



SINTEX PLASTICS TECHNOLOGY LIMITED

(Formerly known as Neev Educare Limited)

Our Company (Corporate Identification Number U74120GJ2015PLC084071) was incorporated as a private limited company on August 4, 2015 under the provisions of the Companies Act, 2013 in the name of Neev Educare Private Limited. Thereafter, it was converted into public limited company and the name was changed to Neev Educare Limited on May 13, 2016 and it was further changed to Sintex Plastics Technology Limited with effect from June 1, 2016 with its registered office at In the premises of Sintex-BAPL Ltd., Near Seven Garnala, Kalol (N.G.) – 382 721.

Registered Office: In the premises of Sintex-BAPL Ltd., Near Seven Garnala, Kalol (N.G.) – 382 721

Contact Person: Mr. Ankit Somani

Tel: +91 2764 253500

Email: ankitsomani@sintex-plastics.com; **Website:** www.sintex-plastics.com

Corporate Identity Number: U74120GJ2015PLC084071

Information Memorandum for listing of 55,49,41,700 equity shares of Re.1 each

NO EQUITY SHARES ARE PROPOSED TO BE SOLD OR OFFERED PURSUANT TO THIS INFORMATION MEMORANDUM

GENERAL RISK

Investment in equity and equity related securities involve a degree of risk and investors should not invest funds in the equity shares of our Company unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking a decision to invest in the shares of our Company. For taking an investment decision, Investors must rely on their own examination of our Company including the risks involved.

COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for, and confirms that this Information Memorandum contains all information with regard to our Company, which is material, that the information contained in this Information Memorandum 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 make this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares of our Company are proposed to be listed on the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). For the purposes of this listing, the Designated Stock Exchange is BSE. Our Company has submitted this Information Memorandum with BSE and NSE and the same has been made available on our Company's website viz. www.sintex-plastics.com. The Information Memorandum would also be made available on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com)

REGISTRAR TO THE ISSUE

Link Intime India Private Limited

5th Floor, 506 to 508, Amarnath Business Center-1 (ABC-1), Besides Gala Business Center, Opp. Wagh Bakri Tea Lounge, Off C.G. Road, Ellisbridge, Ahmedabad – 380 006.

Telephone: +91 79 2646 5179; Facsimile: +91 79 2646 5179

Email: rnt.helpdesk@linkintime.co.in

Website: www.linkintime.co.in

Contact Person: Ms. Rachita Somani

SEBI Registration No: INR000004058

TABLE OF CONTENTS

SECTION I – GENERAL	3
DEFINITIONS AND ABBREVIATIONS	3
CERTAIN CONVENTION, USE OF MARKET DATA	6
FORWARD LOOKING STATEMENTS	7
SECTION II – RISK FACTORS	9
SECTION III – INTRODUCTION	28
GENERAL INFORMATION	28
CAPITAL STRUCTURE	31
SECTION IV – ABOUT US	52
BUSINESS OVERVIEW	52
HISTORY AND CERTAIN CORPORATE MATTERS	64
COMPOSITE SCHEME OF ARRANGEMENT	65
MANAGEMENT	67
PROMOTERS, PROMOTER GROUP AND GROUP COMPANIES	72
RELATED PARTY TRANSACTIONS	79
DIVIDEND POLICY	80
SECTION V – FINANCIAL INFORMATION	81
SECTION VI – MANAGEMENT DISCUSSION AND ANALYSIS	136
SECTION VII – LEGAL AND OTHER INFORMATION	148
OUTSTANDING LITIGATIONS, DEFAULTS AND MATERIAL DEVELOPMENTS	148
GOVERNMENT APPROVALS	149
REGULATORY AND STATUTORY DISCLOSURES	150
SECTION VIII – OTHER INFORMATION	153
MAIN PROVISIONS OF THE ARTICLES OF THE ASSOCIATION	153
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	189
DECLARATION	190

**SECTION I – GENERAL
DEFINITIONS AND ABBREVIATIONS**

In this Information Memorandum, unless the context otherwise requires, the terms defined and abbreviations expanded herein below shall have the same meaning as stated in this section.

In this Information Memorandum, unless otherwise indicated or the context otherwise requires, all references to “Sintex Plastics Technology Limited”, “Sintex Plastics”, “Resulting Company”, the/our “Company”, “we”, “our”, “us”, or “Resulting Entity” are to Sintex Plastics Technology Limited or, as the context requires, and references to “you” are to the prospective investors in the Equity Shares.

Conventional and General Terms/Abbreviations

Term	Description
Act/Companies Act	The erstwhile Companies Act, 1956 and/or Companies Act, 2013, as applicable
AGM	Annual General Meeting
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
Depositories Act	Depositories Act, 1996
Depository	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996
Depository Participant/ DP	A depository participant as defined under the Depositories Act
DIN	Director Identification Number
DP ID	Depository Participant Identity
EBITDA	Earnings before Interest, Tax, Depreciation and Amortization
EGM	Extra-Ordinary General Meeting
EPS	Earnings per Share
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999 including the regulations framed thereunder
FII	Foreign Institutional Investor as defined under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, registered with SEBI under applicable laws in India
FIPB	Foreign Investment Promotion Board, Ministry of Finance, Government of India
FVCI	Foreign Venture Capital Investors as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 registered with SEBI under applicable laws in India
GAAP	Generally Accepted Accounting Principles
GoI	Government of India
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
IT Act	Income Tax Act, 1961
Indian GAAP	Generally accepted accounting principles followed in India
JV	Joint Venture
MICR	Magnetic Ink Character Recognition
MoU	Memorandum of Understanding
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NAV	Net Asset Value
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
OCB	Overseas Corporate Body
p.a	Per annum
PAC	Persons Acting in Concert
PAN	Permanent Account Number under the IT Act

PLR	Prime Lending Rate
RBI	The Reserve Bank of India
Rs. / Rupees / INR / .	Indian Rupees
RTGS	Real Time Gross Settlement
SCRA	Securities Contract (Regulation) Act, 1956
SCRR	Securities Contract (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
STT	Securities Transaction Tax
Takeover Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
Trademark Act	Trademark Act, 1999

Company Related and Industry Related Terms

Term	Description
Appointed Date for the Scheme	April 1, 2016
Capital/Share capital	Share capital of Sintex Plastics Technology Limited
Director(s)	Director(s) of our Company, unless otherwise specified
Demerged Company	Sintex Industries Limited
Demerged Undertaking 1/Custom Moulding Undertaking	Means and include all the business, undertakings, properties, investments and liabilities of whatsoever nature and kind and wheresoever situated, of the Demerged Company, in relation to and pertaining to the Custom Moulding Business (which includes Sintex Industries' strategic investment in its wholly owned subsidiary, namely, Sintex Holdings B.V.) on a going concern basis, together with all its assets and liabilities
Demerged Undertaking 2/Prefab Undertaking	Means and include all the business, undertakings, properties, investments and liabilities of whatsoever nature and kind and wheresoever situated, of the Demerged Company, in relation to and pertaining to the Prefab Business on a going concern basis, together with all its assets and liabilities
Designated Stock Exchange	BSE Limited
Effective Date	12 th May, 2017
Eligible Shareholder (s)	Shall mean eligible holder(s) of the Equity Shares of Sintex Industries Limited as on the Record Date
Equity Share(s) or Share(s)	Equity shares of Sintex Industries Limited having face value of Re 1/- each unless otherwise specified in the context thereof.
Equity Shareholder / Shareholder	A holder of the Equity Shares
Financial Year/ Fiscal/Fiscal Year/FY	Any period of twelve months ended March 31 of that particular year, unless otherwise stated.
Group Companies	Unless the context otherwise required, shall mean Group Companies as enumerated in the chapter "Group Companies"
IT Act	The Income Tax Act, 1961 and amendments thereto
Information Memorandum or IM	This document filed with the Stock Exchanges known as and referred to as the Information Memorandum or IM
Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
Promoters	Promoters of our Company shall mean Promoters as mentioned in the chapter "Promoter & Promoter Group"
Promoter Group	Unless the context requires otherwise, the entities forming part of our promoter group in accordance with SEBI ICDR Regulations
The Scheme/Composite Scheme of Arrangement	Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and

	Sintex Prefab and Infra Limited (Name changed from Sintex Infra Projects Limited as per the Scheme) and their respective shareholders and creditors, sanctioned by the Hon'ble National Company Law Tribunal, Bench, at Ahmedabad ('NCLT') at Gujarat on 23 rd March 2017.
Record Date	26 th May, 2017
Registrar and Transfer Agent	Link Intime India Private Limited
Share Certificate	The certificate in respect of the Equity Shares allotted to a folio
Stock Exchanges	BSE and NSE
Articles/Articles of Association/AoA	The articles of association of our Company, as amended
Auditor	The Statutory Auditors of our Company, M/s R. Choudhary and Associates
Board/ Board of Directors	Board of Directors of our Company
Memorandum/ Memorandum of Association	The memorandum of association of our Company, as amended

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in specifically defined in this Information Memorandum, shall have the meanings given to such terms in the sections where specifically defined.

CERTAIN CONVENTION, USE OF MARKET DATA

Unless stated otherwise, the financial data in this Information Memorandum is derived from our financial statements. The financial year commences on April 1 and ends on March 31 of each year, so all references to a particular financial year are to the twelve month period ended March 31 of that year, unless specified otherwise.

In this Information Memorandum, any inconsistencies in any table between the aggregate and the totals of the sums recorded are because of rounding off. All references to “India” contained in this Information Memorandum are to the Republic of India. All references to “Rupees” or “Rs.” are to Indian Rupees, the official currency of the Republic of India. For extra definitions, please see the area titled “Definitions and Abbreviations” of this Information Memorandum.

Unless stated otherwise, industry information utilized all through this Information Memorandum has been acquired from published information. Such published information by and large expresses that the data contained in those publications has been obtained from sources accepted to be reliable; however their exactness and completeness are not ensured and their reliability cannot be assured. Despite the fact that we accept that industry information utilized within this Information Memorandum is reliable, it has not been independently verified. The data included in this Information Memorandum about different organizations is based on their particular Annual Reports and information made available by the respective companies.

FORWARD LOOKING STATEMENTS

Certain statements contained in this Information Memorandum that are not statements of historical fact constitute 'forward- looking statements'. Investors can generally identify forward-looking statements by terminology such as 'anticipate', 'believe', 'continue', 'can', 'could', 'intend', 'may', 'shall', 'should', 'will', 'would', 'future', 'forecast', 'guideline' or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements. Forward-looking statements are not guarantees of performance and are based on certain assumptions, discuss future expectations, describe plans and strategies contain projections of results of operations or of financial condition or state other forward-looking information.

Forward-looking statements contained in this Information Memorandum (whether made by our Company or any third party), are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about our Company 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 Company's expectations include, among others:

- fluctuations in the exchange rate of the Rupee and other currencies;
- changes in government policies on construction of social infrastructure and urban redevelopment in India;
- our ability to manage our continuously expanding business and risks associated with introduction of new products;
- our ability to manage our growth and global operations and to successfully implement our growth strategies;
- objects of the Issue being based on management estimates and not being appraised by any bank or financial institution;
- absence of any definitive agreements to monitor the utilization of the Issue Proceeds;
- failure of our customers to make timely payments;
- payment delays and longer working capital cycles for government contracts;
- substantial amount of outstanding indebtedness which would require significant cash flows to service; and
- general economic and business conditions in India and other countries.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed in "Risk Factors" beginning on page 9 of this Information Memorandum. Whilst our Company believes that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure investors that such expectations will prove to be correct. Given these uncertainties, Investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as of the date of this Information Memorandum or the respective dates indicated in this Information Memorandum, and our Company undertakes no obligation to update or revise any of them, whether as a result of new information, future events or otherwise. If any of these risks and uncertainties materialise, or if any of our Company's underlying assumptions prove to be incorrect, the actual results of operations or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements.

This Information Memorandum includes statements which contain words or phrases such as "will", "would", "aim", "aimed", "will likely result", "is likely", "are likely", "believe", "expect", "expected to", "will continue", "will achieve", "anticipate", "estimate", "estimating", "intend", "plan", "contemplate", "seek to", "seeking to", "trying to", "target", "propose to", "future", "objective", "goal", "project", "should", "can", "could", "may", "will pursue", and similar expressions or variations of such expressions, that are "forward looking statements".

Our forward looking statements contain information regarding, among other things, our financial condition, future plans and business strategy. All forward looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward looking statement. Important factors that could cause actual results to differ materially from our expectations include, among others:

- General economic and business conditions in India and other countries;
- Our ability to successfully implement our strategy, our growth and expansion plans and technological changes;
- Changes in the value of the Rupee and other currency changes;
- Changes in Indian or international interest rates;
- Changes in laws and regulations in India;
- Changes in political conditions in India;
- Changes in the foreign exchange control regulations in India
- The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally.

We undertake no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events or otherwise. In light of the foregoing, and the risks, uncertainties and assumptions discussed in “Risk Factors” and elsewhere in this Information Memorandum, any forward looking statement discussed in this Information Memorandum may change or may not occur, and our actual results could differ materially from those anticipated in such forward looking statement.

SECTION II – RISK FACTORS

An investment in equity shares involves a high degree of risk. You should carefully consider all the information in this Information Memorandum, including the risks and uncertainties described below, before making an investment in the Equity Shares of our Company.

If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our Company's business, results of operations and financial condition could suffer, the price of the Equity Shares could decline, and all or part of your investment may be lost. Unless otherwise stated our Company is not in a position to specify or quantify the financial or other risks mentioned herein.

Wherever used in this section the terms "we", "us" "our" shall mean Sintex Plastics Technology Limited, unless otherwise stated.

Risks relating to the Group's business

Internal Risk Factors

1. Fluctuations in the exchange rate of the Rupee vis-à-vis other currencies could materially and adversely affect the Group's businesses, results of operations and financial condition.

Due to the international operations involving the Group's businesses, the Group is subject to risks arising from fluctuations in exchange rates. These risks primarily stem from the relative movements of the U.S. dollar, the Euro and the Rupee. The Group reports its financial results in Rupees (the presentation currency), while a portion of its income and expenses is denominated, generated or incurred in currencies other than Rupees. The Group incurs expenditure and also makes procurements in foreign currencies for its export and Subsidiaries' businesses. As of March 31, 2017, 34.08% of the Group's total consolidated revenue and 35.58% of its consolidated expenses were earned and expended in currencies other than the Rupee, respectively; this ratio, however, could increase depending on the development of the Group's international growth strategy and fluctuations in the foreign exchange rates of the Rupee. The Group currently records transactions in foreign currency at the exchange rates in accordance with IND AS. For details in relation to the Group's accounting policy, please see the "*Financial Statements – Notes to the Audited Financial Statements*" on page 96. of this Information Memorandum. The Group recorded revenue of ₹ 2,040.11 crore from foreign Subsidiaries in Fiscal Year 2017.

The Group has experienced and expects to continue to experience foreign currency fluctuations that could affect its gross and operating profit margins and could result in foreign exchange and operating losses and gains on obligations denominated in foreign currencies in respect of its borrowings and foreign currency assets and liabilities. The impact of future exchange rate fluctuations on the Group's financial condition or results of operations cannot be accurately predicted. Any adverse fluctuation in the exchange rate of the Rupee and other currencies could materially and adversely affect its businesses, results of operations and financial condition. The Group's inability to manage its growth or to successfully implement its growth strategy could materially and adversely affect its business, results of operations, financial condition and prospects.

2. The Group's prefabricated structures and monolithic construction businesses are capital intensive and are significantly dependent on policies of various governmental entities in India as well as the demand for low-cost public housing, construction of social infrastructure and urban redevelopment and demand for the same may not continue to grow at the same pace as it has in the past. Adverse movement in demand or change in government policies would adversely and materially impact our business and results of operations.

Revenue from the Group's prefabricated structures business and monolithic construction business (on a consolidated basis) represented 34.24%, of its consolidated revenue in Fiscal Year 2017.

Freight economics and logistics require prefabricated product assembly units to be located within close radius of the site of installation in order to be economically viable. Therefore, a geographical spread of manufacturing locations is required that can ensure delivery of prefabricated turnkey solutions at the doorstep of customers

within a short lead-time. Accordingly, the Group has, in the past, established manufacturing units and plans to continue to increase the capacity of its existing manufacturing units across India. These investments require significant capital expenditure.

The Group's ability to maintain and increase revenue, profits and cash flows from the prefabricated structures and monolithic construction businesses depends upon continued capital spending. The Group's expansion plans in relation to prefabricated structures and monolithic construction businesses could potentially result in a need to increase available borrowings under its revolving credit facilities or access public or private debt and equity markets. The Group's ability to obtain external financing in the future is subject to a variety of uncertainties, including the following:

- future results of operations, financial condition and cash flows;
- the economic, political and other conditions in India and the markets for its products;
- the costs of such financing, and the liquidity and condition of the financial markets and capital markets; and
- the issuance of any relevant government approvals and other project risks associated with the development of infrastructure in India.

However, an increase in the level of the Group's indebtedness, among other things, could:

- make it difficult to obtain any necessary financing in the future for other acquisitions, working capital, capital expenditure, debt service requirements or other purposes;
- subject the Group to additional covenants, which could limit its ability to access cash flows from operations and limit its flexibility in planning for or reacting to changes in its business; and make the Group more vulnerable in the event of a downturn in its business.

There can be no assurance that the Group will be able to obtain the required additional financing, either on a short-term or long-term basis, on satisfactory terms or at all, which could result in the delay or abandonment of its development and expansion plans and an inability to successfully implement its business strategies. This could in turn adversely affect the Group's business, results of operations, financial condition and prospects.

Further, the demand for prefabricated structures is significantly dependent on the demand for low-cost public housing, the construction of social infrastructure and the increased pace of urban redevelopment in India, which are driven primarily by policies, incentives, budgetary allocations and other resources allocated for such projects by various central and state governmental entities, which, in turn, are influenced by the prevailing economic conditions in India, and globally. The Group cannot assure investors that the demand for public housing and social infrastructure will continue to grow at the same pace as it has in the past, or at all. Any adverse change in the focus or policy framework regarding such projects or any unanticipated decrease in the demand for such projects may materially and adversely affect the Group's business, financial condition and results of operations. Further, if a cheaper or faster alternative that meets the needs of cheaper housing or economically viable urban redevelopment becomes available, the Group's prefabricated business, and particularly its monolithic construction business, may be adversely affected, which may adversely affect its results of operations and the returns on its investments in capacity expansions.

Similarly, the demand for monolithic construction is positively impacted by the government focus on low-cost public housing and slum rehabilitation development projects. Although successive governments have identified "housing for all" as a key policy objective and given impetus to the affordable housing sector in India, government programmes are driven primarily by policies, incentives, budgetary allocations and other resources allocated for such programmes by various central and state government entities, which in turn are influenced by the prevailing economic conditions in India and globally. The Group cannot assure investors that demand for public housing will continue to grow at the same pace as it has in the past, or at all. Further, the capital intensive nature of the monolithic construction business, often marred by long and extended payment cycles, may adversely affect the Group's results of operations and the return on its investments in capacity expansion.

3. The Group's business is continuously expanding and the introduction of new products might expose it to new business risks which it may not have the expertise, the capability or the systems to manage.

The Group has, in the past, acquired companies and businesses which have helped the Group expand its product offerings, manufacturing facilities and customer base. The Group may continue to pursue acquisitions in the future to pursue growth and to position itself as a global plastics company. While the Group has not faced any

material problems with the integration of acquired businesses, there can be no assurance that integration issues will not arise in the future. Further, the Group's integration plans may take longer than expected or result in more costs than estimated. The success of past acquisitions and any future acquisitions will depend upon several factors, including the Group's ability to:

- expand its relationships with customers, suppliers and third parties and integrate acquired operations, products and technologies into the organisation; and
- retain and motivate key managerial personnel and to manage unanticipated problems, expenditures or legal liabilities of the acquired businesses.

Any acquisition or integration of expanded operations into the Group's existing operations may require a significant capital investment and financial resources. This, coupled with the delays associated with acquiring recognition in local markets, infrastructure readiness and the challenges of competing with established local firms, especially for hiring and retaining employees, can create a time lag between the initial capital outlay and the generation of a return on the capital employed. The Group cannot assure investors that it will be able to achieve the strategic purpose of such an expansion or an acceptable return on such an investment. Its inability to effectively execute the planned expansion strategy, integrate successfully the expanded operations or manage or finance such undertakings while managing existing operations may materially and adversely affect its overall operations and financial condition.

4. We may enter into any various forms of reorganization or restructuring including mergers, demergers, amalgamations, etc., which may adversely affect our results of operations, financial condition and prospects, and any such business combination could be adversely affected by, amongst other things, stringent approvals and compliance requirements.

The Group is into different businesses such as Custom Moulding and Prefab having different risk and rewards. Looking into the same, as part of our growth strategy, we may enter into one or more forms of reorganization or restructuring, including mergers, demergers, amalgamation, or divestment of any or all of our operations. We consider such opportunities on an ongoing basis as and when they do arise. Any such reorganization or restructuring, if undertaken by us, may result in divestment of any or all of our divisions, including profit making divisions, which may adversely affect our financial condition, profitability, results of operations and future prospects. The undertaking, and successful completion of, such reorganization or restructuring would also be subject to receipt of requisite approvals and applicable compliance and legal requirements, which could impact any proposed reorganization or restructuring exercise.

In addition, implementation of any such reorganization or restructuring will be a lengthy and time consuming process; it would involve significant costs and would result in diversion of management time and attention. Any inability to successfully implement any proposed reorganization or restructuring may also lead to an adverse impact on our growth, profitability and results of operations.

5. The Group has a substantial amount of outstanding indebtedness, which requires significant cash flows to service and there is no assurance that that it will generate sufficient cash to service its existing or proposed borrowings or fund other liquidity needs.

As of March 31, 2017, the Group's total consolidated debt was ₹ 4,005.65 crore including bank borrowings amounting to ₹ 3,061.65 crore, while the total standalone debt was ₹ nil. The Group intends to fund its new product lines and capacity expansion plans partially through debt and therefore expects to incur additional borrowings in the future. The Group's ability to meet its debt service obligations and repay outstanding borrowings will depend primarily on the cash generated by its businesses. Increasing the level of indebtedness also has important consequences for the Group such as:

- increasing vulnerability to general adverse economic, industry and competitive conditions;
- limiting the Group's flexibility in planning for, or reacting to, changes in its businesses and the industries it operates in;
- limiting the Group's the ability to borrow additional funds; and
- increasing the Group's interest expenditure, since a portion of its debt bears interest at floating rates.

The Group cannot assure investors that it will generate sufficient cash to service existing or proposed borrowings or fund other liquidity needs, which could have an adverse effect on its business, cash flows and results of operations.

Certain financing agreements impose restrictions on the amount of cash available to pay dividends or make loans and cash distributions to the Group or prohibit such payments altogether. In addition, the Group may enter into financing arrangements in the future that could impose additional restrictions on dividends, loans, advances and other payments.

6. The Group is involved in certain legal proceedings that, if determined against it, could adversely affect its business, financial condition and results of operations.

There are certain legal proceedings against the Group pending at different levels of adjudication before various courts and tribunals. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and quantifiable and include amounts claimed jointly and severally from the Group and other parties. Such litigation diverts management time and attention and consumes financial resources in their defence or prosecution. No assurance can be given as to whether these matters will be settled in favour or against the Group. Any unfavourable decision in any of these matters may have an adverse effect on the business, financial condition and results of operations of the Group. Further, the Group has significant operations and subsidiaries overseas, against which foreign courts may grant orders which may have an adverse effect on the business, financial condition and results of operations of such foreign subsidiaries. As on the date of this Information Memorandum there are no material legal proceedings initiated against the Group. For further details, please see “*Outstanding Litigation and Defaults*” on page 148 of this Information Memorandum.

7. The Group’s diverse and complex global operations subject it to risks in multiple countries that could adversely affect its business, cash flows, results of operations, financial condition and prospects.

The Group currently markets and distributes its products and services and has a presence in 11 countries across four continents, which include India, British Virgin Islands, France, Poland, Germany, Morocco, Tunisia, Hungary, Slovakia, the Netherlands and the United States. In the year ended March 31, 2017, 34.03% of the Group’s consolidated revenue from operations was generated from its Subsidiaries outside India. Further, please see “*Risk Factors – Cyclical changes in the plastics industry may adversely affect the Group’s revenue*” on page 15 of this Information Memorandum.

The Group’s future revenue growth depends upon the successful operation of its manufacturing facilities, the efficiency of its delivery and distribution system and the successful management of sales, marketing, support and service teams through direct and indirect channels in various countries around the world where it’s current or potential customers are located. The expansion of the Group’s business has required, and is expected to continue to require, establishment of new offices and manufacturing facilities, hiring of new personnel and managing businesses in widely disparate locations with different economies, legal systems, languages and cultures. In addition, the Group is affected by various factors inherent in carrying out business operations on an international scale, such as:

- coordinating and managing global operations;
- political instability and related uncertainties;
- different economic and business conditions and different accounting practices;
- difficulties in staffing and managing foreign operations, including co-ordinating and interacting with local representatives and partners to fully understand local business and regulatory requirements;
- immigration and labour laws, which may prevent the Group from deploying or retaining an adequate number of employees in foreign countries;
- foreign currency exchange rate fluctuations;
- varying and possibly overlapping tax regimes, including the risk that the countries in which the Group operates will impose taxes on inter-company relationships;
- exposure to different legal standards, warranty requirements and enforcement mechanisms, including differing creditors’ rights and insolvency regimes;
- restrictions on repatriation of earnings, tariffs and other restrictions on trade and differing import and export licensing and other legal requirements;

- maintaining stable and reliable transportation infrastructure; competition from global companies in similar lines of business;
- other regulatory changes affecting the Group's business and the plastics industry in general; and
- limited protection for intellectual property rights in some countries.

The complexity and scope of the Group's business places significant demands on its management. If it is unable to efficiently manage the factors set out above, the Group's business, cash flows, results of operations, financial condition and prospects could be adversely affected.

8. Payments in relation to services rendered pursuant to contracts entered into with the Indian Government and state-related entities which typically take a longer period than corporates and failure of customers of the Group to pay the amounts due to the Group on time or at all, could materially and adversely affect the Group's business, cash flows, results of operations, financial condition and prospects.

In Fiscal Year 2017, the revenue generated by the Group's prefabricated structures and monolithic construction businesses, taken together, accounted for approximately 34.24% of the Group's consolidated revenue. The Indian Government and state-related entities typically take a longer period than corporates to make payment for services rendered. The Group's reliance on such government contracts may lead to a longer working capital cycle. There can be no assurance that the Group will be able to obtain payment from the Indian Government and state-linked entities in a timely fashion, or, if bad debts fall due, that it will be able to enforce repayment for such amounts. Further, the Group generally provides credit terms to its customers across all its businesses. If there is any deterioration in the Group's customers' financial condition, including insufficient liquidity, they may be unable to pay the relevant accounts receivables on time or at all. Any failure or delay in payment could also require the Group to further extend its payment terms, restructure its accounts receivable or create allowances for doubtful debts. All of these factors could materially and adversely affect the Group's cash flows, results of operations and financial condition.

The Group's trade receivables as of March 31, 2017 were ₹ 1,245.85 crore, leading to an increase in its working capital requirements. Any on-going global economic uncertainty could increase the risk of customers being unable to pay amounts due to the Group and of customers or clients going into bankruptcy or re-organisation proceedings, which could affect the Group's ability to collect receivables. For details, please see "*Risk Factors – Change in global economic conditions or economic conditions in India could adversely affect Group's business and results of operation*" on page 23 of this Information Memorandum. If one or more of the Group's significant customers or clients were to become insolvent or otherwise unable or unwilling to pay for their orders, the business, cash flows, results of operations, financial condition and prospects could be adversely affected.

9. If the Group's contingent liabilities materialise, its results of operations could be adversely affected.

The Group's contingent liabilities as of March 31, 2017 include various matters pending with certain authorities including in respect of income tax, customs duty and service tax, pending export obligations, corporate guarantee. For further details, please see "*Financial Statements*" beginning on page 88 of this Information Memorandum. If these or any other contingent liabilities materialise, the Group's results of operations could be adversely affected.

10. Shortages of raw materials or volatility of raw material prices may adversely affect the Group's business and results of operations.

Raw material cost is the largest component of the Group's operating costs. In Fiscal Year 2017, the cost of materials consumed accounted for approximately 56.25% of the Group's consolidated expenses. The Group requires sufficient quantities of LLDPE, HDPE, cement, steel and PVC and other high-quality raw materials in a timely manner and at acceptable prices in order to sustain its operations. The Group acquires a significant portion of these raw materials from the spot market, and, as a result, its operations and operating

margins are vulnerable to changes in the supply and volatility in the prices of raw materials in the spot market.

For instance, the Group may not be able to obtain sufficient quantities of raw materials of the required quality, or at acceptable prices, in the future on the spot market. This may affect the Group's operating margins as it may not be able to pass on a short-term increase in prices of the raw materials it uses to the customers. The quality of the Group's products and customer acceptance of its products depends on the quality of the raw materials and the ability of suppliers to deliver these materials in a timely manner. The failure of the Group's counter-parties to deliver the raw materials in the necessary quantities or to adhere to specific delivery schedules, quality standards or technical specifications could adversely affect its ability to deliver orders on time and at the desired level of quality, giving rise to contractual penalties or liabilities for failure to perform contracts or a loss of customers and damage to reputation, any of which could materially and adversely affect the Group's business, cash flows, results of operations and prospects.

The most important raw materials for the Group's prefabricated structures and monolithic construction businesses are cement, steel and PVC. These materials are sourced from third parties and their price is subject to fluctuations. Any significant increase in the prices of these raw materials could materially affect these businesses, the results of operations and operating margins if such price increases cannot be totally or partially passed on to customers by way of higher selling prices.

A large amount of oil-based raw materials such as PVC, LLDPE and HDPE are required in the Group's custom moulding operations, and plastics resins, granules and powder constituted approximately 17.67% of the Group's consolidated expenses in Fiscal Year 2017. The Group procures all of its oil-based raw materials from the spot market. Although it has not experienced any significant difficulties in obtaining PVC, LLDPE and HDPE raw materials to satisfy its plastics production requirements in the past, the Group cannot assure investors that it will be able to meet its future PVC, LLDPE and HDPE requirements. Further, any significant increase in the prices of these raw materials could materially affect the Group's business, results of operations or financial condition if such price increases cannot be totally or partially passed on to the customers by way of higher selling prices.

The Group's inability to obtain high-quality raw materials in a timely and cost-effective manner may cause delays in production and delivery schedules, which may result in loss of customers and revenue, and, as a result, adversely affect its business, results of operations and operating margins.

11. The Group's inability to identify and understand evolving industry trends and preferences and develop new products, particularly those required for the custom moulding business, that meet its customers' evolving demands may adversely affect the Group's business, results of operations, financial condition and prospects.

Changes in competitive technologies may render certain of the Group's products obsolete or less attractive. The Group's ability to anticipate changes in technology and regulatory standards and to successfully develop and introduce new and enhanced products in a timely manner is a significant factor in its ability to remain competitive. This is particularly important in order to compete effectively in the custom moulding business. The Group cannot assure investors that it will be able to secure the necessary technological knowledge or capability, through technical assistance agreements or otherwise, which will allow the Group to develop its product portfolio in a manner that meets the demands of its customers, or that it will be able to install and commission the equipment needed to manufacture new products. If the Group is unable to obtain access to technology in a timely manner or at all, it may be unable to effectively implement its strategies, and its business, results of operations and prospects may be adversely affected. Moreover, the Group cannot assure investors that it will be able to achieve the technological advances that may be necessary for it to remain competitive or that certain of its products will not become obsolete.

The Group is also subject to the risks generally associated with new product introductions and applications, including lack of market acceptance, delays in product development and failure of products to operate properly. The Group cannot assure investors that it will be able to start new product programmes in time, or that the

transitioning of its manufacturing facilities and resources to full production under the new product programmes will not impact production rates or other operational efficiency measures at its production facilities. In addition, the Group cannot assure investors that its customers will execute on schedule the launch of their new product programmes for which it might supply certain parts or products. The Group's inability to successfully manage any of these risks could adversely affect its business, results of operations, financial condition and prospects.

12. The Group's business may be adversely affected by competition.

The Group's competitors include companies in India as well as a large number of international companies. A number of these international competitors have a larger scale of operations, greater financial resources and a broader range of products. These international competitors may also benefit from greater economies of scale and operating efficiencies. Emerging companies attempting to obtain a share of the existing plastics markets also create downward pressure on the selling prices of the Group's products. Further, in relation to its monolithic construction business, the Group is dependent on the award of contracts, which are typically subject to a competitive process. While service quality, technical ability, performance record, experience, health and safety records and the availability of skilled personnel are key factors in the award of construction contracts, price is often the deciding factor in most tender awards, which creates a competitive pricing environment.

The primary competitive factors for plastics products are price, quality, manufacturing flexibility, delivery time and customer service. The relative importance of these factors is determined by the needs of particular customers and the characteristics of particular products. For example, most of the water tanks produced by the Group are of commodity grade and competition is principally on price. To the extent that one or several of the Group's competitors gain an advantage with respect to any key competitive factor, the Group's business could be adversely affected. The Group may also face increased competition from other market players in the prefabricated structures and monolithic construction businesses.

Certain changes in the competitive environment could also have a material adverse effect on the Group's business, prospects and operations. These changes could include significant capacity expansion by competitors, entry of new competitors into the Group's key markets, intensification of price competition from other producers, and, in particular, producers with access to cheaper feedstock, the adoption of new trade restrictions and the adoption of new environmental laws and regulatory requirements. The Group cannot assure investors that it will be able to compete successfully against either current competitors or new competitors in the future. Increased competition could result in significant price competition, reduced revenue, lower profit margins or loss of market share, any of which could materially and adversely affect its business, results of operations, financial condition and prospects.

13. Cyclical changes in the plastics industry may adversely affect the Group's revenue.

A significant proportion of the Group's plastics products are fungible with the products of its competitors. As such, there are limitations on the Group's ability to control the selling prices of these products. The plastics industry has been characterised by cyclical market conditions. The Group's margins are sensitive to changes in industry capacity, output levels, supply and demand balances domestically, regionally and internationally and changes in consumer demand for particular products. The demand for plastics products is typically dependent on the level of general economic activity, and weak economic conditions tend to mean reduced demand. Supply is affected by significant capacity additions, and, if such additions are not matched by a corresponding growth in demand, the average operating rates and margins in these industries will fall. It is not possible to predict accurately the supply and demand balances, general economic growth rates, market conditions and other factors that may affect industry operating rates and margins in the future. A downturn in the market for any of the Group's products may adversely affect the selling price or margins of such products and, as a result, its results of operations.

14. Most of the customers of the Group's custom moulding products do not commit to firm purchase orders for more than one month in advance and alterations in customer forecasts or orders could adversely affect its operating results and result in a mismatch in its inventory of raw materials and of its finished products.

The Group's customers of its custom moulding products do not commit to firm purchase orders for more than one month in advance and in some cases commit to firm orders as short as one week in advance, which subjects the Group to substantial risks. Customers may change actual production quantities or delay production for a number of reasons. The volume and timing of sales to the customers of its custom moulding products may vary due to:

- variation in demand for its customers' products;
- its customers' attempts to manage their inventory;
- design changes; and
- changes in its customers' manufacturing strategy.

Accordingly, the Group continues to experience reduced lead times in orders from such customers. The Group's inability to forecast the level of customer orders with certainty influences the way the Group sets up its business, schedules production and maximises utilisation of manufacturing capacity. In the past, the Group has been required to increase staffing and other expenses in order to meet the anticipated demand of its customers. Where such anticipated orders have failed to materialise or delivery schedules have been deferred as a result of changes in the Group's customers' business needs, its results of operations have been adversely affected. On other occasions, the Group's customers have required a rapid increase in production, which has placed an excessive burden on its resources and caused a material increase in costs. Such customer order fluctuations and deferrals have exerted pressure on the Group in the past, and it may experience such effects in the future.

The Group typically commits to order raw materials from its suppliers based on customer forecasts and orders. Cancellation by customers or any delay or reduction in their orders can result in a mismatch between the inventory of raw materials and the manufactured product that the Group holds, and could result in excess inventory and reduced working capital, pending sales of such products. This could adversely affect the orderly management of the Group's inventory, and could adversely affect its operating cash flow.

15. The Group is exposed to significant execution risks in relation to some contracts for its monolithic construction business, which may prevent it from realising the expected results and earnings.

Some of the projects for the Group's monolithic construction business are performed on a fixed-price or lump-sum basis. Under the terms and conditions of such fixed-price or lump-sum contracts, the Group agrees to provide engineering, procurement and construction services at a fixed price for part of the project. In the case of turnkey contracts, the Group agrees to provide completed facilities which are delivered in a ready-to-operate condition, subject to contract variations pursuant to changes in the client's project requirements and escalation clauses relating to increases in the prices of raw materials. The actual costs incurred by the Group in connection with the execution of a fixed-price or lump-sum turnkey contract may, however, vary from the assumptions underlying its bid for several reasons, including:

- unanticipated changes in engineering design of the project;
- inaccurate drawings and technical information provided by clients on which bids were based;
- unforeseen design and engineering construction conditions, site and geological conditions, resulting in delays and increased costs;
- inability of its clients to obtain requisite environmental and other approvals;
- delays associated with the delivery of equipment and materials to the project site;
- unanticipated increases in costs of equipment and other raw materials;
- delays caused by local and seasonal weather conditions; and
- suppliers' or sub-contractors' failure to perform their obligations in a timely manner.

Under item-rate contracts, the Group agrees to provide certain construction activities at a rate specified in the relevant contract. Such contracts provide an estimate of the quantity of activities involved and these quantities may be varied by the parties during the course of the project. While the additional costs associated with actual quantities exceeding estimated quantities may pass to the Group under typical circumstances, the Group, however, bears the risk associated with actual costs for construction activities exceeding the estimates in cases where contracts contain limits on price escalation clauses. Unanticipated costs or delays in performing part of

the contract can have compounding effects by increasing costs of performing other parts of the contract. These variations and the risks generally inherent in the monolithic construction business may result in the Group's profits being different from those originally estimated and may result in reduced profitability or losses on projects.

16. The Group may not possess the bid capacity and pre-qualification capability to bid for larger projects in relation to its monolithic construction business and there is no assurance that it will be able to enhance, or maintain, its bid capacity and its pre-qualification capabilities, or that it will be able to continually secure projects, which may adversely affect its business, results of operations and prospects.

The growth of the Group's monolithic construction business is dependent on its ability to bid for and secure larger projects than those that it currently undertakes. Bidding for such projects is dependent on various criteria, including bid capacity and pre-qualification capability.

Bid capacity relates to the highest possible value of a single project that can be awarded to the Group. In addition to meeting bid capacity requirements, the Group may also be required to pre-qualify for the projects. This includes various factors such as the technical capability and experience of having executed similar projects. The Group generally bids for monolithic construction projects on a standalone basis and does not bid jointly with other parties. The Group's failure to satisfy the pre-qualification requirements for larger projects, or its failure to execute its existing construction projects on time and in accordance with the prescribed quality standards may result in the Group not being able to bid, or being disqualified from bidding, for certain projects. It is imperative to enhance the Group's bid capacity and pre-qualification capability in order to bid for larger projects. However, the Group cannot assure investors that it will be able to enhance, or maintain, its bid capacity and its pre-qualification capabilities, or that it will be able to continually secure projects, which may adversely affect its business, results of operations and prospects.

17. Tender processes in relation to the Group's monolithic construction business may be subject to unexpected adjustments, delay or cancellation, thereby reducing or eliminating its ability to undertake new projects.

Several projects in the monolithic construction business are awarded through competitive bidding processes. There can be no assurance that the projects for which the Group bids will be tendered within a reasonable time, or at all. The tender processes may also be subject to change in qualification criteria, unexpected delays and uncertainties. In the event that new projects which have been announced, and which the Group plans to tender for, are not put up for tender within the announced time frame, or qualification criteria are modified such that the Group is unable to qualify, its business, results of operations, financial condition and prospects could be materially and adversely affected.

Further, the Group cannot assure investors that the revenue anticipated from its existing projects will be realised or, if realised, will be realised on time or result in profits. Projects may not achieve financial closure. In addition, project delays, cancellations or adjustments may occur from time to time due to a variety of reasons, including incidents of force majeure or legal impediments. Any delay in projects could materially and adversely affect the growth of the Group's order inflows and, as a result, its future earnings and profits.

18. Any disruption in, shutdown, or loss of the Group's operations at any of its production facilities could materially and adversely affect its business, results of operations and financial condition.

The Group's production facilities are subject to operating risks. These risks include the breakdown or failure of equipment, power supply or other processes, performance below expected levels of output or efficiency, obsolescence, natural disasters or unusual changes in weather and environment, industrial accidents, continued interruption of services of the Group's external contractors and increased compliance costs associated with any onerous directives by the relevant government authorities.

Each of the Group's manufacturing facilities in India has its own labour union which negotiates incentive payments and issues affecting workers with its management. The Group believes its relations with its employees are generally good. However, the Group cannot assure investors that it will not experience any strikes, labour disputes, lock-outs, work stoppages or other industrial action in the future. Any such event could disrupt the Group's operations, possibly for a significant period of time, result in increased wages and other benefits or otherwise materially and adversely affect its business, results of operations and financial condition.

In addition, many of the Group's customers have unionised workforces. Work stoppages or slow-downs experienced by the Group's customers, particularly those related to its custom moulding business could result in slow-downs or closures of assembly plants where the Group's products are included. In the event that one or more of the Group's customers experience a work stoppage, the Group's business and results of operations could be adversely affected.

The occurrence of any of these risks could significantly affect the Group's operating results. Under certain unfavourable conditions caused by one or more factors listed above, the Group might be forced to pursue special production plans that may differ from its routine production activities, including temporarily closing its production facilities, shortening operation time and reducing production shifts. As a result, the Group's productivity might materially decrease and it may experience delays in the delivery of its products in a timely and cost-effective manner. Any disruption in, shutdown, or loss of operations due to the occurrence of any of the risks described above could have a material and adverse effect on the Group's business, results of operations and financial condition.

The Group also carries out planned shutdowns of its facilities for maintenance. Any significant operational problems or disruption in, shutdown, or loss of the Group's operations at any of its production facilities could materially and adversely affect its business, results of operations and financial condition.

19. The Group's business and operations could be adversely affected by any delays or increased costs that it may face in transporting its raw materials, components or finished products.

The Group currently does not possess its own logistical infrastructure and typically uses third party service providers for transportation and delivery of its raw materials, components or finished products. Some of the factors that may interrupt delivery of its products include unavailability of suitable transporters, delays in transportation, damage or loss of goods during transit, strike by unionised transportation providers, inadequacies in transport infrastructure, natural disasters (including floods), or any unusual or sudden rise in the cost of transportation or the price of fuel. If the Group was to experience any interruption due to any of the above factors, it cannot assure investors that it will be able to organise alternative methods of transportation in a timely and cost-effective manner or at all, which could in turn materially and adversely affect its business and operations.

20. Energy price increases or inadequate supply may adversely affect the Group's business, cash flows and results of operations.

Energy prices, particularly for petroleum-based sources, are volatile and an increase in energy prices could lead to an increase in costs for the Group and its suppliers and customers, as well as increasing the cost of operating its production facilities. Any such increase in costs could increase the Group's operating costs if it is unable to increase its product prices enough to offset these increased costs. This could adversely affect the Group's business, cash flows and results of operations.

Substantial amounts of electricity are consumed in the Group's production processes procured on merchant basis. Power and fuel constituted 1.77% of the Group's consolidated revenue in the Fiscal Year 2017.

If supply of electricity is not available at these facilities for any reason, the Group will need to rely on alternative sources, which may not be able to consistently meet its requirements. The cost of

electricity purchased from alternative sources could be significantly higher, thereby adversely affecting the Group's cost of production and profitability. Further, if for any reason sufficient electricity is not available, the Group may need to shut down its production facilities until an adequate supply of electricity is restored, which would in turn adversely affect its business, cash flows and results of operations.

21. Certain of the Group's manufacturing processes are complex and involve use of hazardous products like explosives.

The production of polymer and plastic products as well as products involving composite materials involves complex, precise and often dangerous processes, requiring production in tightly controlled environments. As a result, the Group's plastics manufacturing operations are vulnerable to manufacturing problems.

The interruption of certain processes or the failure to achieve acceptable manufacturing yields at any of its facilities would adversely affect the Group's business and results of operations. Further, the Group's businesses involve certain inherently dangerous activities exposing it to a number of additional risks, including fires, explosions, leakage, release of toxic fumes and other unexpected or dangerous conditions causing personal injury or death, property damage, environmental damage or interruption of operations.

In addition, the Group has limited operating experience with certain complex plastic manufacturing processes, in particular in respect of its new product lines. Its operations would be adversely affected if the Group is not able to overcome manufacturing problems or secure access to advanced plastics manufacturing process technologies or maintain the necessary safety measures in a timely and cost-effective manner.

22. The Group is required to obtain and maintain quality and product certifications for certain markets and customers, particularly in relation to its custom moulding business.

In some countries, certain certifications for products with regard to specifications and quality standards are necessary or preferred in order for these products to be accepted by customers and markets. As such, the Group needs to be able to obtain and maintain the relevant certifications, particularly in relation to its custom moulding business. In addition, some customers also require the Group to maintain certain standards and conduct inspections at regular intervals to ensure that these standards are maintained. If the Group is unable to meet or maintain the requirements needed to secure or renew such certifications, its business, results of operations and prospects could be adversely affected.

23. Sales of the Group's custom moulding products may result in exposure to intellectual property infringement claims.

Although the Group typically confirms that its processes do not violate existing intellectual property rights of third parties, it may face claims that its custom moulding product designs or manufacturing processes infringe third party intellectual property rights. Even though its manufacturing services contracts generally require customers to indemnify the Group for infringement claims relating to the product specifications and designs, a particular customer may be unwilling or unable to satisfy its indemnity obligations. In addition, the Group may be responsible for claims that the processes or components that it uses in manufacturing infringe third party intellectual property rights. Infringement claims could subject the Group to significant liability for damages and potentially injunctive action and, regardless of merit, could be time-consuming and expensive to resolve.

24. The Group may be liable under warranties or performance guarantees that it ordinarily gives in relation to its projects or contracts, or if its products or projects do not comply with applicable laws, which may adversely affect its business, financial condition and results of operations.

In the ordinary course of its business, the Group typically provides warranties in relation to the products it sells and performance guarantees in relation to the projects it undertakes. If any product or project, during the relevant period covered by the warranty or performance guarantee, as the case may be, fails

to meet the specified performance levels, the Group would typically be required to either rectify such defects, or replace the product free of cost or pay compensation based on the terms of the contract. Further, the Group's products and projects are required to comply with applicable laws, and non-compliance with such laws may expose it to contractual and legal liabilities associated with such non-compliance. Any of these risks may adversely affect the Group's business, financial condition and results of operations. Further, the failure of any product to meet the specified performance levels or non-compliance with applicable laws could also expose the Group to certain penalties and result in damage to its reputation.

25. The Group's inability to obtain, renew or maintain the permits and approvals required to operate its business may materially and adversely affect its business, results of operations and financial condition.

The Group requires certain permits and approvals to operate its business and production facilities, including the permits required by relevant environmental regulatory authorities. The Group is required to renew certain of these permits and approvals on a regular basis and may be required to obtain new permits and approvals. While the Group believes that it will be able to obtain such permits and approvals, it cannot assure investors that the relevant authorities will issue any such permits or approvals in the time frame anticipated by it, or at all. The Group's inability to renew, maintain or obtain the required permits and approvals, intellectual property and technology licences in a timely manner, or at all, may interrupt its operations, or delay, or prevent the implementation of its capacity expansion programme and may materially and adversely affect its results of operations, financial condition and prospects. The Group cannot assure investors that there will be no change in the laws and regulations or their interpretation thereof, either by a court of law, regulatory authority or otherwise, which will require it to obtain additional approvals or consents. While the Group believes that it will be able to obtain such approvals and consents, as and when required by such changes, it cannot assure investors that the relevant authorities will issue any such approvals or consents in the time frame anticipated by it, or at all. The Group's inability to obtain the required consents, approvals, authorisations, orders, registrations, qualifications, clearances and filings with any authority may materially and adversely affect its results of operations, financial condition and prospects. For further details, see "*Government Approvals*" beginning on page 149 of this Information Memorandum.

26. The Group is subject to stringent environmental regulations and changes in environmental regulations could expose it to costs arising from environmental compliance and adversely affect its results of operations.

The Group is subject to regulation by various pollution control boards in India. These state pollution control boards, from time to time, inspect its manufacturing facilities for compliance with relevant environmental laws and regulations, including the Water Act, the Air Act and the Hazardous Wastes Rules. These and other laws and regulations impose controls on discharge of air and water, on the storage, handling, discharge and disposal of chemicals, employee exposure to hazardous substances and other aspects of the Group's operations. Some of the Group's manufacturing processes are hazardous and require stringent safety standards.

The discharge of hazardous substances or pollutants may cause the Group to be liable for payment of fines. In addition, the Group may be required to incur costs to remedy the damages caused as a result of such discharges. In the plastics industry, the principal environmental concerns relate to waste water and air emissions from certain chemicals used in the production process. There can be no assurance that the relevant regulatory authorities will not require the Group to obtain additional approvals, or impose new, stricter regulations which would require additional expenditures on environmental protection.

Applicable environmental, public health and safety legislation could change in the jurisdictions where these Subsidiaries operate that could require them to obtain permits or administrative authorisations in relation to their businesses. Any failure to secure these permits or authorisations in a timely manner could prevent them from pursuing some of their respective current or planned activities, which may materially and adversely affect the Group's results of operations, financial condition and prospects.

Further, adoption of new health, safety and environmental laws and regulations, new interpretations of existing laws, increased governmental enforcement of environmental laws or other developments in the future may

require the Group to incur additional capital expenditure or operating expenditure, curtail its production activities or take other action that could materially and adversely affect its results of operations and financial condition. In particular, safety, health and environmental laws and regulations in India have become increasingly stringent and may become more stringent in the future. The costs of complying with these requirements could also increase significantly. The measures implemented by the Group to comply with these new laws and regulations may not be deemed sufficient by the governmental authorities and compliance costs may significantly exceed the Group's current estimates. If it fails to meet environmental requirements, the Group may also be subject to administrative, civil and criminal proceedings by governmental authorities, as well as civil proceedings by environment groups and other individuals, which could result in substantial fines and penalties as well as orders that could limit or harm its operations.

27. The Group's success depends to a large extent on its ability to attract and retain key personnel.

The Group's future success and business strategy substantially depends on the continued services and performance of senior members of management and to a large extent on its ability to identify, attract, hire, train, retain and motivate skilled personnel. If the Group loses the services of any of its key senior management personnel, it would be difficult to find and integrate replacement personnel in a timely manner and could significantly impair its ability to develop and implement its business strategies.

Competition for qualified personnel in the plastics industry is intense, given the limited supply of such personnel and because they are highly sought after by the Group's competitors. The Group may need to increase pay structures to attract and retain such personnel and it cannot assure investors that increased salaries will be successful in retaining such personnel. In addition, the Group may not be able to redeploy and retrain its employees to keep pace with continuing changes, evolving standards and changing customer preferences. Further, factors such as the loss of the services of senior management personnel, inability to recruit or train a sufficient number of experienced personnel, to manage attrition levels, or failure to hire and retain sufficient numbers of qualified personnel could adversely affect the Group's business, results of operations, financial condition and prospects.

28. The Group has entered into, and may continue to enter into, related party transactions.

The Group has from time to time engaged in a variety of transactions with its associated companies. The transactions it has entered into have involved, and any future transactions with related parties could potentially involve, conflicts of interest. Furthermore, it is likely that the Group will continue to enter into related party transactions in the future. The Group's policy on transactions with associated companies is that such transactions are conducted on an arm's length basis in the ordinary course of business.

Regulations in India require disclosure of related party transactions in a listed company's financial statements, as well as shareholders' approval under the Companies Act, 2013. Further, there can be no assurance that the terms of the transactions that the Group enters into with related parties will be, beneficial to the Group. For further details, please see "*Financial Statements - Notes to the Audited Financial Statements*" on page 125 this Information Memorandum.

29. The Group may not be able to obtain or maintain adequate insurance, which could materially and adversely affect its business, results of operations and financial condition.

The Group's operations are subject to hazards and risks inherent in the use of chemicals and other hazardous materials in the course of its production processes, such as explosions, chemical spills, storage tank leaks, discharges or release of hazardous substances and other environmental risks, mechanical failure of equipment at its facilities and natural disasters. In addition, many of these operating and other risks may cause personal injury and loss of life, severe damage to or destruction of the Group's properties and the properties of others and environmental pollution and may result in suspension of operations and the imposition of civil or criminal penalties. If any or all of the Group's production facilities are damaged in whole or in part and its operations are interrupted for a sustained period, there can be no assurance that the Group's insurance policies will be adequate to cover the losses that may be incurred as a result of such interruption or the costs of repairing or replacing the

damaged facilities or any third party claims. If the Group suffers a large uninsured loss or any insured loss suffered by it significantly exceeds its insurance coverage, its business, results of operations and financial condition may be adversely affected.

In addition, the Group's insurance coverage is generally subject to annual renewal. In the event premium levels increase, it may not be able to obtain the same levels of coverage in the future as it currently has or it may only be able to obtain such coverage at substantially higher cost than it is currently paying. If the Group is unable to pass these costs to customers, the costs of higher insurance premiums could adversely affect its results of operations and financial condition. Alternatively, the Group may choose not to insure, which, in the event of any damage or destruction to its facilities or defects to its products, could materially and adversely affect its business, results of operations and financial condition.

30. Any delay in the implementation or failure in the operation of the Group's information systems could disrupt its operations and cause an unanticipated increase in costs.

The Group has implemented various IT solutions to cover key areas of its operations. For instance, it has implemented systems to consolidate data and other key performance parameters at regional and global levels. Other significant IT solutions include systems designed to provide data security and to allow for collaboration of information across the network, as well as supply chain solutions to cover critical processes in relation to customers and suppliers across manufacturing facilities. Any delay in the implementation or failure in the operation of these information systems could result in material adverse consequences, including disruption of operations, loss of information and an unanticipated increase in costs. Further, these systems are potentially vulnerable to damage or interruption from a variety of sources, which could result in a material adverse effect on the Group's operations.

31. A significant portion of the shareholding of the Promoters and the Promoter Group has been pledged, invocation of which may adversely affect the value of the Equity Shares.

As of May 30, 2017, the aggregate shareholding of the Promoters and Promoter Group is 30.63% out of which 16.83% of the total share capital of the Company has been pledged as security for the loans taken by the Promoters and Promoter Group from certain lenders. In the event of any invocation of such pledge by certain or all of the lenders, the shareholding of the Promoters and the Promoter Group may decrease and the value of the Equity Shares may be adversely affected.

32. The Company's ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.

The amount of future dividend payments, if any, will depend upon the Group's future earnings, financial condition, cash flows, working capital requirements, the terms and conditions of the Group's indebtedness and capital expenditures. Any declaration and payment as well as the amount of dividend will also be subject to the constitutional and contractual documents including the Group's financing documents and applicable laws and regulations in India, including, in case of any final dividend, the approval of shareholders. There can be no assurance that the Company will be able to pay dividends in the future.

External Risk Factors

33. Changed in legislation or the rules relating to tax regimes could adversely affect our business, prospects, cash flows and results of operations

The tax scheme in India is extensive and subject to change from time to time and any adverse changes in any of the taxes levied by the Central or State Governments could adversely affect our competitive position and profitability. The Government of India has proposed a comprehensive national goods and services tax ("GST") regime that will combine taxes and levies by the Central and State Governments into a unified rate structure. Although the legislative bill has been passed by both houses of Parliament and has also received the assent of the President of India after ratification by more than half of the States, we are unable to provide any assurance as

to the exact date of when GST is to be introduced or any other aspect of the tax regime following implementation of the GST. Further, any disagreements between certain State Governments may also create further uncertainty towards the implementation of the GST.

Any such future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. Further, the General Anti Avoidance Rules (“GAAR”) is proposed to be effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us. We have not determined the impact of such proposed legislations on our business. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

34. Change in global economic conditions or economic conditions in India could adversely affect Group’s business and results of operation.

The financial condition and results of operations of the Group depend significantly on global economic conditions and the health of the Indian economy. Various factors may lead to a slowdown in the Indian or world economy which may in turn adversely affect the business, financial performance and operations of the Group.

The Group derives revenue from its operations from 11 countries across four continents, including India and the performance and growth of the Group’s business is significantly dependent on the performance of the Indian economy and the countries where the Group operates. In particular, the Group derives a large part of its revenue from India which constituted approximately 65.92% of its consolidated revenue for the 12 months ended March 31, 2017. In the past, the Indian economy has been affected by global economic uncertainties, liquidity crisis, domestic policies, global political environment, volatility in interest rates, currency exchange rates, commodity and electricity prices, rising inflation rates and various other factors.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including, but not limited to, macroeconomic conditions in the United States, in Europe and in certain emerging economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. For example, recent political events such as the proposed exit of the United Kingdom from the European Union have caused fluctuations in the global economy, including the Indian economy. Any worldwide financial instability, whether or not linked to political events, may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect the Group’s business, future financial condition and results of operations.

The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections. The dislocation of the sub-prime mortgage loan market in the United States since September 2008, and the more recent European sovereign debt crisis, has led to increased liquidity and credit concerns and volatility in the global credit and financial markets. These and other related events have had a significant impact on the global credit and financial markets as a whole, including reduced liquidity, greater volatility, widening of credit spreads and a lack of price transparency in the global credit and financial markets.

Risk management initiatives undertaken by financial institutions in order to remedy the global economic slowdown could affect the availability of funds in the future or cause withdrawal of the Group’s existing credit facilities. Further the Indian economy is undergoing many changes and it is difficult to predict the impact of certain fundamental economic changes on the Group’s business. Economic conditions outside India, such as a

slowdown or recession in the economic growth of other major countries, may also have an impact on the growth of the Indian economy. Additionally, an increase in trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and the Group's business. Any downturn in the macroeconomic environment in India could also adversely affect the business, results of operations, financial condition of the Group. Further, any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact the Group's ability to raise additional financing, the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on the Group's financial results and business prospects, its ability to obtain financing for capital expenditures and the price of its securities. Acts of terrorism, civil disturbance, communal conflicts, regional conflicts and other similar threats to security could adversely affect the Group's business, cash flows, results of operations and financial condition.

Increased political instability and regional conflicts, evidenced by the threat or occurrence of terrorist attacks, enhanced national security measures, conflicts in several countries and regions in which the Group operates, strained relations arising from these conflicts and the related decline in consumer confidence may hinder its ability to do business. Any escalation in these events or similar future events may disrupt the Group's operations or those of its customers and suppliers and could affect the availability of raw materials needed to produce its products or the means to transport those materials to its facilities and finished products to customers. These events have had and may continue to have an adverse impact on the global economy and customer confidence and spending in particular, which could in turn adversely affect the Group's revenue, operating results and cash flows. The impact of these events on the volatility of global financial markets could increase the volatility of the market price of securities and may limit the capital resources available to the Group and to its customers and suppliers.

35. Natural disasters could have a negative impact on the Indian economy and damage the Group's facilities.

The Group's manufacturing facilities are vulnerable to natural disasters. In addition, natural disasters such as floods, earthquakes, epidemics or famines have in the past had a negative impact on the Indian economy. If any such event were to occur, the Group's business could be affected due to the event itself or due to its inability to effectively manage the effects of the particular event. Potential effects include the damage to infrastructure and the loss of business continuity, business information or inventories of raw materials or finished goods. In addition, some of the Group's facilities are more suitable or possess specialised equipment necessary to work on specialised products that its other locations lack. If work at one of these facilities is disrupted due to the occurrence of any such event, it may be impractical or impossible to transfer such specialised work to another facility without significant costs and delays. Thus, any disruption in operations at a facility possessing specialised equipment could have a material adverse effect on the Group's ability to provide products to its customers, and thus materially and adversely affect the Group. In the event that the Group's facilities are affected by any of these factors, its operations may be significantly interrupted, which may have a material adverse effect on its business, results of operations, financial condition and prospects.

36. Political instability or significant changes in the economic liberalisation and deregulation policies of the Government or in the government of the states where the Group operates could disrupt its business.

The Government has traditionally exercised and continues to exercise a significant influence over many aspects of the Indian economy. The Group's businesses, and the market price and liquidity of its securities may be affected by changes in exchange rates and controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments in or affecting India.

In recent years, India has been following a course of economic liberalisation and the Group's business could be significantly influenced by economic policies framed by the Government. Further, the Group's businesses are also impacted by regulation and conditions in the various states in India where it operates.

However, there can be no assurance that such policies will continue in the future. Government corruption, scandals and protests against certain economic reforms, which have occurred in the past, could slow the pace of liberalisation and deregulation. The rate of economic liberalisation could change, and specific laws and policies affecting foreign investment, currency exchange rates and other matters affecting investment in India could change as well.

37. We may raise additional equity capital which may dilute your existing shareholding.

Our growth and business strategies may require us to raise additional capital which may be met through a further issue of equity shares, or securities convertible into Equity Shares. Any issuance of Equity Shares to persons other than the existing equity shareholders will dilute your existing equity shareholding. Further, we may obtain funding from our Promoters through an equity infusion. This will also dilute your shareholding.

38. Significant differences exist between Indian GAAP and other accounting principles, such as IFRS, which investors may be more familiar with and may consider material to their assessment of the Group's financial condition.

As stated in the reports of the independent auditors included in this Information Memorandum, the Group's financial statements are prepared and presented in conformity with Indian GAAP, which has been consistently applied during the periods stated, except as provided in such report. No attempt has been made to reconcile any of the information given in this Information Memorandum to any other principles or to base it on any other standards. Indian GAAP differs in certain significant respects from IFRS and other accounting principles and auditing standards with which prospective investors may be familiar in other countries. If the financial statements of the Group were to be prepared in accordance with such other accounting principles, its results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of the Group's financial statements and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar.

39. Public companies in India, including the Company, may be required to prepare financial statements under IFRS or a variation thereof, the Indian Accounting Standards ("IND AS"). The Company may be adversely affected by this transition to IND AS.

The MCA, pursuant to a notification dated February 16, 2015, has issued the Companies (Indian Accounting Standards) Rules, 2015 which lay down a roadmap for companies other than insurance companies, banking companies and non-banking finance companies for the implementation of IND AS converged with IFRS. Accordingly companies in India, including the Company, having a net worth of more than ₹ 500 crores are mandatorily required to prepare annual financial statements under IND AS for the accounting period beginning from the April 1, 2016 with comparatives for the period ending March 31, 2016. Our Company has adopted IND AS for the accounting period beginning from April 1, 2016 and has published audited financial results for the year ended March 31, 2017. Additionally, IND AS has fundamental differences with IFRS and therefore financial statements prepared under IND AS may be substantially different from financial statements prepared under IFRS. The Group cannot assure investors that its financial condition, results of operations, cash flow or changes in shareholders' equity will not appear materially different under IND AS from that under Indian GAAP or IFRS. As the Company has adopted the IND AS reporting, it may encounter difficulties in the ongoing process of implementing and enhancing its management information systems. There can be no assurance that the adoption of IND AS will not adversely affect the Group's reported results of operations or financial condition.

40. The Group's business and activities may be regulated by the Competition Act and any adverse application or interpretation of the Competition Act could materially and adversely affect its business, financial condition and results of operations.

The Competition Act seeks to prevent business practices that have or are likely to have an appreciable adverse effect on competition in India and has established the CCI. Under the Competition Act, any arrangement,

understanding or action, whether formal or informal, which has or is likely to have an appreciable adverse effect on competition is void and attracts substantial penalties. Any agreement which, directly or indirectly, determines purchase or sale prices, limits or controls the production, supply or distribution of goods and services, or shares a market by way of geographical area or number of customers is presumed to have an appreciable adverse effect on competition. Provisions of the Competition Act relating to the regulation of certain acquisitions, mergers or amalgamations, which have a material adverse effect on competition and regulations with respect to notification requirements for such combinations, came into force on June 1, 2011. The effect of the Competition Act on the business environment in India is still evolving and unclear and it is difficult to predict its impact on the Group's growth and expansion strategies. The CCI has extra territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India. If the Group is affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act or any enforcement proceedings initiated by the CCI or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, it may adversely affect its business, results of operations, financial condition or prospects.

41. The Company's ability to raise foreign capital may be constrained by Indian law.

As an Indian company, the Company is subject to foreign exchange management regulations that regulate borrowing in foreign currencies. Such regulatory restrictions limit the Group's financing sources and hence could constrain its ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, there can be no assurance that the required approvals will be granted on favourable terms or at all. Limitations on raising foreign debt may have an adverse effect on the Group's business, financial condition and results of operations.

42. Foreign investors are subject to foreign investment restrictions under Indian law that limit the Company's ability to attract foreign investors, which may adversely affect 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 requirements specified by the RBI and other applicable governmental authorities. If the transfer of shares is not in compliance with such requirements or falls under any of the specified exceptions, then prior approval of the RBI and other applicable governmental authorities will be required. In addition, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no-objection or tax clearance certificate from the income tax authority. Additionally, the Indian government may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Indian government experiences extreme difficulty in stabilising the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Indian government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. There can be no assurance that any approval required from the RBI or any other applicable government authority can be obtained on any particular terms or at all.

PROMINENT NOTES

1. As on March 31, 2017, the net worth of our Company on a standalone basis was Rs. 414.20 crore and on a consolidated basis was Rs. 3114.18 crore.
2. For details of our transactions with related parties during the year ended March 31, 2017 as per Ind-AS 24, the nature of such transactions and the cumulative value of such transactions, please see “*Financial Statements – Related Party Transactions*” and “*Financial Statements – Related Party Transactions*” on page 125.
3. No selective or additional information will be available for a section of investors in any manner whatsoever.

SECTION III – INTRODUCTION

GENERAL INFORMATION

Our Company (Corporate Identification Number U74120GJ2015PLC084071) was incorporated as a private limited company on 4th August 2015 under the provisions of the Companies Act, 2013 in the name of Neev Educare Private Limited. Thereafter, it was converted into public limited company and the name was changed to Neev Educare Limited with effect from 13th May 2016. The name was further changed to Sintex Plastics Technology Limited with effect from 1st June 2016. The Hon'ble National Company Law Tribunal, Bench, at Ahmedabad vide its order dated 23rd March, 2017, has approved the Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Prefab and Infra Limited and their respective shareholders and creditors ('the Scheme').

Registered Office of our Company:

Sintex Plastics Technology Limited

In the premises of Sintex-BAPL Ltd.,
Near Seven Garnala,
Kalol (N.G.) - 382721 Telephone: +91 2764 253 500
Email: ankitsomani@sintex-plastics.com
Website: www.sintex-plastics.com
CIN: U74120GJ2015PLC084071
Registration Number: 084071

Address of the RoC

ROC Bhavan
Opposite Rupal Park Society
Behind Ankur Bus Stop Naranpura
Ahmedabad 380 013

Board of Directors:

The Board of Directors as on the date of filing of the Information Memorandum are:

Sr No	Name of Directors
1	Mr Arun P. Patel
2	Mr Dinesh B. Patel
3	Mr Rahul A. Patel
4	Mr Amit D. Patel
5	Mr Pravin Kanubhai Laheri
6	Mr Desh Raj Dogra
7	Mr Kiritbhai Chimanlal Shah
8	Ms Namita Rashesh Shah

For further details of the Board of Directors of our Company, please refer to the section titled "Management".

CFO

Mr. Jaimin Damani

In the premises of Sintex-BAPL Ltd.,
Near Seven Garnala,
Kalol (N.G.) - 382721 Tel: +91 2764 253 500

Manager

Ms. Nimisha Modi

In the premises of Sintex-BAPL Ltd.,
Near Seven Garnala,
Kalol (N.G.) - 382721Tel: +91 2764 253 500

Company Secretary and Compliance Officer:

Mr. Ankit Somani

In the premises of Sintex-BAPL Ltd.,
Near Seven Garnala,
Kalol (N.G.) - 382721Tel: +91 2764 253 500
Email ID: ankitsomani@sintex-plastics.com

Legal Advisor to the listing

M. C. Gupta & Co.

Company Secretaries
703, Mauryansh Elanza,
Near Parekh's Hospital,
Shyamal Cross Roads,
Satellite, Ahmedabad – 380 015
Tel: 079-26769976, 079-66639976
E-mail: mcguptacs@gmail.com

Authority for Listing

The Hon'ble National Company Law Tribunal, Bench, at Ahmedabad, vide its order dated 23rd March, 2017 has approved the Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Prefab and Infra Limited and their respective shareholders and creditors ('the Scheme'). Pursuant to the Scheme, the Custom Moulding Undertaking and the Prefab Undertaking of the Sintex Industries Limited is transferred to and vested to Sintex-BAPL Limited (wholly owned subsidiary of our Company) and Sintex Prefab and Infra Limited (wholly owned subsidiary of our Company). The Scheme was made effective on April 1, 2016. In accordance with the Scheme, the equity shares of Sintex Plastics Technology Limited issued pursuant to the Scheme shall be listed and admitted to trading on BSE and NSE. Such admission and listing is not automatic and will be subject to fulfillment by our Company of the listing criteria of BSE and NSE for such issues and also subject to such other terms and conditions as may be prescribed by BSE and NSE at the time of the application by our Company seeking listing.

Eligibility Criteria

There being no initial public offering or rights issue, the eligibility criteria of SEBI (Issue of Capital and Disclosure Requirements) Regulation 2009 do not become applicable. However, the Company has sought relaxation by making an application to SEBI under sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 as per the SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015. Our Company has submitted the Information Memorandum, containing information about itself, making disclosures in line with the disclosure requirement for public issues, as applicable to BSE and NSE for making the said Information Memorandum available to public through their websites www.bseindia.com and www.nseindia.com. Our Company has made the said Information Memorandum available on its website i.e. www.sintex-plastics.com. Our Company shall publish an advertisement in the newspapers containing its details as per the SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 with the details required as in terms of para 6 of part II(A) of Annexure I of the said Circular. The advertisement shall draw specific reference to the availability of the Information Memorandum on its website.

General Disclaimer from our Company

Our Company accepts no responsibility for statements made otherwise than in the Information Memorandum or in the advertisements published in terms of para 6 of part II(A) of Annexure I of SEBI Circular SEBI/CFD/CMD/16/2015 dated November 30, 2015 or any other material issued by or at the instance of our

Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by our Company 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.

Company Secretary

Mr. Ankit Somani

In the premises of Sintex-BAPL Ltd.,
Near Seven Garnala,
Kalol (N.G.) - 382721 Tel: +91 2764 253 500
Email ID: ankitsomani@sintex-plastics.com

Auditors of our Company

M/s R Choudhary and Associates, Chartered Accountants

A/202, Rajshree Avenue,
Nr. Dinesh Hall,
B/h Income-tax, Ashram Road,
Ahmedabad – 380 009
Telephone: +91 79 2658 2518
Facsimile: +91 79 2658 2518
Firm Registration Number: 101928W

Registrar

Link Intime India Private Limited

5th Floor, 506 to 508,
Amarnath Business Center-1 (ABC-1),
Besides Gala Business Center, Opp. Wagh Bakri Tea Lounge,
Near St. Xaviers' College Corner,
Off C.G. Road, Ellisbridge,
Ahmedabad - 380006
Telephone: +91 79 2646 5179;
Facsimile: +91 79 2646 5179;
Email: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Ms Rachita Somani
SEBI Registration No: INR000004058

CAPITAL STRUCTURE

SHARE CAPITAL

A. Share Capital of our Company Pre-Scheme of Arrangement

Particulars	Amount in INR
<u>Authorised Capital:</u>	
6,50,00,000 equity shares of INR 10/- each	65,00,00,000
Total	65,00,00,000
<u>Issued, Subscribed and Paid-up Capital:</u>	
2,00,00,000 equity shares of INR 10/- each fully paid-up	20,00,00,000
Total	20,00,00,000

B. Share Capital of our Company Post-Scheme of Arrangement

Particulars	Amount in INR
<u>Authorised Capital:</u>	
65,00,00,000 equity shares of INR 1/- each	65,00,00,000
Total	65,00,00,000
<u>Issued, Subscribed and Paid-up Capital:</u>	
55,49,41,700 equity shares of INR 1/- each fully paid-up	55,49,41,700
Total	55,49,41,700

Note: The post scheme capital structure is as of 30th May, 2017.

Notes to the Capital Structure

1. Share Capital History

Equity share capital history of our Company

Sr. No.	Date of Allotment	No. of shares	Cumulative No. of shares	Face Value (Rs.)	Premium (Rs.)	Cumulative Paid up Capital (Rs.)	Nature of Allotment	Consideration
1.	4 August 2015	10,000	10,000	10/-	-	1,00,000	Subscriber to the Memorandum	Cash
2.	28 September 2016	1,99,90,000	2,00,00,000	10/-	90/-	20,00,00,000	Right issue	Cash
3.	12 May 2017	-	20,00,00,000	1/-	-	20,00,00,000	Sub-division pursuant to the scheme of demerger	Sub-division pursuant to the scheme of demerger
4.	12 May 2017	(20,00,00,000)	-	1/-	-	-	Cancellation of existing share capital pursuant to the scheme of demerger	Cancellation of existing share capital pursuant to the scheme of demerger
5.	12 May 2017	55,49,41,700	55,49,41,700	1/-	-	55,49,41,700	Allotment pursuant to the scheme of demerger	Allotment pursuant to the scheme of demerger

2. As per clause 19.1 of the Scheme, our Board of Directors has passed necessary resolutions on 30th May 2017 to allot 55,49,41,700 (Fifty Five Crores Forty Nine Lacs Forty One Thousand Seven Hundred) equity shares of Re. 1 (Rupee One) each to the eligible shareholders of Sintex Industries Limited as on 26th May 2017, being the Record Date.
3. Lock-in of equity share: Since, the entire pre-merger share capital of our Company has been cancelled, requirements of lock-in of equity share is not applicable to us.

Shareholding pattern before and after the Scheme:

4. **The shareholding pattern of our Company prior to the allotment of shares under the Scheme is as under:**

Sr. No.	Name of Shareholder	No. of Equity Shares	Amount (in INR)	% of Holding
1	Sintex Industries Limited	1,99,99,940	1,99,99,9400	99.99%
2	Mr. Dinesh B. Patel jointly with Sintex Industries Limited (Nominee)	10	100	0.00%
3	Mr. Arun P. Patel jointly with Sintex Industries Limited (Nominee)	10	100	0.00%
4	Mr. Amit D. Patel jointly with Sintex Industries Limited (Nominee)	10	100	0.00%
5	Mr. Rahul A. Patel jointly with Sintex Industries Limited (Nominee)	10	100	0.00%
6	Mr. S. B. Dangayach jointly with Sintex Industries Limited (Nominee)	10	100	0.00%
7	Mr. Ashokekumar Maitra jointly with Sintex Industries Limited (Nominee)	10	100	0.00%
	Total Share Capital	2,00,00,000	20,00,00,000	100.00%

5. The shareholding pattern of our Company post allotment of shares under the Scheme as on 30th May 2017:

Table 1 - Summary statement holding of specified securities

Category (I)	Category of shareholder (II)	Nos of shareholders (III)	No of fully paid-up equity shares held (IV)	No of Partly paid-up equity shares held (V)	No of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculate as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)			No of shares Underlying convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Equity Share	Class eg: Y	Total			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
(A)	Promoter & Promoter Group	15	169981127	0	0	169981127	30.63	169981127	0	169981127	28.14	0	0	0.00	93400000	54.95	169981127
(B)	Public	212855	384960573	0	0	384960573	69.37	384960573	0	384960573	71.86	0	0	0	NA	NA	384960573
(C)	Non Promoter- Non Public	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	NA	NA	0
(C1)	Shares underlying DRs	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	NA	NA	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0	0	NA	NA	0
	Total	212870	554941700	0	0	554941700	100	554941700	0	554941700	100.00	0	0	0.00	93400000	16.83	551822548

6. Statement showing shareholding pattern of the Promoter and Promoter Group as on 30th May 2017

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category & Name of Shareholder (I) of fully paid	No. of Shareholder (III)	No. of equity shares held (IV)	Partly paid equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII)=(IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (X)= (VII)+(X) as a % of A+B+C2	Number of locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
							Equity Share		Total Voting rights		No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total shares held (b)	
							Class Y	Total							
(1)															
(a)	Indian														
Individuals/ Hindu undivided Family	9	3004149			3004149	0.54	3004149	0	3004149	0.54	0	0	0	0	3004149
Pranay Anuprasad Patel		758830			758830	0.14	758830	0	758830	0.13	0	0	0	0	758830
Rahulbhai Patel		497090			497090	0.09	497090	0	497090	0.08	0	0	0	0	497090
Amit Patel		398425			398425	0.07	398425	0	398425	0.07	0	0	0	0	398425
Deval Rahul Patel		262500			262500	0.05	262500	0	262500	0.04	0	0	0	0	262500
Leena Anuprasad Patel		177970			177970	0.03	177970	0	177970	0.03	0	0	0	0	177970
Anuprasad Pushottamdas Patel		327710			327710	0.06	327710	0	327710	0.05	0	0	0	0	327710
Dineshchandra Patel		290536			290536	0.05	290536	0	290536	0.05	0	0	0	0	290536
Kalavati Patel		225468			225468	0.04	225468	0	225468	0.04	0	0	0	0	225468
Poonam Pranay Patel		65620			65620	0.01	65620	0	65620	0.01	0	0	0	0	65620
Central Government / State Government(s)	0	0			0	0.00	0	0	0	0.00	0	0	0	0	0
Financial Institutions / Banks	0	0			0	0.00	0	0	0	0.00	0	0	0	0	0
Any other															
(b)															
Bodies Corporate	6	166976978			166976978	30.09	166976978	0	166976978	27.65	0	0	0	0	166976978
BVM Finance Private Limited		78103905			78103905	14.07	78103905	0	78103905	12.93	0	0	0	0	78103905
Opel Securities Private Limited		30223452			30223452	5.45	30223452	0	30223452	5.00	0	0	0	0	30223452
Kolon Investment Pvt. Ltd.		5877110			5877110	10.07	5877110	0	5877110	9.25	0	0	0	0	5877110
Star Line Leasing Ltd.		1713221			1713221	0.31	1713221	0	1713221	0.28	0	0	0	0	1713221
Som Shiva (Impex) Limited		262500			262500	0.05	262500	0	262500	0.04	0	0	0	0	262500
Prominent Plastics Limited		796790			796790	0.14	796790	0	796790	0.13	0	0	0	0	796790
Sub-Total (A)(1)	15	169981127			169981127	30.63	169981127	0	169981127	28.14	0	0.00	93400000	54.95	169981127
(2)															
(a)	Foreign														
Individuals (Non-Residential Individuals/ Foreign Individuals)	0	0			0	0.00	0	0	0	0.00	0	0	0	0	0
Government	0	0			0	0.00	0	0	0	0.00	0	0	0	0	0
Institutions	0	0			0	0.00	0	0	0	0.00	0	0	0	0	0
Foreign Portfolio Investor	0	0			0	0.00	0	0	0	0.00	0	0	0	0	0
Any Other (Specify)	0	0			0	0.00	0	0	0	0.00	0	0	0	0	0
Sub-Total (A)(2)	0	0			0	0.00	0	0	0	0.00	0	0	0	0	0
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	15	169981127			169981127	30.63	169981127	0	169981127	28.14	0	0.00	93400000	54.95	169981127

Details of Shares which remain unclaimed may be given here along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc.

7. Statement showing shareholding pattern of the Public shareholder as on 30th May 2017

Table III - Statement showing shareholding pattern of the Public shareholder

Category & Name of Shareholder (I)	No. of Share holder (III)	No. of fully paid up equity shares held (IV)	Partly paid up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) (IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
							No of Voting Rights					Total as a % of Total Voting rights	As a % of total Shares held (b)	As a % of total Shares held (a)	As a % of total Shares applicable (a)		As a % of total Shares held (b)
							Equity Share	Class Y	Total								
(1) Institutions																	
(a) Birla Sun Life Trustee Company Private Limited A/C Birla Sun Life Pure Value Fund	8	11927866 7122400	0	0	11927866 7122400	2.15 1.28	0	0	0	0	1.97 1.18	0	0	0	0	11925866 7122400	
(b) Venture Capital Funds	0	0	0	0	0	0.00	0	0	0	0	0.00	0	0	0	0	0	
(c) Alternate Investment Funds	0	0	0	0	0	0.00	0	0	0	0	0.00	0	0	0	0	0	
(d) Foreign Venture Capital Investors	0	0	0	0	0	0.00	0	0	0	0	0.00	0	0	0	0	0	
(e) Foreign Portfolio Investors	130	129232120 19677755	0	0	129232120 19677755	23.29 3.55	0	0	0	0	21.40 3.26	0	0	0	0	129232120 19677755	
East Bridge Capital Master Fund Limited	0	139612900	0	0	139612900	2.52	0	0	0	0	2.31	0	0	0	0	139612900	
Barclays Merchant Bank (Singapore) Ltd.	0	8683334	0	0	8683334	1.56	0	0	0	0	1.44	0	0	0	0	8683334	
Causeway Emerging Markets Fund	0	7846946	0	0	7846946	1.41	0	0	0	0	1.30	0	0	0	0	7846946	
Dimensional Emerging Markets Value Fund	0	5810296	0	0	5810296	1.05	0	0	0	0	0.96	0	0	0	0	5810296	
Vanguard Emerging Markets Stock Index Fund, Series of Vanguard International Equity Index Fund	0	6255353	0	0	6255353	1.13	0	0	0	0	1.04	0	0	0	0	6249453	
(f) Financial Institutions/Banks	0	0	0	0	0	0.00	0	0	0	0	0.00	0	0	0	0	0	
(g) Insurance Companies	0	0	0	0	0	0.00	0	0	0	0	0.00	0	0	0	0	0	
(h) Provident Funds/Pension Funds	0	0	0	0	0	0.00	0	0	0	0	0.00	0	0	0	0	0	
(i) Any Other (specify)	0	0	0	0	0	0.00	0	0	0	0	0.00	0	0	0	0	0	
Sub-Total (B)(1)	161	147415339	0	0	147415339	26.56	0	0	0	0	24.41	0	0	0	0	147401439	
(2) Central Government/ State Government(s)/ President of India																	
Sub-Total (B)(2)	0	0	0	0	0	0.00	0	0	0	0	0.00	0	0	0	0	0	
(3) Non-Institutions																	
(a) Individuals - i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	202414	128765780	0	0	128765780	23.20	0	0	0	0	21.32	0	0	0	0	125693308	
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	37	18099091	0	0	18099091	3.26	0	0	0	0	3.00	0	0	0	0	18099091	
(b) NBFIs registered with RB	0	0	0	0	0	0.00	0	0	0	0	0.00	0	0	0	0	0	
(c) Employee Trusts	0	0	0	0	0	0.00	0	0	0	0	0.00	0	0	0	0	0	
(d) Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0.00	0	0	0	0	0.00	0	0	0	0	0	
(e) Any Other (specify)	10243	90680363	0	0	90680363	16	0	0	0	0	23.13	0	0	0	0	90647563	
(f) Trusts	12	638561	0	0	638561	0.12	0	0	0	0	0.11	0	0	0	0	638561	
(g) Foreign Nationals	6	25600	0	0	25600	0.00	0	0	0	0	0.00	0	0	0	0	25600	
(h) Hindu Undivided Family	4833	6932471	0	0	6932471	1.25	0	0	0	0	1.25	0	0	0	0	6932571	
(i) Non Resident Indians (Non Repat)	811	1476996	0	0	1476996	0.27	0	0	0	0	0.24	0	0	0	0	1470936	
(j) Non Resident Indians (Repat)	2529	16162351	0	0	16162351	2.91	0	0	0	0	2.68	0	0	0	0	16161401	
(k) Foreign Portfolio Investor (Individual)	1	11612680	0	0	11612680	2.09	0	0	0	0	1.92	0	0	0	0	11612680	
(l) Foreign Portfolio Investor (Individual)	1	35165	0	0	35165	0.01	0	0	0	0	0.01	0	0	0	0	35165	
(m) Clearing Member	512	26536727	0	0	26536727	4.78	0	0	0	0	4.39	0	0	0	0	26536727	
(n) Citibank N.A.	1530	10929058	0	0	10929058	1.97	0	0	0	0	1.81	0	0	0	0	10929058	
(o) Bodies Corporate	7	38845922	0	0	38845922	7.00	0	0	0	0	6.43	0	0	0	0	38845922	
(p) Associated Person	0	3030	0	0	3030	0.00	0	0	0	0	0.00	0	0	0	0	1500	
(q) Foreign Currency Convertible Bonds	0	0	0	0	0	0.00	0	0	0	0	0.00	0	0	0	0	0	
(r) Directors/Relatives	2	23540	0	0	23540	0.00	0	0	0	0	0.00	0	0	0	0	100	
Sub-Total (B)(3)	212694	237545234	0	0	237545234	42.81	0	0	0	0	47.45	0	0	0	0	234439992	
Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	212855	384960573	0	0	384960573	69.37	0	0	0	0	71.86	0	0	0	0	381841421	

Details of the Shareholders acting as persons in Concert including their Shareholding (No. and %): NIL
 Details of Shares which remain unclaimed may be given hear along with details such as number of shareholders, outstanding shares held in demat/unclaimed suspense account, voting rights which are frozen etc. NIL

8. Statement showing shareholding pattern of the Non Promoter - Non Public Shareholder as on 30th May 2017

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public Shareholder														
Category & Name of the shareholders	PAN	Nos. shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2)	Number of Voting Rights held in each class		No. of Shares Underlying convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital)	Number of Locked in Shares held(b)	Number of Shares held(b) As a % of total Shares held(b)	Number of equity shares held in dematerialised form
								No. of Class eg: X	Class eg: Y Total					
(i) =	(ii)	(iii)	(iv)	(v)	(vi)	(vii) (v)+(v)+ (vi)	(viii) As a % of (A+B+C2)	(ix)	(x)	(xi) As a % of total Shares held(b)	(xii) As a % of total Shares held(b)	(xiii)	(xiv)	
1 Custodian/DR Holder		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	
2 Employee Benefit Trust (Under SEBI (Share based Employee Benefit) Regulations, 2014)		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	
Total Non-Promoter- Non Public Shareholding (C)= (C1)+(C2)		0	0	0	0	0	0.0000	0	0	0.0000	0	0.0000	0	

9. Top ten public shareholders of our Company 10 days prior to and as on the date of this Information Memorandum i.e. as on 30th May 2017

Sr No	Shareholder's Name	Shares	Percentage
1	EAST BRIDGE CAPITAL MASTER FUND LIMITED	1,96,77,755	3.55 %
2	BARCLAYS MERCHANT BANK (SINGAPORE) LTD.	1,39,61,290	2.52 %
3	HYPNOS FUND LIMITED - FCCB	1,16,12,680	2.09 %
4	CITIBANK N.A.	1,09,29,058	1.97 %
5	CAUSEWAY EMERGING MARKETS FUND	86,83,334	1.56 %
6	DIMENSIONAL EMERGING MARKETS VALUE FUND	78,46,946	1.41 %
7	BIRLA SUN LIFE TRUSTEE COMPANY PRIVATE LIMITED A/C BIRLA SUN LIFE PURE VALUE FUND	71,22,400	1.28 %
8	VANGUARD EMERGING MARKETS STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUND	58,10,296	1.05 %
9	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	43,69,857	0.79 %
10	HDFC STANDARD LIFE INSURANCE COMPANY LIMITED	43,48,777	0.78 %
	Total	9,43,62,393	17.00 %

10. Details of Equity Shares held by our Directors

Except as stated below, there are no other Directors who hold Equity Shares in our Company as on the date of this Information Memorandum

Particulars	No. of shares
Arun P. Patel	3,27,710
Dinesh B. Patel	2,90,536
Rahul A. Patel	4,97,090
Amit D. Patel	3,98,425
Pravin K Laheri	Nil
Desh Raj Dogra	50,000
Kirit C Shah	Nil
Namita R Shah	Nil
Total	15,63,761

11. As a part of the Scheme, our Company shall issue equity shares to the Foreign Currency Convertible Bonds ('FCCB') holder of Sintex Industries Limited who exercises the option of conversion after the Effective Date, as per the share entitlement ratio mentioned in the Scheme. The statement showing the details of outstanding FCCBs of Sintex Industries Limited and the diluted equity shares of our Company:

Sr. No.	Type of outstanding FCCBs of Sintex Industries Limited	No. of equity shares of Our Company Underlying Outstanding FCCBs*	Equity shares Underlying Outstanding FCCBs* as % of Total No. of diluted Equity Shares
1	FCCBs 2016	4,90,33,232	8.12%
	Total	4,90,33,232	8.12%

*Assuming full conversion without any adjustment to the conversion price

12. There shall be only one denomination of equity shares of our Company, subject to applicable regulations and our Company shall comply with such disclosure and accounting norms, specified by SEBI from time to time.
13. The Promoters of our Company, their relatives and associates and the directors of our Company have not purchased or sold or financed, directly or indirectly, any equity shares of our Company from the date of approval of the Scheme till the date of submission of this Information Memorandum.
14. There shall be no further issue of capital by our Company whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of approval of the Scheme till listing of the Equity Shares allotted as per the Scheme.
15. Our Company has 2,12,870 Equity Shareholders as on date of filing of this Information Memorandum.
16. Our Company presently does not have any intention or proposal to alter its capital structure for a period of six months from the date of the Scheme, by way of split or consolidation of the denomination of Equity Shares or further issue of equity (including issue of securities convertible into or exchangeable for, directly or indirectly, for our Equity Shares) whether on a preferential basis or bonus or rights issue or further public offering or qualified institutions placement or otherwise.



TAX BENEFIT STATEMENT

To
The Board of Directors
SINTEX PLASTICS TECHNOLOGY LIMITED
7th Floor, Abhijeet I,
Mithakhali Six Road,
Ellisbridge,
Ahmedabad,

Dear Sirs,

Sub: Statement of possible Direct Tax Benefits available to SINTEX PLASTICS TECHNOLOGY LIMITED and its shareholders ("the Company")

We report that the enclosed statement states the possible direct tax (viz under the Indian Income Tax Act, 1961) benefits available to the Company or its shareholders under the current direct tax law referred to above, presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of Company or its shareholders to derive these direct tax benefits is dependent upon their fulfilling such conditions.

The possible direct tax benefits discussed in the enclosed annexure are not exhaustive. This statement is only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Issue particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail. Neither are we suggesting nor are we advising the investor to invest money based on this statement.

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

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

The contents of the enclosed statement are based on the representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.



This statement is intended solely for information and for inclusion in offer documents in relation to the Issue and is not to be used, circulated or referred to for any other purpose without our prior written consent.

Our views are based on the existing provisions of law referred to earlier and its interpretation, which are subject to change from time to time. No assurance is given that the revenue authorities/courts will concur with the views expressed in this Tax Benefit Statement. We do not assume responsibility to update the views consequent to such changes.

The views are exclusively for the use of the Company and shall not, without our prior written consent, be disclosed to any other person, except to the extent disclosure is otherwise permitted by the terms of our engagement.

For M/S R CHAUDHARY AND ASSOCIATES

Chartered Accountants

Firm Regn. No. 101928W




[KINJALKUMAR M CHAUDHARY]

PARTNER

Membership Number: 133388

Place : Ahmedabad

Date : 30 MAY 2017

STATEMENT OF POSSIBLE DIRECT TAX BENEFITS AVAILABLE TO SINTEX PLASTICS TECHNOLOGY LTD. ("THE COMPANY") AND TO ITS SHAREHOLDERS

1. Under the Income-tax Act, 1961 ("the Act / IT Act")

I. Special tax benefits available to the Company

There are no special tax benefits available under the Act to the Company.

II. General tax benefits available to the Company

1. As per section 10(34) of the Act, any income by way of dividends referred to in section 115O received on the shares of any Indian company is exempt from tax. Such dividend is to be excluded while computing Minimum Alternate Tax ("MAT") liability.
2. As per section 10(34A) of the Act, any income arising to the company in the capacity of shareholder on account of buy back of shares (not being listed on recognized stock exchange) by the other company as referred to in section 115QA is exempt from tax. Such income is to be excluded while computing MAT.
3. As per section 10(35) of the Act, the following income will be exempt in the hands of the Company: a) Income received in respect of the units of a Mutual Fund specified under clause (23D) of section 10; or b) Income received in respect of units from the Administrator of the specified undertaking; or c) Income received in respect of units from the specified company: However, this exemption does not apply to any income arising from transfer of units of the Administrator of the specified undertaking or of the specified Company or of a mutual fund, as the case may be.
4. As per section 32(iia) of the Act, the Company is entitled to additional depreciation at the rate of 20% on actual cost of new plant or machinery subject to conditions as prescribed over and above normal depreciation available under the Act.
5. Capital assets may be categorized into short term capital assets or long term capital assets based on the period of holding. Capital assets being shares or any other security listed in a recognised Stock Exchange in India or unit of Unit Trust of India or unit of a Mutual Fund (Equity Oriented) specified under section 10(23D) or a zero coupon bond held by the assessee for a period of more than 12 months are considered as long term capital assets. Consequently, capital gains arising on sale of these assets held for more than 12 months are considered as



long term capital gains ("LTCG"). Capital gains arising on sale of these assets held for 12 months or less are considered as short term capital gains ("STCG"). In respect of any other capital assets, the holding period should exceed 36 months to be considered as long term capital assets except in case of share of a company (not being share listed in recognized stock exchange in India) wherein the holding period should exceed 24 months to be considered as long term capital asset.

6. As per provisions of Section 48 of the Act, LTCG arising on transfer of capital assets, other than bonds and debentures (excluding capital indexed bonds issued by the Government) and depreciable assets, is computed by deducting the indexed cost of acquisition and indexed cost of improvement from the full value of consideration
7. As per section 10(38) of the Act, LTCG arising to the Company from the transfer of long term capital asset being an equity share in a company or a unit of an equity oriented fund or unit of a business trust where such transaction has been entered into on a recognised stock exchange of India and is chargeable to securities transaction tax ("STT") will be exempt in the hands of the Company. However, income by way of LTCG shall not be reduced in computing the book profits for the purposes of computation of MAT under section 115JB of the Act.
8. In accordance with section 112 of the Act, LTCG to the extent not exempt under Section 10(38) of the Act would be subject to tax at the rate of 20% (plus applicable surcharge and education cess) with indexation benefits. However, as per the proviso to Section 112 of the Act, if the tax on LTCG is resulting from transfer of listed securities (other than unit) or zero coupon bonds, then LTCG will be chargeable to tax at the rate lower of the following: - a. 20% (plus applicable surcharge and education cess) of the capital gains as computed after indexation of the cost; or b. 10% (plus applicable surcharge and education cess) of the capital gains as computed without indexation
9. Under section 54EC of the Act and subject to the conditions and to the extent specified therein, LTCG (in case not covered under section 10(38) of the Act) arising on the transfer of a Long Term Capital Asset would be exempt from tax if such capital gain is invested within 6 months from the date of such transfer in a "long term specified asset". A "long term specified asset" means any bond, redeemable after three years and issued on or after 1st day of April 2007 by the: a. National Highways Authority of India constituted under Section 3 of The National Highways Authority of India Act, 1988; or b. Rural Electrification Corporation Limited, a company formed and registered under the Companies Act, 1956. The total deduction with respect to investment in the long term specified assets is restricted to Rs. 50 lakhs whether invested during the financial year in which the asset is transferred or subsequent year. Where the "long term specified asset" are transferred or converted into money within three years from the date of their acquisition, the amount so exempted is taxable as capital gains in the year of transfer / conversion.



10. As per section 111A of the Act, STCG arising to the Company from the sale of equity share or a unit of an equity oriented fund or a unit of business trust, where such transaction is chargeable to STT will be taxable at the rate of 15% (plus applicable surcharge and education cess). Further, STCG as computed above that are not liable to STT would be subject to tax as calculated under the normal provisions of the IT Act.
11. As per section 70 read with section 74 of the IT Act, Short Term Capital Loss ("STCL") computed for the given year is allowed to be set off against STCG as well as LTCG computed for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years for being set off against subsequent years' STCG as well as LTCG. However, the long term capital loss ("LTCL") computed for a given year is allowed to be set off only against the LTCG. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years for being set off only against subsequent years' LTCG.
12. Business losses, if any, for an assessment year can be carried forward and set off against business profits for eight subsequent years.
13. Unabsorbed depreciation, if any, for an assessment year can be carried forward indefinitely and set off against any sources of income in the same year or any subsequent assessment years as per section 32(2) of the Act subject to the provisions of section 72(2) and section 73(3) of the Act.
14. As per section 115JAA of the Act, credit is allowed in respect of any MAT paid under section 115JB of the Act for any assessment year commencing on or after 1st day of April 2006. Tax credit to be allowed shall be the difference between MAT paid and the tax computed as per the normal provisions of the Act for that assessment year. The MAT credit is allowed to be set-off in the subsequent years to the extent of difference between MAT payable and the tax payable as per the normal provisions of the Act for that assessment year. The MAT credit shall not be allowed to be carried forward beyond fifteen assessment year immediately succeeding the assessment year in which tax credit become allowable.
15. As per the Finance Act 2017, a new section 80JJAA has been inserted in place of existing section 80JJA, whereby an assessee to whom section 44AB applies, shall be eligible for a deduction of an amount equal to 30% of additional employee cost incurred in the course of such business in the previous year, for 3 assessment years subject to conditions stipulated in the new section 80 JJAA.

The law stated below is as per the Income-tax Act, 1961 as amended by the Finance-Act, 2017 and on the assumption that the Equity Shares would not be held by the shareholders as stock-in-trade.



III. General tax benefits available to Resident Shareholders

1. As per section 10(34) of the Act, any income by way of dividends referred to in section 115O received on the shares of any Indian company is exempt from tax. As per the Finance Act 2017, income by way of dividend in excess of Rs. 10 lakh shall be chargeable to tax in the case of an specified assessee who is resident in India, at the rate of 10% plus applicable surcharge and cess as per provisions of section 115BBDA of Income Tax Act, 1961
2. As per provisions of section 48 of the Act, LTCG arising on transfer of capital assets, other than bonds and debentures (excluding capital indexed bonds issued by the Government) and depreciable assets, is computed by deducting the indexed cost of acquisition and indexed cost of improvement from the full value of consideration.
3. As per section 10(38) of the Act, LTCG arising from the transfer of a long term capital asset being an equity share of the company, where such transaction has been entered into on a recognized stock exchange of India and is chargeable to STT, will be exempt in the hands of the shareholder. As per the recently inserted proviso to section 10(38) in the Finance Act 2017, the exemption under this section arising on transfer of equity share acquired on or after 1st day of October 2004 shall be available only if the acquisition of share is chargeable to Securities Transaction Tax ('STT'). In this regard, the CBDT vide a press release dated 3 April 2017, it is proposed that the condition of chargeability to STT shall not apply to all the transactions of acquisitions of equity shares entered into on or after the first day of October, 2004 other than the specified transactions.
4. In accordance with section 112 of the Act, LTCG to the extent not exempt under section 10(38) of the Act would be subject to tax at the rate of 20% (plus applicable surcharge and education cess) with indexation benefits. However, as per the proviso to section 112 of the Act, if the tax on LTCG is resulting from transfer of listed securities (other than unit) or zero coupon bonds, then LTCG will be chargeable to tax at the rate lower of the following: - a. 20% (plus applicable surcharge and education cess) of the capital gains as computed after indexation of the cost; or b. 10% (plus applicable surcharge and education cess) of the capital gains as computed without indexation
5. Under section 54EC of the Act and subject to the conditions and to the extent specified therein, LTCG (in case not covered under section 10(38) of the Act) arising on the transfer of a Long Term Capital Asset would be exempt from tax if such capital gain is invested within 6 months from the date of such transfer in a "long term specified asset". A "long term specified asset" means any bond, redeemable after three years and issued on or after 1st day of April 2007 by the: a. National Highways Authority of India constituted under section 3 of The National Highways Authority of India Act, 1988; or b. Rural Electrification Corporation



Limited, a company formed and registered under the Companies Act, 1956. The total deduction with respect to investment in the long term specified assets is restricted to Rs 50 lakhs whether invested during the financial year in which the asset is transferred or subsequent year. Where the "long term specified asset" are transferred or converted into money within three years from the date of their acquisition, the amount so exempted is taxable as capital gains in the year of transfer / conversion.

6. As per section 54F of the Act, LTCG in cases not covered under section 10(38) arising on the transfer of the shares of the company held by an Individual or Hindu Undivided Family (HUF) will be exempt from capital gains tax if the net consideration is utilized to purchase or construct one residential house in India. The residential house is required to be purchased within a period of one year before or two year after the date of transfer or to be constructed within three years after the date of transfer.
7. As per section 111A of the Act, STCG arising from the sale of equity shares of the company, where such transaction is chargeable to STT, will be taxable at the rate of 15% (plus applicable surcharge and education cess). Further, STCG as computed above that are not liable to STT would be subject to tax as calculated under the normal provisions of the IT Act. As per section 70 read with section 74 of the IT Act, Short Term Capital Loss computed for the given year is allowed to be set off against STCG as well as LTCG computed for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years for being set off against subsequent years' STCG as well as LTCG. However, the long term capital loss computed for a given year is allowed to be set off only against the LTCG. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years for being set off only against subsequent years' LTCG.
8. No income tax is deductible at source from income by way of capital gains under the present provisions of the Act in case of residents.

IV. General tax benefits available to Non-Resident Shareholders (Other than Foreign Institutional Investors ("FII's") / Foreign Portfolio Investors ("FPI's"))

1. As per section 10(34) of the Act, any income by way of dividends referred to in section 115-O received on the shares of any Indian company is exempt from tax.
2. As per first proviso to section 48 of the Act, in case of a non-resident shareholder, the capital gain/loss arising from transfer of shares of the company, acquired in convertible foreign exchange, is to be computed by converting the cost of acquisition, sales consideration and expenditure incurred wholly and exclusively in connection with such transfer, into the same foreign currency which was initially utilized in the purchase of shares. Cost Indexation benefit will not be available in such a case.



3. As per section 10(38) of the Act, LTCG arising from the transfer of long term capital asset being an equity share of the company, where such transaction has been entered into on a recognized stock exchange of India and is chargeable to STT, will be exempt in the hands of the shareholder. As per the recently inserted proviso to section 10(38) in the Finance Act 2017, the exemption under this section arising on transfer of equity share acquired on or after 1st day of October 2004 shall be available only if the acquisition of share is chargeable to Securities Transaction Tax ('STT'). In this regard, the CBDT vide a press release dated 3 April 2017, it is proposed that the condition of chargeability to STT shall not apply to all the transactions of acquisitions of equity shares entered into on or after the first day of October, 2004 other than the specified transactions.
4. As per section 112 of the Act, LTCG to the extent not exempt under section 10(38) of the Act, would be subject to tax at the rate of 10% (plus applicable surcharge and education cess) after giving effect to the first proviso to section 48 of the Act. If the tax payable on transfer of listed securities exceeds 10% of the LTCG, the excess tax shall be ignored for the purpose of computing tax payable by the assessee.
5. Under section 54EC of the Act and subject to the conditions and to the extent specified therein, LTCG (in case not covered under section 10(38) of the Act) arising on the transfer of a Long Term Capital Asset would be exempt from tax if such capital gain is invested within 6 months from the date of such transfer in a "long term specified asset". A "long term specified asset" means any bond, redeemable after three years and issued on or after 1st day of April 2007 by the: (a) National Highways Authority of India constituted under section 3 of The National Highways Authority of India Act, 1988; or (b) Rural Electrification Corporation Limited, the company formed and registered under the Companies Act, 1956. The total deduction with respect to investment in the long term specified assets is restricted to Rs. 50 lakhs whether invested during the financial year in which the asset is transferred or subsequent year. Where the "long term specified asset" are transferred or converted into money within three years from the date of their acquisition, the amount so exempted is taxable as capital gains in the year of transfer / conversion
6. As per section 54F of the Act, LTCG (in cases not covered under section 10(38) arising on the transfer of the shares of the Company held by an Individual or Hindu Undivided Family (HUF) will be exempt from capital gains tax if the net consideration is utilized to purchase or construct one residential house in India. The residential house is required to be purchased within a period of one year before or two years after the date of transfer or to be constructed within three years after the date of transfer.
7. As per section 111A of the Act, STCG arising from the sale of equity shares of the Company, where such transaction is chargeable to STT, will be taxable at the



rate of 15% (plus applicable surcharge and education cess). Further, STCG as computed above that are not liable to STT would be subject to tax as calculated under the normal provisions of the IT Act.

8. As per section 70 read with section 74 of the IT Act, STCL computed for the given year is allowed to be set off against STCG as well as LTCG computed for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years for being set off against subsequent years' STCG as well as LTCG. However, the LTCL computed for a given year is allowed to be set off only against the LTCG for the said year. The balance loss, which is not set off, is allowed to be carried forward for subsequent eight assessment years for being set off only against subsequent years' LTCG.
9. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the non-resident is considered resident in terms of such Tax Treaty. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the non-resident. As per section 90(4) of the Act, an assessee being a non-resident, shall not be entitled to claim relief under section 90(2) of the Act, unless a certificate of his resident in any country outside India, is obtained by him from the government of that country or any specified territory. As per section 90(5) of the Act, the nonresident shall be required to provide such other information, as has been notified.
10. As per clause (fb) and (iid) of Explanation 1 to section 115JB of the Act, the income from transactions in securities (other than STCG arising on transactions on which STT is not chargeable), interest, royalty, or fees for technical services arising to a foreign company, shall be excluded from the computation of book profit liable to MAT and the book profit shall be increased by the amount of expenditure corresponding to such income

V. Special tax benefits available to Non-Resident Indians

1. As per section 115C(e) of the Act, the term "non-resident Indians" means an individual, being a citizen of India or a person of Indian origin who is not a "resident". A person shall be deemed to be of Indian origin if he, or either of his parents or any of his grand-parents, was born in undivided India.
2. As per section 115E of the Act, in the case of a shareholder being a non-resident Indian, and subscribing to the shares of the Company in convertible foreign exchange, in accordance with and subject to the prescribed conditions, LTCG on transfer of the shares of the Company (in cases not covered under section 10(38) of the Act) will be subject to tax at the rate of 10% (plus applicable surcharge and education cess), without any indexation benefit.



3. As per section 115F of the Act and subject to the conditions specified therein, in the case of a shareholder being a non-resident Indian, gains arising on transfer of a long term capital asset being shares of the Company which were acquired, or purchased with or subscribed to in, convertible foreign exchange, will not be chargeable to tax if the entire net consideration received on such transfer is invested within the prescribed period of six months in any specified asset or savings certificates referred to in section 10(4B) of the Act. If part of such net consideration is invested within the prescribed period of six months in any specified asset or savings certificates referred to in section 10(4B) of the Act then this exemption would be allowable on a proportionate basis. Further, if the specified asset or saving certificates in which the investment has been made is transferred within a period of three years from the date of investment, the amount of capital gains tax exempted earlier would become chargeable to tax as long term capital gains in the year in which such specified asset or savings certificates are transferred.
4. As per section 115G of the Act, non-resident Indians are not obliged to file a return of income under section 139(1) of the Act, if their only source of income is income from specified investments or long term capital gains earned on transfer of such investments or both, provided tax has been deducted at source from such income as per the provisions of Chapter XVII-B of the Act.
5. As per section 115H of the Act, where non-resident Indian becomes assessable as a resident in India, he may furnish a declaration in writing to the Assessing Officer, along with his return of income for that year under section 139 of the Act to the effect that the provisions of Chapter XII-A shall continue to apply to him in relation to investment income derived from the investment in equity shares of the Company as mentioned in section 115C(f)(i) of the Act for that year and subsequent assessment years until assets are converted into money.
6. As per section 115I of the Act, a Non-Resident Indian may elect not to be governed by the provisions of "Chapter XII-A – Special Provisions Relating to Certain Incomes of Non- Residents" for any assessment year by furnishing a declaration along with his return of income for that assessment year under section 139 of the Act, that the provisions of Chapter XII-A shall not apply to him for that assessment year and accordingly his total income for that assessment year will be computed in accordance with the other provisions of the Act.
7. In a situation where the shareholder transfers the shares of the Company, which are held as 'long-term capital assets' and such transaction is not covered by the provisions of section 10(38) of the Act as referred to earlier, the shareholder can consider availing the benefit as provided in section 54F of the Act. Shareholders being individuals can consider the conditions so stated in section 54F of the Act and examine the availability of the benefit based on their individual tax position.



8. In respect of non-resident Indian, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the non-resident is considered resident in terms of such Tax Treaty. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the non-resident. As per section 90(4) of the Act, an assessee being a non-resident Indian, shall not be entitled to claim relief under section 90(2) of the Act, unless a certificate of his resident in any country outside India, is obtained by him from the government of that country or any specified territory. As per section 90(5) of the Act, the nonresident Indian shall be required to provide such other information, as has been notified

VI. Benefits available to FIIs / FPIs Special tax benefits

9. Under section 115AD(1)(ii) of the IT Act, income by way of STCG arising to the FII on transfer of shares shall be chargeable at a rate of 30%, where such transactions are not subjected to STT, and at the rate of 15% if such transaction of sale is entered on a recognised stock exchange in India and is chargeable to STT. The above rates are to be increased by applicable surcharge and education cess. Under Section 115AD(1)(iii) of the IT Act income by way of LTCG arising from the transfer of shares (in cases not covered under Section 10(38) of the IT Act) held in the company will be taxable at the rate of 10% (plus applicable surcharge and education cess). The benefits of indexation of cost and of foreign currency fluctuations are not available to FIIs. Further, for the purposes of section 115AD, FPIs would get similar treatment as available to FIIs.
10. As per section 196D(2) of the Act, no deduction of tax at source will be made in respect of income by way of capital gain arising from the transfer of securities referred to in section 115AD.
11. In respect of FIIs and FPIs, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the Tax Treaty, if any, between India and the country in which the FIIs/FPIs is considered resident in terms of such Tax Treaty. As per the provisions of section 90(2) of the Act, the provisions of the Act would prevail over the provisions of the Tax Treaty to the extent they are more beneficial to the non-resident. As per section 90(4) of the Act, an assessee being a non-resident, shall not be entitled to claim relief under section 90(2) of the Act, unless a certificate of his resident in any country outside India, is obtained by him from the government of that country or any specified territory. As per section 90(5) of the Act, the non-resident shall be required to provide such other information, as has been notified.
12. As per clause (fb) and (iid) of Explanation 1 to section 115JB of the Act, the income from transactions in securities (other than STCG arising on transactions on which STT is not chargeable), interest, royalty, or fees for technical services



arising to a FII, shall be excluded from the computation of book profit liable to MAT and the book profit shall be increased by the amount of expenditure corresponding to such income. 4. As per section 2(14) of the Act, any securities held by a FII / FPI which has invested in such securities in accordance with the regulations made under Securities & Exchange Board of India Act, 1992 would be treated as a capital asset only so that any income arising from transfer of such security by a FII / FPI would be treated in the nature of capital gains.

VII. Special tax benefits available to Mutual Funds

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

VIII. THE WEALTH TAX ACT, 1957

Wealth Tax Act, 1957 has been abolished with effect from Assessment Year 2016-17.

IX. BENEFITS AVAILABLE UNDER THE GIFT TAX ACT, 1958

Gift tax is not leviable in respect of any gift made on or after 1 October 1998. Therefore any gift of share of a company will not attract gift tax.

NOTES:

1. The statement of tax benefits enumerated above is as per the Income Tax Act 1961 including amendments as set out in the Finance Act 2017.
2. As per the FA, surcharge is to be levied on individuals, HUF, AOP, body of individuals, artificial juridical person, co-operative society and local authorities at the rate of 12% if the total income exceeds Rs 1 Crore. As per the Finance Act 2017, Surcharge has been increased from 12% to 15% on tax if income exceeds Rs 1 Crore on persons other than companies, firms and co-operative societies.
3. Surcharge is levied on domestic companies at the rate of 7% where the income exceeds Rs 1 crore but does not exceed Rs 10 crores and at the rate of 12% where the income exceeds Rs 10 crores.
4. Surcharge is levied on every company other than domestic company at the rate of 2% where the income exceeds Rs 1 crore but does not exceed Rs 10 crores and at the rate of 5% where the income exceeds Rs. 10 crores.



5. A 2% education cess and 1% secondary and higher education cess on the total income is payable by all categories of taxpayers.
6. The above statement of possible direct tax benefits sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of Shares.
7. In respect of non-residents, the tax rates and the consequent taxation mentioned above shall be further subject to any benefits available under the tax treaty, if any, between India and the country in which the non-resident has fiscal domicile.
8. This statement is intended only to provide general information to the investors and is neither designed nor intended to be substituted for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her participation in the scheme.
9. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.
10. This statement of possible direct tax benefits enumerated above is as per the Act as amended by the FA.

Above are the possible tax benefits available to the shareholders under the current tax laws in India. Several of these benefits are dependent on the shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the shareholders to derive the tax benefits is dependent upon fulfilling such conditions. The benefits discussed above are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.



SECTION IV – ABOUT US

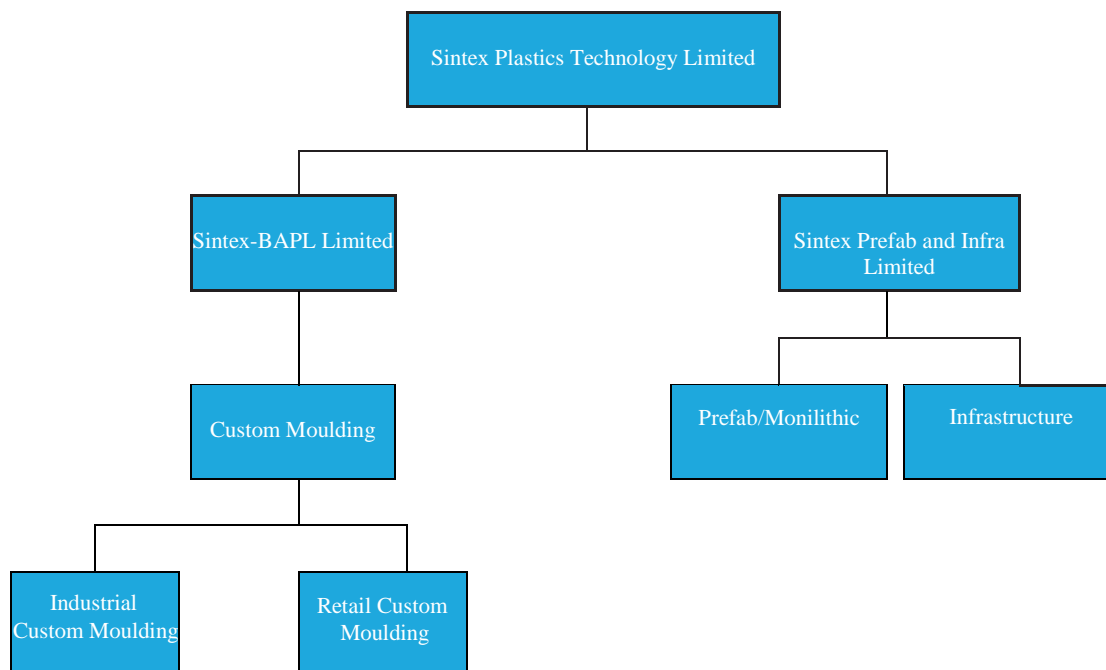
BUSINESS OVERVIEW

The Group believes that it is one of the leading providers of plastic products in India. The Group's manufacturing operations span four continents and 9 countries, with a presence in the European, American, African and Asian markets.

The Group's plastics segment is engaged in the manufacture of thermoplastic moulded, extruded thermoformed and SMC/pultrusion products, resulting in a wide range of custom moulded and building material products including prefabricated structures, monolithic construction, SMC-based enclosures/electrical solutions, plastic pallets, feeder and pillar distribution boxes, FRP products, tooling and pattern manufacturing, water storage tanks and waste management products. The Group's custom moulding business caters to the electrical, automotive, aerospace, defence, construction, marine, agricultural equipment, precision engineering, daily life and medical, renewable energy, medical imaging and pharmaceutical industries catering to products such as automobile dashboards, embedded boxes, daylight HG, moulded structures, automobile vents, connector beams and microchips, sterilisation kits and dental radiography, while its building materials business relates to the development of the social infrastructure segment and caters to the demand for mass housing, school and healthcare centre structures in India which the Group believes are key growth sectors. The Group has commenced the manufacture of home interior solutions, as well as providing environmental solutions such as packaged water waste treatment plants, solid waste management products, biogas units and septic tanks. The Group's infrastructure business is conducted through its subsidiary, Sintex Prefab and Infra Limited which is currently executing waste management projects, affordable housing projects and EPC contracts, amongst others.

Our Company was incorporated as a private limited company on August 4, 2015 under the provisions of the Companies Act, 2013 in the name of Neev Educare Private Limited. Thereafter, it was converted into public limited company and the name was changed to Neev Educare Limited on May 13, 2016 and it was further changed to Sintex Plastics Technology Limited with effect from June 1, 2016. The Board of Directors of Sintex Industries Limited, Sintex Plastics Technology Limited, Sintex-BAPL Limited and Sintex Prefab and Infra Limited had approved the Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Prefab and Infra Limited and their respective shareholders and creditors on September 29, 2016. Pursuant to the Scheme, the Custom Moulding Undertaking and Prefab Undertaking of Sintex Industries Limited was demerged into Sintex-BAPL Limited and Sintex Prefab and Infra Limited, respectively, (wholly owned subsidiaries of our Company) and pursuant to provisions of Sections 230 to 232 read with other applicable provisions of the Companies Act, 2013 and/or the Companies Act, 1956. The National Company Law Tribunal, Bench, at Ahmedabad ('NCLT') at Gujarat approved the Scheme via order dated 23rd March 2017. The effective date of the Scheme is 12th May, 2017.

The following chart sets forth an overview of the Group’s principal business lines as of the date of this Information Memorandum:



Competitive Strengths

The Group believes that it has distinct competitive advantages in its business and operations.

Diversified presence across products, end markets and geographies

The Group manufactures a large number of products across its custom moulding and building materials business. The Group’s income is diversified across a range of geographies and industries and it has relatively low levels of customer concentration. The Group believes that its diversified income is a competitive strength as it provides a hedge against cyclical and other adverse developments within any particular industry sector or geography affecting any one of its customers. The Group believes that this diversified business model will help in reducing volatility in its income, profits and cash flows. The Group sources basic raw materials (including cement, PVC, steel and cotton) from various suppliers on the spot market based on customer demand and order, such that there is no dependence on suppliers for basic raw materials.

The Group is a leading plastic processor in India. The Group manufactures over 3,500 types of plastics and related products of various shapes using 12 different processes. The Group has 36 plants across nine countries and four continents.

Well recognised brand with a focus on innovation and quality

The Group entered into the plastic moulded polyethylene liquid storage tanks manufacturing business in 1975 and has developed its custom moulding and building materials business since then. It has obtained ISO 9001:2008 standards for all the manufacturing facilities of its plastics division. The Group has strong brand recognition in the plastics industry in India and “Sintex” water tanks are synonymous with water storage tank solutions in India. The Group introduced prefabricated structures in India in 2000. In 2007, it introduced a new line of housing solutions to address mass and low-cost housing needs in India, which it termed “monolithic construction”. The Group seeks to continuously innovate to benefit from its first mover advantage by successfully introducing new products such as sandwich panels, high altitude structures and interior partitions in its prefabricated structures and monolithic construction businesses, and SMC-based enclosures, distribution and

feeder and pillar boxes targeted at the power distribution sector in its custom moulding business. In addition, the Group has expanded into environmental products such as packaged waste water treatment solutions, solid waste management products and moulded biogas units.

Successful growth through strategic and well-integrated acquisitions

In addition to diversifying the Group's business, it has acquired several companies since 2006 and currently has manufacturing operations spanning nine countries across four continents. These include the acquisition of Wausaukee Composites Owosso, Inc. ("WCI") and Sintex NP SAS outside India, and the acquisition of five manufacturing plants of the automotive plastics business division of Bright Brothers Limited. The acquisition of WCI provided access to highly engineered composite components and customers in the construction equipment, mass transportation, wind energy and medical and security imaging sectors, among others, while the acquisition of Sintex NP gave the Group access to its technology and know-how as well as customers in the European automotive, electrical, aeronautic and defence sectors. The Group's subsequent acquisition of manufacturing facilities through Bright AutoPlast Limited (now known as Sintex-BAPL Ltd.) was aimed at accessing the domestic automotive components market, while capitalising on the technology and know-how of WCI and Sintex NP to expand its product range and manufacturing capabilities at these facilities in India.

The Group's acquisitions have enabled it to expand its product portfolio and the Group believes that it has established itself as a provider of a comprehensive suite of plastic products and solutions. The synergies arising from the Group's acquisitions include access to new technologies and processes that it believes it has been successful in implementing across its various operations and manufacturing facilities, as well as technical know-how that has enabled it to enhance its domestic operations. These include Sintex NP's technology for thermosetting by injection and compression, as well as WCI's technical capability in highly engineered composite components. The Group has also implemented a global supply initiative for the Group as a whole ("SPV"). SPV delivers OEM composite solutions globally and supports the expansion of the Group's manufacturing initiatives worldwide. The synergy is to ensure the acquisition of global OEM customers for the Group and leverage the Group's presence.

Additionally, the Group has leveraged the existing relationships of the entities that it has acquired to cross-market its products across wider geographies. The Group believes that its global profile has enabled it to expand its customer-base by catering to multiple sectors, including the automotive, aerospace, defence, medical imaging and power transmission sectors, reducing its dependence on any particular sector.

Effective cash management leading to strong cash flows

Being one of the leading providers of plastic products in India, the Group is also committed to ensuring each of its core businesses remains competitive and profitable. The Group believes that it has been able to achieve cost efficiencies in its operations across its domestic custom moulding and building materials businesses. The Group manufactures the formworks for its monolithic construction business in-house and then uses these for on-site construction, rather than acquiring these from external vendors. In addition, the Group performs end-to-end turnkey installations of its prefabricated structures, and manufactures certain components such as sandwich panels, among other things, in-house.

The Group has also achieved cost savings by shifting the manufacture of labour-intensive and high-volume products to low-cost locations, while continuing to service the needs of its offshore clients. For example, it has transferred some of the manufacturing volume of Sintex NP from France to lower-cost locations in North Africa and India, as well as locations in Eastern Europe, such as Hungary, Slovakia and Poland.

Customer relationships driven by strong execution capability and widespread network

The Group believes that the global footprint of its manufacturing facilities, with 36 manufacturing facilities in nine countries across four continents provides it with the capability to execute orders and deliver to its customers in a speedy and efficient manner. In its custom moulding and building materials business, proximity to customers is a key factor in efficient delivery, and it believes that its nationwide presence in India and manufacturing operations outside India provide the Group a key competitive advantage in this regard. The Group's customer reach is further supplemented by its robust network of approximately 1,000 dealers/distributors and 20,000 retailers. The Group's advanced technology, wide range of high-quality products and its presence across multiple geographies enable it to service multi-national clients and develop strong relationships with customers such as major automotive original equipment manufacturers and electrical

equipment manufacturers. The Group offers multiple manufacturing processes such as rotomoulding, blow moulding, injection moulding, FRP and extrusion, amongst others, under one roof, which makes it a complete solution provider for its customers.

The Group believes that the integrated nature of its monolithic construction business enables it to achieve faster construction times. The Group also believes that the key to the prefabricated structures business lies in devising an efficient and cost-effective installation strategy and building a trained workforce to deliver the product seamlessly. In accordance with this requirement, the Group has prefabricated structures plants in three locations across India to maximise the area under its coverage for such products. It delivers prefabricated structures as turnkey projects with end-to-end involvement in the business, from manufacturing to execution of logistics and installation of the prefabricated structures. The Group conducts training programmes for the teams which assemble the prefabricated structures at the site of installation. The Group believes that its prefabricated structures and monolithic construction businesses have a successful track record of executing projects, enabling it to form strong relationships with customers and bid for new projects.

Senior management team with strong operating experience

The Group's senior management has significant experience in the plastics industry and it believes that this experience is a key competitive advantage, enabling the senior management to make critical business decisions that result in faster and more efficient implementation of ideas and projects. The Group's management team has a track record of growth and significant domain knowledge in the plastics industries and relevant experience in the geographies in which the Group operates. The Group's management team has diverse strengths including in relation to sales of its products and services, operations management, process excellence, building infrastructure, technology management, scaling businesses and growing the business in a disciplined and planned manner.

Strategy

The Group's principal objective is to continue to expand its core businesses. Key elements of its strategy to achieve this objective include:

Continued focus on high-growth businesses

The Group proposes to continue its focus on high-growth businesses, such as custom moulding and prefabricated structures, by identifying profitable areas of growth across product lines and focusing on specific projects and customers with short payment cycles. The Group expects its industrial custom moulding business to grow as it continues to focus on environmentally-friendly products and solutions. The Group intends to seek to expand in tribal areas and hilly terrains, where it believes conventional construction is difficult and prefabricated structures are cost and time efficient. The Group expects that the continuing demand for rural education, sanitation and healthcare in India will drive the expansion of this business. The Group also intends to develop its monolithic construction business through initiatives targeted at warehousing, cold storage and agri-shed projects, State Housing Board projects that promise faster approvals and have budgetary fund allocation, catering to low income group and middle income group segments for high value projects and focus on key geographical areas where it believes there are suitable opportunities and visible cash flows. In addition, the Group intends to strengthen the footprint of its prefabricated structures business and expand capacity to cater to growing demand.

In order to capitalise on the opportunities in high-growth businesses, the Group completed the expansion of its manufacturing capacities in a targeted manner to address emerging demand, leverage economies of scale and widen its geographic presence. This includes capacity expansion of the Group's prefabricated structures manufacturing facilities at Kalol, Gujarat along with the purchase of imported machinery for its custom moulding and building materials business and replacement of old rock and roll machines in relation to its custom moulding business across its plants in India.

Continued focus on innovation

The Group believes that it has been able to evolve with the requirements of the market, and that it has a well-established track record of successfully introducing and developing the markets for new products in the plastics industry in India. Some of the products which the Group's custom moulding and building materials business has introduced and developed include monolithic construction projects, prefabricated bunk houses, sandwich panels, packaged waste water treatment solutions, moulded biogas units, septic tanks and solid waste management products.

In relation to its custom moulding and building materials business, the Group currently manufactures sandwich panels as part of its product portfolio, and it believes that there will be growing demand for this product from the building and construction sector. Further, the Group has upgraded the machinery at its custom moulding manufacturing facilities in India with modern rotational moulding technology to increase cycle times, production rates and consistency in products, and has introduced blow moulding technology in relation to water storage tanks to broaden its product portfolio, while growing the market for these products by expanding into tier-II and tier-III cities in India. Going forward, the Group plans to develop fashionable and eco-friendly products, as well as home furnishing products with different finishes.

Leverage acquisition-related synergies

The Group proposes to leverage its global footprint to encourage collaboration between its various subsidiaries to enhance technology-sharing and identify potential labour savings and other synergies. The Group believes this will enable it to take advantage of its global footprint, industry knowledge and expertise to identify cross-selling opportunities for its existing product portfolio in various markets to the global customers of overseas subsidiaries, as well as to expand its geographical coverage and customer-base by venturing into new territories. With low value-added products being manufactured in India and the Group's European operations focusing on manufacturing high value-added products, the Group believes that it will be able to achieve margin improvement in both geographies, with the ultimate aim of shifting a greater proportion of manufacturing operations to lower-cost centres such as India to service global clients.

Selective entrance into projects with higher cash flow visibility for the Group's monolithic construction business

The Group intends to grow its monolithic construction business in a more strategic manner by selectively entering into projects and geographies, which it believes offer higher visibility of cash flows and shorter payment cycles. Towards this end, the Group will seek to increase its involvement in State Housing Board projects that promise speedier approvals and efficient budgetary fund allocation, as well as low income group and middle income group housing projects. The Group will also seek to acquire larger construction projects in order to develop its execution capabilities and technical qualifications for larger projects. The Group believes that such selective focus on new projects will result in strategic growth that will allow it to overcome cash flow difficulties that this business line faces due to Governmental policy considerations, while still contributing to the overall social infrastructure growth of the country.

Maintain the assurance of excellence associated with its brands

The Group believes that the "Sintex" brand is associated with excellence in its products. The Group believes that it has received brand recognition in India from its water tanks business, which it intends to leverage. In order to realise this intent, the Group has invested and intends to continue to invest in modern facilities to produce innovative products in an efficient manner.

Acquisitions

Since 2006, the Group has acquired several entities and manufacturing operations both in India and overseas. These include the acquisition of WCI and Sintex NP, as well as the acquisition of five manufacturing facilities of Bright Brothers Limited. In July 2014, the Group also acquired the SIMONIN group, which is a French industrial company specialising in the conception and manufacturing of technical parts such as springs, wire parts, precision stamping of metal parts, over moulding and metal/plastic functions, electronics, beams and assembly of sub-assemblies for industries ranging from automotive and electrical equipment and home automation.

The Group believes that it has been successful in identifying acquisition opportunities that offer synergies and provide the leverage to expand the scope of its operations. For example, the Group's acquisition of WCI provided the Group with a channel for front-end marketing of its product portfolio in the United States. The Group also gained access to WCI's advanced plastic processing technologies and processes in relation to highly engineered composite components, as well as their customers in the construction equipment, mass transportation, wind energy and medical imaging sectors. Similarly, the Group's acquisition of Sintex NP

provided the Group with access to the European market and its existing customer-base in the region, as well as its manufacturing technologies and processes such as injection of thermoplastics and precision moulding. Sintex NP's subsequent acquisition of AIP SAS has provided the Group with access to the aerospace sector, its acquisition of SICMO SAS has given the Group access to customers such as doormatix, personal care product and modem manufacturers, while its acquisition of the assets of NP Germany GMBH, provided the Group with access to the customer-base of that entity, which includes major European automobile manufacturers and electrical equipment manufacturers. Sintex NP has recently also acquired the SIMONIN group, boosting the Group's custom moulding business by providing it with access to a basket of metal parts and allowing the Group to move up the supplier value chain and to become a one-stop-shop for customers. Further, the Group's acquisition of five manufacturing facilities through Sintex-BAPL provided the Group with access to automotive composite manufacturers as customers for cross-selling opportunities and new products and technologies such as specialised-injection moulded plastic components, vacuum-forming, polyurethane ("PU") foaming and ultrasonic and hot plate welding.

The Group has sought to integrate these acquisitions in various ways, including through the establishment of Sintex-BAPL's Chennai manufacturing facility in conjunction with technical advice from Sintex. The Group intends that Sintex-BAPL will continue to expand its manufacturing capabilities and product range in conjunction with Sintex NP and WCI, in order to establish it as a lower- cost manufacturing centre for the Group's global customers as well as to target new customers by introducing the manufacturing of products, such as medical imaging equipment, industrial truck and tractor equipment and mass transit components. The Group also intends for the acquisition of the SIMONIN group to help integrate French and Indian plants, expanding the Group's geographical reach and to allow the Group to target new customers by providing products and services across a wider variety of technological and manufacturing capabilities and price points.

Business Segments

The Group has two business segments: custom moulding and prefab. The Group's custom moulding segment comprises the following products: industrial moulding, retail custom moulding and the prefab segment comprises the following products: prefabricated structures, monolithic construction as well as the infrastructure business.

Plastics Segment Overview

The Group's plastics segment was established in 1975 with its custom moulding and building materials products and commenced commercial operations with the manufacture of one-piece moulded polyethylene industrial water storage tanks known popularly as "Sintex" water tanks at the Group's manufacturing facility in Kalol. Gradually, the Group extended its geographical reach and its custom moulding and building materials business currently has plastic manufacturing facilities at 16 locations in India. In addition, the Group has 12 manufacturing facilities in France and one each in Poland, Germany, Morocco, Tunisia, Hungary and Slovakia, as well as two manufacturing facilities in the United States.

The Group's plastics segment is engaged in the manufacture of thermoplastic-moulded, extruded-thermoformed and SMC/pultrusion products.

The Group is one of the leading players in the Indian plastics industry with operations in multiple locations across India, resulting in a nation-wide presence. The Group has maintained its leadership by graduating from basic product manufacture to customising innovative solutions for its customers. The Group believes it has capitalised on the favourable industry environment through aggressive expansion of its geographical presence and modification of its product categories to meet industry and consumer demands.

The Group manufactures a number of different types of plastics and related products of various shapes at its manufacturing facility at Kalol and has thus grown from a manufacturer to an integrated solutions provider. The Group's product mix primarily comprises:

- industrial custom moulding;
- retail custom moulding;
- prefabricated structures; and
- monolithic construction

The plastics processing industry in India largely consists of disparate entities with a large number of plastics processor companies across India. For a number of years, the Group earned high margins largely arising from sales of its overhead water tanks. However, margins began to decline as smaller and regional competitors introduced similar products to the market. In line with its growth strategy, the Group has entered into other lines of innovative and specialised product applications. Industrial custom moulding products, prefabricated products and monolithic construction products are some examples of its successful product launches.

The Group's custom moulding and building materials business' growth is largely attributable to its entry into the international market, the launch of new products, the extension of its existing product range and the development of new markets.

Products

Custom Moulding

Industrial Custom Moulding

Industrial custom moulding products are designed specifically to meet client requirements. This business segment leverages the range of production processes that the Group possesses to produce customised products for customers such as OEMs, including multi-national companies. The products include customised components for the automotive sector and electrical products such as meter boxes, junction boxes and distribution boxes. The Group's overseas subsidiaries also produce a range of components for use in the aerospace, defence, mass transport, construction, renewable energy, marine, medical imaging and agricultural equipment sectors.

The Group believes that government programmes such as the Rajiv Gandhi Grameen Vidyutikaran Yojana, which is a rural electrification programme, and the Restructured Accelerated Power Development and Reforms Programme, which primarily aims at reforms in electricity distribution, mainly by reducing aggregate technical and commercial losses in urban areas, will result in substantial demand for electrical accessories. With respect to the transmission and distribution of electricity, the Group manufactures tamper-proof SMC meter boxes, enclosures for meters, polymeric insulators and cross arms for power transmission grids.

The automotive components business leverages a number of the Group's relationships with domestic and multi-national OEMs, while the Group's electrical products business services State Electricity Boards and distribution companies in India. In addition, the industrial custom moulding business model has characteristics that are similar to auto-ancillary companies, i.e. acquiring business for a new client is difficult as every component is critical and hence performance track record and quality parameters have to be well-established and a client typically stays with the vendor for as long as it shares product specifications with the component supplier. As such, contracts are typically long-term and ramp-ups can be significant as the relationship progresses.

The Group believes that the recent increase in investments in the power sector, especially in the modernisation of the existing transmission and distribution infrastructure, has resulted in a large demand for electrical accessories. The Group plans on tapping this market by leveraging its existing customer-base consisting of both state electricity boards and private power generating companies. In order to meet this growing demand, the Group plans to expand its electrical products manufacturing capacity. In addition, to tap the large potential in the Indian automotive sector for plastic, the Group plans on increasing the number of products it produces.

Details of the key products of the Group's industrial custom moulding business are set out below:

Meter Boxes, Loop-in Loop-out Boxes, High Voltage Accessories and Distribution Boxes

In relation to these products, the Group has extended its reach across geographies and executed contracts for various power sector utilities in Karnataka, Andhra Pradesh, Uttar Pradesh, Delhi and Madhya Pradesh. The Group was awarded its first order for distribution boxes from a power utility in Maharashtra. The Group has also put up a production line in Kutch for high voltage accessories like polymeric insulators, which replace obsolete insulators used in earlier transmission line towers. Polymeric insulators are light in weight, durable and coated with silicone rubber to avoid water accumulation during rains thereby avoiding short circuits.

Insulated Boxes and Pallets

The Group manufactures speciality products like insulated boxes and pallets, which are primarily exported to Australia. The Group has expanded its product range, offering boxes with capacities of up to 1,000 litres, which addresses requirements in food processing, fisheries, ice-cream, soft drinks and related industries. Recently, the Group has realigned its marketing strategy to position insulated boxes as part of its cold chain management solution. This allows the Group to promote insulated boxes through various government programmes such as the NRHM. The Group has also remodeled the boxes to match specific customer requirements. In addition, the Group widened its exports to additional markets to avoid dependence on a single geography.

Plastic Pallets

The Group believes that the growing distances between manufacturing and consuming areas, increased manufacturing volumes, improved material handling systems, greater reliance on the hub-and-spoke distribution model for a pan-India presence and larger warehousing needs have driven the growth in the demand for pallets. The Group manufactures lightweight, cost-effective and customised plastic pallets, catering to various industries such as pharmaceuticals, automotive, electrical, engineering, textiles, fisheries, logistics and warehousing. The Group's product portfolio is segregated into four categories: (a) Pharma pallets: uniformly moulded pallets, these products have no welds or joints and meet good manufacturing practices; (b) Dynamic pallets: these products are customised for racking and packing; (c) Export pallets: these are specially designed light pallets for exports; and (d) Poly pallets: these pallets are for non-pharma industry applications.

Retail Custom Moulding

The Group has expanded its manufacturing activities into waste management solutions, which it believes is currently an unstructured and unorganised business segment in the plastics industry. The Group has recently commenced the production of diversified products under this business line, including packaged waste water treatment solutions and moulded biogas units. This business line also produces septic tanks, underground tanks and manholes. Septic tanks include packaged septic tanks for individual houses as well as larger capacity community septic tanks.

The Group has created a decentralised packaged waste water treatment solution from managing liquid waste between 1,000-6,000 litres. This solution is specifically targeted at gated-community projects and at urban and Tier-I cities. The benefits of this solution are that it treats liquid waste at the generation point and facilitates water recycling for all purposes except human consumption; it eliminates the electricity cost of pumping liquid waste from the periphery to the centralised waste treatment facility; and it reduces the load of pollutants at centralised waste management plants. The Group has successfully marketed these products to state agencies and private builders. The Group also created a special marketing team to strengthen the awareness of this solution among builders, architects, consultants and government agencies.

The Group also manufactures products for solid waste management, which are distributed to municipalities across India. The products include storage bins of various sizes for diverse applications such as pushcarts, dumpers and containers and composting bins. In addition, the Group manufactures portable, prefabricated and moulded biogas plants in India. This unique solution is perfectly suited for Indian villages, which have a lack

of basic utilities, primarily electricity, as well as dairies. This product has received clearances from the Central and certain State Governments as it provided energy to rural areas and has been distributed across Gujarat, Maharashtra, Karnataka, Tripura and Kerala.

Prefabricated Structures

The Group introduced prefabricated structures in India in 2000. Prefabricated structures, which are essentially building structures fabricated in the factory, have been used globally for a large variety of applications including both temporary and permanent residential, industrial and commercial structures. The prefabricated structures offered by the Group use honeycomb concrete between plastic channels, making them light and easy to transport and set up without reducing overall strength. Prefabricated structures can be utilised for creating small structures at multiple locations. These products are structures made out of plastics, concrete and related material. The Group has also gradually expanded into the manufacture of sandwich panels in its prefabricated structures business.

This business grew appreciably as its acceptance extended across school buildings, army shelters, remote housing, BT shelters for telecommunications towers and toilet blocks.

The Group's prefabricated structures are available in various types and designs and find diverse uses including temporary, semi-temporary and permanent structures. The prefabricated structures business can be divided into various sub-segments based on the various end uses that the structures are put into, each having its own unique set of specifications.

Some of the most common uses for prefabricated structures in India are:

- public healthcare centres, schools and public administration buildings in remote locations and which are primarily used in relation to the economically weaker sections of society;
- mid-day meal kitchens;
- classrooms;
- bunk houses; and
- portable toilets.

The prefabricated structures business involves not only the supply of products but also the execution of projects and the erection of structures at project sites. The key to profitability in this business lies in devising an intelligent erection strategy to enable faster installation and building a trained workforce to deliver the product seamlessly. In accordance with this requirement, the Group's manufacturing facilities for prefabricated structures are in five locations across India to maximise the area under the coverage for such products.

The Government, as part of its Common Minimum Programme, has committed itself to accelerating spending on education, healthcare and sanitation infrastructure. Prefabricated structures have been utilised for rural healthcare, education infrastructure and sanitation centres and the Group expects that these areas have the potential to create growth in demand for prefabricated structures over the next few years. The principal demand originates from various government agencies and corporates and the Group believes it is well-positioned to tap into this growth. The Group expects that the sales generator for prefabricated structures will initially comprise the rural markets in India. As prefabricated structures have many other applications, demand has arisen from private corporations and the Group caters to the growing demand from the power sector.

Details of the key products of the Group's prefabricated structures business are set out below:

School and healthcare centre structures

Prefabricated structures are considered the most cost-effective solution in rural areas and difficult terrains, given the logistical problems associated with conventional construction and the technical superiority of prefabricated structures. The Group focuses on small and medium-sized structures, which can be erected for diverse application, providing greater opportunities.

In recent times, the Group has marketed prefabricated structures such as those which have application in forest and tribal areas, namely “gurukuls” (learning centres), as well as complete university campuses which include the main building, hostels, canteen, toilets and annex structures.

Sandwich panels

The Group currently manufactures sandwich panels as part of its product portfolio and believes that there is growing demand for sandwich panels in Government projects and in the building and construction sector. The sandwich panels are made of colour-coated steel and polyurethane foam, concrete or other fillers as packing material to provide insulation. The Group manufactures a variety of sandwich panels, which can be used as walls, internal partitions and roofing. Sandwich panels are suited for warehousing and cold storage purposes due to their insulation properties. The Group sees potential in the cold chain infrastructure business in India.

Bunk Houses

The Group started its prefabricated bunk houses business in 2005. Prefabricated bunk houses are suited for all types of housing and commercial applications. They are fully furnished and equipped with modern facilities for housing and commercial applications. Bunk houses can be utilised for project offices, site offices and residential units for long-gestation projects, namely power, infrastructure, large civil projects and mega-industrial projects, including oil exploration activities.

Factory-made Doors/Plastic Boards

In the factory-made doors (“FMD”) segment, the Group believes that it is one of the leading manufacturers in India providing pre-assembled, ready-to-fit, do-it-yourself kit doors. Products are targeted primarily towards low cost homes, schools and relief shelters. The FMD segment’s growth has stabilised. The primary reason is the lack of standard-size specifications for doors and windows for a typical construction in India (especially low-end construction, where plastic doors are used). However, the Group expects that incremental demand potential could be significant as there is an increase in new construction activity in India, which the Group believes is moving towards standard specifications for doors and windows.

Panel tanks

Panel tanks are lightweight, durable and easy to install and are capable of storing water in different climates and at different temperatures. They have various applications, including use in rural, semi-urban and urban water supply schemes, water storage in difficult terrains, overhead water storage in multi-storied buildings, water and waste storage in effluent treatment plants and water storage in chemical, pharmaceutical and corrosive-product industries.

Bio-gas holders

The Group has developed this unique solution for Indian villages to address multiple needs such as cooking fuel, electricity, fertilisers and sanitation. This product has received approval from multiple government agencies.

The main objectives of this product are:

- to promote the use of non-conventional energy in cooking;
- to promote organic farming by using bio-gas slurry;
- to reduce GHG emission responsible for global warming;
- to improve sanitation and overall health of the villagers in Indian villages;
- to integrate toilets in the same bio-gas plant;
- to reduce the contamination of ground water by treating human and animal waste;
- to reduce deforestation; and
- to reduce drudgery undertaken by rural women and the pressure on forests.

Packaged water treatment plants

The Group developed packaged water treatment plants, referred to as “DEWATS” (decentralised waste water treatment system), in collaboration with a leading waste water management and treatment company. The Group

developed multiple variants to reduce the biochemical oxygen demand levels in water by 85 to 98 per cent. The treated water can then be used for diverse purposes apart from human consumption. The DEWATS are primarily installed underground in high-load areas such as residential and industrial townships.

Monolithic Construction

In 2007, the Group introduced a new line of housing solutions to address mass and low-cost housing needs in India, which it terms “monolithic construction”. Monolithic construction has the following features:

- fabrication using a unique work system;
- casting of all four walls and slab together; and
- the ability to be used in single-storey or multi-storied construction.

Monolithic concrete construction is a method by which walls and slabs are constructed together by pouring fluid cement concrete into a lightweight formwork system while using nominal quantities of metallic reinforcement bars for strength and stability. The Group’s monolithic construction projects include ongoing township developments for housing authorities in Delhi and Lucknow.

The advantages of monolithic construction compared to conventional concrete construction are its lower pricing, quick turnaround time, rigorous seismic and wind speed resistance, waterproofing and fire safety. Monolithic construction can deliver multi-storied buildings on a large scale with high structural strength. In addition, it involves lower construction costs for multi-storied structures, reduced skilled workforce requirements, lower maintenance costs and is environmentally friendly. Accordingly, the Group believes that monolithic construction is ideal for use in slum redevelopment. The Group is also developing dual-tech housing solutions for rural areas, which are a combination of monolithic construction and sandwich panels.

Infrastructure

The Group, through its subsidiary Sintex Prefab and Infra Limited, undertakes infrastructure projects. The Group has experience in civil and mechanical construction for industrial projects. The Group is currently executing a range of projects, such as sewerage pumps and related work, border check posts, affordable housing projects and EPC contracts.

Distribution and Marketing

The Group’s custom moulding and building materials business sells its products primarily through distributors and retailers. The Group’s custom moulding and building materials business has a wide marketing and distribution network throughout India through its main operations office in Kalol, Gujarat and its sales and support offices located in 18 cities, each headed by a manager or area manager or regional manager, throughout India. Most sales of plastic products are made on the basis of spot or short-term contracts.

Raw Materials

For the Group’s plastics segment, raw materials primarily consist of PVC resins, plastic granules (including HDPE, LLDPE and other oil-based raw materials), PU, steel coils, glass fibre, resins and powder. The Group’s custom moulding and building materials business obtains substantially all of its PVC resins, plastic granules and powder on the basis of spot market purchases.

Competition

The Group’s competitors largely consist of disparate entities with a large number of plastic processing companies located across India. There are limited barriers to entry into the plastics industry and it is not difficult for other companies to compete with the Group. In recent years, the Group’s custom moulding and building materials business has responded to increased competition by diversifying its products and increasing its complementary products mix, introducing pioneering plastics products and venturing into new business segments. In the domestic market, the Group’s custom moulding and building materials business increasingly competes on the basis of product quality, manufacturing flexibility, delivery time and customer service, as well as price. In the international market, the Group believes that the principal competitive factor, in addition to price and product quality, is the ability to export superior plastics processing technology and services into emerging markets.

Power

As of the date of this Information Memorandum, the Group purchases electricity from various Indian electricity boards.

Environmental Protection

The Group is subject to regulation by various pollution control boards in India. These state pollution control boards, from time to time, inspect operations at the Group's manufacturing facilities for compliance with relevant environmental laws and regulations, including the Air Act, the Water Act or the Hazardous Wastes Rules. The Group is committed to maintaining appropriate environmental controls in all of its plastics processing facilities and utilise manufacturing processes that generate minimal waste and emissions. All the Group's custom moulding and building materials businesses are in compliance with all material environmental regulations.

The Group believes that Sintex NP and its subsidiaries do not currently require permits or other approvals under applicable environmental, public health and safety legislation to operate their respective businesses/facilities. Applicable environmental, public health and safety legislation could change in the jurisdictions where Sintex NP and its subsidiaries operate that would require permits or administrative authorisations to pursue Sintex NP and/or its subsidiaries' businesses. Any failure to secure these permits or authorisations in a timely manner could prevent Sintex NP and any of its subsidiaries from pursuing some of their respective current or planned activities, which may have a material adverse effect on the Group's results of operations, financial condition and prospects.

Principal Production Facilities

The Group's principal production facilities in India are all wholly-owned by it. The Group has 36 manufacturing facilities, with 20 located outside India. The custom moulding and building materials business' manufacturing facilities are located at Kalol, Kolkata, Nagpur, Namakkal, Nalagarh, Bhachau, Daman, Nasik, Pithampur, Pune, Sohna and Chennai, in India. At the Group's manufacturing facility in Kalol, it has developed the capability to manufacture plastics using multiple manufacturing processes, which enables it to produce the entire range of its custom moulded and building material products in one location. In addition, the Group has 12 manufacturing facilities in France and one each in Poland, Germany, Morocco, Tunisia, Hungary, Slovakia as well as two manufacturing facilities in the United States.

Maintenance

The Group has a major maintenance schedule for its production equipment in order to stagger maintenance shutdowns of its major equipment and production lines to allow for consistent levels of production. The Group determines the appropriate major maintenance schedule for each equipment and production line on the basis of manufacturers' recommendations, the results of regular equipment checks and, in some cases, continuous computer monitoring of the equipment. Minor maintenance not requiring facility shutdown is carried out by the Group's maintenance staff on an ongoing basis.

Employees

As of 31st March, 2017, the Group had approximately 4430 employees in India and approximately 3052 employees outside India. Globally, the Group has 7482 employees.

Insurance

The Group's plant, property, equipments and stocks are adequately insured against major risks. The Company has also taken Director and officer liability insurance to provide coverage against the probable liabilities arising on them, if any.

HISTORY AND CERTAIN CORPORATE MATTERS

Corporate Profile and Brief History

Our Company (Corporate Identification Number U74120GJ2015PLC084071) was incorporated as a private limited company on August 4, 2015 under the provisions of the Companies Act, 2013 in the name of Neev Educare Private Limited. Thereafter, it was converted into public limited company and the name was changed to Neev Educare Limited on May 13, 2016 and it was further changed to Sintex Plastics Technology Limited with effect from June 1, 2016 with its registered office at In the premises of Sintex-BAPL Ltd., Near Seven Garnala, Kalol (N.G.) - 382721.

The objects for which our Company has been established are set out in the Memorandum of Association. The main objects is set out hereunder:

- To carry on the business as manufacturers of and dealers in all kinds of plastic and plastic products (including all types of water storage tanks) and raw materials used for the manufacture of plastic.
- To carry on the business as manufacturers of and dealers of Custom Moulded products such as Sheet Moulded Compound (SMC) products, Industrial Containers, Fibre Reinforced Plastic (FRP), Plastic Pallets and Insulated Boxes, etc
- To carry on the business as manufacturers of and dealers in Dies and Tools which are used by the Plastic Processing industries to convert Plastic Raw Materials in desired semi-finished or finished forms.
- To carry on the business as manufacturers of and dealers in Component, Assemblies and Assemblies for Plastic Processing Machines.

As on date, our Company have the following subsidiaries:

- Sintex-BAPL Limited (Wholly owned subsidiary of our Company);
- Sintex Prefab and Infra Limited (Wholly owned subsidiary of our Company);
- BAPL Rototech Private Limited (Subsidiary of Sintex-BAPL Limited);
- Sintex Holdings BV
- Sintex Austria B.V.
- Southgate Business Corp.
- Amarange Inc.
- Sintex Wausaukee Composites Inc
- SINTEX France SAS
- SINTEX NP SAS
- NP SAVOIE SAS
- NP JURA
- NP VOSGES SAS
- NP SUD SAS
- AIP SAS
- NP NORD SAS
- SICMO SAS
- SIMONIN SAS
- CAPELEC SAS
- NP HUNGARIA KFT
- NP SLOVAKIA SRO
- NP TUNISIA SARL
- NP MOROCCO SARL
- NP GERMANY GMBH
- NP POLSKA
- SIROCO SAS

COMPOSITE SCHEME OF ARRANGEMENT

Rationale as provided in the Scheme:

Sintex Industries Limited, Sintex Plastics Technology Limited, Sintex-BAPL Limited and Sintex Prefab and Infra Limited are part of Sintex Group. The business activities carried on by Sintex-BAPL are similar to the Custom Moulding Business being carried out by Sintex Industries. Further, the business activities carried out by Sintex Infra are similar to the Prefab Business being carried out by Sintex Industries. Sintex Group is desirous of segregating the Plastic Division and the Textile Division of Sintex Industries by separating the Custom Moulding Undertaking and the Prefab Undertaking, respectively, of the Plastic Division of Sintex Industries and transfer of the same to Sintex-BAPL and Sintex Infra, respectively, under the provisions of Sections 391 to 394 and other relevant provisions of the Act read with the provisions of the Companies Act, 2013.

- (a) The business of Textile carried on by Sintex Industries and the business of Plastic carried on by Sintex Industries either by itself or through strategic investments in subsidiaries have significant potential for growth and profitability. The nature of risk, competition, challenges, opportunities and business methods for both the aforesaid businesses are separate and distinct from each other. The Textile business and the Plastic business are capable of attracting a different set of investors, strategic partners, lenders and other stakeholders. There are also differences in the manner in which the Textile business and the Plastic business are required to be handled and managed. In order to lend greater/ enhanced focus to the operation of the said businesses, it is proposed to reorganize the Plastic business under Sintex Plastics Technology but at the same time segregate, by way of demergers, the Custom Moulding Undertaking and the Prefab Undertaking, respectively, of Sintex Industries and transfer the same to Sintex-BAPL and Sintex Infra, respectively, which are wholly owned subsidiaries of Sintex Plastics Technology.
- (b) The segregation would enable greater/enhanced focus of management in the Textile business and the Plastic business thereby facilitating the management to efficiently exploit opportunities for each of the said businesses. Further, the opportunities and business methods of the Custom Moulding Undertaking and that of the Prefab Undertaking are distinct and the same are reflected by the different business activities of Plastics currently being carried on by Sintex-BAPL and Sintex Infra, respectively. Therefore, it is proposed to demerge the Custom Moulding Undertaking of Sintex Industries and transfer the same to Sintex-BAPL and demerge the Prefab Undertaking of Sintex Industries and transfer the same to Sintex Infra. Though the verticals of the Plastic Division are being proposed to be transferred to Sintex-BAPL and Sintex Infra, it is proposed that the holding company for the Plastic business remains within one entity i.e. Sintex Plastics Technology.
- (c) The demergers will also provide scope for independent collaborations and expansion.
- (d) It is believed that the proposed demergers will create enhanced value for shareholders and allow a focused strategy and specialization for sustained growth, which would be in the best interest of all the stakeholders and the persons connected with the aforesaid companies.

Salient Features of the Scheme:

Composite Scheme of Arrangement (“Scheme”) involving demerger of Custom Moulding Undertaking and Prefab Undertaking of Sintex Industries Limited into Sintex-BAPL Limited and Sintex Prefab and Infra Limited, respectively, being wholly owned subsidiary of Sintex Plastics Technology Limited and issue of equity shares of Sintex Plastics Technology Limited to the shareholders of Sintex Industries Limited.

Custom Moulding Undertaking means the entire undertaking of Sintex Industries Limited pertaining to its Custom Moulding Business and includes all assets (whether moveable or immovable) and liabilities pertaining to Custom Moulding Business. Prefab Undertaking means the entire undertaking of Sintex Industries Limited pertaining to its Prefab Business and includes all assets (whether moveable or immovable) and liabilities pertaining to Prefab Business.

The proposed Scheme envisages creation of an independent listed company, namely, Sintex Plastics Technology Limited, in the business of plastics by demerger of Custom Moulding Undertaking and Prefab Undertaking of Sintex Industries Limited into Sintex-BAPL Limited and Sintex Prefab and Infra Limited, respectively, being wholly owned subsidiary of Sintex Plastics Technology Limited.

Sintex-BAPL Limited and Sintex Prefab and Infra Limited will constitute the Custom Moulding Business and Prefab Business of Sintex Industries Limited, respectively and Sintex Industries Limited will continue to carry on the Textiles Business.

Sintex Plastics Technology Limited would achieve listing and all the existing shareholders of Sintex Industries Limited would be allotted shares in Sintex Plastics Technology Limited in the same proportion in which they hold shares in existing Sintex Industries Limited.

Post implementation, Sintex Industries Limited and Sintex Plastics Technology Limited will be listed on BSE and NSE with mirror shareholding.

The appointed date for the demergers of the Custom Moulding Undertaking and Prefab Undertaking of Sintex Industries Limited into Sintex-BAPL Limited and Sintex Prefab and Infra Limited, respectively, means April 1, 2016.

The effective date of the Scheme is 12th May, 2017.

MANAGEMENT

Our Company's Articles of Association provides that the minimum number of Directors shall be three and not more than 15. As of the date of this Information Memorandum, our Company has 8 directors, of which four Directors are independent, non-executive Directors, of which one is woman Director. Pursuant to the provisions of the Companies Act, 2013 at least two-thirds of the total number of Directors excluding the independent Directors are liable to retire by rotation, with one-third of such number retiring at each annual general meeting. A retiring director is eligible for re-election. Further, the independent Directors may be appointed for a maximum of two terms of up to five consecutive years each. Any re-appointment of independent Directors shall, *inter alia*, be on the basis of the performance evaluation report and approved by the shareholders by way of a special resolution. The quorum for meetings of our Board is one-third of the total number of Directors, or two Directors, whichever is higher.

The following table sets forth details regarding our Board as of the date of this Information Memorandum:

Name, Designation, Term, DIN, Occupation, and address	Age (in years)	Other Directorships
<p>Arun P. Patel</p> <p><i>Designation:</i> Chairman/Non-Executive Director</p> <p><i>Term:</i> Liable to retire by rotation</p> <p><i>DIN:</i> 00830809</p> <p><i>Occupation:</i> Industrialist</p> <p><i>Address:</i> Manglam, B/H. Apang Manav</p> <p>Mandal workshop, near Manali Apartments,</p> <p>Dr. V. S. Road, Ahmedabad – 380 015</p>	82	<p>(1) Stanrose Mafatlal Investments and Finance Limited; and</p> <p>(2) Sintex Industries Limited.</p>
<p>Dinesh B. Patel</p> <p><i>Designation:</i> Non-Executive Director</p> <p><i>Term:</i> Liable to retire by rotation</p> <p><i>DIN:</i> 00171089</p> <p><i>Occupation:</i> Industrialist</p> <p><i>Address:</i> Vrindavan, B/H Atira, near Apartments, Dr. V. S. Road, Ahmedabad – 380 006</p>	82	<p>(1) Denis Chem Lab Limited;</p> <p style="text-align: center;">And</p> <p>(2) Sintex Industries Limited.</p>

<p>Rahul A. Patel <i>Designation</i> : Non-Executive Director <i>Term</i> : Liable to retire by rotation <i>DIN</i> : 00171198 <i>Occupation</i> : Industrialist <i>Address</i> : 112, Sunrise Park, Opp. Drive-in Cinema, Thaltej Road, Ahmedabad-380 054.</p>	57	<p>(1) BVM Overseas Limited; (2) Sintex – BAPL Limited; (3) Sintex Prefab and Infra Limited; (4) Sintex Industries Limited; (5) Sintex Wausaukee Composites Inc.; (6) Southgate Business Corp. and (7) Amarange Inc.</p>
<p>Amit D. Patel <i>Designation</i>: Non-Executive Director <i>Term</i>: Liable to retire by rotation <i>DIN</i>: 00171035 <i>Occupation</i>: Industrialist <i>Address</i>: Vrindavan, near Manali Apartment, Vikram Sarabhai Road, Vastrapur, Ahmedabad – 380 015</p>	51	<p>(1) BAPL Rototech Private Limited; (2) BVM Overseas Limited; (3) Kolon Investment Private Limited; (4) Sintex Austria B.V. (5) Sintex – BAPL Limited; (6) Sintex Holdings BV; (7) Sintex Prefab and Infra Limited; (8) Sintex Industries Limited; (9) Sintex Wausaukee Composites Inc.; (10) Southgate Business Corp.; (11) Amarange Inc. and (12) Star Line Leasing Limited.</p>
<p>Pravin Kanubhai Laheri <i>Designation</i>: Independent Director <i>Term</i>: upto 5th AGM <i>DIN</i>: 00499080 <i>Occupation</i>: <i>Address</i>: A-404, Bageshree, Opp. Fun Republic, Satellite Road, Ahmedabad-380054, Gujarat</p>	72	<p>(1) PI Industries Limited; (2) Gujarat Pipavav Port Limited; (3) DMCC Oil Terminals (Navlakhi) Limited; (4) AMAP Management Consultancy Private Limited; (5) Cue Strategic Inputs Private Limited; (6) Gulmohar Greens-Golf and Country Club Limited and (7) Ambuja Cement Foundation</p>
<p>Desh Raj Dogra <i>Designation</i>: Independent Director <i>Term</i>: upto 5th AGM <i>DIN</i>: 00226775 <i>Occupation</i>: <i>Address</i>: Flat No. 402, Somerset Building, AdishankaraCharya Road, CTS No. 15C, Nr Hiranandani Gardens, Powai, Mumbai – 400 076.</p>	63	<p>(1) Welspun Corp Limited; (2) G R Infraprojects Limited; (3) Mercator Limited; (4) S Chand And Company Limited; (5) Gandhar Oil Refinery (India) Limited; (6) Ampl Cleantech Private Limited; (7) SK Restaurants Private Limited; (8) Asirvad Micro Finance Limited; (9) ITI Mutual Fund Trustee Private Limited; (10) Vikas Publishing House Private Limited; (11) Brickwork Risk & Investment Management solutions Private Limited (12) Capri Global Capital Limited; and (13) Sunteck Realty Ltd.</p>

<p>Kiritbhai Chimanlal Shah</p> <p><i>Designation:</i> Independent Director</p> <p><i>Term:</i> Upto 3rd AGM</p> <p><i>DIN:</i> 00011586</p> <p><i>Occupation:</i> Business</p> <p><i>Address:</i> 22-Amrashirish Bungalow, Opp. Chmanbhai Patel Inst, Near Auda Garden, Ahmedabad-380051</p>	81	<p>(1) BVM Finance Private Limited and</p> <p>(2) Uranus Medical Devices Limited</p>
<p>Namita Rashesh Shah</p> <p><i>Designation:</i> Independent Director</p> <p><i>Term:</i> Upto 3rd AGM</p> <p><i>DIN:</i> 07141132</p> <p><i>Occupation:</i> Business</p> <p><i>Address:</i> A/62, Skylark Apartment, B/H Siddhivinayak Complex, Shivranjni Cross Road, Satellite, Ahmedabad – 380015</p>	49	<p>(1) Sintex Prefab and Infra Limited and</p> <p>(2) Sintex-BAPL Limited</p>

Relationship between the Directors

Except as disclosed below, none of our Directors are related to each other:

Sr. No.	Name	Nature of relationship
1.	Arun P. Patel	Father of Rahul A. Patel
2.	Dinesh B. Patel	Father of Amit D. Patel
3.	Rahul A. Patel	Son of Arun P. Patel
4.	Amit D. Patel	Son of Dinesh B. Patel

Brief Biographies

Arun P. Patel

Arun P. Patel is an industrialist and holds a Bachelor's degree in Science from Bombay University. He has varied experience over six decades in the textiles and plastics industry.

Dinesh B. Patel

Dinesh B. Patel is an industrialist and holds a Bachelor's degree in Science from the Bombay University. He has over six decades of experience in the textiles and plastics industry.

Rahul A. Patel

Rahul A. Patel received a Bachelor's degree in Commerce from Gujarat University in 1980 and a Masters in Business Administration from Philadelphia College of Textiles and Science in 1981. He has more than 30 years of experience in the textile and plastic industry.

Amit D. Patel

Amit D. Patel received a Bachelor's degree in Commerce from Gujarat University in 1986 and a course of study in word processing techniques from Drake Business School, New York in 1986. He also received a certificate in

word processing from Crown Business Institute in 1986. He has more than 25 years of experience in the textile, chemicals and plastics industry.

Pravin K. Laheri

Mr. Pravin K. Laheri, graduated in Political Science, Comparative studies in Constitutions and Sociology in 1965 and post graduated in Law from Bombay University LLB in 1967. He holds a Bachelor's degree Arts and Law from University of Wales. He studied at St Xavier's College and Government Law College Mumbai. He is an ex-IAS and was awarded an M.SC (Eco.) from University of Wales, Centre for Development Studies at Swansea.

Desh Raj Dogra

Mr. Desh Raj Dogra holds Bachelor's degree and Master's degree in Science (Agriculture), both from the University of Himachal Pradesh. He also holds Master's in Business Administration from the University of Delhi. He has over 38 years of experience in financial sector and credit administration.

Kirit C. Shah

Kirit C. Shah is a BA and having rich experience of more than 50 years. Currently, he serves as the Non-Executive Independent Director of our Company.

Namita R. Shah

Namita R. Shah received a Bachelor's degree in commerce and having relevant rich experience of more than 10 years. Currently, she serves as the Non-Executive Independent Director of our Company.

Confirmations

None of our Directors hold current and/or past directorship(s) for a period of five years preceding the date of filing of this Information Memorandum in listed companies, whose shares have been or were suspended from being traded on the BSE or the NSE.

Further, none of our Directors are associated with the securities market, in any manner and there is or has been no action taken by SEBI against our Directors or any entity in which our Directors are involved in as promoters or directors.

Except for Mr. Arun P. Patel, Mr. Dinesh B. Patel, Mr. Rahul A. Patel and Mr. Amit D. Patel, none of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange in India during the term of their directorship in such company:

- Name of the Company: Sintex Industries Limited
- Currently listed on: BSE, NSE
- Delisted from: Ahmedabad Stock Exchange
- Date of delisting: August 26, 2013
- Nature of delisting: Voluntary
- Reasons for delisting: Lack of trading
- Whether relisted: No
- For further details, please see "*Management*" beginning on page 67 of this Information Memorandum.

Sintex Industries Limited had voluntarily approached the Ahmedabad Stock Exchange ("**ASE**") to delist its Equity Shares from trading on the ASE due to no trading activity on the ASE. These Equity Shares were removed from the list of listed securities of ASE with effect from August 26, 2013. Sintex Industries Limited has not approached the ASE for relisting of the Equity Shares since then.

Remuneration of Directors

Executive Directors

No remuneration paid to our Executive Directors for the year ended March 31, 2017.

Non-Executive Directors

For the year ended March 31, 2017, the non-executive Directors were paid an amount of NIL as sitting fees for attending each meeting of the Board and committee(s) thereof. The executive Directors are not paid sitting fees for attending meetings of the Board. Other than sitting fees, there were no material pecuniary relationships or transactions between our Company and our Independent and Non-Executive Directors.

Details of service contracts entered into with Directors





There are no service contracts entered into with the Directors by our Company providing for benefits upon termination of employment.

Arrangement or understanding with major shareholders, customers, suppliers or others

As of the date of this Information Memorandum, there are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which our Company has appointed a director or a member of the senior management.

PROMOTERS, PROMOTER GROUP AND GROUP COMPANIES

Our Promoters and Promoter Group together hold 16,99,81,127 equity shares, equivalent to 30.63% of our paid-up equity share capital as of 30th May, 2017. The promoters of our Company are:

Name of Promoter	Brief profile / description
 Arun P. Patel	Arun P. Patel is an industrialist and holds a Bachelor's degree in Science from Bombay University. He has varied experience over six decades in the textile and plastics industry.
 Dinesh B. Patel	Dinesh B. Patel is an industrialist and holds a Bachelor's degree in Science from the Bombay University. He has over six decades of experience in the textile and plastics industry.
 Rahul A. Patel	Rahul A. Patel received a Bachelor's degree in Commerce from Gujarat University in 1980 and a Masters in Business Administration from Philadelphia College of Textiles and Science in 1981. He has more than 30 years of experience in the textile and plastic industry.
 Amit D. Patel	Amit D. Patel received a Bachelor's degree in Commerce from Gujarat University in 1986 and a course of study in word processing techniques from Drake Business School, New York in 1986. He also received a certificate in word processing from Crown Business Institute in 1986. He has more than 25 years of experience in the textile, chemicals and plastics industry.
Kolon Investment Pvt. Ltd.	Kolon Investment Private Limited is an Investment Company and engaged in the business of Investment in Equities, Mutual Funds, Bonds, etc.
Opel Securities Private Limited	Opel Securities Pvt. Limited is a Private Company incorporated on 8th November, 1995. It is involved in business of investment in securities and its trading.
BVM Finance Private Limited	BVM Finance Private Limited is an Investment Company and is mainly engaged in Investment Business and derives its income mainly from Dividend, Interest, etc.

Interests of Promoters

Our Promoters are interested in our Company to the extent of the Equity Shares held by them and the remuneration received from our Company. For details of our Promoters' shareholding in our Company, please see the sections entitled "Capital Structure" on Page31.

Our Promoters are not interested in the properties acquired or proposed to be acquired by our Company in the past two years before filing of the Information Memorandum.

Except as stated otherwise in the Information Memorandum, our Company has not entered into any contract, agreements or arrangements during the preceding two years from the date of the Information Memorandum or proposes to enter into any such contract in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them. For further details, please see the section entitled “Related Party Transactions” on page 125.

Other than our Subsidiaries and Group Companies, our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

Our Promoters have no interest in acquisition of land, construction of building and supply of machinery undertaken by our Company.

Payment or Benefits to Promoters

Except as stated otherwise in the section entitled “Related Party Transactions” detailing the related party transactions, as per Ind-AS 24, entered into during the last five Fiscals and in the section entitled “Promoter, Promoter Group and Group Companies – Interests of Promoters” on page 73, there has been no payment or benefit provided to our Promoters or Promoter Group by our Company during the two years preceding the date of the Information Memorandum, nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of the Information Memorandum.

Confirmations

Our Promoters and our Group Companies have not been declared as willful defaulters by the RBI or any other governmental authority. Further, there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against them.

Except as disclosed in section entitled “Outstanding Litigation, defaults and material developments” on page 148, our Promoters and Promoter Group entities 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.

Except as disclosed in section entitled “Outstanding Litigation, defaults and material developments” on page 148, our Promoters are not, and have never been, a promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

We confirm that company registration number and address of registered office, where applicable, have been submitted to BSE and NSE at the time of filing the Information Memorandum with the Stock Exchanges.

PROMOTER GROUP

Unless the context requires otherwise, the entities forming part of our promoter group in accordance with SEBI ICDR Regulations.

In addition to our Promoters named above, the following individuals and entities form a part of the Promoter Group:

1. Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group (due to their relationship with our Promoters), other than our Promoters, are as follows:

Name of the Person	Relationship with the Promoter
Pranay A. Patel	Son of Arun P. Patel
Poonam P. Patel	Wife of Pranay A. Patel
Kalavati Patel	Wife of Dinesh B. Patel
Leena A. Patel	Wife of Arun P. Patel
Deval R. Patel	Wife of Rahul A. Patel

2. Corporate entities forming part of the Promoter Group

Names of Entities
Prominent Plastics Limited

Som Shiva (Impex) Limited
Star Line Leasing Limited
Kolon Investment Pvt. Ltd.
Opel Securities Private Limited
BVM Finance Private Limited

GROUP COMPANIES

The following table enumerates our group companies, brief description of the business and nature and extent of interest of the Promoters:

Sr. No	Name of the Company	Subsidiary/ Associate of Promoters	Country of incorporation	Nature of business activity
1.	Sintex-BAPL Limited	Subsidiary	India	Sintex-BAPL is, inter alia, engaged in the business of manufacture of injection moulded plastic components for the automotive industry. The product portfolio includes exterior systems (such as front and rear bumper systems, overhead systems, side wall systems, acoustic management and seating systems) and hood systems (such as air dams, nozzle defrosters and radiator fan blades).
2.	Sintex Prefab and Infra Limited	Subsidiary	India	Sintex Prefab and Infra is, inter alia, engaged in the business of monolithic construction and prefabricated structures.
3.	BAPL Rototech Pvt. Limited	(Step down Subsidiary)	India	Incorporated in August 2015, BAPL Rototech Pvt. Ltd. is a Joint venture company between Sintex-BAPL Ltd. and Rototech S.R.L. Italy with a shareholding pattern of 70% and 30% respectively. The joint venture is set up the company is to increase the efficiency in the production, supply, distribution, storage, acquisition or control of specific products for commercial vehicle. The company has manufacturing plant situated at Pithampur (Indore, M.P.) at present for doing business of manufacturing and/or assembling of the products by utilizing rotational molding and/or blow molding technology.
4.	Sintex Holdings B.V.	(Step down Subsidiary)	The Netherlands	It is the Holding company of all foreign subsidiaries.
5.	Sintex Austria B.V.	(Step down Subsidiary)	The Netherlands	Investment Company
6.	Southgate Business Corp.	(Step down Subsidiary)	British Virgin Island	Investment Company

7.	Amarange Inc.	(Step down Subsidiary)	British Virgin Island	Investment Company
8.	SINTEX France SAS	(Step down Subsidiary)	France	Holding company of Nief Plastics SAS, France – Investment company
9.	SINTEX NP SAS	(Step down Subsidiary)	France	Manufacturing plastic products for use in the automotive, electrical and electronics, aeronautics, defense, household appliances and building industries.
10.	NP SAVOIE SAS	(Step down Subsidiary)	France	Manufacturing plastic products for use in the automotive, electrical and electronics, aeronautics, defense, household appliances and building industries.
11.	NP JURA	(Step down Subsidiary)	France	Manufacturing plastic products for use in the automotive, electrical and electronics, aeronautics, defense, household appliances and building industries.
12.	NP VOSGES SAS	(Step down Subsidiary)	France	Manufacturing plastic products for use in the automotive, electrical and electronics, aeronautics, defense, household appliances and building industries.
13.	NP SUD SAS	(Step down Subsidiary)	France	Manufacturing plastic products for use in the automotive, electrical and electronics, aeronautics, defense, household appliances and building industries.
14.	AIP SAS	(Step down Subsidiary)	France	Specialise in CNC machining and leader in this activity. Has presence in to three sectors- aerospace, medical and industry.
15.	NP NORD SAS	(Step down Subsidiary)	France	Manufacturing plastic products for use in the automotive, electrical and electronics, aeronautics, defense, household appliances and building industries.
16.	SICMO SAS	(Step down Subsidiary)	France	Manufacturing plastic products for use in the automotive, electrical and electronics, aeronautics, defense, household appliances and building industries.
17.	SIMONIN SAS	(Step down Subsidiary)	France	Manufacturing plastic products for use in the automotive, electrical and electronics, aeronautics, defense, household appliances and building industries.

18.	CAPELEC SAS	(Step down Subsidiary)	France	Manufacturing plastic products for use in the automotive, electrical and electronics, aeronautics, defense, household appliances and building industries.
19.	NP HUNGARIA KFT	(Step down Subsidiary)	Hungaria	Manufacturing plastic products for use in the automotive, electrical and electronics, aeronautics, defense, household appliances and building industries.
20.	NP SLOVAKIA SRO	(Step down Subsidiary)	Slovakia	Manufacturing plastic products for use in the automotive, electrical and electronics, aeronautics, defense, household appliances and building industries.
21.	NP TUNISIA SARL	(Step down Subsidiary)	Tunisia	Manufacturing plastic products for use in the automotive, electrical and electronics, aeronautics, defense, household appliances and building industries.
22.	NP MOROCCO SARL	(Step down Subsidiary)	Morocco	Manufacturing plastic products for use in the automotive, electrical and electronics, aeronautics, defense, household appliances and building industries.
23.	NP GERMANY GMBH	(Step down Subsidiary)	Germany	Manufacturing plastic products for use in the automotive, electrical and electronics, aeronautics, defense, household appliances and building industries.
24.	NP POLSKA	(Step down Subsidiary)	Poland	Manufacturing plastic products for use in the automotive, electrical and electronics, aeronautics, defense, household appliances and building industries.
25.	SIROCO SAS	(Step down Subsidiary)	France	Manufacturing plastic products for use in the automotive, electrical and electronics, aeronautics, defense, household appliances and building industries.
26.	Sintex Wausaukee Composites Inc	(Step down Subsidiary)	United States (US)	Manufacture highly engineered composite plastic and fiberglass components for industrial trucks, tractors, mass transit, medical imaging, wind energy and corrosion resistant materials handling products.

Entities over which the Promoter (individual or corporate) exercises significant influence:

Sr. No.	Name of the Company	Nature of interest of the promoter	Nature of business activity
27.	Sintex Industries Limited	Promoters Holds 30.63% shareholding as on 30.05.2017	Textile Business

Top five Group Companies as under:

Sintex Industries Limited

Sintex Industries Limited, a flagship company of Sintex Group, is a public limited company incorporated on 1st June 1931 under the Baroda State Companies Act of Savant Year 1975 in the name of The Bharat Vijay Mills Limited. The name was changed to Sintex Industries Limited with effect from 27th June 1995 under the provisions of the Act. The equity shares of Sintex Industries are listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE'). Sintex Industries is primarily engaged in the business of Textiles and Plastics. Sintex Industries' Textile Division is carrying on the business of manufacturing and distribution of niche structured yarn and dyed textiles related products.

Financial Performance – Standalone

Rs; in crores, except for earning per share data

Parameter	As of March 31, 2017	As of March 31, 2016	As of March 31, 2015
Equity Capital	54.47	44.66	42.44
Reserves	3851.98	4846.77	4190.81
Turnover with Other Income	1514.16	4941.79	4118.24
Profit after tax	128.57	549.61	457.52
Earning per share	2.62	12.44	12.48
Net asset value	3906.45	4891.43	4233.25

Sintex-BAPL Limited

Sintex-BAPL Limited, is a company incorporated on 23rd July 2007 under the provisions of the Companies Act, 1956 in the name of Bright Auto Plastic Private Limited. Sintex-BAPL Limited is, inter alia, engaged in the business of manufacture of injection moulded plastic components for the automotive industry. The product portfolio includes exterior systems (such as front and rear bumper systems, overhead systems, side wall systems, acoustic management and seating systems) and hood systems (such as air dams, nozzle defrosters and radiator fan blades). Sintex-BAPL Limited is a wholly owned subsidiary of Sintex Plastics Technology Limited.

Financial Performance – Standalone

Rs; in crores, except for earning per share data

Parameter	As of March 31, 2017	As of March 31, 2016	As of March 31, 2015
Capital	16.03	66.03	55.01
Reserves	1570.71	139.74	39.48
Turnover with Other Income	2021.11	519.08	441.35
Profit after tax	276.29	12.09	1.98
Earning per share	172.40	6.50	(1.03)
Net asset value	1586.74	205.78	94.49

Sintex Prefab and Infra Limited

Sintex Prefab and Infra Limited is the company incorporated on 25th November 2009 under the provisions of the Companies Act, 1956. Sintex Prefab and Infra Limited is, inter alia, engaged in the business of monolithic construction and prefabricated structures. Sintex Prefab and Infra Limited is a wholly owned subsidiary of Sintex Plastics Technology Limited.

Financial Performance – Standalone

Rs; in crores, except for earning per share data

Parameter	As of March 31, 2017	As of March 31, 2016	As of March 31, 2015
Equity Capital	2.45	2.45	2.00
Reserves	1138.60	342.47	257.50
Turnover with Other Income	2054.89	918.99	783.97
Profit after tax	99.13	24.67	18.62
Earning per share	354.66	115.05	93.08
Net asset value	1141.05	344.92	259.50

Sintex Wausaukee Composites Inc

Sintex Wausaukee Composites Inc is engaged in the manufacture highly engineered composite plastic and fiberglass components for industrial trucks, tractors, mass transit, medical imaging, wind energy and corrosion resistant materials handling products.

Financial Performance – Standalone

Rs; in crores, except for earning per share data

Parameter	As of March 31, 2017	As of March 31, 2016	As of March 31, 2015
Equity Capital	157.91	161.53	152.43
Reserves	(38.80)	(25.79)	(15.66)
Turnover with Other Income	159.18	170.71	168.65
Profit after tax	(14.06)	(9.08)	(2.65)
Net asset value	119.11	135.74	136.77

Sintex France SAS

Sintex France SAS is the holding company of Sintex NP SAS, France.

Financial Performance – Consolidated

Rs; in crores, except for earning per share data

Parameter	As of March 31, 2017	As of March 31, 2016	As of March 31, 2015
Equity Capital	220.93	239.60	215.38
Reserves	428.42	349.79	242.73
Turnover with Other Income	1891.23	1761.25	1683.83
Profit after tax	110.98	77.64	64.51
Net asset value	649.35	589.39	458.11

RELATED PARTY TRANSACTIONS

For details of related party transactions, see Financial Statements.

DIVIDEND POLICY

The declaration and payment of dividends will be recommended by our Board of Directors approval and it will be at their discretion and will depend on number of factors, including but not limited to our earnings, capital requirements and overall financial position. Our Company, since its incorporation, has not declared or paid any dividend.

SECTION V – FINANCIAL INFORMATION

FINANCIAL STATEMENTS

There have not been any reservations, qualifications and adverse remarks in our financial statements since incorporation.

There has been no change in the accounting policies of our Company.



TO THE MEMBERS OF SINTEX PLASTICS TECHNOLOGY LIMITED

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of **SINTEX PLASTICS TECHNOLOGY LIMITED** (hereinafter referred to as "the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") comprising the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss including other comprehensive income, the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity, for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Parent's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Parent, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or



error. In making those risk assessments, the auditor considers internal financial control relevant to the Parent's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Parent's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and other auditors on separate financial statements of the subsidiaries referred to below in the Other Matters paragraph, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2017, and their consolidated profit, consolidated total comprehensive income, their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

Other Matters

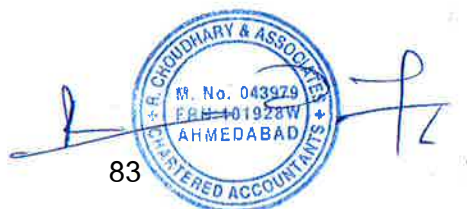
We did not audit the financial statements of a subsidiary and its step-down subsidiaries, whose financial statements reflect total assets of Rs.5790.88 crore as at 31st March, 2017, total revenues of Rs.3941.83 crore and net cash outflows amounting to Rs.16.87 crore for the year ended on that date, as considered in the consolidated Ind AS financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated Ind AS financial statements above, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of other auditors.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of the report of the auditors on financial statements of subsidiaries companies, referred in the Other Matters paragraph above we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.



- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Parent as on 31st March, 2017 taken on record by the Board of Directors of the Parent and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A", which is based on the auditors' reports of the Parent company and subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Parent's/ subsidiary company's incorporated in India for internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- i. There were no pending litigations which would impact the consolidated financial position of the Group.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Parent and its subsidiary companies incorporated in India.



- iv. The Parent has provided requisite disclosures in the consolidated Ind AS financial statements as regards the holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8th November, 2016 of the Ministry of Finance, during the period from 8th November, 2016 to 30th December, 2016 of the Group entities as applicable. Based on audit procedures performed and the representations provided to us by the management we report that the disclosures are in accordance with the relevant books of accounts maintained by those entities for the purpose of preparation of the consolidated Ind AS financial statements and as produced to us by the Management of the respective Group entities.

For R Choudhary and Associates
Chartered Accountants
(Firm Regn. No. 101928W)



Ramachandra Choudhary
Partner
Mem. No.043979

Place : Ahmedabad
Date : 30th May, 2017



"Annexure A" to the Independent Auditor's Report

(Referred to in paragraph 1(f) under "Report on other legal and regulatory requirements" of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the Internal Financial Control over financial reporting of **SINTEX PLASTICS TECHNOLOGY LIMITED** ("the Parent") as of 31st March, 2017 in conjunction with our audit of the consolidated financial statements of the Parent and its subsidiary companies incorporated in India as of that date.

Management Responsibility for the Internal Financial Controls

The respective Board of Directors of the Parent and its subsidiary companies which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Group's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Parent Company and its subsidiary companies, which are incorporated in India, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2017, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to 2 subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the other auditors of such subsidiaries.

For **R Choudhary and Associates**
Chartered Accountants
(Firm Regn. No. 101928W)



Ramachandra Choudhary
Partner
Mem. No.043979

Place : Ahmedabad
Date : 30th May, 2017

SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Consolidated Balance Sheet as at March 31, 2017

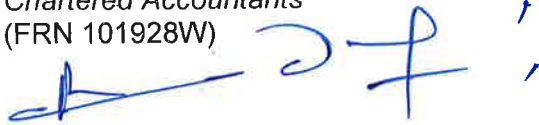
(₹ in crores)

Particulars	Notes	As at March 31, 2017
I ASSETS		
Non-current assets		
(a) Property, plant and equipment	4	4,134.50
(b) Capital work-in-progress		29.11
(c) Goodwill	5B	228.24
(d) Other intangible assets	5A	1,522.44
(e) Financial assets		
(i) Investments	7	58.06
(ii) Loans	8	10.73
(iii) Other financial assets	9	38.74
(f) Deferred tax assets (net)	21	6.23
(g) Other non-current assets	10	331.61
(h) Non-current tax assets (net)	11	74.88
Total non-current assets		6,434.54
Current assets		
(a) Inventories	12	547.30
(b) Financial assets		
(i) Other investments	13	202.82
(ii) Trade receivables	14	1,245.85
(iii) Cash and cash equivalents	15	173.41
(iv) Bank balances other than cash and cash equivalents	16	1.02
(c) Other current assets	17	340.15
Total current assets		2,510.55
Total assets		8,945.09
II EQUITY AND LIABILITIES		
Equity		
(a) Equity share capital		-
(b) Share suspense account		55.49
(c) Other equity	18	3,058.69
Equity attributable to owners of the Company		3,114.18
Non-controlling interests		1.55
Total equity		3,115.73
Liabilities		
Non-current liabilities		
(a) Financial liabilities		
(i) Borrowings	19	2,593.34
(b) Provisions	20	12.91
(c) Deferred tax liabilities (net)	21	194.44
(d) Other non-current liabilities	22	225.13
Total non-current liabilities		3,025.82
Current liabilities		
(a) Financial liabilities		
(i) Borrowings	23	894.79
(ii) Trade payables	24	841.07
(iii) Other financial liabilities	25	681.45
(b) Other current liabilities	26	254.71
(c) Provisions	27	131.52
Total current liabilities		2,803.54
Total liabilities		5,829.36
Total equity and liabilities		8,945.09



In terms of our Report attached

For R Choudhary & Associates
Chartered Accountants
(FRN 101928W)



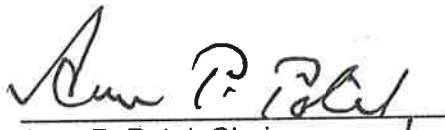
Partner
Membership No:

Ahmedabad

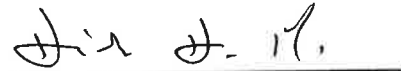
Date: 30 MAY 2017



For and on behalf of Board of Directors



Arun P. Patel, Chairman
(DIN : 00830809)



Dinesh B. Patel, Director
(DIN: 00171089)



Rahul A. Patel, Director
(DIN : 00171198)



Jaimin Damani
CFO



Ankit Somani
Company Secretary

Date: 30 MAY 2017
Place: Ahmedabad

Consolidated Statement of Profit and Loss for the year ended March 31, 2017

(₹ in crores)

Particulars	Notes	For the year ended March 31, 2017
I Revenue from operations	28	5,994.68
II Other income	29	35.00
III Total Income (I + II)		6,029.68
Expenses:		
a) Cost of materials consumed	30	3,079.96
b) Purchases of stock-in-trade	31	152.66
c) Changes in inventories of finished goods and work-in- progress	32	(8.34)
d) Employee benefits expense	33	740.59
e) Finance costs	34	263.25
f) Depreciation and amortisation expense	6	230.30
g) Other expenses	35	1,016.64
IV Total expenses		5,475.06
V Profit before tax (III-IV)		554.62
VI Tax expense:	41	
a) Current tax		76.62
b) Deferred tax		58.39
		135.01
VII Profit for the year (V-VI)		419.61
Other comprehensive income:		
A (i) Items that will not be reclassified to profit or loss		0.61
(ii) Income tax relating to items that will not be reclassified to profit or loss		(0.13)
B (i) Items that will be reclassified to profit or loss		-
(ii) Income tax relating to items that will be reclassified to profit or loss		-
VIII Total other comprehensive income (A (i-ii) + B (i-ii))		0.48
IX Total comprehensive income for the year (VII+VIII)		420.09
X Profit for the year attributable to:		
- Owners of the Company		420.31
- Non-controlling interests		(0.70)
		419.61
XI Other comprehensive income for the year attributable to:		
- Owners of the Company		0.48
- Non-controlling interests		-
		0.48
XII Total comprehensive income for the year attributable to:		
- Owners of the Company		420.79
- Non-controlling interests		(0.70)
		420.09
XIII Earnings per equity share	43	
a) Basic (in Rs.)		7.56
b) Diluted (in Rs.)		7.56



In terms of our Report attached

For R Choudhary & Associates
Chartered Accountants
(FRN 101928W)

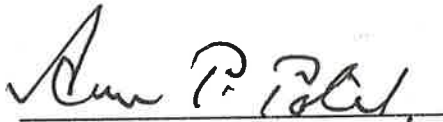
Partner
Membership No:




Ahmedabad


Date: 30 MAY 2017

For and on behalf of Board of Directors


Arun P. Patel, Chairman
(DIN : 00830809)


Dinesh B. Patel, Director
(DIN: 00171089)


Rahul A. Patel, Director
(DIN : 00171198)


Jaimin Damani
CFO


Ankit Somani
Company Secretary

Date : 30 MAY 2017
Place: Ahmedabad

Consolidated statement of cash flows for the year ended March 31, 2017

Particulars	For the year ended March 31, 2017
	(₹ in crore)
A. Cash flow from operating activities	
Net profit before tax	554.62
Adjustments for:	
Gain on fair value of investments	(0.07)
Net gain on sale of property, plant and equipments	(2.87)
Interest income	(3.12)
Depreciation and amortisation expenses	230.30
Finance cost	263.25
Excess provision written back	(7.84)
Operating profit before working capital changes	1,034.27
Adjustments for increase/decrease in operating assets/ liabilities:	
Trade receivables, loans and other assets	(296.09)
Inventories	(21.82)
Trade payables, other liabilities and provisions	389.12
Cash generated from operations	1,105.49
Direct taxes paid (net)	(112.83)
Net cash generated by operating activities (A)	992.65
B. Cash flow from investing activities	
Purchase of property, plant and equipment/addition to capital-work-in progress	(660.75)
Sale of fixed assets	2.87
(Purchase)/sale of current investments	(19.20)
(Purchase)/sale of non-current investments	5.95
Fixed deposits placed	0.01
Interest received	3.12
Net cash used in investing activities (B)	(668.00)
C. Cash flow from financing activities	
Proceeds from issue of shares	199.91
Repayments from long term borrowings	(595.90)
Net increase/(decrease) in working capital borrowings	290.86
Finance cost	(263.25)
Net cash used in financing activities (C)	(368.38)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(43.72)
Cash and cash equivalents at the beginning of the year	0.01
Additions due to demerger scheme	228.96
Effect of exchange differences on restatement of foreign currency cash and cash equivalents	(10.82)
Cash and cash equivalents at the end of the year	174.43



In terms of our Report attached

For R Choudhary & Associates
Chartered Accountants
(FRN 101928W)


Partner
Membership No:

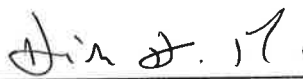



Ahmedabad


Date: 30 MAY 2017

For and on behalf of Board of Directors


Arun P. Patel, Chairman
(DIN : 00830809)


Dinesh B. Patel, Director
(DIN: 00171089)


Rahul A. Patel, Director
(DIN : 00171198)


Jaimin Damani
CFO


Ankit Somani
Company Secretary

Date : 30 MAY 2017
Place: Ahmedabad

Consolidated statement of changes in equity for the year ended March 31, 2017

(₹ in crores)

Particulars	Reserves and surplus						Other Comprehensive income			Total-Parent share	Non-controlling interests	Total
	Capital reserve	Securities premium reserve	Debtenture redemption reserve	Foreign currency translation reserve	General reserve	Retained earnings	Fair valuation reserve	Actuarial valuation reserve				
Balance as at March 31, 2016	-	-	-	-	-	(0.00)	-	-	(0.00)	-	(0.00)	
Profit for the year	-	-	-	-	-	420.31	-	-	420.31	-	419.61	
Other comprehensive loss for the year, net of income tax	-	-	-	-	-	-	0.70	(0.22)	0.48	-	(0.70)	
Total comprehensive income/ (loss) for the year	-	-	-	-	-	420.31	0.70	(0.22)	420.79	(0.70)	420.09	
Recognition on investment in equity instruments	208.30	-	-	-	-	-	-	-	208.30	-	208.30	
Premium on issue of shares	-	179.91	-	-	-	-	-	-	179.91	-	179.91	
Transfer to reserves on account of demerger scheme	-	-	91.25	78.06	1,716.85	456.52	-	-	2,342.68	2.25	2,344.93	
Cancellation of Share capital as per demerger scheme	-	-	-	-	20.00	(32.82)	-	-	20.00	-	20.00	
Transfer to debtenture redemption reserve	-	-	32.82	(112.99)	-	-	-	-	-	-	-	
Foreign exchange variations during the year	-	-	-	-	-	-	-	-	(112.99)	-	(112.99)	
Balance as at March 31, 2017	208.30	179.91	124.07	(34.93)	1,736.85	844.01	0.70	(0.22)	3,058.69	1.55	3,060.24	



In terms of our Report attached

For R Choudhary & Associates
Chartered Accountants
(FRN 101928W)

Partner
Membership No:



Ahmedabad

Date: 30 MAY 2017

For and on behalf of Board of Directors

Arun P. Patel, Chairman
(DIN : 00830809)

Dinesh B. Patel, Director
(DIN: 00171089)

Rahul A. Patel, Director
(DIN : 00171198)

Jaimin Damani
CFO

Ankit Somani
Company Secretary

Date : 30 MAY 2017

Place: Ahmedabad

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

1. General Information

Sintex Plastics Technology Limited ("the Company") (formerly known as "Neev Educare Limited") is a holding Company of entities engaged in the manufacture of plastic products in India, USA and Europe. The registered office of the Company is in the premises of Sintex-BAPL Limited, near seven garna, Kalol (North Gujarat) and the headquarters of the Company is situated in Kalol (Gujarat).

The Company was incorporated on 4th August 2015 as a wholly owned subsidiary of Sintex Industries Limited ("SIL"). However, pursuant to a Composite Scheme of Arrangement under the relevant provisions of the Companies Act, 2013, which became effective on May 12, 2017, the Company ceased to be a subsidiary of SIL (Refer Note 36).

The consolidated financial statements comprise financial statements of the company and its subsidiaries (collectively, the Group) for the year ended March 31, 2017. The consolidated financial statements were authorized for issue in accordance with a resolution of the directors on May 30, 2017.

The principal activities of the Company and its subsidiaries (hereafter referred to as "the Group") are described in note 42.

2. Significant Accounting policies

I. Statement of compliance

The consolidated financial statements have been prepared in accordance with Ind ASs notified under the Companies (Indian Accounting Standards) Rules, 2015.

Upto the year ended March 31, 2016, the Company prepared its financial statements in accordance with the requirements of previous GAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These are the Group's first Ind AS financial statements (refer note 37). Since, the Company was incorporated on August 4, 2015 as a wholly owned subsidiary of SIL which is a Phase I Company from the view point of Ind AS adoption, the transition date for the Company is August 4, 2015. Refer the Basis of preparation and presentation below for the details of first-time adoption exemptions availed by the Group.

II. Basis of preparation and presentation

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the group takes in to account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorized into level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, that are quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.



III. Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including special purpose entities) controlled by the Company and its subsidiaries. Control is achieved where the Company:

- has power over the investee
- is exposed to, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns

The Company reassess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an entity are sufficient to give it power.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

IV. Business Combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in Statement of Profit and Loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Taxes and Ind AS 19 Employee Benefits respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payments at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the



acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised in other comprehensive income and accumulated in equity as capital reserve or recognised directly in capital reserve depending on whether there exists clear evidence of the underlying reasons for classifying the business combination as a bargain purchase.

Common control business combinations include transactions, such as transfer of subsidiaries or businesses, between entities with a Group.

Business combinations involving entities or business under common control are accounted using the pooling of interests method. In this method the assets and liabilities of combining entities are reflected at their carrying values, the only adjustment to be made is to harmonise accounting policies. The financial information in the financial statements in respect of prior periods are restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of combination. However, if the business combination has been effected after that date, the prior period information is restated only from that date.

The difference, if any, between the amount recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to reserves.

V. Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised directly in profit or loss in the consolidated [Statement of comprehensive income/Statement of Profit and Loss]. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

The Group's policy for goodwill arising on the acquisition of an associate and a joint venture is described at note IV.

VI. Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for the estimated customer returns, rebates and other similar allowances.

Sale of goods

Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are satisfied:

- the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Group; and
- costs incurred or to be incurred in respect of the transaction can be measured reliably.



The Group recognizes revenues on sale of products, net of discounts, sales incentives, rebates granted, returns, sales taxes and duties when the products are delivered to customer or when delivered to a carrier for export sale, which is when title and risk and rewards of ownership pass to the customer. Sale of products is presented gross of manufacturing taxes like excise duty wherever applicable.

Export sales includes export benefits received as per the Import and Export Policy in respect of exports made under the said schemes as notified by government and recognised when there is reasonable assurance that the entity will comply with the conditions attached to them and that the benefit is received.

The Group provides warranty (refer to accounting policy on provisions) on certain products based on customer requirements for which liability is recognised at the time the product is sold.

Sale of services

Income from service rendered is recognised on accrual basis based on the terms of agreements and when services are rendered.

Dividend and interest income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

VII. Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

The Group as a lessor

Amount due from the lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to the accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised on straight-line basis over the term of the relevant lease. Initial direct cost incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on straight-line basis over the lease term.

The Group as a lessee

Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated balance sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs. Contingent rentals are recognised as expenses in the periods in which they are incurred.

Lease payments under an operating lease shall be recognised as an expense on a straight-line basis over the lease term unless either:



- a. another systematic basis is more representative of the time pattern of the user's benefit even if the payments to the lessors are not on that basis; or
- b. the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. If payments to the lessor vary because of factors other than general inflation, then this condition is not met.

VIII. Foreign currency translations

The functional currency of the Company and its subsidiaries has been determined on the basis of the primary economic environment in which it operates. The functional currency of the Company is INR.

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in Statement of Profit and Loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to Statement of Profit and Loss on repayment of the monetary items.

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Currency Units using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that includes a foreign operation that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e. partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

IX. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.



X. Employee Benefits

Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service cost is recognised in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement

The Group presents the first two components of defined benefit costs in profit or loss in the line item employee benefits expenses. Curtailment gains and losses are accounted for as past service costs. The retirement benefit obligation recognised in the consolidated statement of financial position represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans. A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date.

XI. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws in the countries where the Group operates and generates taxable income.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible



temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities and deferred tax assets on non-depreciable assets the carrying amounts of such properties are presumed to be recovered entirely through sale.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal income tax. Accordingly, MAT is recognised as a deferred tax asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Group.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

XII. Property, plant and equipment

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred. Major shut-down and overhaul expenditure is capitalised as the activities undertaken improves the economic benefits expected to arise from the asset.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss.

Assets in the course of construction are capitalised in the assets under construction account. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. Costs associated with the commissioning of an asset and any obligatory



decommissioning costs are capitalised where the asset is available for use but incapable of operating at normal levels until a period of commissioning has been completed. Revenue generated from production during the trial period is capitalised.

XIII. Depreciation and amortisation

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation is provided on buildings and plant & machinery on a straight-line method and in case of other tangible assets, on written-down value method over the estimated useful lives of the assets as per the useful life prescribed in Schedule II to the Companies Act, 2013 except for plant and machinery. In respect of plant and machinery, the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc. The useful lives of plant and machinery has been estimated as 22 years and 30 years for different categories as technically determined.

When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives.

Intangible assets are amortised over their estimated useful lives on straight line method. The amortization rates used for various intangible assets are as under:

Class of assets	Years
Technical knowhow	5 to 20 years
Software	5 years
Acquired Goodwill	5 to 15 years

Freehold land is not depreciated. Leasehold land is amortized over the period of the lease, except where the lease is convertible to freehold land under lease agreements at future dates at no additional cost.

The Group reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

Depreciation on the tangible fixed assets of the Company's foreign subsidiaries and jointly controlled entities has been provided on straight-line method as per the estimated useful life of such assets as follows:

Class of assets	Years
Buildings	15 to 60 years
Plant and machinery	11 to 30 years
Furniture and fixtures	3 to 10 years
Vehicles and aircrafts	5 to 10 years
Office equipment	3 to 10 years

XIV. Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any



changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

XV. Impairment of non-current assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

XVI. Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Cost of raw materials, traded goods and stores and spares are ascertained on weighted average basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

XVII. Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.



XVIII. Financial Instruments

Financial assets and financial liabilities are recognised when a Group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through Profit and Loss are recognised immediately in Statement of Profit and Loss.

A. Financial assets

a) Recognition and initial measurement

- i) The Group initially recognises loans and advances, deposits, debt securities issues and subordinated liabilities on the date on which they originate. All other financial instruments (including regular way purchases and sales of financial assets) are recognised on the trade date, which is the date on which the Group a party to the contractual provisions of the instrument. A financial asset or liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.
- ii) In case of investments in subsidiaries, joint ventures and associates the Company has chosen to measure its investments at deemed cost.
- iii) The Company has elected to apply the requirements pertaining to Level III financial instruments of deferring the difference between the fair value at initial recognition and the transaction price prospectively to transactions entered into on or after the date of transition to Ind AS.

b) Classification

On initial recognition, a financial asset is classified as measured at; amortised cost, FVOCI or FVTPL

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

This category is the most relevant to the Group. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables. For more information on receivables, refer to Note 14. A debt instrument is classified as FVOCI only if it meets both the of the following conditions and is not recognised at FVTPL;

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). However, the group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments, the group may make an irrevocable election to present in other comprehensive



income subsequent changes in the fair value. The group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

All other financial assets are classified as measured at FVTPL.

In addition, on initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces and accounting mismatch that would otherwise arise.

c) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the group has transferred substantially all the risks and rewards of the asset, or (b) the group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the group could be required to repay.

d) Impairment

Impairment of financial assets

In accordance with Ind AS 109, the group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b) Financial assets that are debt instruments and are measured as at FVTOCI
- c) Lease receivables under Ind AS 17
- d) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18 (referred to as 'contractual revenue receivables' in these illustrative financial statements)
- e) Loan commitments which are not measured as at FVTPL
- f) Financial guarantee contracts which are not measured as at FVTPL

The group follows 'simplified approach' for recognition of impairment loss allowance on:

- I) Trade receivables or contract revenue receivables; and
- II) All lease receivables resulting from transactions within the scope of Ind AS 17

The application of simplified approach does not require the group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.



For recognition of impairment loss on other financial assets and risk exposure, the group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- i) All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- ii) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- i) Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the group does not reduce impairment allowance from the gross carrying amount.
- ii) Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- iii) Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the group combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The group does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

e) **Effective interest method**

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.



B. Financial liabilities and equity instruments

a) Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

b) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

c) Financial liabilities

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

Financial liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in Statement of Profit and Loss. The net gain or loss recognised in Statement of Profit and Loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item in the consolidated [statement of comprehensive income/Statement of Profit and Loss].

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of Profit and Loss.

d) Derivative financial instruments

The Group has entered into forward exchange contracts or principal only swap which are in substance of forward exchange contracts to manage its exposure to foreign currency cash flows.

Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently remeasured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in financial statements where its recognition in the Statement of Profit and Loss depends on the nature of the hedge relationship.

e) Reclassification of financial assets

The group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The group's senior management determines change in the business model as a result of external or internal changes which are significant to the group's operations. Such changes are evident to external parties. A change in the business model occurs when the group either begins or ceases to perform an activity that is significant to its operations. If the group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The group does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.



The following table shows various reclassification and how they are accounted for:

Original classification	Revised classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in P&L.
FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date.

XIX. First time adoption – mandatory exceptions, optional exemptions

a. Overall principle

The Group has prepared the consolidated balance sheet as per Ind AS as on the transition date by recognising all assets and liabilities whose recognition is required by Ind AS, not recognising items of assets or liabilities which are not permitted by Ind AS, by reclassifying items from previous GAAP to Ind AS as required under Ind AS, and applying Ind AS in measurement of recognised assets and liabilities. However, this principle is subject to certain exception and certain optional exemptions availed by the Group as detailed below.

b. Derecognition of financial assets and financial liabilities

The Group has applied the derecognition requirements of financial assets and financial liabilities prospectively for transactions occurring on or after the transition date.

c. Classification of debt instruments

The Group has determined the classification of debt instruments in terms of whether they meet the amortised cost criteria or the FVTOCI criteria based on the facts and circumstances that existed as of the transition date.

d. Impairment of financial assets

The Group has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognised in order to compare it with the credit risk at the transition date. Further, the Group has not undertaken an exhaustive search for information when determining, at the



date of transition to Ind ASs, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

e. Assessment of embedded derivatives

The Group has assessed whether an embedded derivative is required to be separated from the host contract and accounted for as a derivative on the basis of the conditions that existed at the later of the date it first became a party to the contract and the date when there has been a change in the terms of the contract that significantly modifies the cash flows that otherwise would be required under the contract.

f. Past business combinations

The Group has elected not to apply Ind AS 103 Business Combinations retrospectively to past business combinations that occurred before the transition date. Consequently,

- The Group has kept the same classification for the past business combinations as in its previous GAAP financial statements;
- The Group has not recognised assets and liabilities that were not recognised in accordance with previous GAAP in the consolidated balance sheet of the acquirer and would also not qualify for recognition in accordance with Ind AS in the separate balance sheet of the acquiree;
- The Group has excluded from its opening balance sheet those items recognised in accordance with previous GAAP that do not qualify for recognition as an asset or liability under Ind AS;
- The Group has tested the goodwill for impairment at the transition date based on the conditions as of the transition date;
- The effects of the above adjustments have been given to the measurement of non-controlling interests and deferred tax.

The above exemption in respect of business combinations has also been applied to past acquisitions of investments in associates, interests in joint ventures and interests in joint operations in which the activity of the joint operation constitutes a business, as defined in Ind AS 103.

g. Deemed cost for property, plant and equipment, investment property, and intangible assets

The Group has elected to continue with the carrying value of all of its plant and equipment and intangible assets recognised as of transition date measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

h. Cumulative translation differences on foreign operations

The Group has not elected the option to reset the cumulative translation differences on foreign operations that exist as of the transition date to zero.

i. Equity investments at FVTOCI

The Group has designated certain investments in equity shares at FVTOCI on the basis of facts and circumstances that existed at the transition date.



3. Critical Judgements in applying accounting policies and key sources of estimation uncertainty

3.1 Critical judgements in applying accounting policies

In the course of applying the policies outlined in all notes under section 2 above, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future period.

3.2 Key sources of estimation uncertainty

i) Useful lives and residual value of property, plant and equipment

Group reviews the useful lives and residual values of property, plant and equipment at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly useful lives are reviewed annually using the best information available to the Management.

ii) Fair value measurements and valuation process

Management uses its judgement in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market participants are applied. Other financial instruments are valued using a discounted cash flow method based on assumptions supported, where possible, by observable market prices or rates. Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in note 40.



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Notes to the consolidated financial statements

4. Property, plant and equipment

Particulars	₹ in crores)						Total
	Freehold land	Leasehold land	Buildings	Plant and Machinery	Furniture and Fixtures and Office equipments	Vehicles	
Cost							
At March 31, 2016	-	-	-	-	-	-	-
Addition on account of demerger scheme	118.44	4.94	307.99	3,243.67	6.45	10.47	3,691.96
Additions	0.00	-	97.08	596.92	15.79	2.48	712.27
Disposals	(31.72)	-	(8.41)	(24.90)	(1.97)	(2.72)	(69.72)
Effect of foreign currency exchange differences	(1.14)	-	(29.80)	(63.92)	(2.57)	(1.17)	(98.60)
At March 31, 2017	85.58	4.94	366.86	3,751.77	17.70	9.06	4,235.91
Accumulated depreciation and impairment							
At March 31, 2016	-	-	-	-	-	-	-
Depreciation charge for the year	-	0.06	11.60	178.95	16.22	3.71	210.54
Disposals	-	-	(2.55)	(24.60)	(1.85)	(2.12)	(31.12)
Effect of foreign currency exchange differences	-	-	(17.35)	(56.97)	(2.96)	(0.73)	(78.01)
At March 31, 2017	-	0.06	(8.30)	97.38	11.41	0.86	101.41
Net book value							
At March 31, 2016	-	-	-	-	-	-	-
At March 31, 2017	85.58	4.88	375.16	3,654.39	6.29	8.20	4,134.50
Useful life of the assets (range) (in years)	NA	99	15-60	11-30	3-10	5-10	
Method of depreciation (SLM/WDV/etc)	NA	SLM	SLM	SLM	WDV	WDV	

4.1 Impairment losses recognised in the year

The Group evaluates impairment losses on the property, plant and equipment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. If such assets are considered to be impaired, the impairment loss is then recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount, which is the higher of an asset's net selling price and value in use. For the purpose of assessing impairment, assets are grouped at the smallest level for which there are separately identifiable cash flows.

The Management has reviewed the recoverability of the assets and has concluded that no indication of impairment exists and hence, no impairment of asset is required.

4.2 Assets pledged as security

All the property, plant and equipments of the Group have been pledged to secure borrowings of the Group (Refer note 19 and 23).



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Notes to the consolidated financial statements

5A Other intangible assets

Particulars	(₹ in crores)			
	Technical knowhow	Computer software	Brand value	Total
Cost or deemed cost				
As at March 31, 2016	-	-	-	1,523.20
Additions due to demerger scheme	7.44	15.76	1,500.00	3.68
Additions	1.58	2.10	-	(0.68)
Disposals	-	(1.96)	-	(1.96)
Effect of foreign currency exchange differences	-	-	-	-
As at March 31, 2017	9.02	15.22	1,500.00	1,524.24
Accumulated amortisation and impairment				
As at March 31, 2016	-	-	-	-
Additions due to demerger scheme	-	-	-	-
Amortised during the current year	0.74	3.39	-	4.13
Disposals	-	(0.60)	-	(0.60)
Effect of foreign currency exchange differences	-	(1.73)	-	(1.73)
As at March 31 2017	0.74	1.06	-	1.80
Net book value				
At March 31, 2016	-	-	-	-
As at March 31, 2017	8.28	14.16	1,500.00	1,522.44
Life of the assets (range) (in years)	5-20	5	NA	

5B Goodwill

Particulars	(₹ in crores)	
	As at March 31, 2017	
Cost or deemed cost	335.90	
Accumulated amortisation and impairment losses	107.66	
Total	228.24	

Particulars	(₹ in crores)	
	As at March 31, 2017	
Cost		
Balance at beginning of year	-	
Additions due to demerger scheme	355.45	
Addition during the current year	-	
Effect of foreign currency exchange differences	(19.55)	
Balance at end of year	335.90	
Accumulated impairment losses		
Balance at beginning of year	-	
Additions due to demerger scheme	98.78	
Amortisation recognised in the year	15.63	
Effect of foreign currency exchange differences	(6.75)	
Balance at end of year	107.66	

6 Depreciation and amortisation expense

Particulars	(₹ in crores)	
	For the year ended March 31, 2017	
Depreciation for the year ended on property, plant and equipment as per Note 4	210.54	
Amortisation for the period on other intangible assets as per note 5A	4.13	
Amortisation for the period on goodwill as per note 5B	15.63	
Total	230.30	



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Notes to the consolidated financial statements

7 Investments (non-current)

(₹ in crores)

Particulars	As at March 31, 2017
At fair value through other comprehensive income	
Investment in unquoted equity instruments	
Zillion Infraprojects Private Limited	58.06
30,56,093 shares of Rs. 10 each fully paid	
Total	58.06
Aggregate carrying value of unquoted investments	58.06
Aggregate amount of impairment in value of investments	-

8 Loans

(₹ in crores)

Particulars	As at March 31, 2017
<u>Unsecured, considered good</u>	
(a) Security deposits and earnest money deposits	9.58
(b) Other loans	1.15
Total	10.73

9 Other financial assets

(₹ in crores)

Particulars	As at March 31, 2017
Foreign currency forward contracts not designated in hedge accounting relationships	38.74
Total	38.74

10 Other non-current assets

(₹ in crores)

Particulars	As at March 31, 2017
(a) Capital advances	2.89
(b) Excise duty paid under protest	0.15
(c) Security deposits and earnest money deposits	326.93
(d) Others	1.64
Total	331.61

11 Non-current tax assets (net)

(₹ in crores)

Particulars	As at March 31, 2017
Advance income tax (net of provisions)	74.88
Total	74.88

12 Inventories (At lower of cost and net realisable value)

(₹ in crores)

Particulars	As at March 31, 2017
(a) Raw materials	241.64
(b) Work-in-progress	33.56
(c) Finished goods	202.72
(d) Traded goods	60.45
(e) Stores and spares	8.93
Total	547.30

The cost of inventories recognised as an expense during the year was Rs. 3,434.23 crores.

The cost of inventories recognised as an expense includes ₹ 3 crores in respect of write-downs of inventory to net realisable value, and has been reduced by ₹ Nil in respect of the reversal of such write-downs.



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Notes to the consolidated financial statements

13 Other investments

Particulars	As at March 31, 2017	
	No. of Units	(₹ in crores)
At fair value through profit or loss (FVTPL)		
Non- Trade, Unquoted		
Investments in Mutual funds		
BNP PARIBAS EQUITY FUND - GROWTH	6,575	0.05
Franklin India Smaller Companies Fund - GROWTH	11,760	0.06
ICICI Prudential Value Discovery Fund - Growth	5,529	0.07
L&T India Value Fund - Growth	18,090	0.06
Reliance Banking Fund-growth Plan	3,483	0.08
Mutual Funds held by foreign subsidiaries outside India		202.50
Total		
Aggregate carrying value of unquoted investments		202.82



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Notes to the consolidated financial statements

14 Trade receivables*

(₹ in crores)

Particulars	As at March 31, 2017
Unsecured, considered good	1,251.47
Doubtful	15.83
Allowance for doubtful debts (including expected credit loss allowance Rs. 5.62 crores)	(21.45)
Total	1,245.85

* Note:

The average range of credit period on sales of goods is 0 to 180 days. No interest is charged on trade receivables for the first 180 days from the date of the invoice. Thereafter, interest is charged at 18-24% per annum on the outstanding balance.

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits of each customer. Limits and scoring attributed to customers are reviewed twice a year. There are no customers who represent more than 10% of the total balance of trade receivables.

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables. The expected credit loss allowance takes into account historical credit loss experience and adjusted for forward-looking information. The expected credit loss allowance for the current year is derived at 0.45% based on average of past trend of the receivables.

Age of receivables

(₹ in crores)

Particulars	As at March 31, 2017
< 180 days	1,241.21
180-365 days	4.64
Total	1,245.85

Movement in the expected credit loss allowance

(₹ in crores)

Particulars	for the year ended March 31, 2017
Balance at beginning of the year	-
Movement in expected credit loss allowance on trade receivables calculated at lifetime expected credit losses (including impact on account of demerger scheme)	5.62
Balance at the end of the year	5.62

The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

15 Cash and cash equivalents

(₹ in crores)

Particulars	As at March 31, 2017
(a) Balances with banks	123.71
(b) Cash on hand	0.45
(c) Cheques, drafts on hand	0.00
(d) Bank deposits with upto 3 months maturity	49.25
Total	173.41

16 Bank balances other than cash and cash equivalents

(₹ in crores)

Particulars	As at March 31, 2017
Other bank balances	
Bank deposits with above 3 months maturity	1.02
Total	1.02

17 Other current assets

(₹ in crores)

Particulars	As at March 31, 2017
(a) Advance recoverable in cash or kind	302.96
(b) Prepaid expenses	13.76
(c) Balances with government authorities	21.87
(d) Others	1.56
Total	340.15



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Consolidated statement of changes in equity for the year ended March 31, 2017

18 Other equity

(₹ in crores)	
Particulars	As at March 31, 2017
(a) Capital reserve	208.30
(b) Securities premium reserve	179.91
(c) Debenture redemption reserve	124.07
(d) General reserve	1,736.85
(e) Foreign Currency Translation Reserve	(34.93)
(f) Fair valuation reserve	0.70
(g) Actuarial valuation reserve	(0.22)
(h) Retained earnings	844.01
Total	3,058.69

(i) General reserve

The general reserve is used from time to time to transfer profits from retained earnings for appropriate purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to statement of profit and loss.

(ii) Fair valuation reserve

The reserve represents the cumulative gains and losses arising on the revaluation of equity instruments measured at fair value through other comprehensive income.

(iii) Surplus in Statement of Profit and Loss

The amount that can be distributed by the Group as dividends to its equity shareholders is determined based on the balance in this reserve and also considering the requirements of the Companies Act, 2013. Thus the amounts reported above are not distributable in entirety.

(iv) Actuarial valuation reserve

The reserve represents the cumulative gains and losses arising on the remeasurement of post-retirement benefit obligations determined as per actuarial valuation and recognised in other comprehensive income.



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Consolidated statement of changes in equity for the year ended March 31, 2017

19 Borrowings (non-current)

(₹ in crores)	
Particulars	As at March 31, 2017
Unsecured - at amortised cost	
Term loans from banks	417.55
Secured - at amortised cost	
(a) Debentures (refer note- (i) below)	696.91
(b) Term loans	
(i) from banks (refer note - (ii) below)	1,401.79
(ii) from a financial institution (refer note - (ii) below)	75.00
(c) Loans from others (refer note - (iii) below)	2.09
Total	2,593.34

Summary of borrowings agreements

(i) The Secured redeemable non- convertible debentures are secured by way of first pari passu charge on all movable and immovable assets located in India, both present and future of the Group. The rate of interest ranges from 9 % to 11.50 % p.a.

(ii) Secured term loans from banks and financial institutions referred herein above to the extent of ;

a) ₹ 746.10 crores are secured by way of charge on immovable and movable properties located in India of the Group. The rate of interest ranges from 5 % to 12 % p.a

b) ₹ 730.69 crores are secured by way of charge on immovable and movable properties located outside India of the foreign subsidiaries. The rate of interest ranges from 1.80% to 11.43% p.a.

(iii) Secured loan of ₹ 2.09 crores is secured by way of charge on equipment and vehicles held outside India of the foreign subsidiaries.

20 Provisions (non-current)

(₹ in crores)	
Particulars	As at March 31, 2017
Employee benefits	
(i) Provision for compensated absences	8.05
(ii) Provision for gratuity	4.86
Total	12.91

21 Deferred tax balances

(₹ in crores)	
Particulars	As at March 31, 2017
(a) Deferred tax liabilities	
(i) Difference between book and tax depreciation	449.92
(ii) Others	13.12
	463.04
(b) Deferred tax assets	
(i) Disallowances under Income tax	6.25
(ii) Provision for doubtful debts & advances	1.91
(iii) Unabsorbed depreciation and losses	30.67
(iv) Minimum Alternate Tax	217.01
(v) Others	18.99
	274.83
Deferred tax liabilities (net)	188.21
Deferred tax liabilities	194.44
Deferred tax assets	6.23

22 Other non-current liabilities

(₹ in crores)	
Particulars	As at March 31, 2017
Trade / security deposits	225.13
Total	225.13



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Consolidated statement of changes in equity for the year ended March 31, 2017

23 Borrowings (current)

Particulars	(₹ in crores)	
	As at March 31, 2017	
Secured - at amortised cost		
- Loans repayable on demand from banks (refer note below)		731.89
Unsecured - at amortised cost		
- Other loans		162.90
Total		894.79

Note:

Loans from the banks are secured by first charge on the stocks and book debts and by a second charge over the immovable and other movable properties of the Group in India.

24 Trade payables

Particulars	(₹ in crores)	
	As at March 31, 2017	
Trade payables		841.07
Total		841.07

The average range of credit period on purchases of certain goods is 0 days to 120 days. No interest is charged on the trade payables for the first 0 to 120 days from the date of invoice. Thereafter, interest at the rate of 18.5% is charged on the outstanding balance. The Group has financial risk management policies in place to ensure that all payables are paid within the pre-agreed credit terms.

The following disclosures are made for the amounts due to the Micro and Small Enterprises:

Particulars	(₹ in crores)	
	As at March 31, 2017	
Principal amount remaining unpaid to any supplier as at the year end		1.44
Interest due on the above mentioned principal amount remaining unpaid to any supplier as at the year end		-
Amount of the interest paid by the Group in terms of Section 16		-
Amount of interest due and payable for the period of delay in making payment but without adding the interest specified under the MSMED Act.		-
Amount of interest accrued and remaining unpaid at the end of the accounting year		0.25



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED),

Consolidated statement of changes in equity for the year ended March 31, 2017

25 Other financial liabilities

Particulars	(₹ in crores)
	As at March 31, 2017
(a) Current maturities of long-term borrowings (refer foot notes of note 19 long term borrowings for details of security)	517.52
(b) Interest accrued on borrowings	55.95
(c) Security deposits taken	7.55
(d) Acceptances and other trade arrangements	93.70
(e) Payables on purchase of fixed assets	6.73
Total	681.45

26 Other current liabilities

Particulars	(₹ in crores)
	As at March 31, 2017
(a) Statutory remittances	12.65
(b) Advances from customers	196.61
(c) Security deposits taken	0.18
(d) Others	45.27
Total	254.71

27 Provisions (current)

Particulars	(₹ in crores)
	As at March 31, 2017
Provision for employee benefits	
(i) Provision for compensated absences	0.68
(ii) Provision for gratuity	130.83
Total	131.52



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Consolidated statement of changes in equity for the year ended March 31, 2017

28 Revenue from operations

(₹ in crores)	
Particulars	For the year ended March 31, 2017
(a) Sale of products (refer note (i) below) (Including Excise duty of ₹ 183.82 crores for the year ended March 31, 2017)	5,785.92
(b) Sale of services	255.12
(c) Less: commission towards sales	46.36
Total	5,994.68

(i) This includes sales of prefabricated structures procured from third parties under contract manufacturing arrangement.

29 Other income

(₹ in crores)	
Particulars	For the year ended March 31, 2017
(a) Interest income earned on financial asset that are not designated as at fair value through profit or loss (FVTPL)	3.12
(b) Net gain arising on financial assets designated as at fair value through Statement of profit and loss	0.07
(c) <u>Other non-operating income</u>	
(i) Excess provision / amount no longer payable written back	7.09
(ii) Provision for doubtful debts written back	0.75
(iii) Miscellaneous income	14.07
(d) <u>Other gains and losses</u>	
(i) Net gain on sale of property, plant and equipment (net)	2.87
(ii) Net gain on foreign currency transactions and translation (other than considered as finance cost)	7.03
Total	35.00

30 Cost of materials consumed

(₹ in crores)	
Particulars	For the year ended March 31, 2017
Opening stock on account of demerger	216.50
Add: Purchases	3,105.10
Less: Closing stock	241.64
Cost of materials consumed	3,079.96

31 Purchases of stock-in-trade

(₹ in crores)	
Particulars	For the year ended March 31, 2017
Industrial pellets, moulds and plastic parts	152.66
Total	152.66

32 Changes in inventories of finished goods and work-in-progress

(₹ in crores)	
Particulars	For the year ended March 31, 2017
Inventories at the end of the year:	
(a) Finished goods	202.72
(b) Work-in-progress	33.55
	236.27
Inventories at the beginning of the year on account of demerger :	
(a) Finished goods	194.84
(b) Work-in-progress	33.52
	228.36
Less : Exchange differences (net)	(0.43)
Net (increase) / decrease	(8.34)



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Consolidated statement of changes in equity for the year ended March 31, 2017

33 Employee benefits expense

(₹ in crores)	
Particulars	For the year ended March 31, 2017
(a) Salaries and wages	578.25
(b) Contributions to provident and other funds	8.06
(c) Staff welfare expenses	154.28
Total	740.59

34 Finance costs

(₹ in crores)	
Particulars	For the year ended March 31, 2017
(a) Interest costs on borrowings not classified at FVTPL	245.75
(b) Other borrowing costs	17.50
Total	263.25

35 Other expenses

(₹ in crores)	
Particulars	For the year ended March 31, 2017
(a) Consumption of stores and spare parts	209.95
(b) Job work and subcontracting charges	56.72
(c) Power and fuel	106.40
(d) Rent including lease rentals	20.63
(e) Repairs and maintenance	57.77
(f) Legal and professional expense	39.06
(g) Staff and security expenses	69.12
(h) Insurance	13.32
(i) Rates and taxes	36.83
(j) Travelling and conveyance	34.86
(k) Excise duty	184.10
(l) Donations and contributions	1.04
(m) Expenditure on Corporate Social Responsibility	-
(n) Payments to auditors (refer note below)	0.51
(o) Provisions for doubtful debts and advances	5.63
(p) Loss on sale of property, plant and equipment (net)	(0.01)
(q) Communication expenses	7.17
(r) Loss on sale of current investments	1.32
(s) Advertisement and Sales promotion expense	43.36
(t) Transportation and Freight charges	75.00
(u) General Expenses	53.83
Total	1,016.64
Payments to auditors	
(a) For audit	0.35
(b) For out of pocket expenses	0.01
(c) For other services (including quarterly limited review, certifications, etc.)*	0.14
Total	0.51



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Consolidated statement of changes in equity for the year ended March 31, 2017

36 The Composite Scheme of Arrangement ('the Scheme') between Sintex Industries Limited and Sintex Plastics Technology Limited ("the Company") and Sintex-BAPL Limited (wholly owned subsidiary of the Company) and Sintex Infra Projects Limited (wholly owned subsidiary of the Company, now renamed as Sintex Prefab and Infra Limited) and their respective shareholders and creditors was sanctioned by the Hon'ble NCLT, Bench at Ahmedabad on 23rd March 2017. The certified copy of the Order sanctioning the Scheme has been filed with the Registrar of the Companies, Gujarat, on 13th April 2017 and the Company has received the approval of the Reserve Bank of India (RBI) vide its letter dated 12th May 2017. On giving effect of the Scheme, with effect from the appointed date of the Scheme i.e. 1st April 2016, all the assets and liabilities of Custom Moulding business (including strategic investments in Sintex Holdings B.V., wholly owned subsidiary) and the Prefab business of Sintex Industries Limited stands transferred and vested in Sintex-BAPL Limited and Sintex Infra Projects Limited respectively. Pursuant to the Scheme, the Company shall issue 55,49,41,700 equity shares of INR 1 each to the equity shareholders of Sintex Industries Limited which has been credited to Share Capital Suspense Account. Further, the existing share capital of the Company held by Sintex Industries Limited were cancelled and credited to General Reserve of the Company.

37 During previous year ended March 31, 2016, the Company was wholly owned subsidiary of Sintex Industries Limited and did not have any subsidiary. Accordingly, no consolidated financial statements was prepared as at March 31, 2016.



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Consolidated statement of changes in equity for the year ended March 31, 2017

38 Segment information

1 Products and services from which reportable segments derive their revenues.

Information reported to the Chief Operating Decision Maker (CODM) for the purposes of resource allocation and assessment of segment performance focuses on the types of goods or services delivered or provided. The directors have chose to organise the Group around difference in products and services. No operating segments have been aggregated in arriving at the reportable segments of the Group.

Specifically, the Group's reportable segments under Ind AS 108 are as follows:

- Custom moulding business (CM)
- Prefab business (PB)

2 Segment revenue and results

The following is an analysis of the Group's revenue and results by the reportable segment:

Particulars	CM	PB	Total
	Year ended March 31, 2017	Year ended March 31, 2017	Year ended March 31, 2017
	(₹ in crores)	(₹ in crores)	(₹ in crores)
Revenue			
Revenue from operations	3,941.83	2,052.85	5,994.68
Segment results			
Profit before tax and Interest	407.39	375.48	782.87
Add : Other income			35.00
Less : Finance costs			(263.25)
Profit before tax			554.62
a) Current tax			76.62
b) Deferred tax			58.39
Tax expense			135.01
Profit after tax			419.61
Capital employed (Segment assets - Segment liabilities)			
Segment assets	5,784.65	3,154.21	8,938.86
Segment liabilities	1,837.87	1,203.71	3,041.58
Capital employed	3,946.78	1,950.50	5,897.28
Other segment information			
Depreciation and amortisation	167.05	63.25	230.30
Additions to non-current assets	252.28	463.67	715.95

The accounting policies of the reportable segments are the same as the Group's accounting policies. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than loans and other investments.
- all liabilities are allocated to reportable segments other than long-term borrowings and deferred tax liabilities.

3 Geographical information

The Group operates in 6 principal geographical areas - India (country of domicile), USA, Europe, France, Germany and Tunisia. Group's all non-current assets are located in India (i.e. its country of domicile)

The Group's revenue from external customers by location of operations are detailed below:-

(₹ in crores)	
Country	For the year ended March 31, 2017
India	3,942.89
USA	161.66
Europe	1,553.80
France	154.74
Germany	64.88
Tunisia	78.93
Others	37.78
Total	5,994.68

(₹ in crores)	
Country	Non-current assets*
India	5,635.22
Europe	648.80
Others	36.76
Total	6,320.78

* Non-current assets exclude investments in equity instruments, loans, other financial assets and deferred tax assets.



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Consolidated statement of changes in equity for the year ended March 31, 2017

39 Related Party Transactions

a. Names of the related parties and description of relationship

Sr. No.	Nature of relationship	Name of Related Parties
1	Key Management Personnel	Shri Amit D. Patel Shri Rahul D. Patel
2	Enterprises over which Key Managerial Personnel are able to exercise significant influence /control	Som Shiva Impex Limited Healwell International Limited Prominent Plastics Limited

b.1 Transactions during the year with related parties*:

(₹ In crores)

Sr. No	Nature of transactions	Nature of Relationship		
		Entitles over KMP exercise significant Influence/control	Key Management Personnel	Total
1	Purchase of goods/services	6.92	-	6.92
2	Sale of goods/services	0.00	-	0.00
3	Commission to directors	-	3.16	3.16
				-

b.2 Balance as at March 31, 2017

(₹ In crores)

Sr. No	Nature of transactions	Nature of Relationship		
		Entitles over KMP exercise significant influence/control	Key Management Personnel	Total
1	Trade payable	1.19	3.16	4.35
2	Trade receivable	0.17	-	0.17
				-



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Notes to the consolidated financial statements

40 Financial instruments

1 Capital management

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the Group consists of net debt and total equity of the Group.

1.1 Gearing ratio

The gearing ratio at the end of the reporting period was as follows.

Particulars	₹ In crores	
	As at March 31, 2017	
Debt (Refer note below)		4,005.64
Cash and bank balances (Refer note 15 and 16)		(174.43)
Net debt		3,831.21
Total equity		3,115.73
Net debt to equity ratio		122.96%

Note: Debt is defined as long-term and short term borrowings, as described in earlier notes (Refer note 19, 23 and 25).

1.2 Categories of financial instruments

Particulars	₹ in crores	
	As at March 31, 2017	
	Carrying values	Fair values
Financial assets		
Measured at amortised cost		
Loans	10.73	10.73
Trade receivables	1,245.85	1,245.85
Cash and cash equivalents	173.41	173.41
Bank balances other than above cash and cash equivalents	1.02	1.02
Total financial assets measured at amortised cost (A)	1,431.01	1,431.01
Measured at fair value through profit and loss		
Investments in mutual funds	202.82	202.82
Foreign currency forward contracts not designated in hedge accounting relationships	38.74	38.74
Total financial assets measured at fair value through profit and loss (B)	241.56	241.56
Measured at fair value through other comprehensive income		
Investments in equity instruments	58.06	58.06
Total financial assets measured at fair value through other comprehensive income (C)	58.06	58.06
Total financial assets (A+B+C)	1,730.63	1,730.63
Financial liabilities		
Measured at amortised cost		
Borrowings (non-current)	2,593.34	2,628.18
Borrowings (current)	894.79	894.79
Trade payables	841.07	841.07
Other financial liabilities	681.45	681.45
Total financial liabilities measured at amortised cost	5,010.65	5,045.49
Total financial liabilities	5,010.65	5,045.49



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Notes to the consolidated financial statements

2 Financial risk management objectives

The Group's Corporate finance department provides services to business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Group through internal risk reports which analyse the exposures by degree and magnitude of risks. These risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Group seeks to minimize the effects of these risks by using derivative financial instruments to hedge risk exposures. The use of financial derivatives is governed by the Group's policies approved by the Board of Directors, which provide written principles on foreign exchange risk, interest rate risk, credit risk, the use of financial derivatives and non-derivative financial instruments, and the investment of excess liquidity. Compliance with policies and exposure limits is reviewed by the Management on a continuous basis. The Group does not enter into or trade financial instruments, including derivatives for speculative purposes.

3 Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates due to foreign currency borrowings and variable interest loans. The Group has entered into derivative contracts to manage part of its foreign currency risk. The Group does not enter into derivative contracts to manage risks related to anticipated sales and purchases.

4 Foreign currency risk management

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilizing forward foreign exchange contracts and currency options taken at the time of initiation of the booking by the management. Such decision is taken after considering the factors such as upside potential, cost of structure and the downside risks etc. Quarterly reports are submitted to Management Committee on the covered and open positions and MTM valuation.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows.

Particulars	As at March 31, 2017				
	(₹ in crores)				
	USD	EURO	INR	Others	Total
Financial assets					
Non-current financial assets					
Investments		-	58.06		58.06
Loans		1.15	9.58		10.73
Others	38.74				38.74
Total non-current financial assets	38.74	1.15	67.64	-	107.53
Current financial assets					
Investments	202.50		0.32		202.82
Trade receivables	34.18	406.93	804.74		1,245.85
Cash and cash equivalents	2.02	127.71	43.68		173.41
Bank balances other than above			1.02		1.02
Total current financial assets	238.70	534.64	849.76	-	1,623.10
Total financial assets	277.44	535.79	917.40	-	1,730.63
Financial liabilities					
Non current financial liabilities					
Borrowings	1,489.11	180.76	917.95	5.51	2,593.34
Total non-current financial liabilities	1,489.11	180.76	917.95	5.51	2,593.34
Current financial liabilities					
Borrowings	9.84		884.95		894.79
Trade payables	10.56	223.26	607.25	-	841.07
Others	274.70	95.90	310.85		681.45
Total current financial liabilities	295.10	319.16	1,803.05	-	2,417.31
Total financial liabilities	1,784.21	499.92	2,721.00	5.51	5,010.65
Excess of financial liabilities over financial assets	1,506.77	(35.87)	1,803.60	5.51	3,280.03
Hedge for foreign currency risk	(217.56)	-	-	-	(217.56)
Net exposure of foreign currency risk	1,289.21	(35.87)	1,803.60	5.51	3,062.47
Sensitivity Impact on Net liabilities/(assets) exposure at 10%	128.92	(3.59)	NA	0.55	125.88

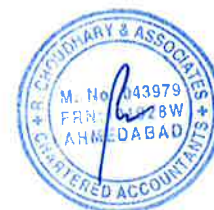
4.1 Foreign currency sensitivity analysis

The Group is mainly exposed to USD and EURO currency.

The above table details the Group's sensitivity to a 10% increase and decrease in the INR against relevant foreign currencies. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency risk denominated monetary items and adjusts their translation at the period end for a 10% change in foreign currency rates. The sensitivity analysis includes external loans where the denomination of the loan is in a currency other than the functional currency of the lender or the borrower. A negative number below indicates an increase in profit/equity where the INR strengthens 10% against the relevant currency. For a 10% weakening of the INR against the relevant currency, there would be a comparable impact on the profit/equity and the balances below would be positive.

4.2 Forward foreign exchange contracts

Group has entered into forward foreign exchange contracts to cover specific foreign currency payments and receipts.



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Notes to the consolidated financial statements

5 Interest rate risk management

The Group is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The Group has exposure to interest rate risk, arising principally on changes in MCLR and LIBOR rates. The Group uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like non-convertible debentures and short term loans. The risk is managed by the Group by maintaining an appropriate mix between fixed and floating rate borrowings. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied.

The table in 6.1 provides a break-up of the Group's fixed and floating rate borrowings.

5.1 Interest rate sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

The following table provides a break-up of the Group's fixed and floating rate borrowings and interest rate sensitivity analysis.

Particulars	As at March 31, 2017	
	Gross amount (Rs in crores)	Interest rate sensitivity @ 0.50% (Rs in crores)
Fixed Loan	785.00	NA
Variable Loan	3,220.64	16.10
Total	4,005.64	16.10

6 Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. Credit risk encompasses of both, the direct risk of default and the risk of deterioration of creditworthiness as well as concentration risks. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Group uses publicly available financial information and its own trading records to rate its major customers. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable.

The Group does not have significant credit risk exposure to any single counterparty. Concentration of credit risk related to the above mentioned Group did not exceed 10% of gross monetary assets at any time during the year. Concentration of credit risk to any other counterparty did not exceed 10% of gross monetary assets at any time during the year.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

6.1 Collateral held as security and other credit enhancements

The Group does not hold any collateral or other credit enhancements to cover its credit risk associated with its financial assets.

7 Liquidity risk management

Liquidity risk refers to the risk of financial distress or extraordinary high financing costs arising due to shortage of liquid funds in a situation where business conditions unexpectedly deteriorate and requiring financing. Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods and its non-derivative financial assets. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

Particulars	As at March 31, 2017			
	< 1 year	1-5 years	> 5 years	Total
Financial assets				
Non-current				
Investments	-	-	58.06	58.06
Loans	-	9.58	1.15	10.73
Others	-	38.74	-	38.74
Total non-current financial assets	-	48.32	59.21	107.53
Current				
Investments	202.82	-	-	202.82
Trade receivables	1,245.85	-	-	1,245.85
Cash and cash equivalents	173.41	-	-	173.41
Bank balances other than above	1.02	-	-	1.02
Loans	-	-	-	-
Total current financial assets	1,623.10	-	-	1,623.10
Total financial assets	1,623.10	48.32	59.21	1,730.64
Financial liabilities				
Non-current				
Borrowings	-	2,269.53	323.81	2,593.34
Total non-current financial liabilities	-	2,269.53	323.81	2,593.34
Current				
Borrowings	894.79	-	-	894.79
Trade payables	841.07	-	-	841.07
Other financial liabilities	681.45	-	-	681.45
Total current financial liabilities	2,417.31	-	-	2,417.31
Total financial liabilities	2,417.31	2,269.53	323.81	5,010.65



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Notes to the consolidated financial statements

8 Fair value measurements

This note provides information about how the Group determines fair values of various financial assets and liabilities. Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

Particulars	Level*	Fair values as at March 31, 2017 (₹ In crores)	Valuation technique and key inputs
Investment in unquoted equity Instruments			
Zillion Infraprojects Private Limited	3	58.06	Discounted cash flow method - Future cash flows are discounted by using rates which reflect market risks.
Others			
Derivatives	2	38.74	Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable forward exchange rates) at the end of the reporting period) and contract forward rates discounted at a rate that reflects the credit risk of various counter parties
Long term borrowings			
Borrowings	2	2,628.18	Discounted cash flow method - Future cash flows are discounted by using rates which reflect market risks.
Current investments			
Investments In Mutual funds	1	202.82	Quoted bid prices in an active market

*There were no transfers between Level 1 and Level 2 in the period.



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Notes to the consolidated financial statements

41 Income Taxes

Income taxes recognised in Statement of profit and loss

Particulars	(₹ in crores)	
	For the year ended March 31, 2017	
Current tax		
In respect of the current year		76.62
Deferred tax		
In respect of the current year		58.39
Total income tax recognised in the current year		135.01

Tax Reconciliation

The income tax expense for the year can be reconciled to the accounting profit as follows:

Particulars	(₹ in crores)	
	For the year ended March 31, 2017	
Income before taxes		554.62
Enacted tax rate in India		34.61%
Expected income tax benefit/(expense) at statutory tax rate		(191.94)
Effect of:		
Permanent difference in nature of Assets/Demerger effect		48.91
Others		8.02
Income taxes recognised in the statement of income		(135.01)

The tax rate used for the above reconciliation is the corporate tax rate of 34.608% payable by corporate entities in India on taxable profits under the Indian tax laws.

Components of Deferred Tax charge/(benefit) for the year	(₹ in crores)	
	Statement of Profit and Loss	
		(₹ in crores)
Depreciation and amortisation		29.71
Unabsorbed depreciation		39.81
Disallowance under Income tax		(11.21)
Provision of bad and doubtful debts		(1.62)
Others		1.70
Total deferred tax for the year		58.39

Components of deferred tax assets and liabilities

Particulars	(₹ in crores)	
	As at March 31, 2017	
(a) Deferred tax liabilities		
(i) Difference between book and tax depreciation		449.92
(ii) Others		13.12
		463.04
(b) Deferred tax assets		
(i) Disallowances under Income Tax		6.25
(ii) Provision for doubtful debts & advances		1.91
(iii) Unabsorbed depreciation		30.67
(iv) Minimum Alternate Tax		217.01
(v) Others		18.99
		274.83
Total		188.21



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Notes to the consolidated financial statements

42 Subsidiaries

Details of Group's subsidiaries at the end of the reporting period are as follows:

Name of subsidiary	Principal activity	Place of incorporation and operation	Proportion of ownership interest and voting power held by the Group
			As at 31st March, 2017
Sintex - BAPL Limited	Manufacturing of Plastics Products- Custom Moulding	India	100%
BAPL Rototech Pvt Limited	Manufacturing of Plastics Products- Custom Moulding	India	70%
Sintex Prefab and Infra Limited (previously known as Sintex Infra Projects Limited)	Prefab	India	100%
Sintex Holdings B.V.	Investment	Netherland	100%
Sintex Austria B.V.	Investment	Netherland	100%
Southgate Business Corp.	Investment	British Virgin Island	100%
Amarange Inc.	Investment	British Virgin Island	100%
Sintex Wausaukee Composites Inc.	Manufacturing of Plastics Products- Custom Moulding	USA	100%
Sintex France SAS	Manufacturing of Plastics Products- Custom Moulding	France	100%
Sintex NP SAS	Manufacturing of Plastics Products- Custom Moulding	France	100%
NP Hungaria Kft	Manufacturing of Plastics Products- Custom Moulding	Hungary	100%
NP Nord SAS	Manufacturing of Plastics Products- Custom Moulding	France	100%
NP Slovakia SRO	Manufacturing of Plastics Products- Custom Moulding	Slovakia	100%
NP Savoie SAS	Manufacturing of Plastics Products- Custom Moulding	France	100%
NP Tunisia SARL	Manufacturing of Plastics Products- Custom Moulding	Tunisia	100%
NP Vosges SAS	Manufacturing of Plastics Products- Custom Moulding	France	100%
NP Morocco SARL	Manufacturing of Plastics Products- Custom Moulding	Morocco	100%
NP Germany GMBH	Manufacturing of Plastics Products- Custom Moulding	Germany	100%
Siroco SAS	Manufacturing of Plastics Products- Custom Moulding	France	100%
SICMO SAS	Manufacturing of Plastics Products- Custom Moulding	France	100%
NP Jura	Manufacturing of Plastics Products- Custom Moulding	France	100%
AIP SAS	Manufacturing of Plastics Products- Custom Moulding	France	100%
NP Sud SAS	Manufacturing of Plastics Products- Custom Moulding	France	100%
NP Polska	Manufacturing of Plastics Products- Custom Moulding	Poland	100%
Simonin SAS	Manufacturing of Plastics Products- Custom Moulding	France	100%
Capelec SAS	Manufacturing of Plastics Products- Custom Moulding	France	100%

Compositions of the Group

Information about the composition of the Group at the end of the reporting period is as follows:

Principal activity	Place of incorporation and operation	Number of wholly-owned subsidiaries
		As at March 31, 2017
Manufacturing of Plastics Products- Custom Moulding	India	1
	France	12
	Germany	1
	Hungary	1
	Morocco	1
	Poland	1
	Slovakia	1
	Tunisia	1
	USA	1
	Prefab	India
Investment	British Virgin Island	2
	Netherland	2
		25

Principal activity	Place of incorporation and operation	Number of non-wholly-owned subsidiaries
		As at March 31, 2017
Manufacturing of Plastics Products- Custom Moulding	India	1
		1



(₹ in Crores)

Disclosures mandated by Schedule III of Companies Act, 2013 by way of Additional Information								
Name of entity in the Group	Share in Net Assets		Share in profit and Loss		Share in other comprehensive income		Share in Total Comprehensive income	
	As % of consolidated net assets	Amount	As a % of consolidated Profit	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
Parent Company								
Sintex Plastics Technology Limited	8.17%	254.61	-0.19%	(0.79)	-	-	-0.19%	(0.79)
Indian Subsidiaries								
Sintex Prefab and Infra Ltd (Previously known as Sintex Infra Projects Limited)	30.03%	935.71	20.84%	87.46	120.83%	0.58	20.96%	88.04
Sintex-BAPL Limited	46.48%	1,448.07	65.87%	276.39	-20.83%	(0.10)	65.77%	276.29
BAPL Rototech Pvt Limited	-0.09%	(2.94)	-0.56%	(2.33)	-	-	-0.56%	(2.33)
Foreign Subsidiaries								
Sintex Holding BV	2.32%	72.35	-7.28%	(30.55)	-	-	-7.27%	(30.55)
Sintex Austria BV	-0.67%	(20.84)	0.02%	0.10	-	-	0.02%	0.10
Southgate Inc.	0.79%	24.50	-0.39%	(1.62)	-	-	-0.38%	(1.62)
Amarange Inc.	-0.12%	(3.77)	-1.59%	(6.67)	-	-	-1.59%	(6.67)
Sintex France SAS	4.34%	135.09	-0.93%	(3.89)	-	-	-0.93%	(3.89)
Sintex NP SAS	2.59%	80.81	1.17%	4.92	-	-	1.17%	4.92
NP Hungaria Kft	1.91%	59.42	4.63%	19.41	-	-	4.62%	19.41
NP Nord SAS	-0.12%	(3.77)	1.07%	4.51	-	-	1.07%	4.51
NP Slovakia SRO	0.39%	12.00	1.02%	4.28	-	-	1.02%	4.28
NP Savoie SAS	0.78%	24.43	1.17%	4.91	-	-	1.17%	4.91
NP Tunisia SARL	1.19%	37.04	4.73%	19.85	-	-	4.73%	19.85
NP Vosges SAS	0.40%	12.49	0.96%	4.02	-	-	0.96%	4.02
NP Germany GMBH	0.40%	12.31	2.23%	9.35	-	-	2.23%	9.35
Siroco SAS	0.28%	8.83	0.32%	1.33	-	-	0.32%	1.33
SICMO SAS	-0.05%	(1.43)	-0.26%	(1.08)	-	-	-0.26%	(1.08)
NP Jura	1.20%	37.48	1.91%	8.03	-	-	1.91%	8.03
AIP SAS	0.36%	11.25	2.80%	11.77	-	-	2.80%	11.77
NP Sud SAS	0.04%	1.30	0.79%	3.33	-	-	0.79%	3.33
NP Polska	0.21%	6.47	1.82%	7.63	-	-	1.82%	7.63
Simonin SAS	-0.66%	(20.59)	1.89%	7.91	-	-	1.88%	7.91
Capelec SAS	-0.10%	(3.10)	-0.73%	(3.08)	-	-	-0.73%	(3.08)
NP Morocco SARL	0.65%	20.15	1.85%	7.78	-	-	1.85%	7.78
Sintex Wausaukee Composites Inc.	-0.76%	(23.69)	-3.35%	(14.06)	-	-	-3.35%	(14.06)
Minority Interest in a subsidiary	0.05%	1.55	0.17%	0.70	-	-	0.17%	0.70
Total	100%	3115.73	100%	419.61	100%	0.48	100%	420.09



Notes to the consolidated financial statements

43 Earnings per share

Basic earnings per share

The earnings and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

Particulars	For the year ended March 31, 2017
Profit for the year attributable to owners of the Company (₹ in crores)	419.61
Weighted average number of equity shares for the purposes of basic earnings per share (Refer note below)	5549,41,704
Earnings per share - Basic and diluted (₹)	7.56

Diluted earnings per share

The weighted average number of ordinary shares for the purpose of diluted earnings per share reconciles to the weighted average number of equity shares used in the calculation of basic earnings per share as follows:

Particulars	For the year ended March 31, 2017
Actual shares issues	-
Shares deemed to be issued	5549,41,700
Weighted average number of equity shares used in the calculation of basic and Diluted EPS	5549,41,700

Note: The amount disclosed under share suspense account has been considered as shares deemed to be issued. There are no potential equity share issued by the Company which are anti-dilutive in its nature.

44 Commitments

(₹ in crores)

Particulars	As at March 31, 2017
Estimated amount of contracts remaining to be executed on capital account and not provided for	0.69
Total	0.69

45 Contingent liabilities

(₹ in crores)

Particulars	As at March 31, 2017
a. The company's liability with respect to the FCCB of USD 110 million (outstanding of USD 81 million) issued by Sintex Industries Limited is contingent upon the non honouring of payment obligations of FCCB liability by Sintex Industries Limited under FCCB document.	525.19
b. Disputed demand not acknowledged as debt against which the Group has preferred appeal	1.82
c. Performance guarantees given to customers by holders	143.03
Total	670.04

(i) Disputed demand not acknowledged as debt against which the Group has preferred appeal in respect of:

(₹ in crores)

Particulars	As at March 31, 2017
Sales tax	0.95
Service tax	0.87
Total	1.82



SINTEX PLASTICS TECHNOLOGY LIMITED (FORMERLY KNOWN AS NEEV EDUCARE LIMITED)

Notes to the consolidated financial statements

46 Additional disclosure with respect to Cash and Bank on Specified Bank Notes:

(₹ in crores)

Particulars	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016	1.14	0.18	1.32
(+) Permitted receipts	-	0.13	0.13
(-) Permitted payments	-	0.19	0.19
(-) Amount deposited in Banks	1.14	-	1.14
Closing cash In hand as on 30.12.2016	-	0.12	0.12

Explanation : For the purposes of this clause, the term 'Specified Bank Notes (SBN) shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407 (E), dated the 8th November, 2016.

47 Approval of financial statements

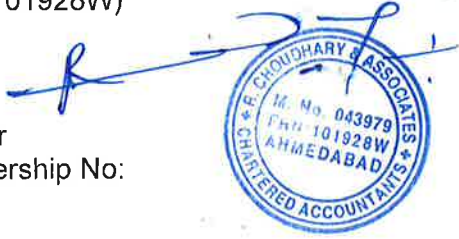
The financial statements were approved for issue by the board of directors on May 30, 2017.



In terms of our Report attached

For R Choudhary & Associates
Chartered Accountants
(FRN 101928W)

Partner
Membership No:



Ahmedabad

Date: 30 MAY 2017

For and on behalf of Board of Directors

Arun P. Patel, Chairman
(DIN : 00830809)

Dinesh B. Patel, Director
(DIN: 00171089)

Rahul A. Patel, Director
(DIN : 00171198)

Jaimin Damani
CFO

Ankit Somani
Company Secretary

Date : 30 MAY 2017
Place: Ahmedabad

SECTION VI – MANAGEMENT DISCUSSION AND ANALYSIS

Economic overview

Global economy: Global growth is estimated to slow to 3.1% in 2016 before recovering to 3.4% in 2017. This stable average growth rate, however, masks divergent developments in different country groups. There has been a stronger-than-expected pickup in growth in advanced economies, due mostly to a reduced drag from inventories and some recovery in manufacturing output. In contrast, it is matched by an unexpected slowdown in some emerging market economies, mostly reflecting idiosyncratic factors.

Among advanced economies, activity rebounded strongly in the United States. But, output remained below potential in a number of other advanced economies, notably in the euro area. The picture for emerging market and developing economies (EMDEs) was diverse. The growth rate in China was slightly stronger than expected, supported by continued policy stimulus. But activity was weaker than estimates in some Latin American countries.

Outlook: After a lackluster outturn in 2016, economic activity is projected to pick up pace in 2017 and 2018, especially in emerging market and developing economies. However, there is a wide dispersion of possible outcomes around the projections, given the uncertainty surrounding the policy stance of the incoming U.S. administration and its global ramifications.

Economic activity in both advanced economies and EMDEs is forecast to accelerate in 2017 and 2018, with global growth projected to be 3.4% and 3.6%, respectively. Advanced economies are now projected to grow by 1.9% in 2017 and 2.0% in 2018. EMDE is projected to reach 4.5% for 2017, and 4.8% for 2018.

Graph

GDP growth (%)

	2015	2016	2017(P)	2018(P)
Global	3.2	3.1	3.4	3.6
Advance economies	2.1	1.6	1.9	2.0
EMDE	4.1	4.1	4.5	4.8

(Source: IMF)

Indian economy: The Indian economy has been growing at an accelerated pace since 2014, supported by favorable government reforms and stringent fiscal regime that reigned in inflation. India emerged as a ‘bright spot’ in an otherwise subdued world economy when it overtook China in 2015-16 as the fastest-growing major economy in the world.

Despite prevailing headwinds in India and across the globe, India managed to sustain its 7%-plus GDP growth momentum registered over the last three years. India’s strong fundamentals enabled it to clock a 7.1% GDP growth in 2016-17, a marginal slip from 7.9% in 2015-16 – primarily owing to policy initiatives like demonetization that curbed liquidity in a cash-based consumption economy.

The Indian economy sustained a macro-economic environment of relatively lower inflation, fiscal discipline and moderate current account deficit coupled with broadly stable rupee-dollar exchange rate.

The Economic Survey pegged growth in the agriculture sector at 4.15% in 2016-17, significantly higher than the 0.76% in 2015-16. This is primarily because of better monsoon rains during the current financial year. Also, growth in the industrial sector is estimated to moderate to 5.2% in 2016-17 from 8.2% the previous financial year.

India received FDI investments of US\$21.6 billion during April - September 2016 which was 30% higher than the amount received in the corresponding period of the previous year, showcasing the effectiveness of the government's effort in positioning India as an interesting investment destination.

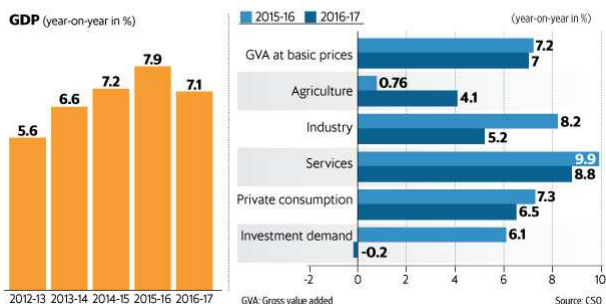
Challenges: A key concern for the country is the health of the banking system, which continues to battle with rising bad loans and heightened corporate vulnerabilities in certain key sectors of the economy. Also, with crude oil prices on the climb, pressure from higher government wages and Fed rates expected to rise, the space for rate cuts is quickly dwindling.

Estimates for 2017-18: Government sources indicate that India's economy could expand between 6.75% and 7.5% in 2017-18. This optimism is based on two critical realities.

- The adoption of the Goods and Service Tax (GST) promises to create a single national market which will enhance efficiency of the movement of goods and services. This critical fiscal policy could make an important contribution to raise India's medium-term GDP growth momentum to over 8% (Source: IMF).
- The Union Budget 2017-18, Agenda to Transform, Energise & Clean India (TEC India) puts an unprecedented thrust on rural infrastructure development which will have a multi-sector cascading impact. This initiative promises to make an important contribution to India's economic resurgence.

GROWTH PATTERN

While the industrial sector is now estimated to have grown at 8.2% against the earlier estimation of 7.4%, the services sector is estimated to have grown at 9.9% against 8.9% earlier.



Indian plastics industry

The Indian plastics industry made a promising beginning in 1957 with the production of polystyrene. Thereafter, significant progress has resulted in rapid diversification and growth of the industry. The industry spans the country and hosts more than 2,000 exporters. It employs about 4 million people and comprises more than 30,000 processing units, 85-90% of which are small and medium-sized enterprises.

The Indian plastics industry produces and exports a wide range of raw materials, plastic-moulded extruded goods, polyester films, moulded / soft luggage items, writing instruments, plastic woven sacks and bags, polyvinyl chloride (PVC), leather cloth and sheeting, packaging, consumer goods, sanitary fittings, electrical accessories, laboratory / medical surgical ware, tarpaulins, laminates, fishnets, travel ware, and others.

The Indian plastics industry offers excellent potential in terms of capacity, infrastructure and skilled manpower. It is supported by a large number of polymer producers, and plastic process machinery and mould manufacturers in the country.

Among the industry's major strengths is the availability of raw materials in the country. Thus, plastic processors do not have to depend on imports. These raw materials, including polypropylene, high-density polyethylene, low-density polyethylene and PVC, are manufactured domestically

(Source, IBEF, January 2017)

Total export of plastic products stood at US\$ 7.64 billion in FY 2015-16

India's plastic processing space

Global economic growth is generally interlinked to petrochemical consumption where plastic is an important partner. Plastic processing is the pillar of economy in most of the advanced economies. Per capita consumption of the world is 28 kg whereas India's 11 kg (lowest in Asia) and China 38 kg, Brazil 32 kgs. The per capita consumption for The US, Germany, The UK, Italy, Spain, Australia, Japan, Korea and Taiwan is more than 100 kg. This clearly showcases India's large growth potential.

A snapshot

- Per capita consumption of virgin 11 kg and Recycled 3.8 kg
- Virgin Polymer consumption in the year 14-15 - 14 MMT

- Number of converting/processing units –30,000-plus (organised sector) and 20,000-plus (unorganized sector)
- Number of processing machines - 113,000-plus
- Processing capacity - 30 MMT
- Processing capacity growth - 13% (5-year CAGR)
- Approximate size of the plastic and polymer industry – Rs 1,44,000 crore

The Indian plastics processing industry is expected to grow at a healthy pace propelled by an increased growth among end-user industries, greater penetration of plastics via various existing and an ever-growing range.

Given the increasing consumption of plastic products, plastic manufacturers are bullish about the growth prospects of the sector in FY18. According to industry sources, the polymers sector is expected to grow by 10-12 per cent in FY18 and generate as many as 5 lakh new jobs. This growth is expected to be catalysed with the development and absorption of new technologies which are expected to widen the application of plastic products in newer areas like construction, agriculture, health and others there by increasing the demand for plastic products,

By 2020, plastics consumption of India is set to increase from the current 12 million metric tonnes per annum to 20 million metric tonnes per annum. India will deploy 180,000 machines by the year 2020 as compared to the current 113,000. The export of Plastics finished goods alone is set to nearly double from US\$7.9 billion currently to US\$15 billion in next 5 years. The industry is determined to play a significant role in executing government’s vision of raising exports to \$900 billion by 2020

And, with plastic products becoming increasingly ubiquitous across household and industrial applications, the per capita consumption of plastic in India is expected to touch 20 kilos by 2020 from about 11 kgs currently.

Technology and product application

Extrusion	Injection moulding	Blow moulding	Roto moulding
*Films and sheets *Fibres and filament pipes *Conduits and profiles *Miscellaneous applications	*Industrial injection moulding *Household injection moulding *Thermoware/Moulded Luggage	*Bottles *Containers *Toys *Houseware	*Large circular tanks for varied applications

Composites

Custom-moulded components are made from new-age composites (combining plastics and fibers with glass, carbon, and other materials). Key customers comprise aerospace, transportation, renewable energy and defence sector players. These products enjoy steady demand because of their strength, tenacity, thermal and electrical conductivity and corrosion resistance. Also, because composites are lightweight, they have witnessed an enormous surge in demand especially in the aerospace and transportation verticals.

Global composites market: The global composites market generated revenues worth ~US\$69.50 billion in 2015 and is projected to generate revenues worth >US\$106 billion in 2022 at a CAGR of 7.11%. A growing preference for lightweight materials and increasing wind energy demand have allowed these composites to be marketed globally. Composites are resistant to high temperatures, offer a high strength-to-weight ratio, increase fuel efficiency and provide enhanced structural stability.

The high demand for composites emerging from the automotive industry has helped brighten prospects for these products. They play a pivotal role in reducing the overall vehicle weight as they are ~60% lighter than steel or iron and but offer similar levels of tensile strength. However, the products face challenges stemming from high manufacturing and processing costs and issues related to recycling. Demand-wise, the Asia Pacific region is the largest market, followed by North America. They are expected to hold onto their positions till 2022. The increasing demand for electronic products, construction materials and vehicles has catalysed offtake of composites in these regions. India and China enjoy the bulk of the market share in the Asia-Pacific region.

Indian composites market: India produces 3% of the global volume of composites but this is expected to double over the next five years propelled by an increasing demand for automobiles (both four and two-wheelers), electronic goods and other consumer durables. The demand for electrical and electronics in the Indian composites market is expected to experience the highest growth over the next five years supported by increasing number of governmental projects in the realm of infrastructural development.

Moreover, with the Indian Government laying a keen emphasis on improving its infrastructure quotient (automobiles, railways, roads, airports, sewage treatment, housing and electricity transmission and distribution), growth in this vertical shows no signs of abating over the medium-term. Case in point: the Indian composites market is expected to reach the US\$2 billion-mark by 2021 growing at a CAGR of 14.1% between 2016 and 2021.

Sintex Plastics Technology Limited

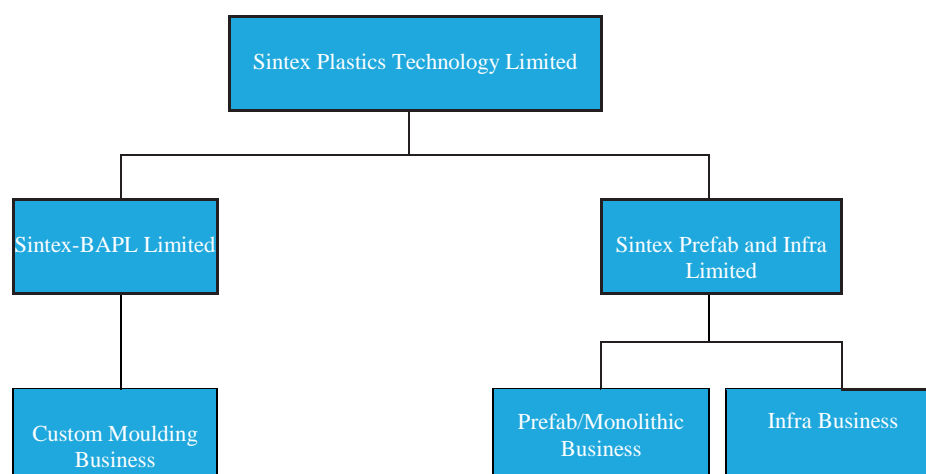
About the Company

Sintex Plastics Technology Limited (headquartered in Kalol, Gujarat) is a globally-respected conglomerate with a large and growing presence in plastic processing.

The Company enjoys a global presence through its subsidiaries Sintex NP SAS (Europe) and Sintex Wausaukee Composites Inc. (the US). Its Indian subsidiaries include Sintex-BAPL Ltd. for custom moulding and Sintex Prefab and Infra Ltd which undertakes EPC contracts for various infrastructure projects across the nation.

The Group's operations are managed by experienced professionals. Sintex enjoys a strong presence across diverse sectors and has earned respect for its ability in developing niche solutions that address emerging trends. Its plastic-based products have gained currency across fast-growing user segments.

Corporate structure



Plastic processing

Since the launch of the water tanks that revolutionised water storage in India, Sintex has traversed a long road. Having established a respectable position in pioneering cost effective, plastic-based solutions for replacing conventional metallic variants, in hitherto uncharted territories, Sintex had emerged as a 'Superbrand' in India's plastics processing space.

Leveraging this innovation zeal and qualitative excellence, Sintex has extended its presence to diverse India-critical sectors namely power distribution, automobiles, electrical products, sanitation, building interiors, warehousing and a host of other verticals.

The Group enjoys a pan-India presence with 16 cutting-edge plastic processing facilities.

Water storage solution

With black tanks increasingly dotting the Indian skyline, the Sintex brand has become synonymous with water storage tanks. Having pioneered the concept of plastic water storage solution more than three decades ago, the Group occupies the pole position in this space with more than a 60% market share.

The huge product range comprising water tanks for every conceivable application – loft tanks in individual apartments to water storage solutions for building complexes or even entire pin codes as well as underground storage tanks in various sizes – positions it as a one-stop-shop.

Having gained a dominant share of the water storage market space with its black tanks, the Group successfully implemented some path-breaking improvements:

- The Group leveraged the blow-moulding technology for manufacturing tanks for catering to the market needs at the lower end of the spectrum. This initiative enabled the Group to manufacture value-for-money tank variants launched under the ‘Renotuf’ brand facilitated in effectively managing competitive pressure and meet low and mid market customer expectations.
- The Group developed the white-walled Triple layer tank – a premium product – with the internal and external walls being white and an inner black layer for preventing the penetration of UV rays inside the tank. This variant has emerged as an important business with high acceptance and popularity among consumers pan-India. It commands 37% of the total water tank business and is expected to sustain its growth momentum over the medium term.
- In keeping with this trend, the Group launched a triple-walled white tank, a mid-priced water storage solution leveraging the Blow-moulding technology, marketed under the Titus brand which was eagerly embraced by the target customer segment.

Currently, the Group markets its products under four brands Sintex (premium tanks which includes the recently launched white triple wall water tanks), Reno (standard tanks) and Renotuf (value-for money tanks) and Titus (white triple wall water tanks for the mid-segment).

The Group also developed an in-house shrink-wrap solution for superior product packaging which eliminated in-transit damage to premium tanks.

In addition, the Group strengthened its connect with its distribution channel. For this it implemented a number of initiatives:

- Introduced a channel financing scheme for dealers to avail low-cost loans
- Introduced attractive schemes for the benefit of the retailer community,
- Held communication forums to better understand their challenges, increase awareness regarding the Group’s strategies and goals and facilitate a demand pull.
- Created a dedicated web portal for tracking consignments at the retail level and thus preventing inventory pileups

Further, the Group rolled out a Dealer Management System for its channel partners and retailers which enabled accurate mapping of and intelligent decision-making for the retail market. Several new initiatives such as order booking through Mobile App, compliance through Quality App and a strong focus on secondary sales along with a call centre strengthened the Group’s customer commitment.

Sub-ground structures

The Group leveraged its expertise in the liquid storage solutions space to create these products which are becoming increasingly relevant considering the rapid rates of urbanisation across India and the inability of legacy sewage management solutions to handle growing volumes of waste. The Group’s product basket comprises septic tanks, packaged treatment solutions and biogas holders.

Septic tanks: The Group developed underground septic tanks for storage of liquid waste (for about 50-500 people). The space-saving USP of these septic tanks has enabled the Group secure approvals from numerous municipalities and governmental agencies. Case in point: In 2015-16, the Group closed a deal for providing septic tanks to the Ministry of Non-Renewable Energy. This landmark achievement promises to increase sales volumes and allows the Group to market its products without the need for any additional state-wise approvals.

Packaged waste water treatment solution: The Group has developed the decentralised packaged waste water treatment solution in collaboration with Aqua Nishihara, Japan – global leaders in this space. In addition to large capacity solutions for institutional applications, the Group has developed smaller capacity Packaged solutions for the retail market being marketed through its large distribution network.

This unique solution reduces BOD levels by 75-95% depending on the product. The 2015-16 fiscal was eventful. One, the product was accepted as a part of the Clean Ganga Action Plan as well as by the Bill and Melinda Gates Foundation for managing sewerage levels. Two, it was connected to important drainage lines in Center of Ahmedabad and the treated water was used for gardening – a case study which demonstrates the effectiveness of this solution. Three, it received approvals from the Ministry of Urban Development as an effective solution for managing liquid waste. The solution also received mention in the CPHEO manual which showcases the Central Government's intent to clean up India.

More recently, the Group received MES approval from ENC office for MBBR technology. This approval is expected to be an inflection point for this revenue vertical as the MBBR technology is widely accepted all over the country. This approval will allow the Group to participate in large government projects initiated by MES, CPWD, Railway, ONGC, Police Housing, Housing Boards and other Government and private sector institutions.

In addition, the Group has created a retail business plan for small sewage treatment plants catering to individual houses, residential bungalows and propagated awareness of the product and its effectiveness by participating in seminars and by organising contractor work-shops. For retail usage the Group has created customised variants in which the treated water can be used for gardening, toilet flushing, floor washing, cooling tower and in construction activities. The Group has created a dedicated cell comprising consisting of service managers, technicians for after-sales services (including AMCs) to ensure the product performs upto client expectations.

These realities have brightened prospects of healthy business growth over the coming years.

Biogas holders: The product was developed to address fuel and sanitation needs of the rural India. The biogas plant uses livestock excreta, as well as leftover food to generate biogas which is used to fuel rural kitchens. The remnants can thereafter be used as a fertiliser.

Having pioneered the concept of portable, prefabricated and moulded biogas plants in India, the Group has made a significant headway in successfully marketing this concept to governmental agencies. In 2015-16, the product received the all-important approval from the Ministry of Non-Renewable Energy. This allows the Group to market this unique solution pan-India without securing any further state-specific approvals. The Group continued to cement its foothold in states like Gujarat, Maharashtra, Karnataka and Bihar. The Group successfully marketed its biogas solutions to dairy farms across different states.

Environment-friendly products

Increasing awareness of the Group's Euroline range of dustbins and containers has resulted in growing its acceptance across states. Large volume orders continue to flow in from governmental agencies, NGOs and PSUs (as a part of the mandatory CSR expenditure). The Group widened and modified its product mix in line with customer feedback.

SMC products

This revenue vertical is the result of Sintex's desire to address the longstanding problem of power theft. Sintex introduced tamper-proof meter boxes, manufactured using sheet moulded compounds. Being shockproof, SMCs provide insulation against electricity and are used as cast iron and aluminium alternatives. They are also rust-proof, durable and possess zero-resale value, protecting them from theft.

The Group is one of the largest manufacturers of electrical enclosures, catering to state electricity boards and circle offices pan-India. Besides, the Group's product basket comprises loop-in/loop-out boxes, polymeric insulators, insulator boxes, cross arms and service connection boxes, among others, with special features and other accessories used in national electrification. The Group operates in the mid- (440-1,200 volts) and high-voltage (up to 11 kilovolt-amperes) segments.

In the recent past, the Group graduated from supplying empty boxes to fully-fitted, ready-to-use enclosures for diverse applications, strengthening its reputation as a preferred business partner. Sintex also started a retail distribution channel for catering to small-ticket businesses, kick-starting revenues.

The huge increase in business volumes in this vertical has mandated further investments towards increasing manufacturing capacities which are to be implemented in the current year.

Recently, the Group has compartmentalized its business into three segments for focused efforts in growing each segment individually and the revenue vertical collectively. The three segments are – 1) Business from Electricity Boards (EB), 2) Non- EB business and 3) the retail segment.

Business from Electricity Boards: As the name suggests, this is segment functions on a B-G model with the Group catering to the requirements of various State Discoms and Central Government agencies. This segment is the key revenue generator accounting for more than 70% of the revenue for SMC business.

The key products in the EB business are DTC/LTCT Meter Boxes, Service Connection Boxes, Consumer Meter Boxes, LT Distribution Boxes, BPL Kits and V-Cross Arms.

The Group is an approved supplier under government's key power reform programs namely Deen Dayal Upadhyaya Gram Jyoti Yojana and the Integrated Power Development Scheme which aim to provide 24X7 quality power to urban and rural India. Over the years, the Group has developed products that address NGT/CPCB, REC related issues.

Majority of the business accrues from Gujarat, Uttar Pradesh, Andhra Pradesh, Chhattisgarh and Kerala. The team continues to focus on way of increasing business from other states namely Tamil Nadu, West Bengal, Odisha and Uttarakhand. In addition, it is also looking to widen its footprint across other states namely Jharkhand, Haryana and Punjab over the next few years. .

In keeping with its efforts in aligning with the nation's requirements, Sintex created a new product ('the BPL kit') that is a mandatory requirement under the Electricity for All initiative, comprising electricity board with basic fitments (MCBs, switches, a bulb holder and a plug point) and raked in sizeable volumes from various governmental agencies in South India as well as Bihar and Uttar Pradesh.

Going forward, the Group is focused on capitalising on opportunities from two key Government initiatives:

- Energy Efficient Street Lighting (EESL) Programme promises a big opportunity as it gives reduction of more than 10% on the energy consumption. This model was launched on 5th January 2015 for 100 cities which holds the potential to reduce load by about 390 MW. Under the EESL scheme conventional street lights will be replaced with energy efficient LED street lights. In addition, strong SLA will ensure maintenance and replacement over the project period will ensure light levels as per the National Lighting Code.
- Another scheme of importance is AGDSM in which farmers would be provided for free, Energy efficient BEE Star rated pump sets of HP equal to their sanctioned load, through multiple distribution desks in the project area.

Non-EB business: This is a flanking vertical to de-risk against an excessive dependence on the Government business under which the Group caters to the requirement of power distribution companies in the private sector. The key products in this segment include cable trays, junction boxes, RTU, SMC Sheet/CHQ, IP, LED, MCB/RCCB and Plug & Socket, among others.

In the Non-EB business, the Group has established a presence in the Telecom sector by developing specialised enclosure for energy saving equipments. In addition, there has been a steady demand for cable trays from this user segment.

The Group has also developed specialised enclosures for ACCL Panel – 1/3 ph, APFCR Panel, CCTV and Distribution Box/Panel. In addition, the Group is focusing on developing customised enclosures for housing specialised equipment namely Starter Panel, Relay Panel, Telecom Power Solutions, Demand Controller Panel and Control Panel for Highmast.

The team has also developed important stand-alone products which will enable it to cater to a wider spectrum of user sectors – expanding its opportunity canvass over the coming years.

Retail segment: The Group is working on setting up a retail channel for this product vertical to cater to small volume business mushrooming pan-India. As a first step towards this end, the Group set up a retail outlet for electrical products in Pune; plans are afoot to set up more such outlets across key markets.

Industrial containers and FRP tanks

Industrial containers are specially moulded tanks to store dyes, colours and chemicals for industrial uses. These are mainly large but come in multiple sizes to suit diverse uses. Growing industrialisation and increasing scale of operations in key user sectors is driving the demand for industrial containers. The Group introduced large-sized roto-moulded tanks (1000 ltrs and above) especially targeting the chemicals and textile sectors.

Sintex has developed high-strength, non-reactant FRP tanks for storing corrosive chemicals and fuels in dispensing stations as a cost-effective and fail-safe alternative to RCC and metal variants. The Group has received approvals from leading oil marketing companies namely IOC, HPCL and BPCL for installation in new dispensing stations, pan-India. Recently, the Group marketed these niche storage solutions to Shell outlets. The Group also successfully marketed its underground FRP tanks to large malls and commercial complexes for storage purposes (generator fuel, fire fighting, water, sewerage, among others).

In 2016-17, the Group received sizeable orders for its fuel underground storage tanks from HPCL, IOCL, Reliance and other oil marketing majors. The Group was also successful in receiving bulk business from Britannia Industries, Rajasthan Medical Services, Tamil Nadu Civil Supply Corporation, and ITC, among other renowned corporates.

Plastic pallets

Growing focus on creating a state-of-the-art warehousing infrastructure across India is driving the demand for pallets. Sintex's plastic pallets cater to industries like pharmaceuticals, automotive, electrical, warehousing, transportation, among others.

Insulated boxes

Sintex continued to export these products to Australia and the Middle East. Furthermore, the Group secured heartening volumes from the West Bengal Fisheries Department even as it continued to explore opportunities in the coastal belts of India in order to bolster revenues.

In 2016-17, the Group developed a new range of containers for the Government's Mid-Day meal Programme which was well accepted by various government agencies. The Group was also successful in securing several bulk orders from multiple nations for its ice boxes. In addition, the Group also developed boxes which could address the requirement of several government programmes such as Dudh Sanjeevani Yojana and cater to the stringent e-commerce requirements (to manage the supply of perishables).

Sandwich Panel

Sandwich panel has emerged as a modern building material replacing the traditional brick and mortar structures for numerous applications.

Sandwich panels are cost-efficient building materials comprising an inner insulation core (generally Polyurethane based) between two colour-coated steel sheets. The core is usually of low density which allows the structure to perform without becoming heavy.

Sandwich panels are a preferred construction material for cold storages and warehouses, primarily in high-temperature zones (hence highly suited in India). These panels also find application as walls, roofs and partitions in buildings and prefabs.

Sintex's PUF-packed sandwich panels come in varying thicknesses (20-150 mm) with different structural designs and colours (external sheets being pre-painted, colour-coated galvalume sheets). The Group markets sandwich panels to government agencies for warehousing and cold storage infrastructure.

The product is finding increasing acceptance with corporates for commissioning factories, warehouses and other ancillary structures. The Group's prefab unit is a large consumer of sandwich panels manufactured at its Kalol facilities.

The Group created a retail arm comprising dedicated fabricators and franchisees to capitalise on the small-volume demand for diverse applications (house, shop and establishment extensions, sheds, rooftop houses and prefab, among others).

The Group has positioned its sandwich panels as an essential part of the cold chain which is an area of high priority for the Indian government. The Government thrust on creating warehouses and cold storages across

India (subsidies and other sops) for proper storage of fruits vegetables and other perishables is expected to provide significant demand for the Group's sandwich panels. The Group also developed special panels and specialised leak-proof doors and windows to offer a holistic solution for cold storage applications. In addition, the Group also developed small capacity modular cold storage as walk-in coolers.

In 2016-17, special panels were developed for dairy application which enabled the Group to received business from private sector dairies namely Sabar Dairy, Prabhat Dairy and Namaste Dairy – creating a new opportunity window for the coming years.

Further, the Group focused on creating a retail channel for this product to address small ticket business. For this, the team developed a range of roofing material (20mm to 50 mm) and wall material (30mm to 50mm) which received a heartening response from the retail market.

The Group appointed dealers in South and West India; the team undertook interesting branding and advertisement initiatives in these regions and participated in exhibitions and seminars for creating product awareness.

Sandwich panels were also exported to Bhutan, South Africa and Bangladesh – a trend which is expected to gain momentum over the coming years.

Doors & Windows

Sintex capitalised on its plastic processing expertise to offer a prudent mix of ready-to-use and do-it-yourself products. The Group's extruded product basket comprises doors, kitchen cabinets and non-load bearing partitions, among others.

The Group positions these products as environment-friendly alternatives over wooden/aluminium variants in addition to being cost-efficient, zero-maintenance, easy-to-clean as well as water- and termite-proof.

For focused marketing, the Group has compartmentalised its extruded products in two categories – interior panels and Ready-Made doors.

Doors: Factory-Made Doors (ready for installation) are the flagship product within this vertical being marketed under the 'Indian' and 'Micra; brands which have received healthy customer acceptance. To strengthen its product offering, the Group launched the 'Sierra' brand, a premium range of doors with stylish designs and superior finish. The Group also received orders for its Factory-Made Doors from various affordable housing projects in Delhi, Gujarat, Andhra Pradesh, Tamil Nadu etc. To extend its presence from the bathroom to other parts of the home, the team is developing internal doors which should be launched over the coming years.

Panels: Till now, the Group manufactured hollow profiles used in kitchen and bathroom furniture and non-load bearing panels. The Group continued to introduce new sections and shades in line with customer aspiration and market trends. Recently, the Group launched a superior-grade panelling material resembling timber which received good customer response. In addition to hollow profiles, the Group launched Plastoboards (6mm to 30mm thickness), which are solid PVC boards to be used in many applications for kitchen shutters. These can be subjected to nailing, sawing, drilling, pasting and other types of processing. It is also suited to heat bending, folding and thermoforming. It is also an easy material for fabrication and therefore the acceptance of this product has been good with channel partners. The Group has also plans to add colour PVC form sheet and other decorative panels for increasing the range of products.

Custom moulding

Sintex has established a strong presence in the custom moulding space in India and across the globe through its subsidiaries Sintex NP Group (Europe), Sintex Wausaukee Composites Inc. (US) and Sintex-BAPL Limited (India) (formerly Bright AutoPlast Ltd.). These companies provide highly-engineered custom moulding solutions to large global and Indian brands with a presence in diverse sectors. The Group has a global manufacturing presence with facilities across 9 nations in 4 continents that house cutting-edge technology.

International operations

Europe-centric operations: The Sintex NP Group operates in France, Germany, Eastern Europe (Poland, Hungary and Slovakia) and North Africa (Tunisia and Morocco). It caters to players present in the car manufacturing, electrical/electromechanical equipment manufacturing, aeronautics/defense, household appliances, medical, construction, sport and leisure sectors, among others. The Group's core business involves transforming thermosets by compression and injection, transforming all thermoplastic grades (P/E to PEEK), stamping thermoplastic composite grades commonly used in aeronautics, precision-cutting ferrous and non-ferrous metals, forming steel-stainless steel-non-ferrous wires, manufacturing tension-compression/torsion springs, electronic circuit boards using SMD or TH technology and wiring harnesses. The Group's key clients include globally-renowned brands like Faurecia, Schneider, Legrand, ABB, Areva, EADS, Siemens, Snecma, ThyssenKrupp Automotive, Valeo, Visteon, Alstom and General Motors, and among others.

US-based operations: Sintex Wausaukee is a preferred supplier to globally recognised OEMs in the US (majority Fortune 500 companies) on account of its expertise in manufacturing highly engineered composite and fibre-glass components addressing diverse user sectors (construction equipment, agriculture, medical injecting and mass transit). The Group's key clients comprise Caterpillar, Siemens, Alstom, Phillips Medical Systems, G.E. Medical Systems, Rail Plan International Inc., Acciona, Hitachi, NY City Subway (Metropolitan Transportation Authority), Toshiba and Harley-Davidson, among others. Over the past two years, the Group has consolidated its business to focus on niche high-value business segments, added customers and streamlined its business operations to shore up its financial performance. In 2016-17, the Group developed a blueprint for ensuring profitable business growth and implemented important steps in this direction 1.) Sold its Owosso, Michigan facility and consolidated the production operations into the Wausaukee and Gillett, Wisconsin facilities; sold the vacant Cuba City facility 2.) Strengthened the marketing team and on-boarded key executives to catalyse business growth

These initiatives are expected to yield significant improvement in the business growth and profitability going forward.

India-presence

Sintex-BAPL Ltd. capitalises on Sintex's entrenched presence in the highly lucrative Indian automobile sector. The Group has for the past three decades serviced all automobile majors operating in India.

BAPL's seven manufacturing facilities have improved its customer servicing credentials thereby fostering long and healthy business relationships. Recently, it forayed into the precision parts space in partnership with Nief, Sintex's European subsidiary for Schneider Electric's Indian operations (Schneider is one of Nief's key customers in Europe) and the off-highway space with technological assistance from its subsidiary Sintex Wausaukee Inc.

Automotive components: This is the largest business vertical and accounts for majority of the overall revenues. The Group strategically-located facilities in India's automotive corridors (Chennai, Sohna, Pune, Pithampur and Nasik) allow it to service leading automotive OEMs promptly. The Group's product basket comprises exterior systems, interior systems, under-the-hood systems and plastic components.

Sintex-BAPL Limited specialises in manufacturing injection-moulded plastic components for the auto industry. It employs cutting-edge technologies like vacuum forming, PU foaming, ultrasonic and hotplate welding, spray painting, decorative painting and assembly to manufacture best-in-class products.

Capability-enhancing alliances in the area of product design (HIVEC, Japan), interior and exterior design and engineering (Daeji Metal Corp, Korea), design and manufacture of air induction systems and DFT design and development (Kautex) has served Sintex-BAPL well. It also entered into a technical consultancy MoU for fabricating blow-moulded, under-the-hood parts and projectile injection moulding components. The Group recently entered into a joint venture with Rototech for developing diesel tanks, special ducts and body panel components/sub-assemblies. Its technology capabilities, niche alliances and focused quality-centric operations have facilitated in growing its customer base in each year over the last five years.

In 2016-17, the Group made considerable headway in strengthening business relations with leading global automotive OEMs operating in India.

- Initiated supplies started to Ford Motors (through Faurecia) and TVS two-wheeler parts from the recently commissioned state-of-the-art paint shop at Chennai Oragadam plant. The Group is exploring opportunities to paint airbag covers for Ford and interior/exterior parts for Hyundai.
- Commenced supplies of thermosets to Socomec from recently commissioned thermoset compression moulding unit at the Pithampur plant
- Achieved our first success in the full-system solution strategy; received business from HYUNDAI Motors for in-house Design and supply of Cover Fender and Wheel Arc Assembly on AH2 Program

As a part of long term strategy, the Group is expanding its offerings to customers by undertaking challenging projects – the team converted various customer designs from conventional metals and alloys to polymeric materials and composites. Below are a few examples of such projects.

1. TAFE -- PTO cap
2. John Deere -- Rocker Arm Cover
3. Daimler -- Trims
4. Hero -- Plastic Fuel Tank

Going forward, this strategy is expected to open expansive growth opportunities over the coming years.

The Group continued to focus on customer addition to sustain its growth momentum. In 2016-17, the Group added number of globally-respected brands to its customer list.

- Alstom – Mass Transport Global Organization
- Reva cars – Electric vehicles from Mahindra & Mahindra
- Socomec – Electrical Switch Gear Global Organization
- Hero Motocorp – World No. 1 Two wheeler manufacturer
- TAFE – Agriculture Equipments

Precision parts: The Group forayed into the precision parts space in leveraging its association with Nief and addressed the requirements of electrical, auto-electrical and aerospace corporate through its expansive product basket comprising small/very small high precision parts. In addition to its key customer Schneider, the Group also added TRW and BorgWarner to its client list.

The Group's focus on business from Borgwarner and TRW facilitated in improving business profitability. The acquisition of GM and M&M programs at Borgwarner is further expected to improve business profitability over the coming years. The Group also won Schneider's Vision program and will get full leverage of Schneider's strategy of consolidating its vendor base by 40% in coming three to four years. The Group plans to add capacity in 80T and 120T machines to meet demand visibility, (consequent to new business addition) in 2017-18.

Off-highway components: The Group entered the off-highway products space following the commissioning of a new composite manufacturing facility equipped with LRTM (light resin transfer moulding) capabilities at Pune – the first of its kind composites unite in India. This unit bagged the prestigious order for developing and supplying components to Siemens USA for an upcoming metro railway line in Calgary, Canada. Recently, the Group enhanced the capability of its LRTM facility by adding a new paint booth capable of painting large railway parts.

In 2016-17, the Group successfully received orders to supply Front End and Driver desk assembly to Alstom's Lucknow metro – making it a first-time supply for the Group to any metro program in India. This success paved the way for the Group to bid for component supplies to Alstom's other metro projects in India and abroad e.g. Lyon Metro (France), Mecca Metro and tram project at La Rochelle (France). The Group was also awarded the business of roof and rear tub supply to Mahindra Reva's 4DR car. The Group will continue to focus on the railways segment in India and across the globe with new entrants e.g. CAF, TALGO and Stadler likely to win future multi train/metro programs in coming two-three years.

The Group has strategised to move close to its key customers namely Maruti Suzuki, Hyundai Motors and TVS Motors. For this, the Group is planning to set up a manufacturing unit proximate to Suzuki Motors Gujarat plant in Becharaji – this will facilitate in supporting Baleno production. This unit will also facilitate in securing business from and servicing other automobile OEMs in this region namely Ford Motors, Tata Motors, Hero Motocorp, SAIC (M.G.Motors).

In addition, the Group is also setting up a manufacturing facility at Hosur, Tamil Nadu which will facilitate in catering to increased business volumes from TVS Motors. This unit will also strengthen our ability in securing business from other OEMs namely Honda Scooters & Motorcycles, Toyota , Ashok Leyland and TAFE.

Infrastructure

Sintex Prefab and Infra Ltd. provides prefabricated solutions and undertakes EPC contracts for various infrastructure projects across India.

Infrastructure projects: In less than six years of business operation, the Group has completed large important projects strengthening its expertise in civil and mechanical construction. They include

- Completed a 432-apartment affordable housing project for the Rajasthan Government under the
- PPP model
- Erected two check-posts in Madhya Pradesh comprising road, building and fabrication from IL&FS.
- Contracted from the UP Jal Nigam a project for laying sewerage pipelines and erecting and commissioning pumping station in Lucknow

In 2016-17, the Group was awarded the contract for setting up Phase II of the spinning project of Sintex Industries Limited. Also, the Group completed the Ujjain Kumbh Mela project (Construction of toilets, urinals and Bathrooms in Various Sites of Ujjain and their upkeep during the Kumbh Mela period) – these strengthened the Group’s financial performance during the period under review.

Prefabs: These are completely knocked-down plastic kits suitable for enclosures (large and small), which can be assembled within a week – making it the one of the fastest and most cost-effective construction solutions on offer. The product consists of plastic sheets filled with concrete and steel rods which enhance the endurance of the structure. Moreover, prefabricated structures are assembled at the shopfloor by trained professionals thereby minimising wastage and improving their cost effectiveness.

The multifarious benefits of prefabs position them as the preferred solutions in India’s efforts towards strengthening social infrastructure (classrooms, healthcare centres, public toilets, community centres) in rural India with speed. These basic amenities have remained largely overlooked during the previous two decades. As a result, the demand for these products is largely driven by governmental policies and budgetary allocations. In recent times, the corporate mandate to invest a portion of their profits towards social upliftment initiatives is also driving the demand for prefabs. Governmental initiatives like the Swachh Bharat Abhiyan, Sarva Shiksha Abhiyan and the Clean Ganga Mission are key drivers for this vertical. Sintex’s prefab portfolio comprises toilet blocks, kitchens, health centres, classrooms and hostels, police chowkis, site offices, among others.

In 2016-17, Sintex Prefab and Infra Limited received various projects for constructions and supply of prefab toilets under “Swachh Bharat Mission” across locations in the country.

Monolithic construction: Sintex pioneered the MCC technology in India – typically suited for affordable housing projects for use by economically weaker sections and hence critical in addressing the national housing shortage. And continues to remain as the undisputed leader with a presence across eight states. The Group manufactures the formwork in-house, which facilitates an assured resource availability and product customisation, an edge over those who need to import the formwork. Besides, product bundling (packaged water treatment plant, doors, electrical and kitchen solutions) enhances returns.

As a business strategy, the Group marginalised its business presence on account of debtor stickiness and elongated the working capital cycle. The management cherry picked those projects for which regulatory clearances have been provided and were fully funded – ensuring speedy project completion and timely receipt of funds.

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS, DEFAULTS AND MATERIAL DEVELOPMENTS

There is no outstanding litigation against our Company and its Subsidiaries including, suits, criminal or civil prosecutions and taxation related proceedings that would have a material adverse effect on our operations or financial position.

In this regard, please note the following:

- (i). in determining whether any outstanding litigation against our Company and / or our Subsidiaries other than litigation involving moral turpitude, criminal liability, material violations of statutory regulations or proceedings relating to economic offences would have a material adverse effect on our business, the materiality threshold has been determined as per Clause XII sub-clause C in Part E of Schedule VIII of the SEBI Regulations, which stipulates that disclosure of outstanding litigation is required where (a) the aggregate amount in such individual litigation is likely to exceed Rs. 60.30 crores being 1% of the total revenue of our Company (on a consolidated basis) or Rs. 31.16 crores being 1% of the net worth of our Company (on a consolidated basis), as per the last completed financial year; (b) the decision in one case is likely to affect the decision in similar cases, even though the amount involved in a single case individually may not exceed Rs. 60.30 crores being 1% of the total revenue of our Company (on a consolidated basis) or Rs. 31.16 crores being 1% of the net worth of our Company (on a consolidated basis), as per the last completed financial year, if similar cases put together collectively exceed such threshold; and*
- (ii). Neither our Company nor our Subsidiaries are aware of any litigation involving moral turpitude or criminal liability, material violations of statutory regulations or proceedings relating to economic offences, which have arisen in the last ten years.*

Our Company and our Subsidiaries, from time to time, have been and continue to be involved in legal proceedings, arising in the ordinary course of their respective businesses. None of these legal proceedings filed against our Company or our Subsidiaries are in the nature of criminal proceedings and we believe that the number of proceedings in which our Company and our Subsidiaries are / were involved is not unusual for a company of our size doing businesses in India. Further, as on the date of this Information Memorandum, there are no material legal proceedings initiated against our Company and our Subsidiaries.

GOVERNMENT APPROVALS

We are required to obtain approvals, registrations, permits and licenses under the provisions of various laws and regulations for conducting our business which include license to operate factories, registration under several tax regulations in India, environmental licenses and other approvals. The requirement for approvals for a particular plant may vary based on factors such as the legal requirements in the state in which the plant is located. Further, our obligation to obtain and renew such approvals arises periodically and applications for such approvals are made at the appropriate stage.

We have obtained necessary consents, licenses, permissions and approvals from governmental and regulatory authorities that are required for carrying on our present business activities. Some of the approvals and licenses that we require for our business operations may expire in the ordinary course of business, and we will apply for their renewal from time to time.

Further, except as mentioned in this section, as on the date of this Information Memorandum, there are no material pending regulatory and government approvals and no pending renewals of licenses or approvals in relation to the activities undertaken by our Company, our Material Subsidiary.

I. Material approvals for which applications have been made by our Company and its Material Subsidiary, but are currently pending grant

Set out below are the details of the material approvals for which applications have been made and are currently pending grant from the relevant government authority.

Daman plant of our Company

Application dated February 10, 2016 to the Pollution Control Committee, Daman and Diu, Dadra and Nagar Haveli for consent to operate under the Air Act and the Water Act.

II. Material approvals which have expired and for which renewal applications have been made by our Company and its Material Subsidiary

Set out below are details of applications which have been made to various governmental authorities in lieu of the material approvals that have expired.

Trademarks of our Company

- a) Application dated July 11, 2016 made by our Company to the Registrar of Trade Marks, Ahmedabad, for renewal of trademark number 440638 in class 20 pertaining to fixtures, furniture, frames made of polyvinyl chloride plastics and other materials; and
- b) Application dated July 2, 2016 made by our Company to the Registrar of Trade Marks, Ahmedabad, for renewal of trademark number 722373 in class 20 pertaining to, furniture, mirrors, picture frames, goods (not included in other classes) of wood, cork, reed, cane, wicker, horn, bone, ivory, whalebone, shell, amber, mother-of-pearl, meerschaum and substitutes for all these materials, or of plastics.

III. Material approvals which have expired and for which renewal applications are yet to be made by our Company and its Material Subsidiary

Nil

IV. Material approvals required for which no application has been made by our Company and its Material Subsidiary

Nil

REGULATORY AND STATUTORY DISCLOSURES

Authority for Listing

The Hon'ble National Company Law Tribunal, Bench, at Ahmedabad, vide its order dated 23rd March 2017 has approved the Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Prefab and Infra Limited and their respective shareholders and creditors ('the Scheme'). Pursuant to the Scheme, the Custom Moulding Undertaking and the Prefab Undertaking of the Sintex Industries Limited is transferred to and vested in Sintex-BAPL Limited (wholly owned subsidiary of our Company) and Sintex Prefab and Infra Limited (wholly owned subsidiary of our Company). The Scheme was made effective on April 1, 2016. In accordance with the Scheme, the equity shares of Sintex Plastics Technology Limited pursuant to the Scheme shall be listed and admitted to trading on BSE and NSE. Such admission and listing is not automatic and will be subject to fulfillment by our Company of the listing criteria of BSE and NSE for such issues and also subject to such other terms and conditions as may be prescribed by BSE and NSE at the time of the application by our Company seeking listing.

Eligibility Criteria

There being no initial public offering or rights issue, the eligibility criteria of SEBI (Issue of Capital and Disclosure Requirements) Regulation 2009 do not become applicable. However, the Company has sought relaxation by making an application to SEBI under sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 as per the SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015. Our Company has submitted the Information Memorandum, containing information about itself, making disclosures in line with the disclosure requirement for public issues, as applicable to BSE and NSE for making the said Information Memorandum available to public through their websites www.bseindia.com and www.nseindia.com. Our Company has made the said Information Memorandum available on its website i.e. www.sintex-plastics.com. The Company will publish an advertisement in the newspapers containing its details as per the SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 with the details required as in terms of para 6 of part II(A) of Annexure I of the said Circular. The advertisement will draw specific reference to the availability of the Information Memorandum on its website.

Prohibition by Securities and Exchange Board of India ('SEBI')

Our Company, its Directors, its Promoters, other companies promoted by the Promoters and companies with which our Company's Directors are associated as directors have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

Identification as willful defaulter by Reserve Bank of India

Our Company, its Promoters, other companies promoted by the Promoters, the relatives (as per the Companies Act, 2013) of Promoters have not been identified as willful defaulters by the Reserve Bank of India.

Disclaimer Clause of BSE

As required, a copy of this Information Memorandum has been submitted to BSE. BSE has vide its letter reference no. DCS/AMAL/ST/IP/626/2016-17 dated December 2, 2016, approved the Scheme of Arrangement under clause 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and by virtue of the said approval BSE's name is included in this Information Memorandum as one of the Stock Exchanges on which this Company's securities are proposed to be listed. The BSE does not in any manner:

- warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or
- warrant that this Company's securities will be listed or will continue to be listed on the BSE; or
- take any responsibility for the financial or other soundness of this Company; and
- it should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by the BSE.

Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the BSE whatsoever by

reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Disclaimer Clause of the NSE

As required, a copy of this Information Memorandum has been submitted to NSE. NSE has vide its letter reference no. NSE/LIST/96073 dated December 5, 2016, under clause 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and by virtue of the said approval NSE's name is included in this Information Memorandum as one of the stock exchanges on which this Company's securities are proposed to be listed. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that this Information Memorandum has been cleared or approved by NSE; nor does NSE in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; nor does it warrant that our Company's securities will be listed or continue to be listed on the NSE; nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of our Company. Every person who desires to apply for or otherwise acquire any securities of our Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against NSE whatsoever by reason of any loss which may be suffered by such person consequent to or in or in connection with such subscription or acquisition, whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

General Disclaimer from our Company

Our Company accepts no responsibility for statements made otherwise than in the Information Memorandum or in the advertisements published in terms of para 6 of part II(A) of Annexure I of SEBI Circular SEBI/CFD/CMD/16/2015 dated November 30, 2015 or any other material issued by or at the instance of our Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by our Company 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.

Listing

Applications have been made to BSE and NSE for an official quotation of the Equity Shares of our Company. Our Company has nominated BSE as the Designated Stock Exchange for the aforesaid listing of the shares. Our Company has taken steps for completion of necessary formalities for listing and commencement of trading at all the stock exchanges mentioned above within a period as approved by SEBI.

Securities and Exchange Board of India granting exemption under Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957

The Company is making an application for an exemption from the application of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957 by the Securities and Exchange Board of India.

Filing

Copy of this Information Memorandum has been filed with BSE and NSE.

Demat Credit

Our Company has executed a Tripartite Agreement with the Depositories i.e. NSDL and CDSL for admitting its securities in demat form. Our Company has been allotted ISIN - **INE501W01021**.

Expert Opinions

Save as stated elsewhere in this Information Memorandum, we have not obtained any expert opinions.

Dispatch of Share Certificates

In accordance with the Scheme, new shares have been issued and allotted to the eligible shareholders of Sintex Industries Limited on the Record Date i.e. 26th May, 2017. Our Company has dispatched the physical share certificates to shareholders holding shares of Sintex Industries Limited in physical form on 9th June, 2017 and credited the new shares to depository participant accounts of the shareholders on 6th June, 2017 by CDSL and on 7th June, 2017 by NSDL.

Previous Rights and Public Issues

Since incorporation, our Company has not issued shares to the public at large.

Commission and Brokerage on Previous Issues

Our Company has not issued any shares to the public since its inception and no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares.

Promise vis-à-vis performance

This is for the first time our Company is getting listed on the stock exchange.

Outstanding Debentures or Bonds and Redeemable Preference Shares and other Instruments issued by our Company

There are no outstanding debentures or bonds and redeemable preference shares and other instruments issued by our Company

Stock Market Data for Equity Shares of our Company

The shares of our Company are not listed on any stock exchanges. Through this Information Memorandum, our Company is seeking approval for listing of its shares.

Disposal of Investor Grievances

Our Company has the following platforms for addressing investors' grievances:

- Email id: share@sintex-plastics.com
- SCORES

Shareholders can express their grievances by sending mails to above mail id or raise complaints in SCORES (Common Portal introduced by SEBI)

Compliance Officer and Company Secretary

Mr Ankit Somani

In the premises of Sintex-BAPL Ltd.,
Near Seven Garnala,
Kalol (N.G.) - 382721 Telephone: +91 2764 253 500
Email: ankitsomani@sintex-plastics.com

SECTION VIII - OTHER INFORMATION
MAIN PROVISIONS OF THE ARTICLES OF THE ASSOCIATION

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
SINTEX PLASTICS TECHNOLOGY LIMITED

CONSTITUTION OF THE COMPANY

1. The Regulations contained in Table 'F' in the First Schedule to the Companies Act, 2013 shall not apply to the Company except in so far as they are embodied in the following Articles, which shall be the regulations for the Management of the Company.

INTERPRETATION CLAUSE

2. The marginal notes hereto shall not affect the construction hereof. In these presents, the following words and expressions shall have the following meanings unless excluded by the subject or context:
 - a. 'The Act' or 'The Companies Act' shall mean 'The Companies Act, 2013, its rules and any statutory modifications or reenactments thereof.'
 - b. 'The Board' or 'The Board of Directors' means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with these Articles.
 - c. 'The Company' or 'This Company' means **PUBLIC LIMITED**.
 - d. 'Directors' means the Directors for the time being of the Company.
 - e. 'Writing' includes printing, lithograph, typewriting and any other usual substitutes for writing.
 - f. 'Members' means members of the Company holding a share or shares of any class.
 - g. 'Month' shall mean a calendar month.
 - h. 'Paid-up' shall include 'credited as fully paid-up'.
 - i. 'Person' shall include any corporation as well as individual.
 - j. 'These presents' or 'Regulations' shall mean these Articles of Association as now framed or altered from time to time and shall include the Memorandum where the context so requires.
 - k. 'Section' or 'Sec.' means Section of the Act.
 - l. Words importing the masculine gender shall include the feminine gender.
 - m. Except where the context otherwise requires, words importing the singular shall include the plural and the words importing the plural shall include the singular.
 - n. 'Special Resolution' means special resolution as defined by Section 114 in the Act.
 - o. 'The Office' means the Registered Office for the time being of the Company.
 - p. 'The Register' means the Register of Members to be kept pursuant to Section 88 of the Companies Act, 2013.
 - q. 'Proxy' includes Attorney duly constituted under a Power of Attorney.
3. Except as provided by Section 67, no part of funds of the Company shall be employed in the purchase of the shares of the Company, and the Company shall not directly or indirectly and whether by shares, or loans, give, 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.

4. The Authorized Share Capital of the Company shall be as prescribed in Clause V of the Memorandum of Association of the Company.
5. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company for the time being (including any shares forming part of any increased capital of the Company) shall be under the control of the Board who may allot 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 at a discount (subject to compliance with the provisions of the Act) and at such terms as they may, from time to time, think fit and proper and with the sanction of the Company in General Meeting by a Special Resolution give to any person the option to call for or be allotted shares of any class of the Company, either at par, at a premium or subject as aforesaid at a discount, such option being exercisable at such times and for such consideration as the Board thinks fit unless the Company in General Meeting, by a Special Resolution, otherwise decides. Any offer of further shares shall be deemed to include a right, exercisable by the person to whom the shares are offered, to renounce the shares offered to him in favour of any other person.

Subject to the provisions of the Act, any redeemable Preference Share, including Cumulative Convertible Preference Share may, with the sanction of an ordinary resolution be issued on the terms that they are, or at the option of the Company are liable to be redeemed or converted on such terms and in such manner as the Company, before the issue of the shares may, by special resolution, determine.

6. The Company in General Meeting, by a Special Resolution, may determine that any share (whether forming part of the original capital or of any increased capital of the Company) shall be offered to such persons (whether members or holders of debentures of the Company or not), giving them the option to call or be allotted shares of any class of the Company either at a premium or at par or at a discount, (subject to compliance with the provisions of Section 53) such option being exercisable at such times and for such consideration as may be directed by a Special Resolution at a General Meeting of the Company or in General Meeting and may take any other provisions whatsoever for the issue, allotment or disposal of any shares.
7. The Board may at any time increase the subscribed capital of the Company by issue of new shares out of the unissued part of the Share Capital in the original or subsequently created capital, but subject to Section 62 of the Act, and subject to the following conditions namely:
 - I. (a) Such further shares shall be offered to the persons who, at the date of the offer, are holder 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.
 - (b) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than twenty-one days, from the date of the offer within which the offer, if not accepted, will be deemed to have been declined.
 - (c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in clause (b) shall contain a statement of this right.
 - (d) After the expiry of the time specified in the notice aforesaid, or in respect 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 it thinks most beneficial to the Company.
 - II. The Directors may, with the sanction of the Company in General Meeting by means of a special resolution, offer and allot shares to any person at their discretion by following the provisions of section 62 of the Act and other applicable provisions, if any.
 - III. Nothing in this Article shall apply to the increase in the subscribed capital of the Company which has been approved by:
 - (a) A Special Resolution passed by the Company in General Meeting before the issue of the debentures or the raising of the loans, and
 - (b) The Central Government before the issue of the debentures or raising of the loans or is in conformity with the rules, if any, made by that Government in this behalf.
8. (1) The rights attached to each class of shares (unless otherwise provided by the terms of the issue of the shares of the class) may, subject to the provisions of Section 48 of the Act, be varied with the consent in writing of the holders of not less than three fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a General Meeting of the holders of the shares of that class.

- (2) To every such separate General Meeting, the provisions of these Articles relating to General Meeting shall Mutatis Mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-tenth of the issued shares of that class.

Issue of further shares with disproportionate rights

9. Subject to the provisions of the Act, the rights conferred upon the holders of the shares of any class issued with preferred or other rights or not, unless otherwise expressly provided for by the terms of the issue of shares of that class, be deemed to be varied by the creation of further shares ranking pari passu therewith.

Not to issue shares with disproportionate rights

10. The Company shall not issue any shares (not being Preference Shares) which carry voting rights or rights in the Company as to dividend, capital or otherwise which are disproportionate to the rights attached to the holders of other shares not being Preference Shares.

Power to pay commission

11. The Company may, at any time, pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any share, debenture or debenture stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for shares, such commission in respect of shares shall be paid or payable out of the capital, the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed five percent of the price at which the shares are issued and in the case of debentures, the rate of commission shall not exceed, two and half percent of the price at which the debentures are issued. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also, on any issue of shares, pay such brokerage as may be lawful.

Liability of joint holders of shares

12. The joint holders of a share or shares shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share or shares.

Trust not recognised

13. Save as otherwise provided by these Articles, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by a statute required, be bound to recognise any equitable, contingent, future or partial interest lien, pledge or charge in any share or (except only by these presents otherwise provided for) any other right in respect of any share except an absolute right to the entirety thereof in the registered holder.

Issue other than for cash

14. a. The Board may issue and allot shares in the capital of the Company as payment or part payment for any property sold or goods transferred or machinery or appliances supplied or for services rendered or to be rendered to the Company in or about the formation or promotion of the Company or the acquisition and or conduct of its business and shares may be so allotted as fully paid-up shares, and if so issued, shall be deemed to be fully paid-up shares.
- b. As regards all allotments, from time to time made, the Board shall duly comply with Section 39 of the Act.

Acceptance of shares

15. An application signed by or on behalf of the applicant for shares in the Company, followed by an allotment of any share therein, shall be acceptance of the shares within the meaning of these Articles; and every person who thus or otherwise accepts any share and whose name is on the Register shall, for the purpose of these Articles, be a shareholder.

Member' right to share Certificates

16. 1. Every person whose name is entered as a member in the Register shall be entitled to receive without payment:
- a. One certificate for all his shares; or
- b. Share certificate shall be issued in marketable lots, where the share certificates are issued either for more or less than the marketable lots, sub-division/consolidation into marketable lots shall be done free of charge.
2. The Company shall, within two months after the allotment and within fifteen days after application for registration of the transfer of any share or debenture, complete and have it ready for delivery; the share

certificates for all the shares and debentures so allotted or transferred unless the conditions of issue of the said shares otherwise provide.

3. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
4. The certificate of title to shares and duplicates thereof when necessary shall be issued under the seal of the Company and signed by two Directors and the Secretary or authorised official(s) of the Company.

One Certificate for joint holders

17. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate for the same share or shares and the delivery of a certificate for the share or shares to one of several joint holders shall be sufficient delivery to all such holders. Subject as aforesaid, where more than one share is so held, the joint holders shall be entitled to apply jointly for the issue of several certificates in accordance with Article 20 below.

Renewal of Certificate

18. If a certificate be worn out, defaced, destroyed, or lost or if there is no further space on the back thereof for endorsement of transfer, it shall, if requested, be replaced by a new certificate without any fee, provided however that such new certificate shall not be given except upon delivery of the worn out or defaced or used up certificate, for the purpose of cancellation, or upon proof of destruction or loss, on such terms as to evidence, advertisement and indemnity and the payment of out of pocket expenses as the Board may require in the case of the certificate having been destroyed or lost. Any renewed certificate shall be marked as such in accordance with the provisions of the act in force.
19. For every certificate issued under the last preceding Article, no fee shall be charged by the Company.

Splitting and consolidation of Share Certificate

20. The shares of the Company will be split up/consolidated in the following circumstances:
 - (i) At the request of the member/s for split up of shares in marketable lot.
 - (ii) At the request of the member/s for consolidation of fraction shares into marketable lot.

Directors may issue new Certificate(s)

21. Where any share under the powers in that behalf herein contained are sold by the Directors and the certificate thereof has not been delivered up to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they think fit from the certificate not so delivered up.

Person by whom installments are payable

22. If, by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment, shall, when due, be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative or representatives, if any.

LIEN

Company's lien on shares

23. The Company shall have first and paramount lien upon all shares other than fully paid-up shares registered in the name of any member, either or jointly with any other person, and upon the proceeds or sale thereof for all moneys called or payable at a fixed time in respect of such shares and such lien shall extend to all dividends from time to time declared in respect of such shares. But the Directors, at any time, may declare any share to be exempt, wholly or partially from the provisions of this Article. Unless otherwise agreed, the registration of transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.

As to enforcing lien by sale

24. For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as it thinks fit, but no sale shall be made until the expiration of 14 days after a notice in writing stating and demanding payment of such amount in respect of which the lien exists has been given to the registered holders of the shares for the time being or to the person entitled to the shares by reason of the death of insolvency of the register holder.

Authority to transfer

25. a. To give effect to such sale, the Board of Directors may authorise any person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer.
- b. The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale.

Application of proceeds of sale

26. The net proceeds of any such sale shall be applied in or towards satisfaction of the said moneys due from the member and the balance, if any, shall be paid to him or the person, if any, entitled by transmission to the shares on the date of sale.

CALLS ON SHARES

Calls

27. Subject to the provisions of Section 49 of the Act, the Board of Directors may, from time to time, make such calls as it thinks fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times, and the member shall pay the amount of every call so made on him to the person and at the time and place appointed by the Board of Directors.

When call deemed to have been made

28. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed. The Board of Directors making a call may by resolution determine that the call shall be deemed to be made on a date subsequent to the date of the resolution, and in the absence of such a provision, a call shall be deemed to have been made on the same date as that of the resolution of the Board of Directors making such calls.

Length of Notice of call

29. Not less than thirty day's notice of any call shall be given specifying the time and place of payment provided that before the time for payment of such call, the Directors may, by notice in writing to the members, extend the time for payment thereof.

Sum payable in fixed instalments to be deemed calls

30. If by the terms of issue of any share or otherwise, any amount is made payable at any fixed times, or by instalments at fixed time, whether on account of the share or by way of premium, every such amount or instalment shall be payable as if it were a call duly made by the Directors, on which due notice had been given, and all the provisions herein contained in respect of calls shall relate and apply to such amount or instalment accordingly.

When interest on call or instalment payable

31. If the sum payable in respect of any call or, instalment be not paid on or before the day appointed for payment thereof, the holder for the time being of the share in respect of which the call shall have been made or the instalment shall fall due, shall pay interest for the same at the rate of 12 percent per annum, from the day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Directors may determine. The Board of Directors shall also be at liberty to waive payment of that interest wholly or in part.

Sums payable at fixed times to be treated as calls

32. The provisions of these Articles as to payment of interest shall apply in the case of non-payment of any such sum which by the terms of issue of a share, become payable at a fixed time, whether on account of the amount of the share or by way of premium, as if the same had become payable by virtue of a call duly made and notified.

Payment of call in advance

33. The Board of Directors, may, if it thinks fit, receive from any member willing to advance all of or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any part of the moneys so advance may (until the same would, but for such advance become presently payable) pay interest at such rate as the Board of Directors may decide but shall not in respect of such advances confer a right to the dividend or participate in profits.

Partial payment not to preclude forfeiture

34. Neither a judgement nor a decree in favour of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction thereunder, nor the receipt by the Company of a portion of any money which shall from, time to time, be due from any member in respect of any share, either by way of principal or interest nor any indulgency 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 after provided.

FORFEITURE OF SHARES

If call or instalment not paid, notice may be given

35. If a member fails to pay any call or instalment of a call on the day appointed for the payment not paid thereof, the Board of Directors may during such time as any part of such call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest, which may have accrued. The Board may accept in the name and for the benefit of the Company and upon such terms and conditions as may be agreed upon, the surrender of any share liable to forfeiture and so far as the law permits of any other share.

Evidence action by Company against shareholders

36. On the trial or hearing of any action or suit brought by the Company against any shareholder or his representative to recover any debt or money claimed to be due to the Company in respect of his share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register of shareholders of the Company as a holder, or one of the holders of the number of shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Directors who made any call nor that a quorum of Directors was present at the Board at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt.

Form of Notice

37. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of service of the notice), on or before which the payment required by the notice is to be made, and shall state that, in the event of non-payment on or before the day appointed, the shares in respect of which the call was made will be liable to be forfeited.

If notice not complied with, shares may be forfeited

38. If the requirements of any such notice as, aforementioned are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

Notice after forfeiture

39. When any share shall have been so forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture shall not be in any manner invalidated by any omission or neglect to give such notice or to make such entry as aforesaid.

Boards' right to dispose of forfeited shares or cancellation of forfeiture

40. A forfeited or surrendered share may be sold or otherwise disposed off on such terms and in such manner as the Board may think fit, and at any time before such a sale or disposal, the forfeiture may be cancelled on such terms as the Board may think fit.

Liability after forfeiture

41. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding such forfeiture, remain liable to pay and shall forthwith pay the Company all moneys, which at the date of forfeiture is payable by him to the Company in respect of the share, whether such claim be barred by limitation on the date of the forfeiture or not, but his liability shall cease if and when the Company received payment in full of all such moneys due in respect of the shares.

Effect of forfeiture

42. The forfeiture of a share shall involve in the extinction of all interest in and also of all claims and demands against the Company in respect of the shares and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

Evidence of forfeiture

43. A duly verified declaration in writing that the declarant is a Director of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and that declaration and the receipt of the Company for the consideration, if any, given for the shares on the sale or disposal thereof, shall constitute a good title to the share and the person to whom the share is sold or disposed of shall be registered as the holder of the share and shall not be bound to see to the application of the purchase money (if any) nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

Non-payment of sums payable at fixed times

44. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share, becomes payable at a fixed time, whether, on account of the amount of the share or by way of premium or otherwise as if the same had been payable by virtue of a call duly made and notified.

Validity of such sales

45. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Directors may cause the purchaser's name to be entered in the register in respect of the shares sold and may issue fresh certificate in the name of such a purchaser. The purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

TRANSFER AND TRANSMISSION OF SHARES

Transfer

46. a. The instrument of transfer of any share in the Company shall be executed both by the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the register of members in respect thereof.
- b. The Board shall not register any transfer of shares unless a proper instrument of transfer duly stamped and executed by the transferor and the transferee has been delivered to the Company along with the certificate and such other evidence as the Company may require to prove the title of the transferor or his right to transfer the shares.

Provided that where it is proved to the satisfaction of the Board that an instrument of transfer signed by the transferor and the transferee has been lost, the Company may, if the Board thinks fit, on an application on such terms in writing made by the transferee and bearing the stamp required for an instrument of transfer, register the transfer on such terms as to indemnity as the Board may think fit.

- c. An application for the registration of the transfer of any share or 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. The Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the register 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.
- d. For the purpose of Sub-clause (c), notice to the transferee shall be deemed to have been duly given if despatched by prepaid registered post to the transferee at the address given in the instrument of transfer and shall be delivered in the ordinary course of post.
- e. Nothing in Sub-clause (d) shall prejudice any power of the Board to register as a shareholder any person to whom the right to any share has been transmitted by operation of law.

Form of transfer

47. Shares in the Company shall be transferred by an instrument in writing in such common form as specified in Section 56 of the Companies Act.

Board's right to refuse to register

48. a. The Board, may, at its absolute discretion and without assigning any reason, decline to register
1. The transfer of any share, whether fully paid or not, to a person of whom it do not approve or
 2. Any transfer or transmission of shares on which the Company has a lien
- a. Provided that registration of any 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 a lien on the shares.
- b. If the Board refuses to register any transfer or transmission of right, it shall, within fifteen days from the date of which the instrument or transfer of the intimation of such transmission was delivered to the Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission as the case may be.
- c. In case of such refusal by the Board, the decision of the Board shall be subject to the right of appeal conferred by Section 58.
- d. The provisions of this clause shall apply to transfers of stock also.

Further right of Board of Directors to refuse to register

49. a. The Board may, at its discretion, decline to recognise or accept instrument of transfer of shares unless the instrument of transfer is in respect of only one class of shares.
- b. No fee shall be charged by the Company for registration of transfers or for effecting transmission on shares on the death of any member or for registering any letters of probate, letters of administration and similar other documents.
- c. Notwithstanding anything contained in Sub-articles (b) and (c) of Article 46, the Board may not accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such a sub-division or consolidation is required to be made to comply with a statutory order or an order of a competent Court of Law or a request from a member to convert his holding of odd lots, subject however, to verification by the Company.
- d. The Directors may not accept applications for transfer of less than 100 equity shares of the Company, provided however, that these restrictions shall not apply to:
- i. Transfer of equity shares made in pursuance of a statutory order or an order of competent court of law.
 - ii. Transfer of the entire equity shares by an existing equity shareholder of the Company holding less than hundred (100) equity shares by a single transfer to joint names.
 - iii. Transfer of more than hundred (100) equity shares in favour of the same transferee under one or more transfer deeds, one or more of them relating to transfer of less than hundred (100) equity shares.
 - iv. Transfer of equity shares held by a member which are less than hundred (100) but which have been allotted to him by the Company as a result of Bonus and/or Rights shares or any shares resulting from Conversion of Debentures.
 - v. The Board of Directors be authorised not to accept applications for sub-division or consolidation of shares into denominations of less than hundred (100) except when such sub-division or consolidation is required to be made to comply with a statutory order of a Court of Law or a request from a member to convert his holding of odd lots of shares into transferable/marketable lots, subject, however, to verification by the Company.

Provided that where a member is holding shares in lots higher than the transferable limit of trading and transfers in lots of transferable unit, the residual shares shall be permitted to stand in the name of such transferor not withstanding that the residual holding shall be below hundred (100).'

Rights to shares on death of a member for transmission

50. a. In the event of death of any one or more of several joint holders, the survivor, or survivors, alone shall be entitled to be recognised as having title to the shares.
- b. In the event of death of any sole holder or of the death of last surviving holder, the executors or administrators of such holder or other person legally entitled to the shares shall be entitled to be recognised by the Company as having title to the shares of the deceased.

Provided that on production of such evidence as to title and on such indemnity or other terms as the Board may deem sufficient, any person may be recognised as having title to the shares as heir or legal representative of the deceased shareholder.

Provided further that if the deceased shareholder was a member of a Hindu Joint Family, the Board, on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family, may recognise the survivors of Karta thereof as having titles to the shares registered in the name of such member.

Provided further that in any case, it shall be lawful for the Board in its absolute discretion, to dispense with the production of probate or letters of administration or other legal representation upon such evidence and such terms as to indemnity or otherwise as the Board may deem just.

Rights and liabilities of person

51. 1. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time be required by the Board and subject as herein, after provided elect either
- a. to be registered himself as a holder of the share or
 - b. to make such transfer of the share as the deceased or insolvent member could have made.
2. The Board, shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

Notice by such a person of his election

52. a. If the person so becoming entitled shall elect to be registered as holder of the shares himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- b. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- c. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice of transfer had been signed by that member.

No transfer to infant, etc.

53. No transfer shall be made to an infant or a person of unsound mind.

Endorsement of transfer and issue of certificate

54. Every endorsement upon the certificate of any share in favour of any transferee shall be signed by the Secretary or by some person for the time being duly authorised by the Board in that behalf.

Custody of transfer

55. The instrument of transfer shall, after registration, remain in the custody of the Company. The Board may cause to be destroyed all transfer deeds lying with the Company for a period of ten years or more.

Register of members

56. a. The Company shall keep a book to be called the Register of Members, and therein shall be entered the particulars of every transfer or transmission of any share and all other particulars of shares required by the Act to be entered in such Register.

Closure of Register of memers

- b. The Board may, after giving not less than seven days previous notice by advertisement in some newspapers circulating in the district in which the Registered Office of the Company is situated, close the Register of Members or the Register of Debenture Holders for any period or periods not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time.

When instruments of transfer to be retained

- c. All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.

Company's right to register transfer by apparent legal owner

57. The Company shall incur no liability or responsibility whatever in consequence of their registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right or title or interest 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 by or required to regard or attend to 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 the books of the Company; but the Company shall nevertheless be at liberty to have regard and to attend to any such notice and give effect thereto, if the Board shall so think fit.

ALTERATION OF CAPITAL

Alteration and consolidation, sub-division and cancellation of shares

58. a. The Company may, from time to time, in accordance with the provisions of the Act, alter by Ordinary Resolution, the conditions of the Memorandum of Association as follows:
1. increase its share capital by such amount as it thinks expedient by issuing new shares;
 2. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
 3. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of the denomination;
 4. sub-divide its shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so however, that in the sub-division on 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 shares from which the reduced share is derived.
 5. a. Cancel shares which, at the date of passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled.
b. The resolution whereby any share is sub-divided may determined that, as between the holder of the shares resulting from such sub-division, one or more such shares shall have some preference or special advantage as regards dividend, capital or otherwise over or as compared with the others.
 6. Classify and reclassify its share capital from the shares on one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner as may for the time being be permitted under legislative provisions for the time being in force in that behalf.

Reduction of capital, etc. by Company

59. The Company may, by Special Resolution, reduce in any manner with and subject to any incident authorised and consent as required by law:
- a. its share capital;
 - b. any capital redemption reserve account; or
 - c. any share premium account.

SURRENDER OF SHARES

Surrender of shares

60. The Directors may, subject to the provisions of the Act, accept the surrender of any share by way of compromise of any question as to the holder being properly registered in respect thereof.

MODIFICATION OF RIGHTS

Power of modify shares

61. The rights and privileges attached to each class of shares may be modified, commuted, affected, abrogated in the manner provided in Section 48 of the Act.

SET OFF OF MONEY DUE TO SHAREHOLDERS

Set-off of moneys due to shareholders

62. Any money due from the Company to a shareholder may, without the consent of such shareholder, be applied by the Company in or towards payment of any money due from him, either alone or jointly with any other person, to the Company in respect of calls.

CONVERSION OF SHARES INTO STOCK

Conversion of shares

63. The Company may, by Ordinary Resolution, convert all or any fully paid share(s) of any denomination into stock and vice versa.

Transfer of stock

64. The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations, under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit; provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

Right of stockholders

65. The holders of the stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and its assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

Applicability of regulations to stock and stockholders

66. Such of the regulations contained in these presents, other than those relating to share warrants as are applicable to paid-up shares shall apply to stock and the words shares and shareholder in these presents shall include stock and stockholder respectively.

67. DEMATERIALISATION OF SECURITIES

a) Definitions

For the purpose of this Article:

'Beneficial Owner' means a person or persons whose name is recorded as such with a depository;
'SEBI' means the Securities and Exchange Board of India;

'Depository' means a company formed and registered under the Companies Act, 2013, and which has been granted a certificate of registration to act as a depository under the Securities and Exchange Board of India Act, 1992, and

'Security' means such security as may be specified by SEBI from time to time.

b) Dematerialisation of securities

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise or rematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

c) Options for investors

Every person subscribing to securities offered by 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 law, in respect of any security in the manner provided by the Depositories Act and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities. If a person opts to hold his security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

d) Securities in depositories to be in fungible form

All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 and 186 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

e) Rights of depositories and beneficial owners:

- (i) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.
- (ii) Save as otherwise provided in (a) above, the depository, as the registered owner of the securities, shall not have any voting rights or any other rights in respect of the securities held by it.
- (iii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of the 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.

f) Service of documents

Notwithstanding anything in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

g) Transfer of securities

Nothing contained in Section 56 of the Act or these Articles shall apply to transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

h) Allotment of securities dealt with in a depository

Notwithstanding anything in the Act or these Articles, where securities are dealt with in a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

i) Distinctive numbers of securities held in a depository

Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers of securities issued by the Company shall apply to securities held in a depository.

j) Register and Index of Beneficial owners

The Register and Index of Beneficial Owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security Holders for the purposes of these Articles.

k) Company to recognise the rights of registered holders as also the beneficial owners in the records of the depository

Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share, as also the beneficial owner of the shares in records of the depository as the absolute owner thereof as regards receipt of dividends or bonus or services of notices and all or any other matters connected with the Company, and accordingly, the Company shall not, except as ordered by a Court of competent jurisdiction or as by law required, be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.

GENERAL MEETINGS

Annual General Meeting

68. The Company shall in each year hold in addition to the other meetings a general meeting which shall be styled as its Annual General Meeting at intervals and in accordance with the provisions of Section 96 of the Act.

Extraordinary General Meeting

69. 1. Extraordinary General Meetings may be held either at the Registered Office of the Company or at such convenient place as the Board or the Managing Director (subject to any directions of the Board) may deem fit.

Right to summon Extraordinary General Meeting

2. The Chairman or Vice Chairman may, whenever they think fit, and shall if so directed by the Board, convene an Extraordinary General Meeting at such time and place as may be determined.

Extraordinary Meeting by requisition

70. a. The Board shall, on the requisition of such number of members of the Company as is specified below, proceed duly to call an Extraordinary General Meeting of the Company and comply with the provisions of the Act in regard to meetings on requisition.
- b. The requisition shall set out matters for the consideration of which the meeting is to be called, shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company or sent to the Company by Registered Post addressed to the Company at its Registered Office.
- 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, on the date of the deposit of the requisition, not less than 1/10th of such of the paid-up capital of the Company as at the date carries the right of the voting in regard to the matter set out in the requisition.
- e. If the Board does not, within 21 days from the date of receipt of deposit of the requisition with regard to any matter, proceed duly to call a meeting for the consideration of these matters on a date not later than 45 days from the date of deposit of the requisition, the meeting may be called by the requisitionists themselves or such of the requisitionists, as represent either majority in the value of the paid-up share capital held by them or of not less than one tenth of such paid-up capital of the Company as is referred to in Sub-clause (d) above, whichever is less.

Length of notice for calling meeting

71. A General Meeting of the Company may be called by giving not less than twenty one days notice in writing, provided that a General Meeting may be called after giving notice if consent thereto is accorded by the members holding not less than 95 per cent of the part of the paid-up share capital which gives the right to vote on the matters to be considered at the meeting.

Provided that where any member of the Company is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those members, shall be taken into account for purpose of this clause in respect of the former resolution or resolutions and not in respect of the latter.

Accidental omission to give notice not to invalidate meeting

72. The accidental omission to give notice of any meeting or the non-receipt of any such notice by any of the members shall not invalidate the proceedings of any resolution passed at such meeting.

Special business and statement to be annexed

73. All business shall be deemed special that is transacted at an Extraordinary Meeting and also that is transacted at an Annual Meeting with the exception of declaration of a dividend, the consideration of financial statements and the reports of the Directors and Auditors thereon, the election of the Directors in the place of those retiring, and the appointment of and the fixing of the remuneration of Auditors. Where any item of business to be transacted at the meeting is 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 such item of business including in particular the nature of the concern or interest, if any, therein, of every Director and the Manager, if any, every other Key Managerial Personnel and the relatives of Directors, Manager and other Key Managerial Personnel. Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement aforesaid.

Where any item of special business to be transacted at a meeting of the company relates to or affects any other company, the extent of shareholding interest in that other company of every promoter, director, manager, if any, and of every other key managerial personnel of the first mentioned company shall, if the extent of such shareholding is not less than two per cent of the paid-up share capital of that company, also be set out in the statement.

Quorum

74. The quorum requirements for general meetings shall be as under and no business shall be transacted at any General Meeting unless the requisite quorum is present when the meeting proceeds to business:

Number of members upto 1000: 5 members personally present
Number of members 1000-5000: 15 members personally present
Number of members more than 5000: 30 members personally present

If quorum not present, when meeting to be dissolved and when to be adjourned

75. If within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if called upon the requisition of members, shall be dissolved; in any other case, it shall stand adjourned to the same day in the next week and at the same time and place or to such other day and to be at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

Chairman of General Meeting

76. The Chairman of the Board of Directors shall preside at every General Meeting of the Company and if he is not present within 15 minutes after the time appointed for holding the meeting, or if he is unwilling to act as Chairman, the Vice Chairman of the Board of Directors shall preside over the General Meeting of the Company.

When Chairman is absent

77. If there is no such Chairman, or Vice Chairman or if at any General Meeting, either the Chairman or Vice Chairman is not present within fifteen minutes after the time appointed for holding the meeting or if they are unwilling to take the chair, the members present shall choose one of their members to be the Chairman.

Adjournment of meeting

78. The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn that meeting from time to time from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.

Questions at General Meeting how decided

79. At a General Meeting, a resolution put to the vote of the meeting shall be decided on a show of hands/result of electronic voting as per the provisions of Section 108, unless a poll is (before or on the declaration of the result of the show of hands/ electronic voting) demanded in accordance with the provisions of Section 109. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands/ electronic voting, been carried unanimously or by a particular majority or lost and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number of proportion of the votes recorded in favour of or against that resolution.

Casting vote

80. In the case of an equality of votes, the Chairman shall, whether on a show of hands, or electronically or on a poll, as the case may be, have a casting vote in addition to the vote or votes to which he may be entitled as a member.

Taking of poll

81. If a poll is duly demanded in accordance with the provisions of Section 109, it shall be taken in such manner as the Chairman, subject to the provisions of Section 109 of the Act, may direct, and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

In what cases poll taken without adjournment

82. A poll demanded on the election of Chairman or on a question of adjournment shall be taken forthwith. Where a poll is demanded on any other question, adjournment shall be taken at such time not being later than forty-eight hours from the time which demand was made, as the Chairman may direct.

Votes

83. a. Every member of the Company holding Equity Share(s), shall have a right to vote in respect of such capital on every resolution placed before the Company. On a show of hands, every such member present shall have one vote and shall be entitled to vote in person or by proxy and his voting right on a poll or on e-voting shall be in proportion to his share of the paid-up Equity Capital of the Company.
- b. Every member holding any Preference Share shall in respect of such shares have a right to vote only on resolutions which directly affect the rights attached to the Preference Shares and subject as aforesaid, every such member shall in respect of such capital be entitled to vote in person or by proxy, if the dividend due on such preference shares or any part of such dividend has remained unpaid in respect of an aggregate

period of not less than two years preceding the date of the meeting. Such dividend shall be deemed to be due on Preference Shares in respect of any period, whether a dividend has been declared by the Company for such period or not, on the day immediately following such period.

- c. Whenever the holder of a Preference Share has a right to vote on any resolution in accordance with the provisions of this article, his voting rights on a poll shall be in the same proportion as the capital paid-up in respect of such Preference Shares bear to the total equity paid-up capital of the Company.

Business may proceed notwithstanding demand for poll

- 84. A demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than that on which a poll has been demanded; The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

Joint holders

- 85. In the case of joint holders, the vote of the first named of such joint holders who tender a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

Member of unsound mind

- 86. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll vote by proxy.

No member entitled to vote while call due to Company

- 87. No member shall be entitled to vote at a General Meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Proxies permitted on polls

- 88. On a poll, votes may be given either personally or by proxy provided that no Company shall vote by proxy as long as resolution of its Directors in accordance with provisions of Section 113 is in force.

Instrument of proxy

- 89. a. The instrument appointing a proxy shall be in writing under the hand of the appointed or of the attorney duly authorised in writing, or if the appointer is a Corporation, either under the common seal or under the hand of an officer or attorney so authorised. Any person may act as a proxy whether he is a member or not.
- b. A body corporate (whether a company within the meaning of this Act or not) may:
 - 1. If it is a member of the Company by resolution of its Board of Directors or other governing body, authorise such persons as it thinks fit to act as its representatives at any meeting of the Company, or at any meeting of any class of members of the Company;
 - 2. If it is a creditor (including a holder of debentures) of the Company, by resolution of its Directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any creditors of the Company held in pursuance of this Act or of any rules made thereunder, or in pursuance of the provisions contained in any debenture or trust deed, as the case may be.
- c. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents, as if he were personally the member, creditor or debenture holder.

Instrument of proxy to be deposited at the office

- 90. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power of authority shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote, and in default, the instrument of proxy shall not be treated as valid.

Validity of vote by proxy

- 91. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the appointer, or revocation of the proxy, or transfer of the share in respect of which the vote is given provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

Form of proxy

92. Any instrument appointing a proxy may be a two way proxy form to enable the shareholders to vote for or against any resolution at their discretion. The instrument of proxy shall be in the prescribed form as given in Form MGT-11.

DIRECTORS

Number of Directors

93. Unless otherwise determined by a General Meeting, the number of Directors shall not be less than 3 and not more than 15.
94. Subject to the provisions of the Act as may be applicable, the Board may appoint any person as a Managing Director to perform such functions as the Board may decide from time to time. Such Director shall be a Member of the Board.

Qualification of Directors

95. Any person, whether a member of the Company or not, may be appointed as a Director. No qualification by way of holding shares in the capital of the Company shall be required of any Director.

Director's remuneration

96. a. Until otherwise determined by the Company in General Meeting, each Director shall be entitled to receive and be paid out of the funds of the Company a fee for each meeting of the Board of Directors or any committee thereof, attended by him as may be fixed by the Board of Directors from time to time subject to the provisions of Section 197 of the Act, and the Rules made thereunder. For the purpose of any resolution in this regard, none of the Directors shall be deemed to be interested in the subject matter of the resolution. The Directors shall also be entitled to be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at meetings of the Board or of any committee of the Board or otherwise in the execution of their duties as Directors either in India or elsewhere. The Managing/Whole-time Director of the Company who is a full time employee, drawing remuneration will not be paid any fee for attending Board Meetings.
- b. Subject to the provisions of the Act, the Directors may, with the sanction of a Special Resolution passed in the General Meeting and such sanction, if any, of the Government of India as may be required under the Companies Act, sanction and pay to any or all the Directors such remuneration for their services as Directors or otherwise and for such period and on such terms as they may deem fit.
- c. Subject to the provisions of the Act, the Company in General Meeting may by Special Resolution sanction and pay to the Director in addition to the said fees set out in sub-clause (a) above, a remuneration not exceeding one per cent (1%) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act. The said amount of remuneration so calculated shall be divided equally between all the Directors of the Company who held office as Directors at any time during the year of account in respect of which such remuneration is paid or during any portion of such year irrespective of the length of the period for which they held office respectively as such Directors.
- d. Subject to the provisions of Section 188 of the Companies Act, and subject to such sanction of the Government of India, as may be required under the Companies Act, if any Director shall be appointed to advise the Directors as an expert or be called upon to perform extra services or make special exertions for any of the purposes of the Company, the Directors may pay to such Director such special remuneration as they think fit; such remuneration may be in the form of either salary, commission, or lump sum and may either be in addition to or in substitution of the remuneration specified in clause (a) of the Article.

Directors may act notwithstanding vacancy

97. The continuing Directors may act notwithstanding any vacancy in their body, but subject to the provisions contained in Article 119 below:

Chairman or Vice-chairman of the Board

98. a. Notwithstanding anything contained in these Articles and pursuant to provisions of the Act, Managing Director of the company will act as Chairman of the board and Deputy Managing Director will act as Vice chairman of the board.
- b. Subject to the provisions of the Act, the Chairman and the Vice Chairman may be paid such remuneration for their services as Chairman and Vice Chairman respectively, and such reasonable expenses including

expenses connected with travel, secretarial service and entertainment, as may be decided by the Board of Directors from time to time.

Casual vacancy

99. If the office of any Director becomes vacant before the expiry of the period of his Directorship in normal course, the resulting casual vacancy may be filled by the Board at a Meeting of the Board subject to Section 161 of the Act. Any person so appointed shall hold office only upto the date which the Director in whose place he is appointed would have held office if the vacancy had not occurred as aforesaid.

VACATION OF OFFICE BY DIRECTORS

Vacation of office by Directors

100. The office of a Director shall be vacated if:

1. he is found to be unsound mind by a Court of competent jurisdiction;
 2. he applies to be adjudicated as an insolvent;
 3. he is an undischarged insolvent;
 4. he is convicted by a Court of any offence whether involving moral turpitude or otherwise and is sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence;
 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;
 6. an order disqualifying him for appointment as Director has been passed by court or tribunal and the order is in force.
 7. he has not complied with Subsection (3) of Section 152
 8. he has been convicted of the offence dealing with related party transaction under section 188 at any time during the preceding five years.
 9. he absents himself from all meetings of the Board for a continuous period of twelve months, with or without seeking leave of absence from the Board;
 10. he acts in contravention of Section 184 of the Act and fails to disclose his interest in a contract in contravention of section 184.
 11. he becomes disqualified by an order of a court or the Tribunal
 12. he is removed in pursuance of the provisions of the Act,
 13. having been appointed a Director by virtue of holding any office or other employment in the Company, he ceases to hold such office or other employment in the Company;
- notwithstanding anything in Clause (4), (6) and (8) aforesaid, the disqualification referred to in those clauses shall not take effect:
1. for thirty days from the date of the adjudication, sentence or order;
 2. where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed off; or
 3. where within the seven days as aforesaid, any further appeal or petition is preferred in respect of the adjudication, sentence, conviction or order, and appeal or petition, if allowed, would result in the removal of the disqualification, until such further appeal or petition is disposed off.

Alternate Directors

101. (a) The Board may appoint an Alternate Director to act for a Director hereinafter called in this clause "the Original Director" during his absence for a period of not less than 3 months from India.
- (b) An Alternate Director appointed as aforesaid shall vacate office if and when the Original Director returns to India.

Independent Directors

- (c) (i) The Directors may appoint such number of Independent Directors as are required under Section 149 of the Companies Act, 2013 or clause 49 of Listing Agreement, whichever is higher, from time to time.

- (ii) Independent directors shall possess such qualification as required under Section 149 of the companies Act, 2013 and clause 49 of Listing Agreement
- (iii) Independent Director shall be appointed for such period as prescribed under relevant provisions of the companies Act, 2013 and Listing Agreement and shall not be liable to retire by rotation.

Women Director

- (d) The Directors shall appoint one women director as per the requirements of section 149 of the Act.

Key Managerial Personnel

- (e) Subject to the provisions of the Act,—
 - (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
 - (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
 - (iii) The Managing Director shall act as the Chairperson of the Company for all purposes subject to the provisions contained in the Act and these articles.

Additional Directors

- 102. The Directors may, from time to time, appoint a person as an Additional Director provided that the number of Directors and Additional Directors together shall not exceed the maximum number of Directors fixed under Article 93 above. Any person so appointed as an Additional Director shall hold office upto the date of the next Annual General Meeting of the Company.

Proportion of retirement by rotation

- a. The proportion of directors to retire by rotation shall be as per the provisions of Section 152 of the Act.

Debenture

- 103. Any trust deed for securing debentures or 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 to be a Director of the Company and may empower such Trustees, holder of debentures or debenture-stocks, from time to time, to remove and re-appoint any Director so appointed. The Director 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 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 other provisions herein contained.

Corporation/Nominee Director

- 104. a. Notwithstanding anything to the contrary contained in the Articles, so long as any moneys remain owing by the Company to any finance corporation or credit corporation or body, (herein after in this Article referred to as “The Corporation”) out of any loans granted by them to the Company or as long as any liability of the Company arising out of any guarantee furnished by the Corporation, on behalf of the Company remains defaulted, or the Company fails to meet its obligations to pay interest and/or instalments, the Corporation shall have right to appoint from time to time any person or person as a Director or Directors (which Director 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 so appointed, any person or persons in his or their place(s).
- b. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/ s as long as such default continues. Such Nominee Director/s shall not be required to hold any share qualification in the Company, and 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.

The Nominee Director/s appointed shall hold the said office as long as any moneys remain owing by the Company to the Corporation or the liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation.

The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, and of the Meeting of the Committee of which the Nominee Director/s is/are member/ s.

The Corporation shall also be entitled to receive all such notices. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Director/s of the Company are entitled, but if any other fee, commission, monies or remuneration in any form is payable to the Director/s of the Company, the fee, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director/s in connection with their appointment to Directorship shall also be paid or reimbursed by the Company to the Corporation or, as the case may be, to such Nominee Director/s.

Provided that if any such Nominee Director/s is an officer of the Corporation, the sitting fees, in relation to such Nominee Director/s shall so accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

- c. The Corporation may at any time and from time to time remove any such Corporation Director appointed by it and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as a Corporation Director in his place. Such appointment or removal shall be made in writing signed by the Chairman or Joint Chairman of the Corporation or any person and shall be delivered to the Company at its Registered office. It is clarified that every Corporation entitled to appoint a Director under this Article may appoint such number of persons as Directors as may be authorised by the Directors of the Company, subject to Section 152 of the Act and so that the number does not exceed 1/3 of the maximum fixed under Article 93.

Disclosure of interest of Directors

105. a. Subject to the provisions of the Act, the Directors shall not be disqualified by reason of their office as such from contracting with the Company either as vendor, purchaser, lender, agent, broker, or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any Director or with any company or partnership of or in which any Director shall be a member or otherwise interested be avoided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but the nature of the interest must be disclosed by the Director at the meeting of the Board at which the contract or arrangements is determined or if the interest then exists in any other case, at the first meeting of the Board after the acquisition of the interest.

Provided nevertheless that no Director shall vote as a Director in respect of any contract or arrangement in which he is so interested as aforesaid or take part in the proceedings thereat and he shall not be counted for the purpose of ascertaining whether there is quorum of Directors present. This provision shall not apply to any contract by or on behalf of the Company to indemnify the Directors or any of them against any loss they may suffer by becoming or being sureties for the Company.

- b. A Director may be or become a Director of any company promoted by this Company or in which this Company may be interested as vendor, shareholder or otherwise and no such Director shall be accountable to the Company for any benefits received as a Director or member of such company.

Rights of Directors

106. Except as otherwise provided by these Articles and subject to the provisions of the Act, all the Directors of the Company shall have in all matters equal rights and privileges, and be subject to equal obligations and duties in respect of the affairs of the Company.

Directors to comply with Section 184

107. Notwithstanding anything contained in these presents, any Director contracting with the Company shall comply with the provisions of Section 184 of the Companies Act, 2013.

Directors power of contract with Company

108. Subject to the limitations prescribed in the Companies Act, 2013, the Directors shall be entitled to contract with the Company and no Director shall be disqualified by having contracted with the Company as aforesaid.

ROTATION OF DIRECTORS

Rotation and retirement of Directors

109. At every annual meeting, one-third of the Directors shall retire by rotation in accordance with provisions of Section 152 of the Act.

Retiring Directors eligible for re-election

110. A retiring Director shall be eligible for re-election and the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up vacated office by electing a person thereto.

Which Directors to retire

111. The Directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who become Directors on the same day, those to retire shall, unless they otherwise agree among themselves, be determined by lot.

Retiring Directors to remain in office till successors are appointed

112. Subject to Section 152 of the Act, if at any meeting at which an election of Directors ought to take place, the place of the vacating or deceased Directors is not filled up and the meeting has not expressly resolved not to fill up or appoint the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday at the same time, place, and if at the adjourned meeting the place of vacating Directors is not filled up and the meeting has also not expressly resolved not to fill up the vacancy, then the vacating Directors or such of them as have not had their places filled up shall be deemed to have been reappointed at the adjourned meeting.

Power of General Meeting to increase or reduce number of Directors

113. Subject to the provisions of Sections 149, 151 and 152 the Company in General Meeting may increase or reduce the number of Directors subject to the limits set out in Article 93 and may also determine in what rotation the increased or reduced number is to retire.

Power to remove Directors by ordinary resolution

114. Subject to provisions of Section 169 the Company, by Ordinary Resolution, may at any time remove any Director except Government Directors before the expiry of his period of office, and may by Ordinary Resolution appoint another person in his place. The person so appointed shall hold office until the date upto which his predecessor would have held office if he had not been removed as aforementioned. A Director so removed from office shall not be re-appointed as a Director by the Board of Directors. Special Notice shall be required of any resolution to remove a Director under this Article, or to appoint somebody instead of the Director at the meeting at which he is removed.

Rights of persons other than retiring Directors to stand for Directorships

115. Subject to the provisions of Section 160 of the Act, a person not being a retiring Director shall be eligible for appointment to the office of a Director at any general meeting if he or some other member intending to propose him as a Director has not less than 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 the Director, or the intention of such member to propose him as a candidate for that office, as the case may be "along with a deposit of such sum as may be prescribed by the Act or the Central Government from time to time 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 25% of total valid votes cast either on show of hands or electronically or on poll on such resolution".

Register of Directors and KMP and their shareholding

116. The Company shall keep at its Registered Office a register containing the addresses and occupation and the other particulars as required by Section 170 of the Act of its Directors and Key Managerial Personnel and shall send to the Registrar of Companies returns as required by the Act.

Business to be carried on

117. The business of the Company shall be carried on by the Board of Directors.

Meeting of the Board

118. The Board may meet for the despatch of business, adjourn and otherwise regulate its meetings, as it thinks fit, provided that a meeting of the Board shall be held at least once in every one hundred and twenty days; and at least four such meetings shall be held in every year.

Director may summon meeting

119. A Director may at any time request the Secretary to convene a meeting of the Directors and seven days notice of meeting of directors shall be given to every director and such notice shall be sent by hand delivery or by post or by electronic means.

Question how decided

120. a. Save as otherwise expressly provided in the Act, a meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Company for the time being vested in or exercisable by the Directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the Board.
- b. In case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a Director.

Right of continuing Directors when there is no quorum

121. The continuing Directors may act notwithstanding any vacancy in the Board, but if and as long as their number is reduced below three, the continuing Directors or Director may act for the purpose of increasing the number of Directors to three or for summoning a General Meeting of the Company and for no other purpose.

Quorum

122. The quorum for a meeting of the Board shall be one third of its total strength (any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher; provided that where at any time the number of interested Directors is equal to or exceeds two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of Directors who are not interested present at the meeting being not less than two shall be the quorum during such time. The total strength of the Board shall mean the number of Directors actually holding office as Directors on the date of the resolution or meeting, that is to say, the total strength of the Board after deducting therefrom the number of Directors, if any, whose places are vacant at the time.

Election of Chairman to the Board

123. If no person has been appointed as Chairman or Vice Chairman under Article 98(a) or if at any meeting, the Chairman or Vice Chairman of the Board is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their members to be the Chairman of the meeting.

Power to appoint Committees and to delegate

124. a. The Board may, from time to time, and at any time and in compliance with provisions of the act and listing agreement constitute one or more Committees of the Board consisting of such member or members of its body, as the Board may think fit.

Delegation of powers

- b. Subject to the provisions of Section 179 the Board may delegate from time to time and at any time to any Committee so appointed all or any of the powers, authorities and discretions for the time being vested in the Board and such delegation may be made on such terms and subject to such conditions as the Board may think fit and subject to provisions of the act and listing agreement.
- c. The Board may from, time to time, revoke, add to or vary any powers, authorities and discretions so delegated subject to provisions of the act and listing agreement.

Proceedings of Committee

125. The meeting and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto, and not superseded by any regulations made by the Directors under the last preceding Article.

Election of Chairman of the Committee

126. a. The Chairman or the Vice Chairman shall be the Chairman of its meetings, if either is not available or if at any meeting either is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- b. The quorum of a Committee may be fixed by the Board and until so fixed, if the Committee is of a single member or two members, the quorum shall be one and if more than two members, it shall be two.

Question how determined

127. a. A Committee may meet and adjourn as it thinks proper.
- b. Questions arising at any meeting of a Committee shall be determined by the sole member of the Committee or by a majority of votes of the members present as the case may be and in case of an equality of votes, the Chairman shall have a second or casting vote in addition to his vote as a member of the Committee.

Acts done by Board or Committee valid, notwithstanding defective appointment, etc.

128. All acts done by any meeting of the Board or a Committee thereof, or by any person acting as a Director shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or any person acting as aforesaid, or that any of them was disqualified, be as valid as if every such Director and such person had been duly appointed and was qualified to be a Director.

Resolution by circulation

129. Save as otherwise expressly provided in the Act, a resolution in writing circulated in draft together with necessary papers, if any, to all the members of the Committee then in India (not being less in number than the quorum fixed for the meeting of the Board or the Committee as the case may) and to all other Directors or members at their usual address in India or by a majority of such of them as are entitled to vote on the resolution shall be valid and effectual as if it had been a resolution duly passed at a meeting of the Board or Committee duly convened and held.

POWERS AND DUTIES OF DIRECTORS

General powers of Company vested in Directors

130. The business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are not, by the act or any statutory modification thereof for the time being in force, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to any regulation of these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting, shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

Attorney of the Company

131. The Board may appoint at any time and from time to time by a power of attorney under the Company's seal, any person to be the Attorney of the Company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board under these Articles and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment, may, if the Board thinks fit, be made in favour of the members, or any of the members of any firm or company, or the members, Directors, nominees or managers of any firm or company or otherwise in favour of any body or persons whether nominated directly or indirectly by the Board and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorney as the Board may think fit.

Power to authorise subdelegation

132. The Board may authorise any such delegate or attorney as aforesaid to sub-delegate all or any of the powers and authorities for the time being vested in him.

Directors' duty to comply with the provisions of the Act

133. The Board shall duly comply with the provisions of the Act and in particular with the provisions in regard to the registration of the particulars of mortgages and charges affecting the property of the Company or created by it, and keep a register of the Directors, and send to the Registrar an annual list of members and a summary of particulars relating thereto, and notice of any consolidation or increase of share capital and copies of special resolutions, and such other resolutions and agreements required to be filed under Section 117 of the Act and a copy of the Register of Directors and notifications of any change therein.

Special power of Directors

134. In furtherance of and without prejudice to the general powers conferred by or implied in Article 130 and other powers conferred by these Articles, and subject to the provisions of Sections 179 and 180 of the Act, that may become applicable, it is hereby expressly declared that it shall be lawful for the Directors to carry out all or any of the objects set forth in the Memorandum of Association and to the following things.

To acquire and dispose of property and rights

135. a. To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit and to sell, let, exchange, or otherwise dispose of the property, privileges and undertakings of the Company upon such terms and conditions and for such consideration as they may think fit.

To pay for property in debentures, etc.

- b. At their discretion to pay for any property, rights and privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures or 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, the sum as may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

To secure contracts by mortgages

- c. To secure the fulfillment of any contracts or agreements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they think fit.

To appoint officers, etc.

- d. To appoint and at their discretion remove, or suspend such agents, secretaries, officers, clerks and servants for permanent, temporary or special services as they may from time to time think fit and to determine their powers and duties and fix their powers and duties and fix their salaries or emoluments and to the required security in such instances and to such amount as they think fit.
- e. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payments or satisfaction of any dues and of any claims or demands by or against the Company.

To refer to arbitration

- f. To refer to, any claims or demands by or against the Company to arbitration and observe and perform the awards.

To give receipt

- g. To make and give receipts, releases and other discharges for money payable to the Company and of the claims and demands of the Company.

To act in matters of bankrupts and insolvents

- h. To act on behalf of the Company in all matters relating to bankrupts and insolvents.

To give security by way of indemnity

- i. To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

To give commission

- j. To give any person employed by the Company a commission on the profits of any particular business or transaction or a share in the general profits of the Company.

To make contracts etc.

- k. To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.

To make bye-laws

- l. From time to time, make, vary and repeal bye-laws for the regulations of the business for the Company, its officers and servants.

To set aside profits for provided fund

- m. Before recommending any dividends, to set-aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities or compensations; or to create any provident fund or benefit fund in such or any other manner as the Directors may deem fit.

To make and alter rules

- n. To make and alter rules and regulations concerning the time and manner of payments of the contributions of the employees and the Company respectively to any such fund and accrual, employment, suspension and forfeiture of the benefits of the said fund and the application and disposal thereof and otherwise in relation to the working and management of the said fund as the Directors shall from time to time think fit.
- o. And generally, at their absolute discretion, to do and perform every act and thing which they may consider necessary or expedient for the purpose of carrying on the business of the Company, excepting such acts and things as by Memorandum of Association of the Company or by these presents may stand prohibited.

Managing Director

136. a Subject to the provisions of Section 196 ,197, 2(94), 203 of the Act, the following provisions shall apply:
- b. The Board of Directors may appoint or re-appoint one or more of their body, not exceeding two, to be the Managing Director or Managing Directors of the Company for such period not exceeding 5 years as it may deem fit, subject to such approval of the Central Government as may be necessary in that behalf.
 - c. The remuneration payable to a Managing Director shall be determined by the Board of Directors subject to the sanction of the Company in General Meeting and of the Central Government, if required.
 - d. If at any time there are more than one Managing Director, each of the said Managing Directors may exercise individually all the powers and perform all the duties that a single Managing Director may be empowered to exercise or required to perform under the Companies Act or by these presents or by any Resolution of the Board of Directors and subject also to such restrictions or conditions as the Board may from time to time impose.
 - e. The Board of Directors may at any time and from time to time designate any Managing Director as Deputy Managing Director or Joint Managing Director or by such other designation as it deems fit.
 - f. Subject to the supervision, control and directions of the Board of Directors, the Managing Director/Managing Directors shall have the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties and in relation to the management of the affairs, except such powers and such duties as are required by Law or by these presents to be exercised or done by the Company in General Meeting or by the Board and also subject to such conditions and restrictions imposed by the Act or by these presents or by the Board of Directors. Without prejudice to the generality of the foregoing, the Managing Director/Managing Directors shall exercise all powers set out in Article 137 above except those which are by law or by these presents or by any resolution of the Board required to be exercised by the Board or by the Company in General Meeting.

Whole-time Director

137. 1. Subject to the provisions of the Act and subject to the approval of the Central Government, if any, required in that behalf, the Board may appoint one or more of its body, as Whole-time Director or Wholetime Directors on such designation and on such terms and conditions as it may deem fit. The Whole-time Directors shall perform such duties and exercise such powers as the Board may from time to time determine which shall exercise all such powers and perform all such duties subject to the control, supervision and directions of the Board and subject thereto the supervision and directions of the Managing Director. The remuneration payable to the Whole-time Directors shall be determined by the Company in General Meeting, subject to the approval of the Central Government, if any, required in that behalf.
2. A Whole-time Director shall (subject to the provisions of any contract between him and the Company) be subject to the same provisions as to resignation and removal as the other Directors, and he shall, ipso facto and immediately, cease to be Whole-time Director, if he ceases to hold the Office of Director from any cause except where he retires by rotation in accordance with the Articles at an Annual General Meeting and is re-elected as a Director at that Meeting.

Secretary

138. The Board shall have power to appoint a Secretary a person fit in its opinion for the said office, for such period and on such terms and conditions as regards remuneration and otherwise as it may determine. The Secretary shall have such powers and duties as may, from time to time, be delegated or entrusted to him by the Board.

Powers as to commencement of business

139. Subject to the provisions of the Act, any branch or kind of business which by the Memorandum of Association of the Company or these presents is expressly or by implication authorised to be undertaken by the Company,

may be undertaken by the Board at such time or times as it shall think fit and further may be suffered by it to be in abeyance whether such branch or kind of business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

Delegation of power

140. Subject to Section 179 the Board may delegate all or any of its powers to any Director, jointly or severally or to any one Director at its discretion or to the Executive Director.

BORROWING

Borrowing Powers

141. a. The Board may, from time to time, raise any money or any moneys or sums of money for the purpose of the Company; provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not, without the sanction of the Company at a General Meeting, exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set-apart for any specific purpose and in particular but subject to the provisions of Section 179 of the Act, the Board may, from time to time, at its discretion raise or borrow or secure the payment of any such sum or sums of money for the purpose of the Company, by the issue of debentures to members, perpetual or otherwise including debentures convertible into shares of this or any other company or perpetual annuities in security of any such money so borrowed, raised or received, mortgage, pledge or charge, the whole or any part of the property, assets, or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or transfer or convey the same absolutely or entrust and give the lenders powers of sale and other powers as may be expedient and purchase, redeem or pay off any such security.

Provided that every resolution passed by the Company in General Meeting in relation to the exercise of the power to borrow as stated above shall specify the total amount upto which moneys may be borrowed by the Board of Directors, provided that subject to the provisions of clause next above, the Board may, from time to time, at its discretion, raise or borrow or secure the repayment of any sum or sums of money for the purpose of the Company as such time and in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by promissory notes or by opening current accounts, or by receiving deposits and advances, with or without security or by the issue of bonds, perpetual or redeemable debentures or debenture stock of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being or by mortgaging or charging or pledging any land, building, bond or other property and security of the Company or by such other means as them may seem expedient.

Assignment of debentures

142. Such debentures, debenture stock, bonds or other securities may be made assignable, free from any equities between the Company and the person to whom the same may be issued.

Terms of debenture issue

143. a. Any such debenture, debenture stock, bond or other security may be issued at a discount, premium or otherwise, and with any special privilege as the redemption, surrender, drawing, allotment of shares of the Company, or otherwise, provided that debentures with the right to allotment or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.
- b. Any trust deed for securing of any debenture or debenture stock and or any mortgage deed and/or other bond for securing payment of moneys borrowed by or due by the Company and/or any contract or any agreement made by the Company with any person, firm, body corporate, Government or authority who may render or agree to render any financial assistance to the Company by way of loans advanced or by guaranteeing of any loan borrowed or other obligations of the Company or by subscription to the share capital of the Company or provide assistance in any other manner may provide for the appointment from time to time, by any such mortgagee, lender, trustee of or holders of debentures or contracting party as aforesaid, of one or more persons to be a Director or Directors of the Company. Such trust deed, mortgage deed, bond or contract may provide that the person appointing a Director as aforesaid may, from time to time, remove any Director so appointed by him and appoint any other person in his place and provide for filling up of any casual vacancy created by such person vacating office as such Director. Such power shall determine and terminate on the discharge or repayment of the respective mortgage, loan or debt or debenture or on the termination of such contract and any person so appointed as Director under mortgage

or bond or debenture trust deed or under such contract shall cease to hold office as such Director on the discharge of the same. Such appointment and provision in such document as aforesaid shall be valid and effective as if contained in these presents.

- c. The Director or Directors so appointed by or under a mortgage deed or other bond or contract as aforesaid shall be called a Mortgage Director or Mortgage Directors and the Director if appointed as aforesaid under the provisions of a debenture trust deed shall be called "Debenture Director". The words "Mortgage" or "Debenture Director" shall mean the Mortgage Director for the time being in office. The Mortgage Director or Debenture Director shall not be required to hold any qualification shares and shall not be liable to retire by rotation or to be removed from office by the Company. Such mortgage deed or bond or trust deed or contract may contain such auxiliary provision as may be arranged between the Company and mortgagee lender, the trustee or contracting party, as the case may be, and all such provisions shall have effect notwithstanding any of the other provisions herein contained but subject to the provisions of the Act.
- d. The Directors appointed as Mortgage Director or Debenture Director or Corporate Director under the Article shall be deemed to be ex-officio Directors.
- e. The total number of ex-officio Directors, if any, so appointed under this Article together with the other ex-officio Directors, if any, appointment under any other provisions of these presents shall not at any time exceed one-third of the whole number of Directors for the time being.

Charge on uncalled capital

144. Any uncalled capital of the Company may be included in or charged by mortgage or other security.

Subsequent assignees of uncalled capital

145. Where any uncalled capital of the Company is charged, all persons taking any subsequent charge thereon shall take the same subject such prior charge, and shall not be entitled, by notice to the shareholder or otherwise, to obtain priority over such prior charge.

Charge in favour of Director of indemnity

146. 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 Board may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or other person so becoming liable as aforesaid from any loss in respect of such liability.

Powers to be exercised by Board only at meeting

147. a. Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said power shall be exercised only by resolution passed at the meetings of the Board.
- (a) to make calls on shareholders in respect of money unpaid on their shares;
 - (b) to authorise buy-back of securities under section 68;
 - (c) to issue securities, including debentures, whether in or outside India;
 - (d) to borrow monies;
 - (e) to invest the funds of the company;
 - (f) to grant loans or give guarantee or provide security in respect of loans;
 - (g) to approve financial statement and the Board's report;
 - (h) to diversify the business of the company;
 - (i) to approve amalgamation, merger or reconstruction;
 - (j) to take over a company or acquire a controlling or substantial stake in another company;
 - (k) to make political contributions;
 - (l) to appoint or remove key managerial personnel (KMP);
 - (m) to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;
 - (n) to appoint internal auditors and secretarial auditor;
 - (o) to take note of the disclosure of director's interest and shareholding;
 - (p) to buy, sell investments held by the company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee company;

- (q) to invite or accept or renew public deposits and related matters;
 - (r) to review or change the terms and conditions of public deposit;
 - (s) to approve quarterly, half yearly and annual financial statements or financial results as the case may be.
 - (t) such other business as may be prescribed by the Act.
- b. The Board may by a meeting delegate to any Committee of the Board or to the Managing Director the powers specified in Sub-clauses, d, e and f above.
 - c. Every resolution delegating the power set out in Sub-clause d shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the said delegate.
 - d. Every resolution delegating the power referred to in Sub-clause e shall specify the total amount upto which the funds may be invested and the nature of investments which may be made by the delegate.
 - e. Every resolution delegating the power referred to in Sub-clause f above shall specify the total amount upto which loans may be made by the delegate, the purposes for which the loans may be made, and the maximum amount of loans that may be made for each such purpose in individual cases.

Register of mortgage to be kept

148. The Directors shall cause a proper register and charge creation documents to be kept in accordance with the provisions of the Companies Act, 2013 for all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the said Act, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the said Act as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office.

Register of holders of debentures

149. Every register of holders of debentures of the Company may be closed for any period not exceeding on the whole forty five days in any year, and not exceeding thirty days at any one time. Subject as the aforesaid, every such register shall be open to the inspection of registered holders of any such debenture and of any member but the Company may in General Meeting impose any reasonable restriction so that at least two hours in every day, when such register is open, are appointed for inspection.

Inspection of copies of and Register of Mortgages

150. The Company shall comply with the provisions of the Companies Act, 2013, as to allow inspection of copies kept at the Registered Office in pursuance of the said Act, and as to allowing inspection of the Register of charges to be kept at the office in pursuance of the said Act.

Supplying copies of register of holder of debentures

151. The Company shall comply with the provisions of the Companies Act, 2013, as to supplying copies of any register of holders of debentures or any trust deed for securing any issue of debentures.

Right of holders of debentures as to Financial Statements

152. Holders of debentures and any person from whom the Company has accepted any sum of money by way of deposit, shall on demand, be entitled to be furnished, free of cost, or for such sum as may be prescribed by the Government from time to time, with a copy of the Financial Statements of the Company and other reports attached or appended thereto.

Minutes

153. a. The Company shall comply with the requirements of Section 118 of the Act, in respect of the keeping of the minutes of all proceedings of every General Meeting and every meeting of the Board or any Committee of the Board.
- b. The Chairman of the meeting shall exclude at his absolute discretion such of the matters as are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to the interests of the Company.

Managing Director's power to be exercised severally

154. All the powers conferred on the Managing Director by these presents, or otherwise may, subject to any directions to the contrary by the Board of Directors, be exercised by any of them severally.

MANAGER

Manager

155. Subject to the provisions of the Act, the Directors may appoint any person as Manager for such term not exceeding five years at a time at such remuneration and upon such conditions as they may think fit and any Manager so appointed may be removed by the Board.

COMMON SEAL

Common Seal

156. The Board shall provide a common seal of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof. The common seal shall be kept at the Registered Office of the Company and committed to the custody of the Directors.

Affixture of Common Seal

157. The seal shall not be affixed to any instrument except by the authority of a resolution of the Board or Committee and unless the Board otherwise determines, every deed or other instrument to which the seal is required to be affixed shall, unless the same is executed by a duly constituted attorney for the Company, be signed by one Director and the Secretary in whose presence the seal shall have been affixed or such other person as may, from time to time, be authorised by the Board and provided nevertheless that any instrument bearing the seal of the Company issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority to issue the same provided also the counter signature of the Chairman or the Vice Chairman, which shall be sealed in the presence of any one Director and signed by him on behalf of the Company.

DIVIDENDS AND RESERVES

Rights to Dividend

158. The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to the Reserve Fund, shall be divisible among the equity shareholders.

Declaration of Dividends

159. The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

What to be deemed net profits

160. The declarations of the Directors as to the amount of the net profits of the Company shall be conclusive.

Interim Dividend

161. The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

Dividends to be paid out of profits only

162. No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act.

Reserve Funds

163. a. The Board may, before recommending any dividends, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends and pending such application may, at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
- b. The Board may also carry forward any profits which it may think prudent not to divide without setting them aside as Reserve.

Method of payment of dividend

164. a. Subject to the rights of persons, if any, entitled to share with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid.

- b. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share.
- c. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such shares shall rank for dividend accordingly.

Deduction of arrears

165. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls in relation to the shares of the Company or otherwise.

Adjustment of dividend against call

166. Any General Meeting declaring a dividend or bonus may make a call on the members of such amounts 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 themselves, be set off against the call.

Payment by cheque or warrant

167. a. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through post directly to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named in the Register of Members or to such person and to such address of the holder as the joint holders may in writing direct.
- b. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- c. Every dividend or warrant or cheque shall be posted within thirty days from the date of declaration of the dividends.

Retention in certain cases

168. The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member in respect thereof or shall duly transfer the same.

Receipt of joint holders

- (A) Where any instrument of transfer of shares has been delivered to the Company for registration on holders, the Transfer of such shares and the same has not been registered by the Company, it shall, and notwithstanding anything contained in any other provision of the Act:
- a) transfer the dividend in relation to such shares to the Special Account referred to in Sections 123 and 124 of the Act, unless the Company is authorised by the registered holder, of such shares in writing to pay such dividend to the transferee specified in such instrument of transfer, and
 - b) Keep in abeyance in relation to such shares any offer of rights shares under Clause(a) of Sub-section (1) of Section 62 of the Act, and any issue of fully paid-up bonus shares in pursuance of Sub-section (3) of Section 123 of the Act”.

Deduction of arrears

169. Any one of two of the joint holders of a share may give effectual receipt for any dividend, bonus, or other money payable in respect of such share.

Notice of Dividends

170. Notice of any dividend that may have been declared shall be given to the person entitled to share therein in the manner mentioned in the Act.

Dividend not to bear interest

171. No dividend shall bear interest against the Company.

Unclaimed Dividend

172. No unclaimed dividends shall be forfeited. Unclaimed dividends shall be dealt with in accordance to the provisions of Sections 123 and 124 of the Companies Act, 2013.

Transfer of share not to pass prior Dividend

173. Any transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

CAPITALISATION OF PROFITS

Capitalisation of Profits

174. a. The Company in General Meeting, may on the recommendation of the Board, resolve:
1. that the whole or any part of any amount standing to the credit of the Share Premium Account or the Capital Redemption Reserve Fund or any money, investment or other asset forming part of the undivided profits, including profits or surplus moneys arising from the realisation and (where permitted by law) from 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 amounts standing to the credit of the Profit and Loss Account or any other fund of the Company or in the hands of the Company and available for the distribution as dividend capitalised; and
 2. that such sum be accordingly set free for distribution in the manner specified in Sub-clause (2) amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion.
- b. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in Subclause (3) either in or towards:
1. paying up any amount for the time being unpaid on any share held by such members respectively;
 2. paying up in full unissued shares of the Company to be allotted and distributed and credited as fully paid-up to and amongst such members in the proportion aforesaid; or
 3. partly in the way specified in Sub-clause (i) and partly in that specified in Sub-clause (ii).
- c. A share premium account and a capital redemption reserve account may for the purpose of this regulation be applied only in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.
- d. The Board shall give effect to resolutions passed by the Company in pursuance of this Article.

Powers of Directors for declaration of Bonus

175. a. Whenever such a resolution as aforesaid shall have been passed, the Board shall:
1. make all appropriations and applications of the undivided profits resolved to be capitalised thereby and all allotments and issue or fully paid shares if any; and
 2. generally do all acts and things required to give effect thereto.
- b. The Board shall have full power:
1. to make such provision by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit in the case of shares becoming distributable in fractions and also;
 2. to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any part of the amounts remaining unpaid on the existing shares.
- c. Any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS

Books of account to be kept

176. a. The Board shall cause proper books of accounts to be kept in respect of all sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Company, and of the assets and liabilities of the Company.
- b. All the aforesaid books shall give a fair and true view of the affairs of the Company or of its branch as the case may be, with respect to the matters aforesaid, and explain in transactions.
- c. The books of accounts shall be open to inspection by any Director during business hours.

Where books of account to be kept

177. The books of account shall be kept at the Registered Office or at such other place as the Board thinks fit.

Inspection by members

178. The Board shall, from time to time, determine whether and to what extent and at what time and under what conditions or regulations the accounts and 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 inspection any account or book or document of the Company except as conferred by statute or authorised by the Board or by a resolution of the Company in General Meeting.

Statement of account to be furnished to General Meeting

179. The Board shall lay before such Annual General Meeting, financial statements made up as at the end of the financial year which shall be a date which shall not precede the day of the meeting by more than six months or such extension of time as shall have been granted by the Registrar under the provisions of the Act.

Financial Statements

180. Subject to the provisions of Section 129, 133 of the Act, every financial statements of the Company shall be in the forms set out in Parts I and II respectively of Schedule III of the Act, or as near thereto as circumstances admit.

Authentication of Financial Statements

181. a. Subject to Section 134 of the Act, every financial statements of the Company shall be signed on behalf of the Board by not less than two Directors.
- b. The financial statements shall be approved by the Board before they are signed on behalf of the Board in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon.

Auditors Report to be annexed

182. The Auditor's Report shall be attached to the financial statements.

Board's Report to be attached to Financial Statements

183. a. Every financial statement laid before the Company in General Meeting shall have attached to it a report by the Board with respect to the state of the Company's affairs, the amounts, if any, which it proposes to carry to any reserve either in such Balance Sheet or in a subsequent Balance Sheet and the amount, if any, which it recommends to be paid by way of dividend.
- 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 its business or that of any of its subsidiaries, deal with any change which has occurred during the financial year in the nature of the Company's business or that of the Company's subsidiaries and generally in the classes of business in which the Company has an interest and material changes and commitments, if any, affecting the financial position of the Company which has occurred between the end of the financial year of the Company to which the Balance Sheet relates and the date of the report.
- c. The Board shall also give the fullest information and explanation in its report or in case falling under the provision of Section 134 of the Act in an addendum to that Report on every reservation, qualification or adverse remark contained in the Auditor's Report.
- d. The Board's Report and addendum, if any, thereto shall be signed by its Chairman if he is authorised in that behalf by the Board; and where he is not authorised, shall be signed by such number of Directors as is required to sign the Financial Statements of the Company under Article 181.
- 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) to (e) of this Article are complied with.

Right of member to copies of Financial Statements

184. The Company shall comply with the requirements of Section 136.

ANNUAL RETURNS

Annual Returns

185. The Company shall make the requisite annual return in accordance with Section 92 of the Act.

AUDIT

Accounts to be audited

186. a. Every Financial Statement shall be audited by one or more Auditors to be appointed as hereinafter mentioned.
- b. Subject to provisions of the Act, The Company at the Annual General Meeting shall appoint an Auditor or Firm of Auditors to hold office from the conclusion of that meeting until the conclusion of the fifth Annual General Meeting and shall, within seven days of the appointment, give intimation thereof to every Auditor so appointed unless he is a retiring Auditor.
- c. At every Annual General Meeting, reappointment of such auditor shall be ratified by the shareholders.
- d. Where at an Annual General Meeting no Auditors are appointed or reappointed, the Central Government may appoint a person to fill the vacancy.
- e. The Company shall, within seven days of the Central Government's power under Sub-clause (d) becoming exercisable, give notice of that fact to that Government.
- f. 1. The first Auditor or Auditors of the Company shall be appointed by the Board of Directors within one month of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.
- Provided that the Company may at a General Meeting remove any such Auditor or all or any of such Auditors and appoint in his or their places any other person or persons who have been nominated for appointment by any such member of the Company and of whose nomination notice has been given to the members of the Company, not less than 14 days before the date of the meeting; and
2. If the Board fails to exercise its power under this Sub-clause, the Company in General Meeting may appoint the first Auditor or Auditors.
- g. The Directors may fill any casual vacancy in the office of an Auditor, but while any such vacancy continues, the remaining Auditor or Auditors, if any, may act, but where such a vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.
- h. A person other than a retiring Auditor, shall not be capable of being appointed at an Annual General Meeting unless Special Notice of a resolution for appointment of that person to the office of Auditor has been given by a member to the Company not less than fourteen days before the meeting in accordance with Section 115 of the Act and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members in accordance with Section 190 of the Act and all other provisions of Section 140 of the Act shall apply in the matter. The provisions of this Sub-clause shall also apply to a resolution that retiring Auditor shall be reappointed.
- i. The persons qualified for appointment as Auditors shall be only those referred to in Section 141 of the Act.
- j. Subject to the provisions of Section 146 of the Act, the Auditor of the company shall attend general meetings of the company.

Audit of Branch Offices

187. The Company shall comply with the provisions of Section 143 of the Act in relation to the audit of the accounts of Branch Offices of the Company.

Remuneration of Auditors

188. The remuneration of the Auditors shall be fixed by the Company in General Meeting except that the remuneration of any Auditor appointed to fill and casual vacancy may be fixed by the Board.

Rights and duties of Auditors

189. a. Every Auditor of the Company shall have a right of access at all times to the books of accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information and explanations as may be necessary for the performance of his duties as Auditor.
- b. All notices of, and other communications relating to any General Meeting of a Company which any member of the Company is entitled to have sent to him shall also be forwarded to the Auditor, and the Auditor shall be entitled to attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.

- c. The Auditor shall make a report to the members of the Company on the accounts examined by him and on Financial statements and on every other document declared by this Act to be part of or annexed to the Financial statements, which are laid before the Company in General Meeting during his tenure of office, and the report shall state whether, in his opinion and to the best of his information and according to explanations given to him, the said accounts give the information required by this Act in the manner so required and give a true and fair view:
 - 1. in the case of the Balance Sheet, of the state of affairs as at the end of the financial year and
 - 2. in the case of the Statement of Profit and Loss, of the profit or loss for its financial year.
- d. The Auditor's Report shall also state:
 - (a) whether he has sought and obtained all the information and explanations which to the best of his knowledge and belief were necessary for the purpose of his audit and if not, the details thereof and the effect of such information on the financial statements;
 - (b) whether, in his opinion, proper books of account as required by law have been kept by the company so far as appears from his examination of those books and proper returns adequate for the purposes of his audit have been received from branches not visited by him;
 - (c) whether the report on the accounts of any branch office of the company audited under sub-section (8) by a person other than the company's auditor has been sent to him under the proviso to that sub-section and the manner in which he has dealt with it in preparing his report;
 - (d) whether the company's balance sheet and profit and loss account dealt with in the report are in agreement with the books of account and returns;
 - (e) whether, in his opinion, the financial statements comply with the accounting standards;
 - (f) the observations or comments of the auditors on financial transactions or matters which have any adverse effect on the functioning of the company;
 - (g) whether any director is disqualified from being appointed as a director under sub-section (2) of section 164;
 - (h) any qualification, reservation or adverse remark relating to the maintenance of accounts and other matters connected therewith;
 - (i) whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls;
 - (j) whether the company has disclosed the impact, if any, of pending litigations on its financial position in its financial statement;
 - (k) whether the company has made provision, as required under any law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts;
 - (l) whether there has been any delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.
- e. Where any of the matters referred to in Clauses (i) and (ii) of Sub-section (2) of Section 143 of the Act or in Clauses (a), (b) and (c) of Sub-section (3) of Section 143 of the Act or Sub-clause (4) (a) and (b) and (c) hereof is answered in the negative or with a qualification, the Auditor's Report shall state the reason for such answer.
- f. The Auditor's Report shall be read before the Company in General Meeting and shall be open to inspection by any member of the Company.

Accounts whether audited and approved to be conclusive

190. Every account of the Company when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within that period, the accounts shall forthwith be corrected, and henceforth be conclusive.

Service of documents on the Company

191. A document may be served on the Company or any officer thereof by sending it to the Company or officer at the Registered Office of the Company by Registered Post, or by leaving it at the Registered Office or in electronic mode in accordance with the provisions of the act.

How documents to be served to members

192. a. A document (which expression for this purpose shall be deemed to include and shall include any summons, notice, requisition, process, order judgement or any other document in relation to or the winding up of the Company) may be served personally or by sending it by post to him to his registered address or in electronic mode in accordance with the provisions of the act., or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for the giving of notices to him.
- b. All notices shall, with respect to any registered shares to which persons are entitled jointly, be given to whichever of such persons is named first in the Register, and notice so given shall be sufficient notice to all the holders of such shares.
- c. Where a document is sent by post:
- i. service thereof shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, provided that where a member has intimated to the Company in advance that documents should be sent to him under a Certificate of Posting or by Registered Post with or without acknowledgment due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the documents shall not be deemed to be effected unless it is sent in the manner intimated by the member, and such service shall be deemed to have been effected;
- a. in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the notice is posted, and
- b. in any other case, at the time at which the letter should be delivered in the ordinary course of post.

Members to notify address in India

193. Each registered holder of share(s) shall, from time to time, notify in writing to the Company some place in India to be registered as his address and such registered place of address shall for all purposes be deemed to be his place of residence.

Service on members having no registered address in India

194. If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him, a document advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears.

Service on persons acquiring shares on death or insolvency of members

195. A document may be served by the Company to the persons entitled to a share in consequence of the 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 deceased or assignees of the insolvent or by any like descriptions 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 serving the document in any manner in which the same might have been served if the death or insolvency had not occurred.

Notice valid though member deceased

196. Any notice of document delivered or sent by post or left at the registered address of any member in pursuance of these presents shall, notwithstanding that such member by then deceased and whether or not the Company has notice of his decease, be deemed to have been duly served in respect of any registered share whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his or on her heirs, executors or administrators, and all other persons, if any, jointly interested with him or her in any such share.

Persons entitled to Notice of General Meeting

197. Subject to the provisions of Section 101 the Act and these Articles, notice of General Meeting shall be given to;
- (a) every member of the company, legal representative of any deceased member or the assignee of an insolvent member;
- (b) the auditor or auditors of the company; and (c) every director of the company.

Any accidental omission to give notice to, or the non-receipt of such notice by, any member or other person who is entitled to such notice for any meeting shall not invalidate the proceedings of the meeting.

Advertisement

198. a. Subject to the provisions of the Act, any document required to be served on or sent to the members, or any of them by the Company and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the district where the Registered Office of the Company is situated.
- b. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which previously to his name and address being entered in the Register shall be duly given to the person from whom he derived his title to such share or stock.

Transference, etc. bound by prior notices

199. Every person, who by the operation of law, transfer, or other means whatsoever, shall become entitled to any share, shall be bound by every document in respect of such share which previously to his name and address being entered in the Register, shall have been duly served on or sent to the person from whom he derives his title to the share.

How notice to be signed

200. Any notice to be given by the Company shall be signed by the Managing Director or by such Director or officer as the Directors may appoint. The signature to any notice to be given by the Company may be written or printed or lithographed.

AUTHENTICATION OF DOCUMENTS

Authentication of document and proceeding

201. 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 Director, or the Managing Director or an authorised officer of the Company and need not be under its seal.

WINDING UP

Winding up

202. Subject to the provisions of the Act as to preferential payments, the assets of a Company shall, on its winding-up be applied in satisfaction of its liabilities pari-passu and, subject to such application, shall, unless the articles otherwise provide, be distributed among the members according to their rights and interests in the Company.

Division of assets of the Company in specie among members

203. If the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a Special Resolution, divide among the contributories, in specie or kind, and 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. 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 by 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

Directors' and others' right to indemnity

204. a. Subject to the provisions of Section 197 of the Act every Director, Manager, Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses, and expenses (including travelling expenses) which Service of documents on the Company any such Director, officer or employee may incur or becomes liable to by reason of any contract entered into or act or deed done by him or any other way in the discharge of his duties, as such Director, officer or employee.
- b. Subject as aforesaid, every Director, Manager, Secretary, or other officer/employee of the Company shall be indemnified against any liability, incurred by them or him in defending any proceeding whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in

connection with any application under Section 463 of the Act in which relief is given to him by the Court and without prejudice to the generality of the foregoing, it is hereby expressly declared that the Company shall pay and bear all fees and other expenses incurred or incurable by or in respect of any Director for filing any return, paper or document with the Registrar of Companies, or complying with any of the provisions of the Act in respect of or by reason of his office as a Director or other officer of the Company.

205. Subject to the provisions of Section 197 of the Act, no 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 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 and on behalf of the Company, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for and on behalf of the Company or for the insufficiency or deficiency of any money invested, or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation with 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 of for any loss or damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own act or default.

SECRECY CLAUSE

206. a. No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, will be inexpedient in the interests of the Company to communicate to the public.
- b. Every Director, Managing Director, Manager, Secretary, Auditor, Trustee, Members of a Committee, Officers, Servant, Agent, Accountant or other person employed in the business of the Company, shall, if so required by the Directors before entering upon his duties, or at any time during his term of office sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company and the state of accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of duties except when required so to do by the Board or by any General Meeting or by a Court of Law or by the persons to whom such matters relate and except so far as may be necessary, in order to comply with any of the provisions contained in these Articles.

REGISTERS, INSPECTION AND COPIES THEREOF

207. a. Any Director or Member or person can inspect the statutory registers maintained by the company, which may be available for inspection of such Director or Member or person under provisions of the act by the company, provided he gives fifteen days notice to the company about his intention to do so.
- b. Any ,Director or Member or person can take copies of such registers of the company by paying Rs. 10 per page to the company. The company will take steps to provide the copies of registers to such person within Fifteen days of receipt of money.

GENERAL AUTHORITY

208. Wherever in the applicable provisions under the Act, it has been provided that, any Company shall have any right, authority or that such Company could carry out any transaction only if the Company is authorised by its Articles, this regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry out such transaction as have been permitted by the Act without there being any specific regulation or clause in that behalf in this articles.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of our Company on any working day (i.e. Monday to Friday) between 10AM and 2PM for period of seven days from the date of filing of this Information Memorandum with the Stock Exchanges.

Documents for Inspection:

- Memorandum and Articles of Association of our Company, as amended till date.
- Certificate of Incorporation of our Company dated August 4, 2015.
- Audited financial statements of the Company for the year ended March 31, 2017
- Chartered Accountant certified Statement of Tax Benefit dated May 30, 2017.
- The Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Prefab and Infra Limited and their respective shareholders and creditors ('the Scheme').
- Certified copy of the order passed by the Hon'ble National Company Law Tribunal, Bench, at Ahmedabad ('NCLT') at Gujarat on 23rd March 2017, approving the Scheme.
- No adverse observations/no objection letter issued by BSE (No. DCs/AMAL/ST/IP/626/2016-17) and NSE (No. NSE/LIST/96073) dated 2nd December 2016 and 5th December 2016, respectively, to Sintex Industries.
- Copy of Listing Application filed with NSE and BSE.
- Tripartite Agreement with CDSL, Registrar and Transfer Agent and our Company;
- Tripartite Agreement with NSDL, Registrar and Transfer Agent and our Company.

DECLARATION

All Statements made in this Information Memorandum are true and correct.

For and on behalf of the Board of Directors of Sintex Plastics Technology Limited

Name: Mr Ankit Somani

Designation: Company Secretary and Compliance Officer

Place : Kalol (N.G.)

Date : 9th June, 2017