updated circular.

RBI has also issued Master Circular on Foreign Investment in India dated July 01, 2015 which is valid till June 30, 2016. In terms of the Master Circular, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Foreign investment limit is allowed up to 100 per cent under automatic route in our Company, subject to appropriate approvals of the shareholders in general meeting. Currently, the foreign investment in our Company is limited to 24 per cent of the paid up equity share capital of our Company as we have not obtained the approvals of shareholders for a higher limit.

The transfer of shares between an Indian resident and a Non-resident does not require prior approval of FIPB or RBI, subject to fulfillment of certain conditions as specified by DIPP / RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI Policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company.

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (U.S. Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. Persons (as defined in Regulation S), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. However the Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.



SECTION IX – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Pursuant to the Companies Act and the SEBI (ICDR) Regulations, the main provisions of the Articles of Association are detailed below. Capitalised terms used in this section have the meaning given to them in the Articles of Association. Each provision below is numbered as per the corresponding article number in the Articles of Association and defined terms herein have the meaning given to them in the Articles of Association.

No regulations contained in Table “F” in the First Schedule to the Companies Act, 2013 shall apply to this Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.

Article	Sub article	Particulars
CAPITAL AND INCREASE AND REDUCTION OF CAPITAL		
4	(a)	Company’s Funds may not be Applied in Purchase of or Lent for Shares of the Company The Company shall not have the power to buy its own shares, unless the consequent reduction of capital is effected and sanctioned in pursuance of Sections 100 to 104 or Section 402 of the Companies Act, 1956 or Section 66 of the Companies Act, 2013 as applicable at the time of application.
	(b)	The Company shall not give, whether directly or indirectly and whether by means of a loan, guarantee the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company or in its holding Company.
		Provided that nothing in this clause shall be taken to prohibit:
		(i) the provision by the Company, in accordance with any scheme approved by the Company through special resolution for the time being in force, of money for the purchase of, or subscription for fully paid shares in the Company or its holding company, being a purchase or subscription by trustees of, or for shares to be held by or for the benefit of employees of the Company, including any Director holding a salaried office or employment in the Company; or (ii) the making by the Company of loans, within the limit laid down in Sub-Section (3)(c) of Section 67 of the Act, to persons (other than Directors or Key Managerial Personnel) bonafide in the employment of the Company, with a view to enabling those persons to purchase or subscribe for fully paid shares in the Company or its holding Company to be held by themselves by way of beneficial ownership.
	(c)	No loan made to any person in pursuance of clause (b) of the foregoing proviso shall exceed in amount, his salary or wages at that time for a period of six months.
(d)	Nothing in this Article shall affect the right of the Company to redeem any shares issued under this Act or under any previous Company Law.	
4A		Notwithstanding anything contained in the Articles, but subject to the provisions of Sections 68, 69 and 70 and other applicable provisions, if any, of the Act as amended from time to time and subject to such regulations, conditions, approvals or consents as may be laid down for the purpose, the Company shall have the power to buy-back its own securities, whether or not there is any consequent reduction of capital. If and to the extent permitted by law, the Company shall have the power to re-issue the securities so bought back.
5	(a)	Share Capital and Variation of Rights



Article	Sub article	Particulars
		The Authorized Share Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crores Only) divided into 5,00,00,000 (Five Crores Only) Equity Shares of Rs.10/- (Rupees Ten Only) each with power to increase or reduce the capital for the time being and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, cumulative, convertible, preference, guaranteed, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, alter, modify, amalgamate or abrogate any such rights, privileges or conditions in such a manner as may for the time being be provided for by the Articles of Association of the Company or by the law in force for the time being.
	(b)	Subject to the rights of the holders of any other shares entitled by the terms of issue to preferential repayment over the equity shares in the event of winding up of the Company, the holders of the equity shares shall be entitled to be repaid the amounts of capital paid up or credited as paid up on such equity shares and all surplus assets thereafter shall belong to the holders of the equity shares in proportion to the amount paid up or credited as paid-up on such equity shares respectively at the commencement of the winding up.
6		Increase /Reduction and Alteration of Capital
		The Company may from time to time in general meeting increase its share capital by the issue of new shares of such amounts as it thinks expedient.
	(a).	On what Conditions the New Shares may be Issued
		Subject to the provisions of Section 43 to 47, 55 and 62 of the Act, the new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto by the general meeting creating the same as shall be directed and if no direction be given then as the Directors shall determine and in particular such shares may be issued subject to the provisions of the said Sections with a preferential or qualified right to dividends and in distribution of assets of the Company and subject to the provisions of Companies Act with special right of voting and subject to provisions of Section 55 of the Act any preference shares may be issued on the terms that they are or at the option of the Company are liable to be redeemed.
	(b)	Further Issue of Capital
		Where at any time it is proposed to increase the subscribed capital of the Company by allotment of further shares, whether out of unissued share capital or out of the increased share capital.
		i. such further shares shall be offered to the person who at the date of offer, are holders of the equity shares of the Company, in proportion as nearly as circumstances admit, to the capital paid up on those shares at that date.
		ii. the offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than 15 days and not exceeding 30 days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.
		iii. The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favor of any other person and the notice shall contain a statement of this right.
		iv. After the expiry of the time specified in notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner as they think most beneficial to the Company and members.
		v. Notwithstanding anything contained in the preceding sub-clause, the Company may:
		a) by a special resolution offer further shares to any person or persons, and such person or persons may or may not include the person/s who at the date of the offer, are the holders of the equity shares of the Company or to employees of the Company under the Scheme of



Article	Sub article	Particulars
		employees stock option; or
		b) Notwithstanding anything contained in sub-clause (a) above, but subject, however, to section 62(3) of the Act, the Company may increase its subscribed capital on exercise of an option attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares, or to subscribe for shares in the Company.
	(c)	Directors may Allot Shares otherwise than for cash Subject to the provisions of the Act and these Articles, the Directors may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or, machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid up or partly paid up otherwise than in cash, and if so issued, shall be deemed to be fully paid up or partly paid up shares as the case may be.
	(d)	Same as Original Capital Except so far as otherwise provided by the conditions of issue or by these presents any capital raised by the creation of new shares shall be considered as part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls, installments, transfers, transmission, forfeiture, lien, surrender voting and otherwise.
7	(a)	Power to Issue Redeemable Preference Shares Subject to the provisions of Section 55 of the Act, the Company may issue preference shares which are or at the option of the Company are to be liable to be redeemed: Provided that : i. No such shares shall be redeemed except out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of redemption; ii. no such shares shall be redeemed unless they are fully paid; iii. the premium, if any, payable on redemption shall have been provided for out of the profits of the company or out of the Company's securities premium account before the shares are redeemed; where any such shares are redeemed otherwise than out of the proceeds of a fresh issue, there shall, out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the shares redeemed; and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act, apply as if the capital redemption reserve account were paid up share capital of the Company.
	(b)	Subject to the provisions of Section 55 of the Act and subject to the provisions on which any shares may have been issued, the redemption of preference shares may be effected on such terms and in such manner as may be provided in these Articles or by the terms and conditions of their issue and subject thereto in such manner as the Directors may think fit.
	(c)	The redemption of preference shares under these provisions by the Company shall not be taken as reducing the amount of its authorized share capital.



Article	Sub article	Particulars
	(d)	Where in pursuance of this Article, the Company has redeemed or is about to redeem any preference shares, it shall have power to issue shares up to the nominal amount of the shares redeemed or to be redeemed as if those shares had never been issued; and accordingly, the share capital of the Company shall not, for the purpose of calculating the fees payable under Section 403 of the Act, be deemed to be increased by the issue of shares in pursuance of this clause. Provided that where new shares are issued before the redemption of the old shares, the new shares shall not so far as relates to stamp duty be deemed to have been issued in pursuance of this clause unless the old shares are redeemed within one month after the issue of the new shares.
	(e)	The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares.
8		Provision in Case of Redemption of Preference Shares The Company shall be at liberty at any time, either at one time or from time to time as the Company shall think fit, by giving not less than six months' previous notice in writing to the holders of the preference shares to redeem at par the whole or part of the preference shares for the time being outstanding by payment of the nominal amount thereof with dividend calculated up to the date or dates notified for payment (and for this purpose the dividend shall be deemed to accrue and due from day to day) and in case of redemption of part of the preference shares the following provisions shall take effect :
	(a)	The shares to be redeemed shall be determined by drawing of lots which the company shall cause to be made at its registered office or at such other place as the Directors may decide, in the presence of one Director at least; and
	(b)	Forthwith after every such drawing, the Company shall notify to the shareholder whose shares have been drawn for redemption its intention to redeem such shares by payment at the registered office of the Company or at such other place as the directors may decide at the time and on the date to be named against surrender of the Certificates in respect of the Shares to be redeemed and at the time and date so notified each such shareholder shall be bound to surrender and thereupon the Company shall pay the amount payable to such shareholders in respect of such redemption. The Shares to be redeemed shall cease to carry dividend from the date named for payment as aforesaid. Where any such certificate comprises any shares which have not been drawn for redemption, the Company shall issue to the holder thereof a fresh certificate therefore.
	(c)	Subject to the provisions of the Articles, the Company shall be entitled to create and issue further Preference Shares ranking in all or any respects <i>pari passu</i> with the preference shares then outstanding. PROVIDED in the event of its creating and/or issuing further preference shares ranking <i>pari passu</i> with the Preference Shares then outstanding the Company would do so only with the consent of the holders of not less than three-fourths of the preference shares then outstanding.
	(d)	The Redeemable Preference Shares shall not confer upon the holders thereof the right to vote either in person or by proxy at any general meeting of the Company save to the extent and in the manner provided by Section 47 of the Act.
	(e)	The rights, privileges and conditions for the time being attached to the Redeemable Preference Shares may be varied, modified or abrogated in accordance with the provisions of these Articles and of the Act.
9		Cumulative Convertible Preference Shares Subject to the provisions of the Act and the guidelines issued by the Central Government from time to time under the Provisions of the Act, the Company may issue Cumulative Preference Shares (CCP) in such manner as the Board of Directors of the Company may decide and



Article	Sub article	Particulars
		specifically provide for :
		i. the Quantum of issue;
		ii. the terms of the issue with particular reference to the conversion of CCP into the equity shares of the company;
		iii. the rate of cumulative preferential dividend payable on CCP, the voting rights to be attached to CCP and any other terms and conditions which may be attached to the issue of CCP as permissible in law
10		Reduction of Capital
		The Company may from time to time by special resolution, subject to confirmation by the Court or Tribunal as applicable and subject to the provision of Sections 52, 55 and 66 of the Act or Section 100 – 104 of the Companies Act, 1956 as applicable at the relevant time reduce its share capital and any Capital Redemption Reserve Account or Premium Account in any manner for the time being authorized by law in particular without prejudice to the generality of the power may be:
	(a)	extinguishing or reducing the liability on any of its shares in respect of shares capital not paid up;
	(b)	either with or without extinguishing or reducing liability on any of its shares, cancel paid up share capital which is lost or is unrepresented by available assets; or
	(c)	either with or without extinguishing or reducing liability on any of its shares, pay off any paid up share capital which is in excess of the wants of the Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its shares accordingly.
11		Division, Sub-division, consolidation, Conversion and Cancellation of Shares
		Subject to the provisions of Section 61 of the Act, the Company in general meeting may alter the conditions of its Memorandum as follows, that is to say, it may:
	(a)	increase its authorized share capital by such amount as it think expeditiously;
	(b)	consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares. Provided that no consolidation and division which results in changes in the voting percentage of shareholders shall have effect unless it is approved by the Court or Tribunal as applicable
	(c)	sub-divide its shares or any of them into shares of smaller amount than originally fixed by the Memorandum subject nevertheless to the provisions of the Act in that behalf and so however that in the sub-division the proportion between the amount paid and the amount, if any unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and so that as between the holders of the shares resulting from such sub-division one or more of such shares may, subject to the provisions of the sub-division one or more of such shares may, subject to the provisions of the Act, be given any preference or advantage over the others or any other such shares;
	(d)	Convert, all or any of its fully paid up shares into stock, and re-convert that stock into fully paid up shares of any denomination;
	(e)	cancel, shares which at the date of passing of the resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.
12		Modification of Rights



Article	Sub article	Particulars
		If at any time the share capital, by reason of the issue of Preference Shares or otherwise, is divided into different classes of shares, all or any of the rights and privileges attached to any class (unless otherwise provided by the terms of issue of the share of that class) may, subject to the provisions of Section Sections 106 and 107 of the Companies Act, 1956 or Section 48 of the Act (as applicable) and whether or not the Company is being wound up, be varied, modified, commuted, affected or abrogated with the consent in writing of the holders of three-fourth in nominal value of the issued shares of that class or with the sanction of a Special Resolution passed at separate general meeting of the holders of the shares of that class. This Article shall not derogate from any power which the Company would have if this Article were omitted. The Provisions of these Articles relating to general meeting shall mutates mutandis apply to every such separate meeting but so that if at any adjourned meeting of such holders a quorum as defined in Articles 97 is not present, those persons who are present shall be the quorum.
SHARES AND CERTIFICATES		
13		<p>Issue of Further Shares not to Affect Right of Existing Shareholders</p> <p>The right or privileges conferred upon the holders of the shares of any class issued with preference 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 or modified or affected by the creation or issue of further shares ranking <i>pari passu</i> therewith.</p>
14		<p>Provisions of Section 43, 45, 46 and 47 of the Act to apply</p> <p>The provisions of Section 43, 45, 46 and 47 of the Act in so far as the same may, be applicable shall be observed by the company.</p>
15	(a)	<p>Register of Members and Debenture holders</p> <p>The Company shall cause to be kept a Register of Members and an Index of Members in accordance with Section 88 of the Act and Register and Index of Debenture holders in accordance with Section 88 of the Act. The Company may also keep foreign Register of Members and Debenture holders in accordance with Section 88 of the Act.</p>
	(b)	The Company shall also comply with the provisions of Sections 92 of the Act as to filing of Annual Returns.
16		<p>Commencement of Business</p> <p>The Company shall comply with the provisions of Section 11 of the Act.</p>
17		<p>Restriction on Allotment</p> <p>The Board shall observe the restriction as to allotment of shares to the public contained in Section 39 of the Act shall cause to be made the return as to allotment provided for in Section 39 of the Act.</p>
18		<p>Shares to be Numbered Progressively and no share to be subdivided</p> <p>The shares in the capital shall be numbered progressively accordingly to the several denominations and except in the manner herein before mentioned no share shall be subdivided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.</p>
19		Shares at the Disposal of the Directors



Article	Sub article	Particulars
		Subject to the provisions of Section 62 of the Act and these Articles the shares in the Capital of the Company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons. In such proportion and on such terms and conditions and either at a premium or at par or (subject to compliance with the provisions of Section 53 of the Act) at a discount and at such time as they may from time think fit and with the sanction of the Company in General Meeting to give to any person the option to all for any shares either at par or at a premium during such time and for such consideration as the Directors may think, fit, and may issue and allot shares in the Capital of the Company on payment in full or part for any property sold and transferred or for services rendered to the Company in the conduct of its business, and any shares which may be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.
20		<p>Every Share Transferable</p> <p>(i) The shares or other interest of any member in the Company shall be movable property, transferable in the manner provided by these Articles.</p> <p>(ii) Each share in the Company shall be distinguished by its appropriate number.</p> <p>(iii) A Certificate under the Common Seal of the Company, specifying any shares held by any member shall be, prima facie, evidence of the title of the member of such shares.</p>
21	(a)	<p>Application of Premium Received on Issue of Shares</p> <p>Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of value of the premium on these shares shall be transferred to an account to be called “the securities premium account”, and the provisions of the Act relating to the reduction of the Share Capital of the Company shall except as provided in this Article, apply as if the securities premium account were paid up share capital of the Company.</p>
	(b)	<p>The securities premium account may, notwithstanding, anything in clause (a) above, be applied by the Company:</p> <p>i. In paying up unissued shares of the Company to be issued to members of the Company as fully paid bonus shares;</p> <p>ii. In writing off the preliminary expenses of the Company;</p> <p>iii. In writing off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the Company; or</p> <p>v. In providing for the premium payable on the redemption of any redeemable preference shares or any debentures of the Company; For the purchase of its own shares or other securities as provided under Section 68 of the Act.</p>
22		<p>Sale of Fractional Shares</p> <p>(i) If and wherever, as the result of issue of new or further shares or any consolidation or sub-division of shares, any shares are held by members in fractions, the Directors shall, subject to the provisions of the Act and these Articles if any, sell those shares, which members hold in fractions, for the best price reasonably obtainable and shall pay and distribute to and amongst to members entitled to such shares in due proportion, the net proceeds of the sale thereof. For the purpose of giving effect to any such sale the Directors may authorize any person to transfer the shares sold to the purchaser thereof, comprised in any such transfer and he shall not be bound to see the applications 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.</p> <p>(ii) The Board shall have power 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.</p>



Article	Sub article	Particulars
23		<p>Acceptance of Shares</p> <p>An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein shall be an acceptance of shares within the meaning of these Articles and every person who thus or otherwise accepts any shares and whose names is on the Register of Members shall for the purpose of these Articles be a member. The Directors shall comply with the provisions of Section 39 and 40 of the Act in so far as they are applicable.</p>
24		<p>Deposits and Calls etc. to be a Debt Payable immediately</p> <p>The money (if any) which the Board shall, on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise in respect of any shares allotted by them, immediately, on the insertion of the name of the holder of such shares, become a debt, due to and recoverable by the Company from the Allottee thereof, and shall be paid by him accordingly.</p>
25		<p>Company not Bound to Recognize any Interest in Shares other than of Registered Holder</p> <p>Save as herein provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share as the absolute owner thereof, and accordingly shall not (except as ordered by a Court of competent jurisdiction or as by law required) be bound to recognize any benami, or partial or other claim or claims or right to or interest in such share on the part of any other person whether or not it shall have express or implied notice thereof and the provision of Section 88 of the Act shall apply.</p>
26		<p>Declarations of Person not Holding Interest in Shares</p> <p>When any declaration is filed with the Company under the provisions of Section 89 of the Act by any holder of shares who does not hold beneficial interest in such shares specifying the particulars of the person holding beneficial interest in such shares or by a person who holds beneficial interest in any shares of the Company but is not the registered holder thereof, the Company shall make a note of such declaration in its register of members and file, within 30 days from the date of receipt of the declaration by it, a return with the registrar with regard to such declaration.</p>
27	(a)	<p>Issue of Certificates of Shares to be Governed by Section 46 of the Act etc.</p> <p>The issue of certificates of shares or of duplicate or renewal of certificates of shares shall be governed by the provisions of Section 46 and other provisions of the Act, as may be applicable and by the Rules or notifications or orders, if any, which may be prescribed or made by competent authority under the Act or Rules or any other law. The Directors may also comply with the provisions of such rules or regulations of any stock exchange where the shares of the Company may be listed from the time being.</p>
	(b)	<p>The Certificate of title of shares shall be issued under the Seal of the Company and shall be signed by such Directors or Officers or other authorized persons as may be prescribed by Rules made under the Act from time to time and subject thereto shall be signed in such manner and by such persons as the Directors may determine from time to time.</p>
	(c)	<p>The Company shall comply with all rules and regulations and other directions which may be made by any competent authority under Section 46 of the Act.</p>
28	(a)	<p>Limitation of Time of Issue of Certificate</p>



Article	Sub article	Particulars
		Every member shall be entitled, without payment, to one Certificate for all the shares of each class or denomination registered in his name, or to several certificates, each for one or more of such shares and the Company shall complete and deliver such Certificates within the time provided by Section 56 of the Act unless the conditions of issue thereof otherwise provide. Every Certificate of shares shall be under the Seal of the Company and shall specify the number and distinctive numbers of the shares in respect of which it is issued and the amount paid up thereon and shall be in such form as the Directors shall prescribe or approve provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one Certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holders.
	(b)	The Company may not entertain any application for split of share/debenture certificate for less than 100 shares/debentures (all relating to the same series) or marketable lots whichever is lower.
	(c)	Notwithstanding anything contained in Clause (a) above the Directors shall, however, comply with such requirements of the Stock Exchange where shares of the Company may be listed or such requirements of any rules made under the Act or such requirements of the Securities contracts (Regulation) Act, 1956 as may be applicable.
29		<p>Issue of new Certificates in Place of one defaced Lost or Destroyed</p> <p>If any certificate be worn out, defaced, mutilated or torn if there be no, further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu, thereof, and if any certificate be lost or destroyed then upon proof thereof to the satisfaction of the Company and on; execution of such indemnity as the Company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every Certificate under this Article shall be issued without payment of fees. Out of pocket expenses incurred by the Company in investing the evidence as to the loss or destruction shall be paid to the Company if demanded by the directors.</p> <p>Provided that notwithstanding what is stated above the directors shall comply with such Rules or Regulation or requirements of any stock Exchange or the Rule made under the Act or the Rules made under Securities Control (Regulation) Act, 1956 or any other Act, on Rules applicable in this behalf.</p> <p>The provisions of the Article under this heading shall mutatis mutandis apply to debentures of the Company.</p>
UNDERWRITING COMMISSION AND BROKERAGE		
30	(A)	<p>Power to pay Certain Commission and Prohibition of Payment of All other Commission, Discounts etc.</p> <p>The company may pay commission to any person in connection with the subscription or procurement of subscription to its securities, whether absolute or conditional, subject to the following conditions, namely: -</p> <p>(a) the payment of such commission shall be authorized in the company's articles of association;</p> <p>(b) the commission may be paid out of proceeds of the issue or the profit of the company or both;</p> <p>(c) the rate of commission paid or agreed to be paid shall not exceed, in case of shares, five percent of the price at which the shares are issued or a rate authorised by the articles, whichever is less, and in case of debentures, shall not exceed two and a half per cent of the price at which the debentures are issued, or as specified in the company's articles, whichever is less;</p> <p>(d) the prospectus of the company shall disclose —</p>



Article	Sub article	Particulars
		(i) the name of the underwriters;
		(ii) the rate and amount of the commission payable to the underwriter; and
		(i) the number of securities which is to be underwritten or subscribed by the underwriter absolutely or conditionally. Lieu of Prospectus and filed before the payment of the commission with the Registrar and where a circular or notice not being a prospectus inviting subscription for the shares or debentures is issued is also disclosed in that circular or notice;
		(e) there shall not be paid commission to any underwriter on securities which are not offered to the public for subscription;
	(B)	Save as aforesaid and save as provided in Section 53 of the Act, the Company shall not allot any of its shares or debentures or apply any of its moneys, either directly or indirectly, in payment of any commission, discount or allowance, to any person in consideration of :
		(i) his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in, or debentures of the Company or;
		(ii) his procuring or agreeing to procure subscriptions, whether absolutely or conditionally, for any shares in, or debentures of the Company whether the shares, debentures or money be so allotted or applied by, being added to the purchase money of any property acquired by the Company or to the contract price of any work to be executed for the Company, or the money be paid by as the nominal purchase money or contract price, or otherwise.
	(C)	Nothing in this Article shall affect the power of the Company to pay such brokerage as it has hereto before been lawful for the Company to pay.
	(D)	The commission may be paid or satisfied (subject to the provisions of the Act and these articles) in cash, or in shares, debentures or debenture-stocks of the Company.
CALLS		
31		Directors May Make Calls The Directors may from time to time and subject to Section 49 of the Act and subject to the terms on which any shares/debentures may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board (and not by circular resolution) make such calls as they think fit upon the members/debenture-holders in respect of all moneys unpaid on the shares/debenture held by them respectively and each member/debenture holder shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors. A call may be made payable by installments as may be decided by the Board. A call may be postponed revoked as the Board may determine.
32		Calls To date From Resolution A call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed and may be made payable by members/debenture-holders on a subsequent date to be specified by the Directors.
33		Notice of Call One month notice in writing shall be given by the Company of every call made payable otherwise than on allotment specifying the time and place of payment provided that before the time of payment of such call, the Directors may by notice in writing to the members/debenture-holders to revoke the same.
34		Directors may Extend Time



Article	Sub article	Particulars
		The Directors may, from time to time, at their discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the members/debenture-holders who on account of residence at a distance or other cause, the Directors may deem fairly entitled to such extension, but no member/debenture holder shall be entitled to such extension, save as a matter of grace and favor.
35		<p>Sums Deemed to be Calls</p> <p>Any sum, which by the terms of issue of a share/debenture becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share/debenture or by way of premium, shall for the purpose of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise, shall apply as if such sum had become payable by virtue of a call duly made and notified.</p>
36		<p>Installments on Shares to be Duty Paid</p> <p>If by the condition of allotment of any shares the whole or part of the amount of issue price thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being and from time, shall be the registered holder of the share or his legal representative.</p>
37		<p>Calls on Shares of the Same Class to be made on Uniform Basis</p> <p>Where any calls for further Share Capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class.</p> <p>Explanation : For the purpose of this provision, shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class.</p>
38		<p>Liability of Joint Holders of Shares</p> <p>The joint holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such shares.</p>
39		<p>When Interest on Call or Installment Payable</p> <p>If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof or any such extension thereof, the holder for the time being or allottee of the share in respect of which a call shall have been made or the installment shall be due, shall pay interest at ten per cent per annum or at such lower rate as shall be fixed by the Board from the day appointed for the payment thereof or any such extension thereof to the time of actual payment but the Directors may waive payment of such interest wholly or in part.</p>
40		<p>Partial Payment not to Preclude forfeiture</p> <p>Neither a judgment nor a decree in favor of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of any such payment preclude the forfeiture of such shares as herein provided.</p>
41		Proof on Trial of Suit for Money due on Shares



Article	Sub article	Particulars
		On the trial or hearing of any action or suit brought by the Company against any member or his legal representative for the recovery of any money claimed to be due to the Company in respect of any shares it shall be sufficient to prove that the name of the member in respect of whose shares the money is sought to be recovered appears in the Register of Members as the holder or one of the holders, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due, of the shares in respect of which such money is sought to be recovered and that the resolution making the call is duly recorded in the Minutes Book; and that the notice of such call was duly given to the member or his representatives, sued in pursuance of these presents; and it shall not be necessary to prove the appointment of the Directors who made such calls nor that a quorum of directors was present at the Board at which any call was made, nor that the meeting of which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.
42	(a)	<p>Payment in Anticipation of Calls may Carry Interest</p> <p>The Directors may, if they think fit, subject to the provisions of Section 50 of the Act, agree to and receive from any member willing to advance the same whole or any part of the money due upon the shares held by him, beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, to the member paying such sum in advance and the directors agree upon provided that money paid in advance of calls shall not confer a right to participate in profits or dividends . The Directors may at any time repay the amount so advanced.</p>
	(b)	<p>The member shall not however be entitled to any voting rights in respect of the moneys so paid by him until the same would but for such payment, become presently payable.</p> <p>The provision of these Articles shall apply <i>mutatis mutandis</i> to the calls on debenture of the Company.</p>
LIEN		
43		<p>Company's Lien on Shares/Debentures</p> <p>The Company shall have a first and paramount lien upon all the shares and/or debentures (other than fully paid-up shares and/or debentures) registered in the name of each Member and/or debenture holder (whether held singly or jointly with others) in respect of all moneys called or payable at a fixed time in respect of such shares whether the time for payment thereof shall have actually arrived or not and shall extend to all dividends, interest right and bonuses from time to time declared in respect of such shares and/or debentures. The registration of transfer of shares and/or debentures shall not operate as a waiver of the Company's lien, if any, on such shares and/or debentures, unless otherwise agreed by the Board. The Directors may at any time declare any share and/or debenture wholly or in part exempt from the provisions of this Article.</p>
44		<p>As to Enforcing Lien by sale</p> <p>For the purpose of enforcing such lien, the Board may sell the shares/debentures subject thereto in such manner as they shall think fit, and for that purpose may cause to be issued a duplicate certificate in respect of such shares and/or debenture and may authorize one of their members or appoint any officer or Agent to execute a transfer thereof on behalf of and in the name of such member/debenture holder. No sale shall be made until such period, as may be stipulated by the Board from time to time, and until notice in writing of the intention to sell shall have been served on such member and/or debenture holder or his legal representatives and default shall have been made by him or them in payment, fulfillment, or discharge of such debts, liabilities or engagements for fourteen days after such notice.</p>



Article	Sub article	Particulars
45	(a)	<p>Application of Proceeds of Sale</p> <p>The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and 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 persons entitled to the shares and/or debentures at the date of the sale.</p>
	(b)	<p>The Company shall be entitled to treat the registered holder of any share or debenture as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or by statute required) be bound to recognize equitable or other claim to, or interest in, such shares or debentures on the part of any other person. The Company's lien shall prevail notwithstanding that it has received notice of any such claims.</p>
FORFEITURE		
46	(a)	<p>If Call or Installment not Paid Notice must be given</p> <p>If any member or debenture holder fails to pay the whole or any part of any call or installment or any money due in respect of any share or debentures either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Directors may at any time thereafter, during such time as the call or any installment or any part thereof or other moneys remain unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such member or debenture holder or on the person (if any) entitled to the share by transmission requiring him to pay such call or installment or such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.</p>
	(b)	<p>The notice shall name a day not being less than fourteen days from the date of the services of the notice and a place or places, on and which such call, or installment or such part or other moneys as aforesaid and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment of call amount with interest at or before the time and at the place appointed, the shares or debentures in respect of which the call was made or installment or such part or other moneys is or are payable will be liable to be forfeited.</p>
47		<p>In Default of Payment Shares or Debentures to be Forfeited</p> <p>If the requirements of any such notice as aforesaid are not complied with any share/debenture in respect of which such notice has been given, may at any time thereafter before payment of all calls or installments, interest and expenses or other moneys due in respect thereof, be forfeited by a resolution of the Directors to that effect. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company. In respect of the payment of any such money, shall preclude, the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided. Such forfeiture shall include all dividends declared or interest paid or any other moneys payable in respect of the forfeited shares or debentures and not actually paid before the forfeiture.</p>
48		<p>Entry of Forfeiture in Register of Member/Debenture holders</p> <p>When any shares / debentures shall have been so forfeited, notice of the forfeiture shall be given to the member or debenture holder in whose name it stood immediately prior to the forfeiture and any entry of the forfeiture with the date thereof, shall forthwith be made in the Register of members of debenture holders but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.</p>
49		<p>Forfeited Share/Debenture to be Property of Company and may be sold</p>



Article	Sub article	Particulars
		Any share or debenture so forfeited shall be deemed to be the property of the Company, and may be sold, re-allotted or otherwise disposed of either to the original holder or to any other person upon such terms and in such manner as the Directors shall think fit.
50		<p>Power to Annul Forfeiture</p> <p>The Directors may, at any time, before any shares or debentures so forfeited shall have been sold, re-allotted or otherwise disposed of, annul forfeiture thereof upon such conditions as they think fit.</p>
51		<p>Shareholders or Debenture holders Still Liable to pay Money Owed, at Time of Forfeiture and Interest.</p> <p>Any member or debenture holder whose shares or debentures have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, all calls, installments, Interest, expenses and other money owing upon or in respect of such shares or debentures at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate as the Directors may determine, and the Directors may enforce the payment of the whole or a portion thereof, if they think fit, but shall not be under any obligation to do so.</p>
52		<p>Effect of Forfeiture</p> <p>The forfeiture of a share or a debenture shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share or debenture and all other rights incidental to the share or debenture, except only such of these rights as by these Articles are expressly saved.</p>
53		<p>Declaration of Forfeiture</p> <p>A Declaration in writing under the hand of one Director and countersigned by the Secretary or any other Officer authorized by the Directors for the purpose, that the call in respect of a share or debenture was made and notice thereof given and that default in payment of the call was made that the forfeiture of the share or debenture was made by a resolution of Directors to that effect shall be conclusive evidence of the facts stated therein as against all persons entitled to such share or debenture.</p>
54		<p>Validity of Sales under Article 42 and 49</p> <p>Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers here in above given, the Directors may, if necessary, appoint some person to execute an instrument of transfer of the shares or debentures sold and cause the purchaser's name to be entered in the Register of members or Register of debenture holders in respect of the shares or debentures sold, and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money and after his name has been entered in the Register of member or debenture holders in respect of such shares or debenture the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be for damages only and against the Company exclusively.</p>
55		<p>Cancellation of Share/Debenture Certificate in Respect of Forfeited Shares/Debentures</p> <p>Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate/s originally issued in respect of the relative shares or debentures shall (unless the same shall on demand by the relative shares or debentures surrendered to it by the defaulting member or debenture holder) stand cancelled and become null and void and be of no effect, and the directors shall be entitled to issue a duplicate certificate/s in respect of the said share or debentures to the person/s entitled thereto.</p>
56		Title of Purchaser and Allottee of Forfeited Shares/Debentures



Article	Sub article	Particulars
		The Company may receive the consideration, if any, given for the share or debenture on any sale, re-allotment or other disposition thereof, and the person to whom such share or debenture is sold, re-allotted or disposed of may be registered as the holder of the share or debenture and shall not be bound to see to the application of the consideration, if any, nor shall his title to the share or debenture be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the share or debenture.
57		<p>Surrender of Shares or Debenture</p> <p>The Directors may, subject to the provisions of the Act, accept a surrender of any share or debenture from or by any member or debenture holder desirous of surrendering them on such terms as they think fit.</p>
TRANSFER AND TRANSMISSION OF SHARES AND DEBENTURES		
58		<p>Register of Share or Debenture</p> <p>The Company shall keep a book to be called the “Register of Transfers” and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share.</p>
59		<p>Form or Transfer</p> <p>The Instrument of transfer shall be in writing and all the provisions of Section 56 of the Act, shall be duly complied with in respect of all transfer of shares and registration thereof.</p>
60		<p>Instrument of Transfer to be Executed by Transferor and Transferee</p> <p>Every such instrument of transfer shall be signed both by the Transferor and transferee and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of members in respect thereof.</p>
61	(a)	<p>Directors may Refuse to Register Transfer.</p> <p>Subject to the provision of Section 58 of the Act and subject to the provisions of Securities Contract (Regulations) Act, 1956 and the rules and regulations made there under, the Directors may, at their own absolute and uncontrolled discretion, decline by giving reasons to register or acknowledge any transfer of shares whether fully paid or not and the right of refusal, shall not be affected by the circumstances that the proposed transferee is already a member of the Company but in such cases Directors shall within 30 days from the date on which the instrument of transfer was lodged with the Company, send to the transferee and transferor notice of the refusal to register such transfer 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 on any account whatsoever except when the Company has a lien on the shares.</p>
	(b)	Nothing in Section 56 of the Act shall prejudice this power to refuse to register the transfer of, or the transmission by operation of law of the rights to, any shares or interest of a member in, or debentures of the Company.
62	(a)	<p>Transfer of Share</p> <p>An application of registration of the transfer of shares may be made either by the transferor or the transferee provided that where such application is made by the transferor, no registration shall in the case of partly paid shares be effected unless the Company gives notice of the application to the transferee and subject to the provisions of Clause (a) of this Article, the Company shall unless object is made by the transferee, within two weeks from the date of receipt of the notice, enter in the Register of members the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.</p>



Article	Sub article	Particulars
	(b)	For the purpose of clause (a) above notice to the transferee shall be deemed to have been duly given if sent by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered to him in the ordinary course of post.
	(c)	It shall not be lawful for the Company to register a transfer of any shares unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the Certificate relating to the shares and if no such Certificate is in existence, along with the letter of allotment of shares. The Directors may also call for such other evidence as may reasonably be required to show the right of the transferor to make the transfer, provided that where it is proved to the satisfaction of the Directors of the Company that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Directors think fit, on an application in writing made by the transferee and bearing the stamp required by an instrument of transfer register the transfer on such terms as to indemnify as the Directors may think fit.
	(d)	Nothing in clause (c) above shall prejudice any power of the Company to register as shareholder any person to whom the right to any share has been transmitted by operation of law.
	(e)	Nothing in this Article shall prejudice any power of the Company to refuse to register the transfer of any share.
63		Custody of Instrument of Transfer The instrument of transfer shall after registration be retained by the Company and shall remain in their custody. All instruments of transfer which the Directors may decline to register; shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all transfer deeds lying with the Company after such period as they may determine in compliance with the applicable law.
64		Transfer Books and Register of Members when Closed The Board shall have power on giving not less than seven days' previous notice by advertisement in some newspaper circulating in the district in which the office of the Company is situated, to close the Transfer books, the Register of members or Register of debenture holders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year.
65		Transfer to Minors etc. Only fully paid shares or debentures shall be transferred to a minor acting through his/her legal or natural guardian. Under no circumstances, shares or debentures be transferred to any insolvent or a person of unsound mind.
66		Title to Share of Deceased Holder



Article	Sub article	Particulars
		<p>The executors or administrators of a deceased member (not being one or two or more joint holders) or the holder of a Succession Certificate or the legal representative of a deceased member (not being one or two or more joint holders) shall be the only persons whom the Company will be bound to recognize as having any title to the shares registered in the name of such member, and the Company shall not be bound to recognize such executors or administrators or the legal representatives unless they shall first obtained probate or Letters of Administration or a Succession Certificate, as the case may be, from a duly constituted competent court in India, provided that in any case where the Directors in their absolute discretion think fit, the Directors may dispense with the production of probate or Letters of Administration or a Succession Certificate upon such terms as to indemnity or otherwise as the Directors in their absolute discretion may think necessary and under Article 65 register the name of any person who claims to be absolutely entitled to the shares standing in the name of deceased member, as a member.</p>
67		<p>Nomination by securities holders</p> <p>(1) Any holder of securities of a company may, at any time, nominate, in Form No. SH.13, any person as his nominee in whom the securities shall vest in the event of his death.</p> <p>(2) On the receipt of the nomination form, a corresponding entry shall forthwith be made in the relevant register of securities holders, maintained under section 88.</p> <p>(3) Where the nomination is made in respect of the securities held by more than one person jointly, all joint holders shall together nominate in Form No.SH.13 any person as nominee.</p> <p>(4) The request for nomination should be recorded by the Company within a period of two months from the date of receipt of the duly filled and signed nomination form.</p> <p>(5) In the event of death of the holder of securities or where the securities are held by more than one person jointly, in the event of death of all the joint holders, the person nominated as the nominee may upon the production of such evidence as may be required by the Board, elect, either-</p> <p>(a) to register himself as holder of the securities ; or</p> <p>(b) to transfer the securities, as the deceased holder could have done.</p> <p>(6) If the person being a nominee, so becoming entitled, elects to be registered as holder of the securities himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased share or debenture holder(s).</p> <p>(7) All the limitations, restrictions and provisions of the Act relating to the right to transfer and the registration of transfers of securities shall be applicable to any such notice or transfer as aforesaid as if the death of the share or debenture holder had not occurred and the notice or transfer were a transfer signed by that shareholder or debenture holder, as the case may be.</p> <p>(8) A person, being a nominee, becoming entitled to any securities by reason of the death of the holder shall be entitled to the same dividends or interests and other advantages to which he would have been entitled to if he were the registered holder of the securities except that he shall not, before being registered as a holder in respect of such securities, be entitled in respect of these securities to exercise any right conferred by the 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 securities, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends or interests, bonuses or other moneys payable in respect of the securities, as the case may be, until the requirements of the notice have been complied with.</p>



Article	Sub article	Particulars
		(9) A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of securities who has made the nomination, by giving a notice of such cancellation or variation, to the company in Form No. SH.14.
		(10)The cancellation or variation shall take effect from the date on which the notice of such variation or cancellation is received by the company.
		(11)Where the nominee is a minor, the holder of the securities, making the nomination, may appoint a person in Form No. SH. 14 specified under sub-rule (1), who shall become entitled to the securities of the company, in the event of death of the nominee during his minority.
68		Dematerialization of Securities
		i. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.
		a. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depository Act, 1996.
		b. Option for Investors: Every holder of or subscriber to securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities
		If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security
		c. Securities in Depository to be in fungible form:-
		o All Securities of the Company held by the Depository shall be dematerialised and be in fungible form.
		o Nothing contained in Sections 88, 89, 112 & 186 of the Companies Act, 2013 shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners.
		d. Rights of Depositories & Beneficial Owners:-
		Notwithstanding anything to the contrary contained in the Act a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner.
		e. Save as otherwise provided in (d) above, the depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.
		f. Every person holding Securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of Securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a depository.
		ii. Notwithstanding anything contained in the Act to the contrary, where Securities of the Company are held in a depository, the records of the beneficial ownership may be served by such depository to the Company by means of electronic mode or by delivery of floppies or discs.
		iii. Nothing contained in Section 56 of the Companies Act, 2013 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.



Article	Sub article	Particulars
		<p>iv. Notwithstanding anything contained in the Act, where Securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.</p> <p>v. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.</p> <p>vi. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Section 88 and other applicable provisions of the Companies Act 2013 and the Depositories Act, 1996 with the details of Shares held in physical and dematerialised forms in any media as may be permitted by law including in any form of electronic media.</p> <p>vii. The Register and Index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, shall be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or Country.</p>
69	(a)	<p>Registration of Persons Entitled to Share Otherwise than by Transfer</p> <p>Subject to the provisions of Article 75 any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these present, may with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that the sustains the character in respect of which he proposes to act under this Article or of such titles as the Directors shall think sufficient, either be registered himself as a member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as a member in respect of such shares. Provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favor of his nominee on instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be free from any liability in respect of such shares.</p>
	(b)	<p>A transfer of the share or other interest in the Company of a deceased member thereof made by his legal representative shall although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer.</p>
70		<p>Claimant to be Entitled to Same Advantage</p> <p>The person entitled to a share by reason of the death lunacy, bankruptcy or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled as if he were registered holder of the shares except that he shall not before being registered as a member in respect of the share, be entitled in respect of it, to exercise any right conferred by membership in relation to the meeting of the Company provided that the Board may at any time give notice requiring any such persons to elect either to be registered himself or to transfer shares and if the notice is not complied within ninety days , the Board shall thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the share until the requirements of the notice have been compelled with.</p>
71	(a)	<p>Persons Entitled may Receive Dividend without being Registered as Member</p> <p>A person entitled to a share by transmission shall, subject to the rights of the Directors to retain such dividends, bonuses or moneys as hereinafter provided be entitled to receive, and may give a discharge for any dividends, bonuses or other moneys payable in respect of the share/debenture.</p>
	(b)	<p>This Article shall not prejudice the provisions of Articles 44 and 55.</p>
72		<p>Refusal to Register Nominee</p>



Article	Sub article	Particulars
		The Directors shall have the same right to refuse on legal grounds to register a person entitled by transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.
73		<p>Directors may require Evidence of Transmission</p> <p>Every transmission of a share shall be verified in such manner as the Directors may require, and the Company may refuse to register any such transmission until the same be so verified or until or unless an Indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.</p>
74		<p>No Fees on Transfer or Transmission</p> <p>No fee shall be charged for registration of transfer, probate, succession Certificate and Letters of Administration, Certificate of Death or Marriage, Power of Attorney or similar other documents.</p>
75		<p>The Company not liable for Disregard of a Notice Prohibiting Registration of Transfer</p> <p>The Company shall incur no liability, or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner there or (as shown or appearing in the Register of members) to be prejudice or persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company, but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Directors shall so think fit.</p>
76		<p>Not more than Four Persons as Joint Holders</p> <p>The Company shall be entitled to decline to register more than four persons as the holder of any shares.</p> <p>The provisions of these Articles shall mutatis mutandis apply to the transfer or transmission by operation of law of debenture of the Company.</p>
77		<p>Joint Holders</p> <p>Where two or more persons are registered as the holders of any share /debenture, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles.</p> <p>(i) In the case of a transfer of share/ debenture held by joint holders, the transfer will be effective only if it is made by all the joint holders.</p> <p>(ii) The Joint holder of any share/debenture shall be liable severally as well as jointly for and in respect of all calls or installments and other payments which ought to be made in respect of such share/debenture.</p> <p>(iii) On the death of anyone or more of such joint holders the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share/debenture, but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on share/debentures held by him jointly with any other person.</p> <p>(iv) Any one of such joint holders may give effectual receipts of any dividends, interest or other moneys payable in respect of such share/debenture.</p>



Article	Sub article	Particulars
		<p>(v) Only the person whose name stands first in the Register of Members/Debenture holders as one of the joint holders of any share/debentures shall be entitled to the delivery of the certificate relating to such share/debenture or to receive notice (which expression shall be deemed to include all documents as defined in Article (2) (a) hereof and any document served on or sent to such person shall be deemed service on all the joint holders.</p> <p>(vi) Any one or two or more joint holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney than that one or such persons so present whose name stands first or higher (as the case may be) on the Register of Members in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint holders shall be entitled to be present at the meeting provided always that joint holder present at any meeting personally shall be entitled to vote in preference to a joint-holder present by Attorney or proxy although the name of such joint holder present by an Attorney or proxy stands first or higher (as the case may be) in the Register in respect of such shares.</p> <p>(b) Several executors or administrators of a deceased member in whose (i.e. the deceased member's) sole name, any share stands, shall for the purpose of this clause, be deemed joint holders.</p>
78		<p>Borrowing Powers</p> <p>Subject to the provisions of Section 73, 179, 180 of the Act and of these Articles and subject to any restriction imposed by Reserve Bank of India, Board of Directors, may from time to time at its discretion, by a resolution passed at a meeting of the Board, accept deposits from members either in advance of calls or otherwise, and generally accept deposits, raise loans or borrow or secure the payment of any sum of moneys to be borrowed together with the moneys already borrowed including acceptance of deposits apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, exceeding the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) or up to such amount as may be approved by the shareholders from time to time the Board of Directors shall not borrow such moneys without the sanction of the Company in General Meeting. No debt incurred by the Company in excess of the limit imposed by this Article shall be paid or effectual unless the tender or proves that he advanced the loan in good faith and without knowledge that the limit imposed by this Article had been exceeded.</p>
79		<p>Bonds, Debentures etc. to be subject to control of Directors.</p> <p>Any bonds, debentures, debenture-stocks or other securities issued or to be issued by the Company shall be under the control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.</p> <p>Provided that bonds, debentures, debenture-stock or other securities so issued or to be issued by the Company with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in general meeting.</p>
80		<p>Power to issue shares at Discount</p> <p>The Company can only issue sweat equity shares at Discount as per Section 54 of the Act.</p>
81	(a)	<p>Debentures with voting rights not to be issued</p> <p>The Company shall not issue any debentures carrying voting rights at any meeting of the Company whether generally or in respect of particular classes of business.</p>
	(b)	<p>Certain charges mentioned in Section 77 of the Act shall be void against the liquidators or creditors unless registered as provided in Section 77 of the Act.</p>



Article	Sub article	Particulars
	(c)	The term 'charge' shall include mortgage in these Articles.
	(d)	A contract with the Company to take up and pay for any debentures of the Company may be enforced by a decree or specific performance.
82		<p>Limitation of Time for Issue of Certificate</p> <p>The Company shall, within six months after the allotment of any of its debentures or debenture-stock, and within one month after the application for the registration of the transfer of any such debentures or debenture stocks have complete and deliver the Certificate of all the debentures and the Certificate of all debenture stocks allotted or transferred unless the conditions of issue of the debentures or debenture-stocks otherwise provide.</p> <p>The expression 'transfer' for the purpose of this clause means a transfer duly stamped and otherwise valid and does not include any transfer which the Company is for any reason entitled to refuse to register and does not register.</p>
84		<p>Mortgage of Uncalled Capital</p> <p>If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall, subject to the provisions of the Act and these Articles, make calls on the members in respect of such uncalled capital in trust for the person in whose favor such mortgage or security is executed.</p>
85		<p>Indemnity May be given</p> <p>If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.</p>
86	(a)	<p>Registration of Charges</p> <p>The provisions of the Act relating to registration of charges shall be complied with.</p>
	(b)	In case of a charge created out of India and comprising solely property situated outside India, the provisions of Section 77 of the Act shall also be complied with.
	(c)	Where a charge is created in India but comprised property outside India, the instrument, creating or purporting to create the charge under Section 77 of the Act or a copy thereof verified in the prescribed manner, may be filed for registration, notwithstanding that further proceedings may be necessary to make the charge valid or effectual according to the law of the country in which the property is situated, as provided by Section 77 of the Act.
	(d)	Where any charge on any property of the Company required to be registered to be registered under Section 77 of the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein shall be deemed to have notice of the charge as from the date of such registration.
	(e)	Any creditors or member of the Company and any other person shall have the right to inspect copies of instruments creating charges and the Company's Register of Charges in accordance with and subject to the provisions of Section 85 of the Act.
87		<p>Trust not Recognized</p> <p>No notice of any trust, express or implied or constructive, shall be entered on the register of Debenture holders.</p>
GENERAL MEETINGS		
88		Annual General Meeting



Article	Sub article	Particulars
		Subject to the provisions contained in Section 96 and 129 of the Act, as far as applicable, the Company shall in each year hold, in addition to any other meetings, a general meeting as its annual general meeting, and shall specify, the meeting as such in the notice calling it, and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next.
89		<p>Time and Place of Annual General Meeting</p> <p>Every annual general meeting shall be called at any time during business hours that is between 9 am to 6 pm, on a day that is not a National Holiday, and shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company is situated, and the notice calling the meeting shall specify it as the annual general meeting.</p>
90		<p>Section 101 to 109 of the Act shall apply to Meeting</p> <p>Sections 101 to 109 of the Act with such adaptation and modifications, if any as may be prescribed, shall apply with respect to meeting of any class of members or debenture holders of the Company in like manner as they would with respect to general meetings of the Company.</p>
91		<p>Powers of Directors to Call Extraordinary General Meeting</p> <p>The Directors may call an extraordinary general meeting of the Company whenever they think fit.</p>
92	(a)	<p>Calling of Extra Ordinary General Meeting on requisition</p> <p>The Board of Directors of the Company shall on the requisition of such number of members of the Company as is specified in clause (d) of this Article, forthwith proceed duly to call an Extraordinary general meeting of the Company.</p>
	(b)	The requisition shall set out the matters for the considerations of which the meeting is to be called, shall be signed by requisitionists, and shall be deposited at the registered office of the company.
	(c)	The requisition may consist of several documents in like forms, each signed by one or more requisitionists.
	(d)	The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold at the date of the deposit of the requisition not less than one tenth of such of the paid up share capital of the Company as at that date carried the right of voting in regard to that matter.
	(e)	Where two or more distinct matters are specified in the requisition the provisions of clause (a) above, shall apply separately in regard to each such matter; and the requisition shall accordingly be valid only in respect of those matters in regard to which the condition specified in that clause is fulfilled.
	(f)	<p>If the Board does not, within twenty one days from the date of deposit of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of those matters then on a day not later than forty five days from the date of the deposit of the requisition, the meeting may be called by the requisitionists themselves within a period of three months from the date of requisition.</p> <p>Explanation: For the purpose of this clause, the Board shall in the case of a meeting at which Resolution is to be proposed as a special Resolution, be deemed not have duly convened the meeting if they do not give such notice thereof as is required by Section 114 of the Act.</p>
	(g)	<p>A meeting, called under Clause (f) above, by the requisitionists or any of them:</p> <p>(i) shall be called in the same manner, as nearly as possible, as that in which meetings are to be called by the Board; but</p>



Article	Sub article	Particulars
		(ii) shall not be held after the expiration of three months from the date of the deposit of the requisition. Explanation : Nothing in Clause (g) (ii) above, shall be deemed to prevent a meeting only commenced before the expiry of the period of three months aforesaid, from adjourning to some day after the expiry of that period.
	(h)	Where two or more persons hold any shares or interest in the Company jointly, requisition, or a notice calling a meeting, signed by one or some of them shall, for the purpose of this Article, have the same force and effect as if it had been signed by all of them.
	(i)	Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board to duly call a meeting shall be repaid to the requisitionists by the Company; and any sum so repaid shall be retained by the Company out of any sums due or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.
93	(a)	Length of Notice for Calling Meeting A general Meeting of the Company may be called by giving not less than clear twenty one days' notice in writing or through electronic mode in such manner as may be prescribed by the Central Government.
	(b)	A General Meeting of the Company may be called after giving shorter notice than that specified in clause(a) if consent is accorded thereto by not less than ninety-five per cent of the members entitled to vote at such meeting; Provided that where any members of the Company are entitled to vote only on such resolution or resolution to be moved at the meeting and not on the others, those members shall be taken into account for the purposes of this clause in respect of the former resolution or resolutions and not in respect of the latter.
94	(a)	Contents and Manner of Service of Notice and Persons on whom it is to be served Every notice of a meeting of the Company shall specify the place and the day and hour of the meeting and shall contain a statement of the business to be transacted there at.
	(b)	Notice of every meeting of the Company shall be given: (i) to every member of the Company, in any manner authorized by Section 20 of the Act; (ii) to the persons entitled to a share in consequence of a death or insolvency of a member, by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignees of the insolvent, or by any like description, at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled, or until such an address has been so supplied, by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; (iii) to the auditor or Auditors for the time being of the Company in any manner authorized by Section 20 of the Act in the case of any member or members of the Company; and (iv) to all the Directors of the Company, Provided that where the notice of a meeting is given by advertising the same in a newspaper circulating in the neighborhood of the Registered Office of the Company under Section 20 of the Act, the statement of the material facts referred to in Section 102 of the Act need not be annexed to the notice as required by that Section but it shall be mentioned in the advertisement that the statement has been forwarded to the members of the Company.
	(c)	The accidental omission to give notice to, or the non-receipt of notice by any member or other person to whom it should be given shall not invalidate the proceedings at the Meeting.
95	(A)	Explanatory Statement to be Annexed to Notice



Article	Sub article	Particulars
		For the purpose of this Article:
		(i) in the case of an annual general meeting, all business to be transacted at the meeting shall be deemed special with the exception of business relating to-
		(a) the consideration of the financial statements and the reports of the Board of Directors and auditors.
		(b) the declaration of a dividend.
		(c) the appointment of directors in the place of those retiring, and
		(d) the appointment of, and the fixing of the remuneration of, the auditors, and
		(ii) in the case of any other meetings, all business shall be deemed special.
	(B)	Where any items of business to be transacted at the meeting are deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business including in particular the nature of the concern of interest, if any, therein of every promoter, Director, the manager, if any, and of every other Key Managerial Personnel as required under Section 102 of the Act. Provided that where any item of special business as aforesaid to be transacted at a meeting of the Company relates to, or affects any other Company, the extent of shareholding interest in that other Company of any such person shall be set out in circumstances specified in the provision to sub-section (2) of section 102 of the Act.
	(C)	Where any item of business consists of the according of approval to any document by the meeting, the time and place where the documents can be inspected shall be specified in the statement aforesaid.
96	(a)	Quorum for Meeting In accordance with Section 103, the quorum for a General Meeting of the Company shall be as under: (i) five members personally present if the number of members as on the date of meeting is not more than one thousand; (ii) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand; (iii) Thirty members personally present if the number of members as on the date of the meeting exceeds five thousand.
	(b)	(i) If within half an hour from the time appointed for holding a meeting of the Company, a quorum is not present, the meeting, if called upon by requisition of members, shall stand cancelled. (ii) In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board may determine.
	(c)	No business shall be transacted at any general meeting unless the requisite quorum be present at the commencement of the business.
97	(a)	Adjourned Meeting to Transact Business If at the adjourned meeting also, a quorum is not present within half an hour from the time appointed for holding the meeting, the members present shall be the quorum.
	(b)	where a resolution is passed at an adjourned meeting of the Company, the resolution shall, for all purposes be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

Article	Sub article	Particulars
98	(a)	<p>Chairman of General Meeting</p> <p>No business shall be discussed or transacted at any general meeting except the election of a Chairman whilst the Chair is vacant.</p>
	(b)	<p>(i) The Chairman of the Board of Directors shall be entitled to take the Chair at every general meeting, if there be no Chairman or if at any meeting he shall not be present within 15 (fifteen) minutes after the time appointed for holding such meeting or is unwilling to act, the Director present may choose one of themselves to be the Chairman and in default of their doing so, the members present shall be willing to take the Chair, the members present shall choose one of themselves to be the Chairman.</p> <p>(ii) If at any meeting a quorum of members shall be present, and the Chair shall not be taken by the Chairman or Vice-Chairman of the Board or by a Director at the expiration of 15 minutes from the time appointed for holding the meeting or if before the expiration of that time all the Directors shall decline to take the Chair, the members present shall choose one of their members to be the Chairman of the meeting.</p>
99		<p>Chairman with Consent may adjourn the Meeting</p> <p>The Chairman 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 in the city, town or village where the registered office of the Company is situated.</p>
100	-	<p>Business at the Adjourned Meeting</p> <p>No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p>
101		<p>Notice of Adjourned Meeting</p> <p>In case of adjournment of a meeting or of a change of day, time or place of meeting under, the Company shall give not less than three days' notice to the members..</p>
PROXIES		
102	(a)	<p>Proxies</p> <p>Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint any other person (whether a member or not) as his proxy to attend and vote instead of himself. A member (and in case of joint holder, all holders) shall not appoint more than one person as proxy. A proxy so appointed shall not have any right to speak at the meeting.</p>
	(b)	A proxy shall not be entitled to vote except on a poll.
	(c)	A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights:
		Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
	(d)	In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and is entitled to appoint a proxy to attend and vote instead of himself, and that a proxy need not be a member.
	(e)	The instrument appointing a proxy or any other document necessary to show the validity or otherwise relating to the appointment of a proxy shall be lodged with the Company not less than 48 (forty eight) hours before the meeting in order that the appointment may be effective thereat.
(f)	The instrument appointing a proxy shall :	
	(i) be in writing, and	

Article	Sub article	Particulars
		(ii) Be signed by an appointer or his attorney duly authorized in writing or, if the appointer is a body corporate, by under its seal or be signed by an officer or any attorney duly authorized by it.
	(g)	Every instrument of proxy whether for a specified meeting or otherwise shall, as nearly as circumstances will admit, be in usual common form or in such other form as the Directors may approve from time to time.
	(h)	An instrument appointing a proxy, if in any of the forms set out in to the Companies (Management and Administration) Rules 2014 shall not be questioned on the ground that it fails to comply with any special requirement specified for such instrument by these Articles.
	(i)	Every member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 (three) days' notice in writing of the intention so to inspect is given to the Company.
	(j)	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.
VOTES OF MEMBERS		
103	(a)	Restrictions on Exercise of Rights of Members who have not paid Calls etc. No members shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has and has exercised any right of lien.
	(b)	Where the shares of the Company are held in trust, the voting power in respect of such shares shall be regulated by the provisions of Section 89 of the Act.
104		Restriction on Exercise of Voting Right in Other cases to be void A member is not prohibited from exercising his voting right on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in Article 102.
105		Equal Rights of Share Holders Any shareholder whose name is entered in the Register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other shareholders of the same class.
106		Service of Notice, Reports, Documents and other communications by electronic mode. Notwithstanding anything mentioned in these Articles, the Company may send any communication including notice of general meeting, annual report etc. to any persons by electronic mode as may be permitted under applicable laws.
107		Voting rights of members of unsound mind and minors 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 poll vote by proxy; if any member be a minor the vote in respect of his share or shares shall be by his guardians or any one of his guardians or, any one of his guardians, if more than one, to be selected in case of dispute



Article	Sub article	Particulars
		by the Chairman of the meeting.
108		<p>Votes in respect of Shares of Deceased or Insolvent Members etc.</p> <p>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.</p>
109		<p>Custody of Instrument</p> <p>If any such instrument of appointment be confirmed to the object of appointing proxy or substitute for voting at meeting of the Company, it shall remain permanently or for such time as the Directors may determine in the custody of the Company; a copy thereof examined with the original, shall be delivered to the Company to remain in the custody of the Company.</p>
110		<p>Validity of Votes given by Proxy notwithstanding Death of Members etc.</p> <p>A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or of any power of attorney under which such proxy was signed or the transfer of the share in respect of which the votes is given, provided that no intimation in writing of the death, revocation or transfer shall have been received at the registered office of the Company before the meeting or adjourned meeting.</p>
111		<p>Time for Objections for Vote</p> <p>No objection shall be made to the validity of any vote except at the meeting or poll at which such vote shall be tendered and every vote whether given personally or by an agent or proxy or representative not disallowed at such meeting or poll shall be deemed valid for all purposes or such meeting or poll whatsoever.</p>
112		<p>Chairman of any Meeting to be the Judge of any Vote</p> <p>The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the time of taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.</p>
113		<p>Representation of Body Corporate</p> <p>A body corporate (whether a Company within the meaning of the Act or not) if it is a member or creditor (including a holder of debentures) of the Company may in accordance with the provisions of Section 113 of the Act authorize such person by a resolution of its Board of directors as it thinks fit, to act as its representative at any meeting of the Company or of any class of members of the Company or at any meeting of creditors of the Company.</p>
114		Representation of the President of India or Governors



Article	Sub article	Particulars
		<p>(a) The President of India or the Governor of State if he is a member of the Company may appoint such person as he thinks fit to act, as his representative at any meeting of the Company or at any meeting of any class of members of the Company in accordance with provisions of Section 112 of the Act or any other statutory provision governing the same.</p> <p>(b) A person appointed to act as aforesaid shall for the purposes of the Act be deemed to be a member of such a Company and shall be entitled to exercise the same rights and powers (including the right to vote by proxy) as the Governor could exercise, as member of the Company.</p> <p>(c) The Company shall observe the provisions of Section 112 of the Act, in regards to the Public Trustee.</p>
115		<p>Circulation of Members Resolution</p> <p>The Company shall comply with provisions of Section 111 of the Act, relating to circulation of members solutions.</p>
SPECIAL NOTICE		
116		<p>In pursuance of Section 115 of the Act, Where by any provision contained in the Act or in these Articles special notice is required for any resolution, notice of the intention to move the resolution shall be given to the Company by such number of members holding not less than one per cent. of total voting power or holding shares on which such aggregate sum not exceeding five lacs rupees, as may be prescribed, has been paid-up, not less than fourteen days before the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting. The Company shall immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the meeting, or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having an appropriate circulation or in any other mode allowed by these presents not less than seven days before the meeting.</p>
119	(a)	<p>Minutes of Proceedings of General Meeting and of Board and Other Meetings</p> <p>The Company shall cause minutes of all proceedings of general meetings, and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot, entries thereof in books for that purpose with their pages consecutively numbered.</p>
	(b)	<p>Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed:</p> <p>i. in the case of minutes of proceedings of the Board or of a Committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.</p> <p>ii. In the case of minutes of proceedings of the general meetings by Chairman of the said meeting within the aforesaid period, of thirty days or in the event of the death or inability of that Chairman within that period, by a Director duly authorized by the Board for the purpose.</p>
	(c)	<p>In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.</p>
	(d)	<p>The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.</p>
	(e)	<p>All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.</p>



Article	Sub article	Particulars
	(f)	In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes of the meeting. (i) the names of the Directors present at the meetings, and (ii) In the case of each resolution passed at the meeting, the names of the Directors, if any, dissenting from or not concurring in the resolution.
	(g)	Nothing contained in Clause (a) to (d) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting : (i) is, or could reasonably be regarded, as defamatory of any person. (ii) is irrelevant or immaterial to the proceedings; or (iii) is detrimental to the interests of the Company. The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusions of any matter in the minutes on the grounds specified in this clause. The minutes of meetings kept in accordance with the provisions of Section 118 of the Act shall be evidence of the proceedings recorded therein.
120		Presumptions to be Drawn where Minutes duly drawn and Signed . Where minutes of the proceedings of any general meeting of the Company or of any meeting of its Board of Directors or a Committee of the Board have been kept in accordance with the provisions of Section 118 of the act then, until the contrary is proved, the meeting shall be deemed to have been duly called and held, and all proceedings thereat to have duly taken place and in particular all appointments of directors or Liquidators made at the meeting shall be deemed to be valid and the minutes shall be evidence of the proceedings recorded therein.
121	(a)	Inspection of Minutes Books of General Meetings. The books containing the minutes of the proceedings of any general meeting of the Company shall : (i) be kept at the registered office of the Company, and (ii) be open, during 11:00 am to 1:00 pm to the inspection of any member without charge and by any other person on payment of fee of Rupees 50/- for each inspection, subject to such reasonable restrictions as the Company may, in general meeting impose..
	(b)	Any member shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company, with a copy of any minutes referred to in Clause (a) above, on payment of Rs. 10/- for each page.
123		Report on annual general meeting. The Company shall prepare a report on each annual general meeting including the confirmation to the effect that the meeting was convened, held and conducted as per the provisions of the Act and the rules made thereunder, and shall file the same with the Registrar within thirty days of the conclusion of the annual general meeting
MANAGERIAL PERSONNEL		
125		Remuneration of key managerial personnel The remuneration of Key Managerial Personnel shall from time to time, be fixed by the Board and may be by way of salary or commission or participation in profits or by any or all of these modes or in any other form and shall be subject to the limitations prescribed in Schedule V along with Sections 196 and 197 of the Act.
126		Board of directors



Article	Sub article	Particulars
		Until otherwise determined by the Company in general meeting, the number of Directors shall not be less than 3 (three) and more than 15 (fifteen). The appointment of the Directors exceeding 15 (fifteen) will be subject to the provisions of Section 149 of the Act.
127		<p>First Directors</p> <p>The First Directors of the Company are:</p> <ol style="list-style-type: none"> 1. Shri. Sunderji Mulji Shah 2. Shri. Devchand Mulji Shah 3. Shri. Dinesh Sunderji Shah
128		<p>Debenture Directors</p> <p>Any Trust Deed for securing debentures of debenture-stocks may, if so arranged, provide for the appointment, from time to time by the Trustees thereof or by the holders of debentures or debenture-stocks, of some person or persons to be a Director or Directors of the Company and may empower such Trustees or holders of Debentures or debenture-stocks from time to time, to remove and reappoint any Director/s so appointed. The Director/s so appointed under this Article is herein referred to as “Debenture Director” and the term “Debenture Director” means the Director for the time being in office under this Article. The Debenture Director(s) shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.</p>
129		<p>Nominee Director</p> <p>Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any Public Financial Institution as defined in Section 2(72) of the Act or so long as any such public financial institution continues to hold debentures in the Company by direct subscription or private placement, or so long as any such public financial institution holds shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of any guarantee furnished by any such public financial institution on behalf of the Company remains outstanding, such public financial institution shall have a right to appoint from time to time, any person or persons or Directors is / are hereinafter referred to as “Nominee Director/s”, on the Board of the Company and to remove from such office any person or persons “so appointed and to appoint any person or persons” in his or their place/s.</p> <p>The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of such public financial institution such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of such public financial institution such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director(s) shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.</p> <p>The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to such public financial institution or so long as such public financial institution holds Debentures in the Company as a result of direct subscription or private placement or so long as such public financial institution holds shares in the Company as a result of underwriting or direct subscription or the liability of the Company arising out of any Guarantee the moneys owing by the Company to such public financial institution is paid off or of furnished by such public financial institution.</p> <p>The Nominee Director/s appointed under this Article will be entitled to receive all notices of and attend all General Meetings Board Meetings and of the meetings of the Committee of which the</p>



Article	Sub article	Particulars
		<p>Nominee Director/s is/are member/s as also the minutes of such meetings. Such public financial institution shall also be entitled to receive all such notices and minutes.</p> <p>The Company shall pay to the Nominee Director/s sitting fees and expenses which the other Directors of the Company are entitled but if any other fees, commission, monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Directors shall accrue to such public financial institution and the same shall accordingly be paid by the Company directly to such public financial institution. Any expenses that may be incurred by such public financial institution or such Nominee Directors in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to such public financial institution or as the case may be to such Nominee Directors.</p> <p>Provided that if any such Nominee Director is an officer of such public financial institution the sitting fees, in relation to such Nominee Director shall also accrue to such public financial institution and the same shall accordingly be paid by the Company directly to such public financial institution.</p>
130	(a)	<p>Special Director</p> <p>In connection with any collaboration arrangement with any company or corporation or firm or person for supply of technical know-how and/or machinery or technical advice, the Directors may authorize such Company, Corporation, firm or person (hereinafter in this clause referred to as “Collaborator”) to appoint from time to time, any person or persons as Director or Directors of the Company (hereinafter referred to as “Special Director”) and may agree that such Special Director shall not be liable to retire by rotation and need not possess any qualification shares to qualify him for the office of such Director, so however, that such Special Director shall hold office so long as such collaboration arrangement remains in force unless otherwise agreed upon between the Company and such Collaborator under the collaboration arrangements or any time thereafter.</p>
	(b)	<p>The Collaborator may at any time and from time to time remove any such Special Director appointer by it and may at the time of such removal and also in the case of death or resignation of the person so appointed at any time, appoint any other person as a Special Director in his place and such appointment or removal shall be made in writing signed by such company or corporation or any partner or such person and shall be delivered to the Company at its registered office.</p>
	(c)	<p>It is clarified that every collaborator entitled to appoint a Director under this Article may appoint one or more such person or persons as a Director(s) and so that if more than one Collaborator is so entitled there may at any time be as many Special Director as the Collaborators eligible to make the appointment.</p>
131		<p>Limit on Number of Non-Retiring Directors</p> <p>Subject to the provisions of Section 152 of the Act, the number of Directors appointed under Articles 129, 130 and 131 shall not exceed in the aggregate one-third of the total number of Directors, excluding Independent Directors, for the time being in office.</p>
132		<p>Appointment of Independent Director</p> <p>Subject to the provisions of Section 149 (6) of the Act, Board of Directors shall have power at any time to appoint any person as an Independent Director to the Board</p>
133		<p>Appointment of Whole-Time Director</p> <p>Subject to the provisions of Section 152 of the Act, Board of Directors shall have power at any time to appoint any person as an Whole-Time Director to the Board</p>
134		<p>Appointment of Alternate Director</p>



Article	Sub article	Particulars
		The Board may appoint an alternate Director to act for a Director (hereinafter called “the Original Director”) during his absence for a period of not less than three months from India. An alternative Director so appointed shall not hold office as such for a period longer than that permissible to the Original Director in whose place he had been appointed and shall vacate if and when the Original Director returns to India.
135		<p>Appointment of Additional Director</p> <p>Subject to the provisions of Section 161 of the Act, Board of Directors shall have power at any time to appoint any person as an additional Director to the Board, but so that the total number of Directors shall not exceed the maximum number fixed by the Articles. Any Director so appointed shall hold the office only up to the next annual general meeting of the Company or the last date on which the annual general meeting should have been held, whichever is earlier and shall then be eligible for reappointment.</p>
136		<p>Appointment of Director to fill the Casual Vacancy.</p> <p>Subject to the provisions 161 of the Act, the office of any Director appointed by the Company in general meeting is vacated before his term of office expires in the nominal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if it had not been vacated as aforesaid but he shall then be eligible for re-election.</p>
137		<p>Individual Resolution for Director Appointment</p> <p>At a general meeting of the Company a motion shall not be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made has first been agreed to by the meeting without any vote being given against it. Resolution moved in contravention of this article shall be void whether or not objection was taken at the time of its being so moved. Provided that where a resolution so moved is passed no provision for the automotive reappointment of retiring director by virtue of these articles and the Act in default of another appointment shall apply.</p>
138		<p>Qualification of Director</p> <p>A Director need not hold any shares in the Company to qualify him for the office of a Director of the Company.</p>
139	(a)	<p>Remuneration of Directors</p> <p>Subject to the provisions of Act, a Managing Director or a director who is in the whole-time employment of the Company may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by the other.</p>
	(b)	<p>Subject to the provisions of the Act, a Director, who is neither in the whole-time employment nor a Managing Director may be paid remuneration either:</p> <p>(i) by way of monthly, quarterly or annual payment, or</p> <p>(ii) by way of commission if the Company by a special resolution has authorized such payment</p>
	(c)	<p>Every Director shall be paid such amount of remuneration by way of fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time, as may be determined by the Board for each meeting of the Board or Committee thereof attended by him.</p>
140		Traveling and Other Expenses



Article	Sub article	Particulars
		The Board may allow and pay to any Director for the purpose of attending a meeting such sum either as fixed allowance and/or actual as the Board may consider fair compensation for traveling, board and lodging and incidental and/or actual out of pocket expenses incurred by such Director in addition to his fees, for attending such meeting to and from the place at which the meetings to and from the place at which the meetings of the Board Committees thereof or general meetings of the Company are held from time to time or any other place at which the Director executes his duties.
141		<p>Remuneration for Extra Services</p> <p>If any Director, being willing shall be called upon to perform extra services or to take any special exertions for any of the purposes of the Company and in that event the Company may, subject to the provisions of the Act, remunerate such Director either by a fixed sum or by a percentage of profit or otherwise, as may be determined by the Directors but not exceeding that permitted under Section 197 of the Act and such remuneration may be either in addition to or in substitution for his share in the remuneration above provided.</p>
142		<p>Increase in Remuneration of Directors to require Government Sanction</p> <p>Any provision relating to the remuneration of any Director including the Managing Director or Joint Managing Director or whole time Director or executive Director whether contained in his original appointment or which purports to increase or has the effect of increasing whether directly or indirectly the amount of such remuneration and whether that provisions are contained in the articles or in any agreement entered into by the Board of Directors shall be subject to the provisions of Section 196, 197 and 203 of the Act and in accordance with the conditions specified in Schedule V and to the extent to which such appointment or any provisions for remuneration thereof is not in accordance with the Schedule V, the same shall not have any effect unless approved by the Central Government and shall be effective for such period and be subject to such conditions as may be stipulated by the Central Government and to the extent to which the same is not approved by the Central Government, the same shall become void and not enforceable against the Company.</p>
143		<p>Director Not to Act when Number Falls Below Minimum</p> <p>When the number of Directors in Office falls below the minimum fixed above, the Directors, shall not act except in emergencies or for the purposes of filling up vacancies or for summoning a general meeting of the Company and so long as the number is below the minimum they may so act notwithstanding the absence of the necessary quorum.</p>
145	(a)	<p>Directors Vacating Office</p> <p>The office of a Director shall be vacated if :</p> <ol style="list-style-type: none"> 1. he is found to be of unsound mind by a Court of competent jurisdiction; 2. he applied to be adjudicated an insolvent; 3. he is adjudicated an insolvent; 4. he is convicted by a Court, of any offence involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the expiry of the sentence; Provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a director in any company; 5. he fails to pay any call in respect of shares of the Company held by him, whether alone or jointly with others, within six months from the last date fixed for the payment of the call unless the Central Government by Notification in the Official Gazette removes the disqualification incurred by such failure;



Article	Sub article	Particulars
		6. he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board;
		7. he is removed in pursuance of Section 169 of Act;
		8. having been appointed a Director by virtue of his holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;
		9. he acts in contravention of the provisions of Section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;
		10. he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of section 184.
	(b)	Resignation of Directors
		A Director hold office or other employment in the company when he resigns his office by notice in writing given to the company.
146	(a)	Removal of Directors
		The Company may (subject to the provisions of Section 169 and other applicable provisions of the Act and these Articles) remove any director other than ex-officio directors or Special Directors or Debenture Directors or a Nominee Director or a director appointed by the Central Government in pursuance of Section 242 of the Act, before the expiry of his period of office.
	(b)	Special notice as provided by Section 115 of the Act shall be required of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.
	(c)	On receipt of notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting.
	(d)	Whether notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company (not exceeding a reasonable length) and requests their notification to members of the Company, the Company shall unless the representations are received by it too late for it do so:
		(i) In the notice of the resolution given to members of the Company state the fact of representations having been made, and
		(ii) send a copy of the representation to every member of the Company whom notice of the meeting is sent (whether before or after receipt of the representations by the company), and if a copy of representations, is not sent as aforesaid because they were received too late or because of the company's default, the Director may (without prejudice to his right to be provided orally) require that the representations be read out at the meeting, provided that copies of the representations need not be sent or read out at the meeting if so directed by the Court.
	(e)	A vacancy created by the removal of a Director under this Article may, if he had been appointed by the Company in general meeting or by the Board in pursuance of Section 161 of the Act be filled by the appointment of another Director in his stead by the meeting at which he is removed, provided special notice of the intended appointment has been under clause (b) hereof. A Director so appointed shall hold office until the date up to which his predecessor would have held office if he had not been removed as aforesaid.
	(f)	if the vacancy is not filled under clause (e) above it may be filled as a casual vacancy in accordance with the provisions, in so far as they may be applicable, of Section 161 of the Act, and all the provisions of that Section shall apply accordingly;



Article	Sub article	Particulars
	(g)	Nothing contained in this Article shall be taken : (i) as depriving a person removed there under of any compensation or damages payable to him in respect of the termination of his appointment as Director or of any appointment terminating with that as director; or (ii) as derogating from any power to remove a Director which may exist apart from this Article.
147		Directors may Contract with Company Subject to the restrictions imposed by these Articles and by Section 179, 180, 185, 186, 188, 189, 196 and any other provisions of the Act, no Director, Managing Director, or other officer or employee of the Company shall be disqualified from holding his office by contracting with the Company either as vendor, purchaser, agent, broker or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any Director, managing director, Joint Managing Director, Executive Director other officer or employee shall be in any way interested, be avoided, nor shall be Director, Managing Director or any officer or employee so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason only of such Director, officer or employee holding that office or of the fiduciary relation thereby established, but the nature of his or their interest must be disclosed by him or them in accordance with provisions or Section 184 of the Act where that section be applicable.
148	1	Disclosure of Directors' Interest Every Director of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement, or proposed contract or arrangement, entered into or to be entered into, by or on behalf of the Company, shall disclose the nature of his concern of interest at a meeting of the Board of Directors, in the manner provided in Section 184 of the Act.
	2	(a) In the case of proposed contract or arrangement, the disclosure required to be made by a Director under clause (1) shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not, at the date of that meeting, concerned or interested in the proposed contract or arrangement, at the first meeting of the Board held after he be so concerned or interested. (b) In case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned or interested in the contract or arrangement.
	3	Nothing in this Article shall apply to any contract or arrangement entered into or to be entered into between the Company and any other company where any one or two or more of Directors together holds or hold not more than two percent of the paid up share capital in other company.
149	1	Board Resolution necessary for Certain Contracts Except with the consent of the Board of Directors of the Company and of the Shareholders where applicable, the Company , shall not enter into any contract with a Related Party in contravention of Section 188 of the Act and the Rules made thereunder– a. for the sale, purchase or supply of any goods, materials or services; or b. selling or otherwise disposing of, or buying, property of any kind; c. leasing of property of any kind; d. availing or rendering of any services; e. appointment of any agent for purchase or sale of goods, materials, services or property; f. such Related Party's appointment to any office or place of profit in the Company, its subsidiary company or associate company;



Article	Sub article	Particulars
		g. underwriting the subscription of any securities or derivatives thereof, of the Company:
	2	Nothing contained in clause (1) shall affect any transactions entered into by the Company in its ordinary course of business other than transactions which are not on an arm's length basis.
	3	Notwithstanding anything contained in clauses (1) and (2) a Related Party may, in circumstances of urgent necessity enter, without obtaining the consent of the Board, into any contract with the Company; but in such a case the consent of the Board shall be obtained at a meeting within three months of the date of which the contract was entered into or such other period as may be prescribed under the Act.
	4	Every consent of the Board required under this Article shall be accorded by a resolution of the Board and the consent required under Clause (1) shall not be deemed to have been given within the meaning of that clause unless the consent is accorded before the contract is entered into or within three months of the date on which it was entered into or such other period as may be prescribed under the Act.
	5	If the consent is not accorded to any contract under this Article anything done in pursuance of the contract will be avoidable at the option of the Board.
150	(a)	Disclosure to the Members of Appointment of Manager, Whole-Time Directors, Managing Director or Secretaries and Treasurers The company shall keep a copy of contract of service with managing or whole-time director in writing. Where the contract is not in writing, a written memorandum setting out terms of contract shall be kept.
	(b)	The copies of the contract or the memorandum shall be open to inspection by any member of the company without payment of fee.
151		Loans Director etc. Save as otherwise provided in the Act, the Company shall not, directly or indirectly, advance any loan, including any loan represented by a book debt, to any of its directors or to any other person in whom the director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person except :- (a) give any loan to the managing or whole-time director— (i) as a part of the conditions of service extended by the company to all its employees; or (ii) pursuant to any scheme approved by the members by a special resolution; or (b) in the ordinary course of its business provide loans or gives guarantees or securities for the due repayment of any loan and in respect of such Loan an interest is charged at a rate not less than the bank rate declared by the Reserve Bank of India.
152		Loans to Companies The Company shall observe the restrictions imposed on the Company in regard to making any loans, giving any guarantee or providing any security to the Companies or bodies corporate as provided in Section 185 of the Act.
153		Interested Director not to Participate or vote in Board's Proceedings



Article	Sub article	Particulars
		<p>No Director of the Company shall as a Director take any part in the discussion of or vote on any contract or arrangement entered into, or to be entered into, by or on behalf of the Company, if he is in any way whether directly or indirectly concerned, or interested in such contract or arrangement nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote and if he does vote on any contract of indemnity against any loss which it or any one of more of its number may suffer by reason of becoming or being sureties or surety for the Company. Nothing in this Article shall apply to any contract or arrangement entered into or to be entered into between two companies where any of the directors of one company or two or more of them together holds or hold not more than two percent of the paid up share capital of the other company.</p> <p>This Article is subject to the provisions of Section 184 of the Act.</p>
154		<p>Register of Contracts in which Directors are interested</p> <p>The Company shall keep one or more Registers in which it shall be entered separately particulars of all contracts and arrangements to which Sections 184 and 188 of the Act apply.</p>
ROTATION AND APPOINTMENT OF DIRECTORS		
155		<p>Director may be Director of Companies Promoted by the Company</p> <p>A Director may be or become a Director of any Company or which it may be interested as a vendor, shareholder, or otherwise and no such Director shall be accountable for any benefits received as Director or shareholder of such Company except in so far as Section 197) or Section 188 of the Act may be applicable.</p> <p>Subject to provisions of Section 152 of the Act, not less than two thirds of the total number of Directors shall :</p> <p>(a) be persons whose period of office is liable to determination by retirement of Directors by rotation, and</p> <p>(b) save as otherwise expressly provided in the Act, be appointed by the Company in general meeting.</p> <p>The remaining Directors shall, in default of and subject to any regulations in the Articles of the Company, also be appointed by the Company, in general meeting.</p>
156	(a)	<p>Ascertainment of Directors Retiring by Rotation and Filling up Vacancy</p> <p>At every annual general meeting one-third of such directors for the time being as are liable to retire by rotation, or if their number is not three or multiple of three, then the number nearer to one-third, shall retire from office.</p> <p>The Debenture Directors, Corporate Directors, Special Directors, Independent Directors, and Managing Director if any, shall not be subject to retirement under this Article and shall not be taken into account in determining the number of Directors to retire by rotation. Thus Whole time Directors shall be liable to retire by rotation. In these Articles a “Retiring Director” means a Director retiring by rotation.</p>
	(b)	<p>The Directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement amongst themselves, be determined by lot. A Retiring Director shall be eligible for re-election.</p>
	(c)	<p>At the annual general meeting at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.</p>



Article	Sub article	Particulars
	(d)	<p>I. if the place of the retiring Director is not so filled up and that meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place or if that day is a national holiday, till the next succeeding day which is not a national holiday, at the same time and place.</p> <p>II. if at the adjourned meeting also, the place of the retiring Director is not filled up and that the meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting, unless-</p> <p>(a) At that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;</p> <p>(b) The retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so reappointed;</p> <p>(c) He is not qualified or is disqualified for appointment;</p> <p>(d) A resolution, whether special or ordinary, is required for his appointment or re-appointment in virtue of any provisions of the Act, or</p> <p>(e) The proviso to Section 162 of the Act is applicable to the case.</p>
157		<p>Consent of Candidates for Directorship to be Filed with the Registrar</p> <p>Every person who is proposed as a candidature for the office of Director of the Company shall sign and file with the Company and with the Registrar, his consent in writing to act as a Director, if appointed, in accordance with the provisions of Section 152 of the Act in so far as they may be applicable.</p>
158		<p>Company may Increase or Reduce the Number of Directors or Remove any Director</p> <p>Subject to the provisions of Sections 149, 151 and 152 of the Act, and these Articles the Company may, by special resolution, from time to time, increase or reduce the number of Directors and may prescribe or alter qualifications.</p>
159	1	<p>Appointment of Directors to be Voted individually.</p> <p>No motion at any general meeting of the Company shall be made for the appointment of two or more persons as Directors of the Company by a single resolution unless a resolution that it shall be so made has been first agreed to by the meeting without any vote being given against it.</p>
	2	<p>A resolution moved in contravention of clause (1) hereof shall be void, whether or not objection was taken at the time of its being so moved, provided that for the automatic re-appointment of retiring Director in default of another appointment as hereinabove provided shall apply.</p>
	3	<p>For the purpose of this Article, a motion for approving a person's appointment, or for nominating a person for appointment, shall be treated as a motion for his appointment.</p>
160	1	<p>Notice of Candidature for Office of Directors Except in Certain Cases</p> <p>No person, not being a retiring Director, shall be eligible for election to the office of Director at any general meeting unless he or some other member intending to propose him has, at least fourteen days before the meeting, left at the office of the Company a notice in writing under his hand signifying his candidature for the office of a Director or the intention of such member to propose him as a Director for office as the case may be along with a deposit of one lac rupees which shall be refunded to such person or, as the case may be, to such member, if the person succeeds in getting elected as a Director or gets more than twenty-five per cent of total votes cast.</p>



Article	Sub article	Particulars
	2	The Company shall inform its members of the candidature of the person for the office of Director or the intention of a member to propose such person as a candidate for that office by serving individual notices on the members not less than seven days before the meeting. Provided that it shall not be necessary for the Company to serve individual notices on the members as aforesaid if the Company advertises such candidature or intention not less than seven days before the meeting in at least two newspapers circulating in the place where the Registered Office of the Company is located, of which one is published in the English language and the other in the regional language of that place.
	3	Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 160 of the Act signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director shall sign and file with the Company his consent in writing to act as a Director if appointed.
	4	A person, other than- (a) a Director, re-appointed after retirement by rotation or immediately on the expiry of his term of office, or (b) an additional or alternate Director or a person filling a casual vacancy in the office of a Director under Section 160 of the Act, appointed as a Director or re-appointed as an additional or alternate Director immediately on the expiry of term of office shall not act as a Director of the Company unless he has within thirty days of his appointment signed and filed with the Registrar his consent in writing to act as such Director
161	1	Register of directors and Notification of Change to Registrar The Company shall keep at its Registered Office a Register containing the particulars of its Directors and key managerial personnel and other persons mentioned in Section 170 of the Act which shall include the detail of securities held by each of them in the Company or its holding, subsidiary of Company's holding company or company and shall send to the Registrar a Return containing the particulars specified in such Register and shall otherwise comply with the provisions of the said Section in all respects.
	2	Such Register shall be kept open for inspection by any member or debenture holder to the Company as required by section 171 of the Act.
162		Disclosure by Director of Appointment to any other Body Corporate Every Director (including a person deemed to be a Director of the Company Managing Director, Key Managerial Personnel, Manager or Secretary of the Company who is appointed to or relinquishes office of Director, Managing Director, Manager or Secretary of any other body corporate shall within thirty days of his appointment to, or as the case may be, relinquishment of such office disclose to the Company the particulars relating to the office in the other body corporate which are required to be specified under Section 170 of the Act.
163		Disclosure by Directors of their Holdings of Shares and Debentures of the Company. Every director and every person deemed to be a Director of the Company shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of that Section. Any such notice shall be given in writing and if it is not given at a meeting of the Board the person giving the notice shall take all reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.
164	(a)	Meeting of Directors



Article	Sub article	Particulars
		The Directors may meet together as a Board for transaction of business from time to time and shall so meet at least four times in every year in such manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board and they may adjourn and otherwise regulate their meetings and proceedings as they deem fit. The provisions of this Article shall not be deemed to be contravened merely by reason of the fact that meeting of the Board, which had been called in compliance with the terms herein mentioned, could not be held for want of quorum.
	(b)	The participation of directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be prescribed, which are capable of recording and recognizing the participation of the directors and of recording and storing the proceedings of such meetings along with date and time: Provided that the Central Government may, by notification, specify such matters which shall not be dealt with in a meeting through video conferencing or other audio visual means.
165		When Meeting to be Convened Any Director of the Company may and the Manager or Secretary on the requisition of a Director shall, at any time, summon a meeting of the Board.
166		Directors Entitled to Notice Notice of every meeting of the Board of the Company shall be given in writing to every Director for the time being in India and at his usual address in India.
167		Appointment of Chairman The Board may elect a Chairman of its meetings and determine the period for which he is to hold office.
168	(a)	Board may Appoint Managing Director Pursuant to Section 203 of the Act, the Managing Director of the company shall be appointed by means of a resolution of the Board containing the terms and conditions of the appointment including the remuneration.
	(b)	Any Managing Director or/s or whole time Director/s so appointed shall not be required to hold any qualification shares.
	(c)	Subject to the provisions of Sections 196, 197, and 203 of the Act and also subject to the limitations, conditions and provisions of Schedule V to the Act, the appointment and payment of remuneration to the above Director/s shall be subject to approval of the members in general meeting and of the Central Government, if required.
	(d)	Subject to the superintendence, control and direction of the Board, the day to day management of the Company shall be vested with the Managing Director/s or Whole-time Director/s Manager, if any, with Power to the Board to distribute such day to day management functions in any manner as deemed fit by the Board subject to the provisions of the Act and these Articles.
169		Meeting of Committee, How to be Governed The meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meeting and proceedings of the Directors, so far as the same are applicable thereto and are not superseded by any regulations made by the Directors.
170		Resolution by Circular



Article	Sub article	Particulars
		No Resolution by circular shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation unless such Resolution has been circulated in draft, together with necessary papers, if any, to all the Directors, or to all the members for the Committee at the respective addresses registered with the Company and has been approved by the majority of the Directors or Members of the Committee or by a majority of such of them as are entitled to vote on the Resolution.
171		<p>Directors May Appoint Committees</p> <p>Subject to the restrictions contained in Section 179 of the Act, the Board may delegate any of their powers to Committees of the Board consisting of two or more members of its body as it thinks fit. The Chairman shall have a casting vote at committee meetings and the Board may from time to time, revoke and discharge such Committee of the Board either wholly or in part and either as to persons or purposes, but every Committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may, from time to time, be imposed on it by the Board. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purposes of its appointment but not otherwise, shall have the like force and effect as if done by the Board.</p>
172		<p>Acts of Board or Committee Valid Notwithstanding Defect of Appointment</p> <p>All acts done by any meeting of the Directors or by a Committee of Directors, or by any person acting as a Director, shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or they or any of them were or was disqualified or that their or his appointment had terminated by virtue of any provisions contained in the Articles or the Act, be as valid as if every such person has been duly appointed and was qualified to be a Director.</p>
POWER OF DIRECTORS		
173	(a)	<p>Certain Powers to be Exercised by the Board</p> <p>Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board –</p> <ul style="list-style-type: none"> (i) to make calls on shareholders in respect of money unpaid on their shares; (ii) to authorize buy-back of securities under Section 68 of the Act; (iii) issue securities, including debentures, whether in or outside India; (iv) to borrow monies; (v) to invest the funds of the Company; (vi) to grant loans or give guarantee or provide security in respect of loans; (vii) to approve financial statement and the Board's report; (viii) to diversify the business of the Company; (ix) to approve amalgamation, merger or reconstruction; (x) to take over a company or acquire a controlling or substantial stake in another company; <p>Provided that the Board may by resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in sub-clauses (iv) to (vi) to the extent specified in clauses (b), (c) and (d) respectively on such conditions as the Board may prescribe.</p>



Article	Sub article	Particulars
	(b)	Every resolution delegating the power referred to sub-clause (iv) of clause (a) shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the delegate,
	(c)	Every resolution delegating the power referred to in sub-clause (v) of clause (a) shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments which may be made by the delegate.
	(d)	Every resolution delegating the power referred to in sub-clause (vi) of clause (a) shall specify the total amount up to which loans may be made by the delegates, the purpose for which the loans may be made and the maximum amount up to which loans may be made for each such purpose in individual case.
	(e)	Nothing in this article contained shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in sub-clauses (i) to (x) of clause (a) above.
174	(a)	<p>Restriction on Powers of Board</p> <p>The Board of Directors of the Company shall not except with the consent of the Company in general meeting :</p> <p>(i) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company more than one undertaking of the whole or substantially the whole of any such undertaking;</p> <p>(ii) invest, otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation;</p> <p>(iii) borrow moneys, where the money to be borrowed, together with moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of its paid-up share capital and free reserves; or</p> <p>(iv) remit, or give time for the repayment of, any debt due from a director;</p> <p>(v) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees any amount, the aggregate of which in any financial year, exceed five percent of its average net profits as determined in accordance with the provisions of Section 198 of the Act during the three financial years, immediately preceding, whichever is greater.</p>
	(b)	<p>Nothing contained in sub-clause (a) above shall affect:</p> <p>(i) the title of a buyer or other person who buys or takes a lease of any property, investment or undertaking as is referred to in that clause in good faith and after exercising due care and caution, or</p> <p>(ii) the selling or leasing of any property of the Company where the ordinary business of the Company consists of, comprises such selling or leasing.</p>
	(c)	Any resolution passed by the Company permitting any transaction such as is referred to in sub-clause (a) (i) above, may attach such conditions to the permission as may be specified in the resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transaction. Provided that this clause shall not be deemed to authorize the Company to effect any reduction in its capital except in accordance with the provisions contained in that behalf in the Act.
	(d)	No debt incurred by the Company in exercise of the limit imposed by sub-clause (iii) of clause (a) above, shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.



Article	Sub article	Particulars
	(e)	Due regard and compliance shall be observed in regard to matters dealt with by or in the Explanation contained in sub-section (1) Section 180 of the Act and in regard to the limitations on the power of the Company contained in Section 181 of the Act.
175		<p>General Powers of the Company Vested in Directors</p> <p>Subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorized to exercise and do and not hereby or by the stature or otherwise directed or required to be exercise or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and other and act and of the Memorandum of Association and these articles and to any regulations, but being inconsistent with the Memorandum of Association and these articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.</p>
176		<p>Specific Powers Given to Directors</p> <p>Without prejudice to the general powers conferred by Article 176 and the other powers conferred by these presents and so as not in way to limit any or all of these powers, but subject however to provisions of the Act, it is hereby expressly declared that the Directors shall have following powers.</p>
	(i)	<p>To Pay Registration Expenses</p> <p>To pay the costs, charges and expenses preliminary and incidental to the promotion, formation establishment and registration of the Company;</p>
	(ii)	To pay and charge to the capital account of the Company any interest lawfully payable thereon under the provisions of Section 40 of the Act;
	(iii)	<p>To Acquire Property</p> <p>Subject to the provisions of the Act and these articles to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property effects, assets, rights, credits, royalties, bounties and goodwill of any person, or Company carrying on the business which this company is authorized to carry on, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or acquisition to accept such title as the Board may deliver or may be advised to be reasonably satisfactory.</p>
	(iv)	<p>To Purchase Lands, Buildings, Etc.</p> <p>Subject to the provisions of the Act to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any land or lands, with or without buildings and outhouses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit; and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;</p>
	(v)	<p>To Construct Buildings</p> <p>To effect, construct, enlarge, improve, alter, maintain, pull down rebuild or reconstruct any buildings, factories, offices, workshops or other structures, necessary or convenient for the purpose of the Company and to acquire lands for the purposes of the Company.</p>
	(vi)	To Mortgage, Charge Property



Article	Sub article	Particulars
		To let, mortgage, charge, sell or otherwise dispose of subject to the provisions of Section 180 of the Act, any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise, as they may think fit;
	(vii)	<p>To Pay for Property Etc.</p> <p>At their discretion to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, debenture-stocks or other securities of the Company, and any such shares stock of other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, debenture-stock or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;</p>
	(viii)	<p>To Insure</p> <p>To insure and keep insured against loss or damage by fire or otherwise, for such period and to such extent as they may think proper, all or any part of the building, machinery, goods, store, produce and other movable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power;</p>
	(ix)	<p>To Open Accounts</p> <p>Subject to Section 179 of the Act, open accounts with any bank or bankers or with any Company, firm or individual and to pay money into and draw money from any account from time to time as the Directors may think fit;</p>
	(x)	<p>To Secure Contracts</p> <p>To secure the fulfillments of any contracts of engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company and its unpaid capital for the time being or in such other manner as they may think fit;</p>
	(xi)	<p>To Attach to Shares such Conditions</p> <p>To attach to any shares to be issued as the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, subject to the provisions of the Act, as to the transfer thereof as they may think fit;</p>
	(xii)	<p>To Accept, Surrender, of Shares</p> <p>To accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or any part thereof subject to the provisions of the Act;</p>
	(xiii)	<p>To appoint Attorney</p> <p>To appoint any person or persons (whether incorporated or not), to accept and hold in trust for the Company any property belonging to the Company or in which it is interested for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees;</p>
	(xiv)	<p>To Bring and Defend Actions</p> <p>To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also subject to the provisions of Section 180 of the Act to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company;</p>
	(xv)	To Refer to Arbitration



Article	Sub article	Particulars
		To refer, subject to the provisions of Section 180 of the Act, any claims or demands by or against the Company to arbitration and observe and perform the awards;
	(xvi)	To Act on Insolvency Matters To act on behalf of the company in all matters relating to bankrupts and insolvents;
	(xvii)	To Give Receipts To make and give receipts, release and other discharges for moneys payable to the Company and for the claims and demands of the Company subject to the provisions of Section 180 of the Act;
	(xviii)	To Authorize Acceptance To determine from time to time as to who shall be entitled to sign bills, notes, receipts, acceptances, endorsements, cheques, dividend/interest warrants, release, contracts and documents on the Company's behalf;
	(xix)	To Invest Moneys Subject to the provisions of Sections 179, 180 and 186 of the Act, to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof, upon such shares, securities, or investments (not being shares in this Company) and in such manner as they may think fit, and from time to time to vary or release such investments;
	(xx)	To Provide For Personal Liabilities To execute in the name and on behalf of the Company in favor of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as they may think fit and any such mortgage may contain a power of sale and such other powers, covenants' and provisions as shall be agreed on;
	(xxi)	To Give to Directors Etc. An Interest in Business Subject to such sanction as may be necessary under the Act or the articles, to give to any Director, Officer, or other persons employed by the Company, an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company, and such interest, commission or share of profits shall be treated as part of the working expenses of the Company.
	(xxii)	To Provide for Welfare of Employees To provide for the welfare of employees or ex-employees of the Company and their wives, widows, families, dependants or connections of such persons by building or contributing to the building of houses, dwelling, or chawls or by grants of money, pensions allowances, gratuities, bonus or payments by creating and from time to time subscribing or contributing to payment by creating and from time to time subscribing to provident and other funds, institutions, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit;
	(xxiii)	To Subscribe to Charitable and Other Funds To subscribe, or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, object or purposes for any exhibition;
	(xxiv)	To Maintain Pension Funds



Article	Sub article	Particulars
		To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such Subsidiary Company, or who are or were at any time Directors or Officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons and, also to establish and subsidize and subscribe to any institutions, associations, clubs or funds collected to be for the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.
	(xxv)	To decide and allocate the expenditure on capital and revenue account either for the year or period or spread over the years.
	(xxvi)	<p>To Create Reserve Fund</p> <p>Before recommending any dividend, to set aside out of profits of the Company such sums as they may think proper for depreciation or to Depreciation Fund or Reserve Fund or Sinking Fund or any other special fund to meet contingencies or to repay redeemable preference shares, debentures, or debenture stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any part of the property of the Company, and for such other purposes as the Directors may, in their absolute discretion, think conducive to the interests of the Company and to invest the several sums so set aside or so much thereof as required to be invested upon such investments (subject to the restrictions imposed by Section 179 and 180 and other provisions of the Act) as the directors may think fit, and from time to time, to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company in such manner and for such purposes as the Directors (subject to such restrictions as aforesaid) in their absolute discretion think conducive to the interests of the Company notwithstanding that the matters to which the Directors apply or upon which the Capital moneys of the Company might rightly be applied or expended; and to divide the Reserve Fund into such special funds as the Directors think fit, and to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in repayment or redemption of redeemable preference shares, debentures or debenture-stock and that without being bound to keep the same separate from other assets or to pay interest on the same, with power, however to the Directors at their discretion, to pay or allow to the credit of such fund interest at such rate as the Directors may think proper.</p>
	(xxvii)	<p>To Appoint Officers Etc.</p> <p>The Board shall have specific power to appoint officers, clerks and servants for permanent or temporary or special services as the Board may from time to time think fit and to determine their powers and duties and to fix their salaries and emoluments and to require securities in such instances and of such amounts as the Board may think fit and to remove or suspend any such officers, clerks and servants.</p>
	(xxviii)	To Authorize by Power of Attorney



Article	Sub article	Particulars
		At any time and from time to time by power of attorney to appoint any person or persons to be the Attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to the conditions as the Directors may from time to time think fit and any such appointment (if the Directors may think fit) be made in favor of any Company or the members, directors, nominees, or managers of any company or firm or otherwise in favor of an fluctuating body or person whether nominated, directly or indirectly by the Directors and any such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities, and discretions for the time being vested in them.
	(xxix)	To Authorize, Delegate Subject to the provisions of the Act, generally and from time to time and at any time to authorize empower or delegate to (with or without powers of sub-delegation) and Director, Officer or Officers of Employee for the time for the time being of the Company and/or any other person, firm or Company all or any of the powers authorities and discretions for the time being vested in the Directors by these presents, subject to such restrictions and conditions, if any as the Directors may think proper.
	(xxx)	To Negotiate To enter into all such negotiations, contracts and rescind and/or vary all such contracts and to execute and do all such acts, deeds, and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company.
	(xxxi)	From time to time to make vary any legal bye-laws for the regulations of the business of the Company, its officers and servants.
177		The Company shall provide the option to its shareholders to exercise their right to vote in meetings of the shareholders through electronic mode in accordance with Section 108 of the Act and shall vote only once`
178		Secretary Subject to the provisions of Section 203 of the Act, the Directors may, from time to time appoint and, at their discretion remove any individual (hereinafter called ‘the Secretary’ who shall have such qualifications as the authority under the Act may prescribe to perform any functions, which by the Act or these Articles are to be performed, by the Secretary, and to execute any other purely ministerial or administrative duties which may from time to time be assigned to the Secretary by the Directors. The Directors may also at any time appoint some persons (who need not be the Secretary) to keep the registers required to be kept by the Company.
179	(I)	Seal The Board of Directors shall provide a Common Seal for the purpose of the Company, shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for its safe custody for the time being under such regulations as the Board may prescribe.
	(II)	The Seal shall never be used except by the authority, of the Directors or a committee of the Directors, previously given and every deed or other instrument to which a seal of the Company is required to be affixed shall, unless the same is executed by a duly constituted attorney for the Company or by an officer duly authorized in that behalf by resolution of the Board, be signed by one Directors at least in whose presence the seal shall have been affixed, provided nevertheless that the certificate of shares issued by the Company shall be sealed and signed as provided in the next following Article



Article	Sub article	Particulars
		Provided however that the certificates of shares shall be signed in the name manner as the certificates of the shares required to be signed in conformity with the provisions of the Companies (Share Capital and Debentures) Rules 2014 and their statutory modification for the time being in force.
	(III)	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence
180		<p>Dividends Out of Profits Only</p> <p>(i) No Dividend shall be declared or paid by the Company for any financial year except out of the profits of the Company for that year arrived at after providing for depreciation in accordance with the provisions of the Act or out of the profits of the Company for any previous financial year or years arrived at after providing for depreciation in accordance with those provisions and remaining undistributed or out of both or out of money provided by the Central Government or State Government for the payment of dividend in pursuance of a Guarantee given by the Government and except after the transfer to the reserves of the Company of such percentage out of the profits for that year not exceeding ten per cent as may be prescribed or voluntarily such higher percentage in accordance with the rules as may be made by the Central Government in that behalf.</p> <p>PROVIDED HOWEVER whether owing to inadequacy or absence of profits in any year, the Company propose to declare out of the accumulated profits by the Company in previous years and transferred by it to the reserve, such declaration of dividend shall not be made except in accordance with such rules as may be made by the Central Government in this behalf.</p> <p>(ii) The depreciation shall be provided to the extent specified in Schedule II to the Act.</p> <p>(iii) No dividend shall be payable except in cash, provided that nothing in this Article shall be deemed to prohibit the capitalization of the profits or reserves of the Company for the purpose of issuing fully paid up bonus shares or paying up any amount for the time being unpaid on any shares held by members of the Company.</p>
181		<p>Interim Dividend</p> <p>The Board of Directors may from time to time, pay to the members such interim dividends as appears to it to be justified by the profits of the company.</p>
182		<p>Debts May be Deducted</p> <p>The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.</p>
183		<p>Capital Paid Up in Advance and Interest Not to Earn Dividend</p> <p>Where the capital is paid in advance of the calls upon the footing that the same shall carry interest, such capital shall not whilst carrying interest, confer a right to dividend or to participate in profits.</p>
184		<p>Dividends in Proportion to Amount Paid-Up</p> <p>All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion of the period in respect of which the dividends is paid but if any share is issued in terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.</p>



Article	Sub article	Particulars
185		<p>Right to Dividend, Right Shares and Bonus Shares to be held in Abeyance Pending Registration of Transfer of Shares</p> <p>Where any instrument of transfer of shares has been delivered to the Company for registration and the transfer of such shares has not been registered by the Company, it shall notwithstanding anything contained in any other provision of this Act, shall -</p> <p>(a) transfer the dividend in relation to such shares to the special account referred to in Section 123 unless the Company is authorized by the registered holder of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer; and</p> <p>(b) Keep in abeyance in relation to such shares any offer of rights shares under Section 62 and any issue of fully paid-up bonus shares in pursuance of Section 123.</p>
186		<p>No Member to receive Dividend whilst indebted to the Company and the Company's Right of Reimbursement Thereof</p> <p>No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, while any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.</p>
187		<p>Effect of Transfer of Shares</p> <p>A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.</p>
188		<p>Dividends How Remitted</p> <p>The dividend payable in cash may be paid by cheque, direct credit to the beneficiaries bank account or warrant sent through post direct to the registered address of the shareholder entitled to the payment of the dividend or in case of joint holders to the registered address of that one of the joint holders which is first named on the register of members or to such person and to such address as the holder or the joint holder may in writing direct. The Company shall not be liable or responsible for any cheque or warrant or pay-slip or receipt lost in transmission or for any dividend lost, to the member of person entitled thereto by forged endorsement of any cheque or warrant or the fraudulent recovery of the dividend by any other means.</p>
189		<p>Notice of Dividend</p> <p>Notice of the declaration of any dividend whether interim or otherwise shall be given to the registered holder of share in the manner herein provided.</p>
190		<p>Unpaid Dividend or Dividend Warrant Posted</p> <p>(a) Where the Company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the Company shall within 7 days from the date of expiry of the said period of 30 days, open a special account in the name of the Company and transfer to the said Account, the total amount of dividend which remains unpaid or in relation to which no dividend warrant has been posted.</p> <p>(b) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund maintained by the Central Government under the Act. A claim to any money so transferred to the general revenue account may be preferred to the Central Government by the shareholder to whom the money is due.</p> <p>No unclaimed dividend shall be forfeited by the Board.</p>



Article	Sub article	Particulars
191		<p>Dividend and call together</p> <p>Any General Meeting declaring as dividend may on the recommendations of the Directors make a call on the Members of such amount as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend; and the dividend may, if so arranged between the Company and members be set off against the calls.</p>
CAPITALIZATION		
192	(a)	<p>Capitalization</p> <p>Any general meeting may resolve that any amount standing to the credit of the Securities Premium Account or the Capital Redemption Reserve Account or any moneys, investment or other assets forming part of the undivided profits (including profits or surplus moneys arising from the realization and where permitted by law, form the appreciation in value of any capital assets of the Company) standing to the credit of the General Reserve, Reserve or any Reserve fund or any other fund of the Company or in the hands of the Company and available for dividend may be capitalized. Any such amount (excepting the amount standing to the credit of the Securities Premium Account and/or the Capital redemption Reserve Account) may be capitalized:</p> <p>The sum aforesaid shall not be paid in cash but shall be applied, either in or towards—</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) 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;</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii);</p> <p>(iv) for the purchase of its own shares or other securities subject to the provisions of Section 68 of the Act.</p> <p>(v) 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;</p>
	(b)	Such issue and distribution under Sub-clause (a) (i) above and such payment to the credit of unpaid share capital sub-clause (a) (ii) above shall be made to, among and, in favor of the members of any class of them or any of them entitled thereto and in accordance with their respective rights and interests and in proportion to the amount of capital paid up on the shares held by them respectively in respect of which such distribution under sub-clause (a) (ii) above shall be made on the footing that such members become entitled thereto as capital;
	(c)	The Directors shall give effect to any such resolution and apply portion of the profits, General Reserve Fund or any other fund or account as aforesaid as may be required for the purpose of making payment in full for the shares, debentures or debenture-stock, bonds or other obligations of the Company so distributed under sub-clause (a)(i) above or (as the case may be) for the purpose of paying, in whole or in part, the amount remaining unpaid on the shares which may have been issued and are not fully paid-up under sub-clause above provided that no such distribution or payment shall be made unless recommended by Directors and if so recommended such distribution and payment shall be accepted by such members as aforesaid in full satisfaction of their interest in the said capitalized sum.



Article	Sub article	Particulars
	(d)	For the purpose of giving effect to any such resolution the Directors may settle any difficulty which may arise in regard to the distribution or payment as aforesaid as they think expedient and in particular they may issue fractional certificates or coupons and fix the value for distribution of any specific assets and may determine that such payments be made to any members on the footing of the value so fixed and may vest any such cash, shares, fractional certificates or coupons, debentures, debenture-stock; bonds or other obligations in trustees upon such trusts for the person entitled thereto as may seem expedient to the Directors and generally may make such arrangement for the acceptance, allotment and sale of such shares, debenture, debenture-stock, bonds or other obligations and fractional certificates or coupons or otherwise as they may think fit.
	(e)	Subject to the provisions of the Act and these Articles, in cases where some of the shares of the Company are fully paid and others are partly paid only, such capitalization may be effected by the distribution of further shares in respect of the fully paid shares, and in respect of the partly paid shares the sums so applied in the extinguishments or diminution of the liability on the partly paid shares shall be so applied prorata in proportion to the amount then already paid or credited as paid on the existing fully paid and partly paid shares respectively.
	(f)	When deemed requisite a proper contract shall be filed with the Registrar of Companies in accordance with the Act and the Board may appoint any person to sign such contract on behalf of the members entitled as aforesaid and such appointment shall be effective.
ACCOUNTS		
193		Accounts The provisions of Sections 128 to 138 of the Act shall be complied with in so far as the same is applicable to the Company.
194	(a)	Books of Accounts to be kept The Company shall keep at its Registered Office proper books of accounts as required by Section 128 of the Act with respect to : (i) All sums of money received and expected by the Company and the matters in respect of which the receipt and expenditure take place; (ii) All sales and purchases of goods and services by the Company; (iii) The assets and liabilities of the Company; and (iv) The items of cost as may be prescribed under Section 148 of the Act and applicable to the Company. Provided that all or any of the books of account aforesaid may be kept at such other place in India as the Board of Directors so decide, the Company shall, within seven days of the decision file with the Registrar a notice in writing giving full address of that other place.
	(b)	If the Company shall have a branch office, whether in or outside India, proper books of account relating to the transaction effected at that office shall be kept at that office and proper summarized returns made up to date at intervals of not more than three months, shall be sent by the branch office to the Company at its Registered Office or other place in India, as the Board thinks fit, where the said books of the Company are kept.
	(c)	All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch office as the case may be with respect to the matters aforesaid, and explain the transactions.
	(d)	The books of account shall be open to inspection by any Director during business hours as provided by Section 128 of the Act.



Article	Sub article	Particulars
	(e)	The books of account of the Company relating to a period of not less than eight years immediately preceding the current year together with the vouchers relevant to any entry in such books of accounts shall be preserved in good order.
195		<p>Inspection by Members</p> <p>The Directors shall from time to time determine whether and to what extent and at what times and place and under what conditions or regulation the account, books and documents of the Company or any of them, shall be open to the inspection of the members, and no member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by statute or authorized by the Directors or by a resolution of the Company in general meeting.</p>
196		<p>Statement of Account to be furnished to General Meeting</p> <p>The Board of Directors shall lay before each annual general meeting a Financial Statements for the financial year of the Company which shall not precede the day of the meeting by more than six months or such extended period as shall have been granted by the Registrar of Companies under the provisions of the Act.</p>
197	(a)	<p>Financial Statement</p> <p>Subject to the provisions of Section 129 of the Act, every Financial Statement of the Company shall be in the forms set out in Schedule II of the Act, or as near there to as circumstances admit.</p>
	(b)	So long as the Company is a holding Company having a subsidiary the Company shall conform to Section 129 and other applicable provisions of the Act.
	(c)	If in the opinion of the Board, any of the current assets of the Company have not a value on realization in the ordinary course of business at least equal to the amount at which they are stated, the fact that the Board is of that option shall be stated.
198	(a)	<p>Authentication of Financial Statement</p> <p>The Financial Statements shall be signed in accordance with the provisions of Section 134 of the said Act.</p>
	(b)	The Financial Statement, shall be approved by the Board of Directors before they are submitted to the auditors for report thereon.
199		<p>Profit and Loss Accounts to be Annexed and Auditors' Report to be attached to the Balance Sheet.</p> <p>The Profit and Loss Account shall be annexed to the Balance and the Auditors' Report including the Auditor's separate, special or supplementary report, if any, shall be attached thereon.</p>
200	(a)	<p>Board's Report to be Attached to Financial Statement</p> <p>Every Financial Statement laid before the Company in General Meeting shall have attached to it a Report by the Board of Directors with respect to the State of the Company's affairs and such other matters as prescribed under Section 134 of the Act and the Rules made thereunder.</p>
	(b)	The Report shall so far as it is material for the appreciation of the state of the Company's affairs by its members and will not in the Board's opinion be harmful to the business of the Company or of any of its subsidiaries deal with any changes which have occurred during the financial year in the nature of the Company of Company's business, or of the Company's subsidiaries or in the nature of the business in which the Company has an interest.
	(c)	The board shall also give the fullest information and explanation in its Report or in cases falling under the proviso to Section 129 of the Act in an addendum to that Report, on every reservation, qualification or adverse remark contained in the Auditor's Report.



Article	Sub article	Particulars
	(d)	The Board's Report and addendum (if any) thereto shall be signed by its Chairman if he is authorized in that behalf by the Board; and where he is not so authorized shall be signed by such number of Directors as are required to sign the Financial Statements of the Company by virtue of sub-clauses (a) and (b) of Article 199.
	(e)	The Board shall have the right to charge any person not being a Director with the duty of seeing that the provisions of sub-clauses (a) and (b) of this Article are complied with.
	(f)	Every Financial Statement of the Company when audited and approved and adopted by the members in the annual general meeting shall be conclusive except as regards in matters in respect of which modifications are made thereto as may from time to time be considered necessary by the Board of Directors and or considered proper by reason of any provisions of relevant applicable statutes and approved by the shareholders at a subsequent general meeting.
201		<p>Right of Members to copies of Financial Statement and Auditor's Report</p> <p>A copy of every Financial Statement and the auditor's report and every other document required by law to be annexed or attached, as the case may be; to the balance sheet which is to be laid before the Company in General Meeting, shall be made available for inspection at the Registered Office of the Company during the working hours for a period of 21 days before the date of the meeting. A statement containing the salient features of such documents in the prescribed form or copies of the documents aforesaid as may be permitted by Section 136 of the Act and as the Company may deem fit, will be sent to every member of the Company and to every Trustees for the holders of any debentures issued by the Company, not less than 21 days before the meeting as laid down in Section 136 of the Act. Provided that it shall not be necessary to send copies of the documents aforesaid to:</p> <p>(a) to a member or holder of the debenture of the Company who is not entitled to have the notice of general meeting of the Company sent to him and whose address the Company is unaware;</p> <p>(b) to more than one of the joint holder of any shares or debentures some of whom are and some of whom are not entitled to have such notice sent to them, by those who are not so entitled.</p>
202		<p>A copy of the Financial Statement etc. to be filed with Registrar</p> <p>After the Financial Statements have been laid before the Company at the annual general Meeting, a copy of the Financial Statement duly signed as provided under Section 137 of the Act together with a copy of all documents which are required to be annexed there shall be filed with the Registrar so far as the same be applicable to the Company.</p>
AUDIT		
203		<p>Financial Statement to be audited</p> <p>Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned.</p>
204		<p>Appointment of Auditors</p> <p>The Auditors shall be appointed and their qualifications, rights and duties regulated in accordance with Section 139 to 148 of the Act, alongwith the Rules made thereunder.</p>
206	(a)	<p>Auditors to have access to the Books of the Company</p> <p>The Auditor/s of the Company shall have a right of access at all times to the books and vouchers of the Company and shall be entitled to require from the Directors and Officers of the Company such information and explanation as may be necessary for the performance of the duties of the Auditor/s.</p>



Article	Sub article	Particulars
	(b)	All notice of and other communications relating to, any general meeting of the Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditors of the Company and the Auditor shall be entitled to attend any general meeting and to be heard at any general meeting which he attends to any part of the business which concerns him as Auditor.
207		<p>Financial Statement When Audited and Approved to be Conclusive</p> <p>Every Financial Statement when audited and approved by a General Meeting shall be conclusive except where it appears to the directors that—</p> <p>(a) the financial statement of the Company; or</p> <p>(b) the report of the Board,</p> <p>do not comply with the provisions of Section 129 or Section 134 they may prepare revised Financial Statement or a revised report in respect of any of the three preceding financial years after obtaining approval of the Court or Tribunal as applicable on an application made by the Company in such form and manner as may be prescribed by the Central Government and a copy of the order passed by the Court or the Tribunal as applicable shall be filed with the Registrar..</p> <p>Authentication of Documents and Proceedings</p>
208		Save as otherwise expressly provided in the Act or these Articles, a document or proceeding requiring authentication by the Company may be signed by a Key Managerial Personnel or an officer of the Company duly authorized by the Board in this behalf and need not be under its Seal.
DOCUMENTS AND NOTICES		
209	(i)	<p>Service of Documents on Members By the Company</p> <p>A document or notice may be served by the Company on any member thereof either personally or by sending it, by registered post or speed post or by courier service or electronic means or such other modes as may be prescribed under the Act from time to time, to him at his registered address or if he has no registered address in India, to the address if any, within India, supplied by him to the Company for serving documents or notices to him</p>
	(ii)	<p>Where a document or notice is sent by post or courier service:</p> <p>(a) service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or the notice provided that where a member has intimated to the Company in advance that documents should be sent to him by specified manner and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents or notice shall not be deemed to be affected unless it is sent in the manner intimated by the members; and</p> <p>(b) such service shall be deemed to have been affected:</p> <p>(i) in the case of a notice of meeting at the expiration of forty-eight hours after the letter containing the same is posted; and</p> <p>(ii) in any other case at the time at which the letter would be delivered in the ordinary course of post.</p> <p>(iii) a document or notice advertised in a newspaper circulation in the neighborhood of the Registered Office of the Company shall be deemed to be duly served on the day on which the advertisement appears, on every member of the Company who has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him.</p>



Article	Sub article	Particulars
		(iv) a document or notice may be served by the Company on the joint holders of a share by serving it to the joint holder named first in the Register in respect of the share.
	(iii)	A document or notice may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a pre-paid letter, addressed to them by name, or by title of representatives of the deceased, or assignees of the insolvent or by any like description, at the address if any, in India supplied for the purpose by the person claiming to be so entitled or until such an address has been so supplied, by serving the document or notice in any manner in which it might have been served if the death or insolvency had not occurred.
	(iv)	The signature to any document or notice to be given by the Company may be written or printed or lithographed.
210		To Whom Documents must be Served or Given. Document of notice of every general meeting shall be served or given in the same manner herein before authorized on or to (a) every member, (b) every person entitled to a share in consequence of the death or insolvency of a member, c) directors and (d) the auditor or auditors for the time being of the Company, PROVIDED that when the notice of the meeting is given by advertising the same in newspaper circulation in the neighborhoods of the office of the Company under Article 94, a statement of material facts, referred to in Article 95 need not be annexed to the notice as is required by that Article, but it shall merely be mentioned in the advertisement that the statement has been forwarded to the members of the Company.
211		Members Bound by Documents or Notice Served on or Given to Previous Holders Every person, who by operation of law, transfer or other means whatsoever, has become entitled to share shall be bound by every document or notice in respect of such share which prior to his name and address being entered on the Register of Members, shall have duly served on or given to the person from whom he derived his title to such share.
REGISTERS AND DOCUMENTS		
214		Registers and Documents to be Maintained By the Company The Company shall keep and maintain Registers, Books and documents as required by the Act or these Articles.
215		Maintenance and inspection of documents in electronic form Without prejudice to any other provisions of this Act, any document, record, register, minutes, etc.,— (a) Required to be kept by a company; or (b) Allowed to be inspected or copies to be given to any person by a company under this Act, may be kept or inspected or copies given, as the case may be, in electronic form in such form and manner as may be determined by central government by the Central Government.
216		Inspection of Registers

Article	Sub article	Particulars
		Subject to provisions of the Act and the provisions in the Articles, the Registers maintained under the Act and the minutes of all proceedings of General Meetings shall be open to inspection during any working day during business hours and extracts may be taken there from and copies thereof may be required by any member of the Company in the same manner to the same extent and on payment of the same fees as in the case of the Register of Members of the Company i.e., by any member, debenture holder, other security holder or beneficial owner without payment of fee and by any other person on payment of fee of Rupees 50/- for each inspection. Subject to provisions of the Act and the provisions in the Articles, the copies of entries in the Registers maintained under the Act shall be furnished to the persons entitled to the same on payment of Rs. 10/- for each page.
WINDING UP		
217	(a)	<p>Distribution of Assets</p> <p>Subject to the provisions of the Act, if the Company shall be wound up and the assets available for distribution among the members as such shall be less than sufficient to repay the whole of the paid up capital such assets shall be distributed so that, as nearly, as may be, the losses shall be borne by the members in proportion to the Capital paid up, or which ought to have been paid up, at the commencement of winding up, on the shares held by them respectively. And if in winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the Capital paid up at the commencement of the winding up the excess shall be distributed amongst the members in proportion to the Capital at the commencement of the winding up or which ought to have been paid up on the shares held by them respectively.</p>
	(b)	But this clause will not prejudice the rights of the holders of shares issued upon special terms and conditions.
218		<p>Distribution in Specie or Kind.</p> <p>Subject to the provisions of the Act :</p>
	(a)	If the Company shall be wound up whether voluntarily or otherwise, the liquidators may with the sanction of a special resolution and any other sanction required by the Act, divide amongst the contributories, in specie or kind the whole or any part of the assets of the Company, and may, with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them as the liquidators with the like sanction shall think fit.
	(b)	If thought expedient, any such division may, subject to the provisions of the Act, be otherwise than in accordance with the legal rights of the contributories (except where unalterably fixed by the Memorandum of Association) and in particular any class may be given (subject to the provisions of the Act) preferential or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributories shall be determined or any contributory who would be prejudiced thereby shall have the right; if any to dissent and ancillary rights as if such determination were a special resolution, pursuant to Section 494 of the Companies Act, 1956 or Section 319 of the Companies Act, 2013 as applicable at the time of application.
	(c)	In case any shares to be divided as aforesaid involves a liability to calls or otherwise, any person entitled under such division to any of the said shares may within ten days after the passing of the special resolution, but notice in writing direct the liquidators to sell his proportion and pay him the net proceeds and the Liquidators shall, if practicable act accordingly.
INDEMNITY AND RESPONSIBILITY		
220		Director's and Other's Right to Indemnity

Article	Sub article	Particulars
		<p>Every Director, Managing Director, Whole-time Director, Manager, Secretary and other Officer or employee or authorised representative of the Company shall be indemnified by the Company and for this purpose may have relevant third party insurances procured by the Company in their favour, for all costs, fees, penalty, deposit, losses and expenses (including travelling expenses) which such Director, Manager, Secretary, Officer or employee or authorized representative may suffer or is likely to suffer in any way during the course of discharge of his duties including expenses and the amount for which such indemnity is provided, shall immediately attach as a lien on the property of the Company and have priority between the members over all other claims. Provided that no Director, Managing Director, Whole-time Director, Manager, Secretary and other Officer or employee or authorized representative of the Company shall be entitled to be indemnified by the Company or have insurance procured therefor in circumstances where any amounts directly or indirectly arise out of or in connection with any fraud, gross negligence, breach of trust or material and willful default on the part of such Director, Managing Director, Whole-time Director, Manager, Secretary and other Officer or employee or authorized representative of the Company.</p>
221		<p>Director and Other Officers not Responsible for the Acts of Others</p> <p>Subject to the provisions of the Act, no Director, Managing Director, Whole-time Director or other Officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the nominees of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation, within whom any moneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties or in relation thereto, unless the same happens through his own dishonesty.</p> <p>An Independent Director, and a non-executive director not being a promoter or a Key Managerial Personnel, shall be liable only in respect of acts of omission or commission, by the Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he has not acted diligently.</p>



SECTION X – 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 our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material have been attached to the copy of the Draft Red Herring 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 Bid/Issue Opening Date until the Bid/Issue Closing Date.

A. Material Contracts for the Issue

1. Issue Agreement dated July 21, 2015 between our Company and the BRLMs.
2. Memorandum of Understanding dated April 29, 2015 between our Company and the Registrar to the Issue.
3. Escrow Agreement dated [●] between our Company, the BRLMs, Escrow Collection Bank(s), Refund Bank and the Registrar to the Issue.
4. Syndicate Agreement dated [●] between our Company, the BRLMs and the Syndicate Member(s).
5. Underwriting agreement dated [●] between our Company and the BRLMs and the Syndicate Member(s).

B. Material Documents

1. Certified copies of the Memorandum and Articles of Association of our Company as amended from time to time.
2. Certificate of Incorporation of our Company.
3. Share Purchase cum Holders' Agreement dated June 30, 2010 entered into between our Company, our Corporate Promoter Gaji Mercantile Private Limited and the Shah Group.
4. Resolutions of the Board of Directors dated September 4, 2014, in relation to this Issue and other related matters.
5. Shareholders' resolution dated October 8, 2014, in relation to this Issue and other related matters.
6. Agreement for appointment of Mr. Murarilal Mittal as Managing Director, dated November 30, 2014.
7. Agreement for appointment of Mr. Sumit Kumar Modak as the Whole Time Director dated November 30, 2014.
8. Agreement for appointment of Mr. Sushil Sharda as the Whole Time Director dated November 30, 2014.
9. Agreement for appointment of Mr. Venkateswararao Kandikuppa as the Whole Time Director dated November 30, 2014.
10. Consent from the Auditors for inclusion of their reports on the restated accounts in this Draft Red Herring Prospectus.
11. Auditor's report for Restated Financials dated June 15, 2015 included in this Draft Red Herring Prospectus.
12. The Statement of Tax Benefits dated June 15, 2015 from our Statutory Auditors.



BharatWire Ropes Limited

13. Consent of our Directors, BRLMs, Legal Advisor to the Issue, Registrar to the Issue, Bankers to our Company, Company Secretary and Compliance Officer, Chief Financial Officer, Experts as referred to in their specific capacities.
14. Due Diligence Certificate dated July 21, 2015 addressed to SEBI from the BRLMs.
15. Tripartite Agreement dated June 25, 2015 between our Company, CDSL and the Registrar to the Issue.
16. Tripartite Agreement dated June 24, 2015 between our Company, NSDL and the Registrar to the Issue.
17. In-principle listing approvals dated [●] and [●] issued by BSE and NSE respectively.
18. Observation Letter ref. no. [●] dated [●], issued by SEBI.

Any of the contracts or documents mentioned in this Draft Red Herring 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.



BharatWire Ropes Limited

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act and the guidelines issued by the Government or the regulations, rules or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SEBI Act or rules or regulations made thereunder or guidelines issued, as the case may be. We further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTORS OF OUR COMPANY

Supratik Chatterjee
(Non-Executive & Independent Chairman)

Murarilal Ramsukh Mittal
(Managing Director)

Sumit Kumar Modak
(Whole Time Director)

Sushil Radheyshyam Sharda
(Whole Time Director)

Venkateswara Rao Laxmanamurty Kandikuppa
(Whole Time Director)

Ruhi Mittal
(Non-Executive, Non-Independent Director)

Anthony Reginald D'Souza
(Independent, Non-Executive Director)

Rakesh Kumar Jain
(Chief Financial Officer)

Asit Pal
(Independent, Non-Executive Director)

Shailesh Rakhasiya
(Company Secretary cum Compliance Officer)

Date: 21/07/15

Place: Mumbai