Draft Prospectus
Dated: April 27, 2017
Please read Section 26 of Companies Act, 2013
(To be updated upon ROC filing)
100% Fixed Price Issue

JALAN TRANSOLUTIONS (INDIA) LIMITED

Our Company was originally incorporated at Delhi as Jalan Carriers Private Limited on April 07, 2003 under the provisions of the Companies Act, 1956. Subsequently the constitution of our Company was changed to a Public Limited Company and the name was changed to "Jalan Transolutions (India) Limited" vide fresh certificate of incorporation dated January 30, 2008 issued by the Registrar of Companies, NCT of Delhi & Haryana. The Corporate Identification Number of Our Company is U63090DL2003PLC119773. For details of change in registered office of our Company please refer to chapter titled "Our History and Certain Other Corporate Matters" beginning on page 133 of this Draft Prospectus.

Registered Office: 206 Ajnara Bhawan, D-Block Market, Vivek Vihar, Delhi – 110095, India;

Tel No.: +91 11 47675707; **E-mail:** info@jalantransolutions.com; **Website:** www.jalantransolutions.com

Contact Person: Ms. Mamta Sharma, Company Secretary & Compliance Officer

Promoters of our Company: Mr. Manish Jalan and Mr. Rajesh Jalan

THE ISSUE

PUBLIC ISSUE OF 38,49,000 EQUITY SHARES OF FACE VALUE OF Rs. 10/- EACH FULLY PAID UP OF JALAN TRANSOLUTIONS (INDIA) LIMITED ("JALAN" OR 'JTIL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF Rs. 46/- PER EQUITY SHARE (THE "ISSUE PRICE") (INCLUDING SHARE PREMIUM OF Rs. 36/- PER EQUITY SHARE) AGGREGATING Rs. 1770.54 LAKHS (THE "ISSUE") BY OUR COMPANY, OF WHICH 1,95,000 EQUITY SHARES OF FACE VALUE OF Rs. 10/- EACH FULLY PAID UP WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE ("MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e. ISSUE OF 36,54,000 EQUITY SHARES OF FACE VALUE OF Rs. 10/- EACH FULLY PAID UP IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.48% AND 25.14% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS Rs. 10/- EACH. THE ISSUE PRICE IS RS. 46/-. THE ISSUE PRICE IS 4.60 TIMES THE FACE VALUE.

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

For further details please refer to "Section VII - Issue Information" beginning on page 237 of this Draft Prospectus.

All potential investors shall participate in the Issue through Application Supported by Blocked Amount ("ASBA") process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 244 of this Draft Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is Rs. 10/- and the Issue Price is 4.60 times of the face value. The Issue Price (as determined and justified by the Company and the Lead Managers as stated under chapter titled "Basis for Issue Price" beginning on page 95 of this Draft Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of our Company or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the Risk Factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this Draft Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" on page 21 of this Draft Prospectus.

COMPANY'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares offered through this Draft Prospectus are proposed to be listed on the NSE Emerge Platform. Our Company has received an in-principle approval letter dated [●] from NSE for using its name in this offer document for listing of our Equity Shares on the NSE Emerge Platform. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited ("NSE").

LEAD MANAGERS TO THE ISSUE		REGISTRAR TO THE ISSUE
SARTHI CAPITAL ADVISORS PRIVATE LIMITED Unit No. 411, 4th Floor, Pratap Bhawan, 5, Bahadurshah Zafar Marg, New Delhi – 110002 **Tel:** (011) 23739425/26/27 **Fax:** (011) 23739424 **Investor Grievance Email:** ipo@sarthiwm.in **Website:** www.sarthi.in **Contact Person:** Mr. Anand Lakhotia **SEBI Registration No.:** INM000012011	**NAVIGANT CORPORATE ADVISORS LIMITED** 423, A Wing, Bonanza, Sahar Plaza Complex, J B Nagar, Andheri Kurla Road, Andheri East, Mumbai – 400059 **Tel:** (022) 65605550 **Email Id:** navigant@navigantcorp.com **Investor Grievance Email:** info@navigantcorp.com **Website:** www.navigantcorp.com **SEBI Registration No.:** INM000012243 **Contact Person:** Mr. Sarthak Vijlani	**KARVY COMPUTERSHARE PRIVATE LIMITED** Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 **Tel:** (040) 6716 2222 **Fax:** (040) 2343 1551 **Website:** www.karisma.karvy.com **Email:** jtl.ipo@karvy.com **Contact Person:** Mr. M Murali Krishna **SEBI Registration No.:** INR000000221

ISSUE PROGRAMME

ISSUE OPENS ON: [●]	ISSUE CLOSES ON: [●]

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The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (U.S. Securities Act) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, —U.S. Persons (as defined in Regulation S), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

SECTION – I GENERAL INFORMATION

DEFINITIONS AND ABBREVIATIONS

In this Draft Prospectus, unless the context otherwise requires, the terms and abbreviations stated hereunder shall have the meanings as assigned therewith.

Company Related Terms

Term	Description
Articles or Articles of Association or AOA	The articles of association of our Company, as amended from time to time
Auditor or Statutory Auditor	The Auditor of the Company being M/s Aggarwal Sarawagi & Co., Chartered Accountants, having their office at 203-204, Himalaya Palace, 65, Vijay Block, Laxmi Nagar, Delhi-110092.
"Board" or "Board of Directors" or "our Board"	The Board of Directors of our Company, as duly constituted from time to time, or committee(s) thereof
Company Secretary and Compliance Officer	Ms. Mamta Sharma
Director(s)	The Director(s) of our Company, unless otherwise specified
Equity Shares	Equity Shares of our Company of face value of Rs.10/-each
Equity Shareholders	Persons holding equity shares of our Company
Group Companies	Companies which are covered under the applicable accounting standards and other companies as considered material by our Board, and disclosed in the chapter titled "Our Promoter Group / Group Companies / Entities" beginning on page 155 of this Draft Prospectus.
Key Management Personnel	Key management personnel of our Company in terms of regulation 2(1)(s) of the SEBI Regulations and section 2(51) of the Companies Act, 2013 and as disclosed in the section titled "Our Management" on page 138 of this Draft Prospectus.
Memorandum of Association or Memorandum or MOA	The Memorandum of Association of our Company, as amended from time to time.
Principal Banker to our Company	Corporation Bank
"Promoters" or "our Promoters"	Promoters of our company being Mr. Rajesh Jalan and Mr. Manish Jalan.
Promoter Group	Includes such persons and entities constituting our promoter group in terms of Regulation 2(zb) of the SEBI (ICDR) Regulations and a list of which is provided in the chapter titled "Our Promoter Group / Group Companies / Entities" beginning on page 155 of this Draft Prospectus.

Registered Office	The Registered Office of our Company located at 206, Ajanara Bhawan, D-Block Market, Vivek Vihar, Delhi-110095, India.
RoC	Registrar of Companies, NCT of Delhi & Haryana.
"Jalan Transolutions (India) Limited", or "JALAN", or "JTIL", or "the Company", or "our Company" or "we", "us", or "our" and the "Issuer Company".	Jalan Transolutions (India) Limited, a public limited company incorporated under the provisions of the Companies Act, 1956.

Issue Related Terms

Term	Description
Allocation / Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares to the successful Applicants.
Allotment/ Allot/ Allotted	Issue an allotment of Equity Shares of our Company pursuant to Fresh Issue of the Equity Shares to the successful Applicants.
Allottee(s)	Successful Applicants to whom Equity Shares of our Company shall have been allotted.
Applicant	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Draft Prospectus.
Application Amount	The amount at which the Applicant makes an application for Equity Shares of our Company in terms of this Draft Prospectus.
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
ASBA/ Application Supported by Blocked Amount.	Applications Supported by Blocked Amount (ASBA) means an application for Subscribing to the Issue containing an authorization to block the application money in a bank account maintained with SCSB.
ASBA Account	Account maintained with SCSBs which will be blocked by such SCSBs to the extent of the Application Amount.
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely [●].
ASBA Investor/ASBA applicant	Any prospective investor(s)/applicants(s) in this Issue who apply (ies) through the ASBA process.
Banker(s) to the Issue/ Public Issue Bank(s).	The banks which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being [●].
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Issue and which is described under chapter titled "*Issue Procedure*" beginning on page 244 of this Draft Prospectus.
Controlling Branch	Such branch of the SCSBs which coordinate Applications under this Issue by the ASBA Applicants with the Registrar to the Issue and the Stock Exchange and a list of which is available at http://www.sebi.gov.in, or at such other website as may be prescribed by SEBI from time to time.

Demographic Details	The demographic details of the Applicants such as their address, PAN, occupation and bank account details.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms from the ASBA Applicants and a list of which is available at www.sebi.gov.in, or at such other website as may be prescribed by SEBI from time to time.
Designated Date	The date on which funds are transferred from the amount blocked by the SCSBs is transferred from the ASBA Account to the Public Issue Account, as appropriate, after the Issue is closed, following which the Equity Shares shall be allotted/transfer to the successful Applicants.
Designated Stock Exchange	National Stock Exchange of India Limited (NSE) (Emerge Platform)
Draft Prospectus	The Draft Prospectus issued in accordance with section 26 of the Companies Act, 2013 and filed with the NSE under SEBI (ICDR) Regulations.
Eligible NRIs	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Draft Prospectus constitutes an invitation to subscribe to the Equity Shares offered herein.
Emerge Platform of NSE	The Emerge Platform of NSE for listing of Equity Shares offered under Chapter XB of the SEBI (ICDR) Regulations which was approved by SEBI as an NSE Emerge on October 14, 2011.
Public Issue Account(s)	Account(s) opened with the Public Issue Bank/Banker to the Issue for the Issue.
Public Issue Account Agreement	Agreement to be entered into by our Company, the Registrar to the Issue, the Lead Manager, and the Public Issue Bank/Banker to the Issue for collection of the Application Amounts.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Issue/ Issue Size/ Initial Public Issue/ Initial Public Offer/ Initial Public Offering/ IPO	Public Issue of 38,49,000 Equity Shares of face value of Rs. 10/- each fully paid of Jalan Transolutions (India) Limited for cash at a price of Rs.46/- per Equity Share (including a premium of Rs. 36/- per Equity Share) aggregating Rs. 1,770.54 Lakhs.
Issue Agreement	The agreement dated April 22, 2017, between our Company and the Lead Managers, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Closing Date	The date on which Issue closes for subscription
Issue Opening Date	The date on which Issue opens for subscription
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both the days during which prospective Investors may submit their application.

Issue Price	The price at which the Equity Shares are being issued by our Company under this Draft Prospectus being Rs. 46/- per Equity Share of face value of Rs.10/- each fully paid
Issue Proceeds	Proceeds from the fresh Issue that will be available to our Company, being Rs. 1,770.54 Lakhs
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the NSE Emerge Platform.
Lead Managers/ LMs	Lead Managers to the Issue in this case being Sarthi Capital Advisors Private Limited and Navigant Corporate Advisors Limited.
Market Making Agreement	Market Making Agreement dated April 22, 2017 between our Company, LMs and Market Maker
Market Maker	Market Maker appointed by our Company from time to time, in this case being Choice Equity Broking Limited, who has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Maker Reservation Portion	The Reserved Portion of 1,95,000 Equity Shares of face value of Rs.10/- each fully paid for cash at a price of Rs. 46/- per Equity Share aggregating Rs. 89.70 Lakhs for the Market Maker in this Issue.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
NIF	National Investment Fund set up by resolution F. No. 2/3/2005-DD-II dated November 23, 2005 of Government of India published in the Gazette of India
Net Issue	The Issue excluding the Market Maker Reservation Portion of 36,54,000 Equity Shares of face value of Rs. 10/- each fully paid for cash at a price of Rs. 46/- Equity Share aggregating Rs. 1,680.84 Lakhs by our Company.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company. For further information about use of the Issue Proceeds and the Issue expenses, please refer to the chapter titled "Objects of the Issue" beginning on page 88 of this Draft Prospectus.
Non-Institutional Investors	All Applicants that are not Qualified Institutional Buyers or Retail Individual Investors and who have Applied for Equity Shares for an amount more than Rs. 2,00,000.

OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus to be filed with RoC containing, *interalia,* the issue opening and closing dates and other information.
Public Issue Account	Account opened with the Banker to the Issue/Public Issue Bank i.e. [●] by our Company to receive monies from the Escrow Account and the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Qualified Institutional Buyers or QIBs	QIBs, as defined under the SEBI ICDR Regulations, including public financial institutions as specified in Section 2(72) of the Companies Act, 2013 scheduled commercial banks, mutual fund registered with SEBI, FII and sub-account (other than a sub-account which is a foreign corporate or foreign individual) registered with SEBI, multilateral and bilateral development financial institution, venture capital fund registered with SEBI, foreign venture capital investor registered with SEBI, state industrial development corporation, insurance company registered with Insurance Regulatory and Development Authority, provident fund with minimum corpus of Rs. 2,500 lakhs, pension fund with minimum corpus of Rs. 2,500 lakhs, NIF, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India.
Refund Account (s)	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Issue Account in case listing of the Equity Shares does not occur
Refund Bank(s) / Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being [●].
Registrar /Registrar to the Issue	Registrar to the Issue, in this case being Karvy Computershare Private Limited having registered office at Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032.

Retail Individual Investor	Individual Applicants, or minors applying through their natural guardians, including HUFs (applying through their *Karta*) and ASBA Applicants, who apply for an amount less than or equal to Rs. 2,00,000.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares in any of their Application Forms or any previous Revision Form(s).
SCSB/ Self Certified Syndicate Banker.	Shall mean a Banker to an Issue registered under SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html, or at such other website as may be prescribed by SEBI from time to time.
Underwriter	Sarthi Capital Advisors Private Limited.
Underwriting Agreement	The agreement dated April 22, 2017 entered into between the Underwriter and our Company.
Working Day	Unless the context otherwise requires: Working Days shall be all trading days of stock exchange excluding Sundays and bank holidays in accordance with the SEBI circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

Technical and Industry Terms

Term	Description
4PL	Fourth Party Logistics
AWB	Air Way Bill
B/L	Bill Of Lading
CBM	Cubic Meter
CFR	Cost and Freight
CFS	Container Freight Station
CHA	Custom House Agents
CHA License	Custom House Agents License
CC	Commencement Certificate
CIF	Cost, Insurance and Freight
COC	Carrier owned Container
COGSA	The Indian Carriage of Goods by Sea Act, 1925
CBAA	The Carriage By Air Act, 1972
CONCOR	Container Corporation of India Ltd.
CWC	Central Warehousing Corporation Ltd. (A Government of India undertaking)
DDP	Delivered Duty Paid
DDU	Delivered Duty Unpaid
EDI	Electronic Data Interface
FIATA	International Federation of Freight Forwarding Association
FAS	Free Along Slip
FOB	Free on Board
FTL	Full Truck Load
FMBA	Family Masters Business Administration
FEU	Forty Feet Equivalent Unit

FF	Freight Forwarders
HTC	Handling and Transport Contractor
IATA	International Air Transport Association
ICD	Inland Container Depot
IGM	Import General Manifest
IVRS	Interactive Voice Response System
JIT	Just in Time
JET CHA	Jet Clearing forwarding & Shipping Agents
LSP	Logistics Service Providers
LTL	Less Than Truck Load
MCC	Multi City Consolidation
MMTG	Multimodal Transport Of Goods Act, 1993
MTD	Multimodal Transport Document
MTO	Multimodal Transport Operator.
MRP	Maximum Retail Price
NVOCC	Non-Vessel Owning Common Carrier
ODC	Over Dimensional Cargo
OWC	Over Weight Cargo
SURVEYOR	A specialist who surveys cargo before loading or post unloading and certifies the quantity and condition of cargo and provides independent reports to his client
TEU	Twenty Feet Equivalent Unit
THC	Terminal Handling Charges
VHF	Very High Frequency
WCA	World Cargo Alliance

Conventional and General Terms/ Abbreviations

Term	Description
A/C	Account
Act	The Companies Act, 1956 as amended from time to time, including sections of Companies Act, 2013 wherever notified by the Central Government.
AGM	Annual General Meeting
Articles	Articles of Association of the Company as originally framed or as altered from time to time in pursuance of any previous companies law or of this Act
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment Year
ASBA	Applications Supported by Blocked Amount
B.Com	Bachelors Degree in Commerce
BIFR	Board for Industrial and Financial Reconstruction
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CESTAT	Customs, Excise and Service Tax Appellate Tribunal
CENVAT	Central Value Added Tax
CIN	Corporate Identification Number
Companies Act	Companies Act, 1956 as amended from time to time, including sections of Companies Act, 2013 wherever notified by the Central Government.
CSO	Central Statistical Organisation
Depositories	NSDL and CDSL; Depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Director Identification Number
DP	Depository Participant
DP ID	Depository Participant's Identity
DB	Designated Branch

EBIDTA	Earnings before Interest, Depreciation, Tax, Amortization and extraordinary items.
ECS	Electronic Clearing Services
EGM	Extraordinary General Meeting
ESIC	Employee State Insurance Corporation
ESOP	Employee Stock Option Plan
EPS	Earnings per Share
FDI	Foreign Direct Investment
FCNR Account	Foreign Currency Non-Resident Account
FEMA	Foreign Exchange Management Act, as amended from time to time and the regulations framed there under.
FEMA Regulations	FEMA (Transfer or Issue of Security by Person Resident Outside India) Regulations, 2000 and amendments thereto.
FII(s)	Foreign Institutional Investors
FIs	Financial Institutions
FIPB	The Foreign Investment Promotion Board, Ministry of Finance, Government of India.
FV	Face Value
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000.
F.Y	Financial Year
GAAP	Generally Accepted Accounting Principles
GDP	Gross Domestic Product
GOI	Government of India.
HNI	High Net worth Individual
HUF	Hindu Undivided Family
ICDR Regulations/ SEBI Regulations/ SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.
Indian GAAP	Generally accepted accounting principles in India.

ICAI	Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International financial reporting standards.
Ind AS	Indian Accounting Standards
IPC	Indian Penal Code
IPO	Initial Public Offering
IPR	Intellectual Property Right
IT	Information Technology
IT Act	The Income-tax Act, 1961 as amended from time to time except as stated otherwise.
IT Rules	The Income-tax Rules, 1962, as amended from time to time
INR	Indian National Rupee
JV	Joint venture
KMP	The officers declared as a Key Managerial Personnel and as mentioned in the chapter titled "*Our Management*" beginning on page 138 of this Draft Prospectus.
Ltd.	Limited
MBA	Master in Business Administration
M.Com	Master Degree in Commerce
MD	Managing Director
MoU	Memorandum of Understanding
MNC	Multinational corporation
N/A or NA	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
Net Worth	The aggregate of the paid-up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account

NOC	No Objection Certificate
NPV	Net Present Value
NR	Non-Resident
NRE Account	Non-Resident External Account
NRI	Non-Resident Indian, is a person resident outside India, who is a citizen of India or a person of Indian origin and shall have the same meaning as ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time.
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited
p.a.	per annum
PAN	Permanent Account Number
PAT	Profit After Tax
Pvt.	Private
PBT	Profit Before Tax
P/E Ratio	Price Earnings Ratio
POA	Power of Attorney
PIO	Persons of Indian Origin
QIB	Qualified Institutional Buyer
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
Ron	Return on Net Worth.
Rs. / INR	Indian Rupees
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SCSB	Self-Certified Syndicate Bank

SEBI	Securities and Exchange Board of India.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Depository Regulations	Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.
SEBI Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations /Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
Sec.	Section
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time.
SSI Undertaking	Small Scale Industrial Undertaking
Stock Exchange (s)	NSE Emerge Platform
Sq.	Square
Sq. mtr	Square Meter
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip
TIN	Taxpayers Identification Number
TNW	Total Net Worth
u/s	Under Section
UIN	Unique Identification Number
US/ U.S. / USA	United States of America
USD or US$	United States Dollar
U.S. GAAP	Generally accepted accounting principles in the United States of America

UOI	Union of India
Venture Capital Fund(s)/ VCF(s)	Venture capital funds as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended from time to time.
WDV	Written Down Value
w.e.f.	With effect from
YoY	Year over Year

Notwithstanding the following: -

(i) In the section titled *'Main Provisions of the Articles of Association'* beginning on page 265 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;

(ii) In the section titled *'Financial Statements'* beginning on page 165 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that section;

(iii) In the chapter titled *"Statement of Possible Tax Benefits"* beginning on page 97 of this Draft Prospectus, defined terms shall have the meaning given to such terms in that chapter.

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

All references to "India" are to the Republic of India and all references to the "Government" are to the Government of India.

FINANCIAL DATA

Unless stated otherwise, the financial data included in this Draft Prospectus are extracted from the restated financial statements of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled 'Financial Statements' beginning on page 165 of this Draft Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act, and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this Draft Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

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

Any percentage amounts, as set forth in "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Draft Prospectus unless otherwise indicated, have been calculated on the basis of the Company's restated financial statements prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled 'Financial Statements' beginning on page 165 of this Draft Prospectus.

CURRENCY OF PRESENTATION

In this Draft Prospectus, references to "Rupees" or "Rs." or "INR" are to Indian Rupees, the official currency of the Republic of India. All references to "$", "US$", "USD", "U.S. $" or "U.S. Dollars" are to United States Dollars, the official currency of the United States of America.

All references to 'million' / 'Million' / 'Mn' refer to one million, which is equivalent to 'ten lacs' or 'ten lakhs', the word 'Lacs / Lakhs / Lac' means 'one hundred thousand' and 'Crore' means 'ten million and 'billion / bn./ Billions' means 'one hundred crores'.

INDUSTRY & MARKET DATA

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

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

FORWARD-LOOKING STATEMENTS

This Draft Prospectus contains certain "forward-looking statements". These forward-looking statements can generally be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "shall", "will", "will continue", "will pursue" or other words or phrases of similar meaning. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results and property valuations to differ materially from those contemplated by the relevant forward looking statement.

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

All forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from expectations include, among others general economic conditions, political conditions, conditions in the finance & investment sector, fuel prices, inclement weather, interest rates, inflation etc. and business conditions in India and other countries.

Important factors that could cause actual results to differ materially from our expectations include, among others:

- We have derived significant revenues from a limited number of clients and projects. The loss of one or more of our significant customers could adversely affect us.
- We have little or no prior experience in dealing with government entities or agencies.
- Our profitability and results of operations may be adversely affected in the event of increases in the price of materials, fuel costs, labor or other inputs.;
- Our industry is highly fragmented and competitive and increased competitive pressure may adversely affect our results;
- Our business strategy may change in future and may be different from that which is contained herein.
- Our exposure to market risks that have an impact on our business activities or investments.
- The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and Globally.
- The occurrence of natural disasters or calamities.
- Changes in political condition in India.
- The outcome of legal or regulatory proceedings that we are or might become involved in;
- Government approvals;
- Our dependence on our Key Management Personnel and Promoters;
- Conflicts of Interest with Affiliated Companies, the Group Entities and Other Related Parties;
- Other factors beyond our control.

For a further discussion of factors that could cause our actual results to differ, refer to section titled "Risk Factors" and chapter titled "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 21 and 191 respectively of this Draft Prospectus. By their nature, certain market risk

disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

Future looking statements speak only as of the date of this Draft Prospectus. Neither we, our Directors, Underwriter, Merchant Bankers nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, the LMs and our Company will ensure that investors in India are informed of material developments until the grant of listing and trading permission by the Stock Exchange.

SECTION II - RISK FACTORS

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

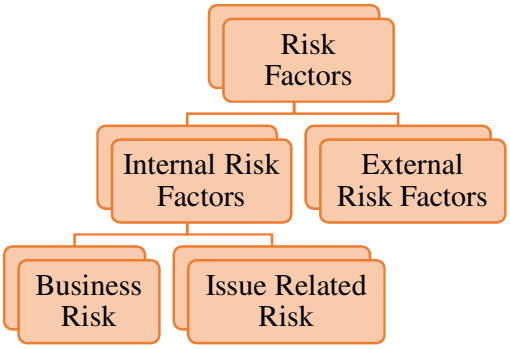
Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. To obtain a complete understanding, you should read this section in conjunction with the chapters titled "Our Business" beginning on page 111, "Our Industry" beginning on page 99 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on page 191 of this Draft Prospectus, as well as other financial information contained herein.

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

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Draft Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled "Definitions and Abbreviations" beginning on page 3 of this Draft Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

The risk factors are classified as under for the sake of better clarity and increased understanding:



INTERNAL RISK FACTORS

A. Business Risk / Company Specific Risk

1. ***Mishaps or accidents could result in a loss or slowdown in operations and could also cause damage to life and property.***

   The services provided by our Company are subject to operating risks, including but not limited to, breakdown or accidents & mishaps which may result in damage of property or loss of life or personal injury. There are accident cases filed against our Company wherein a claim of Rs. 418.06 Lakhs has been made by petitioners. For accident case filed against our company please refer to chapter titled "Outstanding Litigations" beginning on page 211 of this Draft Prospectus. We cannot assure that these may not occur in the future. Any consequential losses arising due to such events will affect our operations and financial condition.

2. ***Claims relating to loss or damage to cargo, personal injury claims or other operating risks that are not adequately insured may adversely affect our business, results of operations and financial condition.***

   Our business is subject to various risks inherent in the goods transportation industry, including potential liability to our customers, which could result from, among other circumstances, damage to property arising from accidents or incidents involving vehicles operated by us. In our goods transportation business, we may be exposed to claims related to cargo loss, theft and damage, property and casualty losses and general liability from our customers. We typically do not secure insurance coverage for the goods transported by us. In the event of any damage or loss of goods, we may be required to compensate our customers. While we endeavor to recover such losses, as well as related loss of freight, there can be no assurance that we will recover any such losses. For further details, please refer to chapter titled "Outstanding Litigations" beginning on page 211 of this Draft Prospectus.

   Furthermore, any accident or incident involving our vehicles and vehicles hired by us, even if we are fully insured or held not to be liable, could negatively affect our goodwill among customers and the public, thereby making it more difficult for us to compete effectively, and could significantly affect the cost and availability of insurance in the future. To the extent that any such uninsured risks materialize, our business, results of operations and financial condition may be materially and adversely affected.

3. ***Rise in input costs including fuel prices may affect our profitability.***

   The input costs of the services like fuel prices, wages, govt levies etc. may increase due to various reasons. The prices of fuel which constitutes a major part of our input cost may increase due to change in government policies and other global factors which are not within our control. In case our Company is not able to pass on such increase to the consumers because of competition or otherwise, it may affect the profitability of our Company and can have an adverse impact on our business, financial conditions and results of operations.

4. ***Our Company may not be able to deliver the cargo on timely basis due to which we could become liable to claims by customers, suffer adverse publicity and incur substantial cost as result of deficiency in our service which could adversely affect our results of operations.***

   Our agreements involve providing services that are vital to the customers business such as timely delivery of goods to them. Any failure or defect in service could result in a claim against the Company for substantial damages, regardless of our responsibility for such failures. Further, in certain instances we may also be required to provide performance bank guarantees to our clients and in case we are not able to perform as desired, the clients may invoke the bank guarantees to claim damages. A successful assertion of one or more large claim(s) against us that exceeds our available insurance coverage or changes in our insurance policies, including premium increases or the imposition of a large deductible or co-insurance requirement, could adversely affect our financial condition and results of operations.

5. ***Our Company requires funding to carry out its day-to-day operations.***

Our Company, to carry out its day-to-day operations for movement of goods for its clients requires continuous access to large quantities of funds. As on January 31, 2017, our Company has truck imprest of Rs. 1901.60 Lakhs paid to various drivers/vendors for facilitating the movement of goods. This amount shall be adjusted or recovered against billings to be done to our clients in future. In case it is not adjusted or recovered it may have adverse impact on our financial performance of our Company.

6. ***Our Company has incurred loss for Spare Parts and Tyre division in our workshop "Jalan Business Center".***

Our Company has incurred loss for Spare Parts and Tyre division in our workshop "Jalan Business Center. Details are as under:

(Rs. in Lakhs)

Particulars	Spare Parts Division			Tyre Division		
	January 31, 2017	March 31, 2016	March 31, 2015	January 31, 2017	March 31, 2016	March 31, 2015
Segment Revenue	37.77	46.82	1.34	88.23	323.41	33.07
Segment Expenses	121.94	168.68	37.95	76.89	323.92	67.87
Segment Result	(84.17)	(121.86)	(36.61)	11.34	(0.52)	(34.80)

7. ***Our Company does not have any long-term contracts with third party logistics service providers which may adversely affect our results of operations.***

We are dependent on independent third parties to provide logistics services. Our Company neither has any long-term contract with any third-party logistics service providers nor any marketing tie up for our services. Our inability to provide sufficient logistic services to the clients, may adversely affect our business and profitability in future.

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

Our business requires a significant amount of working capital for smooth functioning. For instance, for the period ended January 31, 2017 and March 31, 2017, our working capital requirements were Rs. 4643.66 Lakhs and Rs. 4473.27 Lakhs respectively. We meet our requirement for working capital majorly through borrowings or fresh infusion of funds by way of issue of shares or internal accruals. Our inability, if any to meet our working capital requirements through banking/other arrangements can adversely impact our business operations and financial position.

9. ***An inability to attract and retain a sufficient number of qualified and experienced drivers may adversely affect our business, results of operations and financial condition.***

Our goods transportation business is significantly dependent on our ability to attract and retain a sufficient number of qualified and experienced drivers. Generally, we hire drivers for our operations. A shortage of drivers for our operations could affect our ability to meet goods transportation delivery schedules or provide quality services. Therefore, if we are unable to attract and retain a sufficient number of qualified drivers, we could be forced to increase our reliance on hired transportation, decrease the number of pickups and deliveries we are able to make, increase the number of our idle vehicles or limit our growth, any or all of which could have a material adverse effect on our business, results of operations and financial condition.

10. ***We have substantial indebtedness and will continue to have debt service obligations following the Issue.***

Our long-term debts were Rs. 3345.90 Lakhs and short term debts were Rs. 3676.76 Lakhs as on January 31, 2017 based on our restated financial statements were and our Debt Equity ratio was 4.70 as of such date. Our indebtedness could:

- Require us to dedicate a substantial portion of our cash flow from operations to payments in respect of our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate expenditures;
- Increase our vulnerability to adverse general economic or industry conditions;
- Limit our flexibility in planning for, or reacting to, competition and/or changes in our business or our industry;
- Limit our ability to borrow additional funds;
- Place us at a competitive disadvantage relative to competitors that have less debt or greater financial resources.

There can be no assurance that we will be able to generate enough cash flow from operations or that we will be able to obtain enough capital to service our debt. In addition, we may need to refinance some or all of our indebtedness. For further information please refer to the chapter titled "Financial Indebtedness" beginning on page 206 of this Draft Prospectus.

11. ***Our logistics business is dependent on the road network and our ability to utilize our vehicles in an uninterrupted manner. Any disruptions or delays in this regard could adversely affect us and lead to a loss of reputation and/ or profitability.***

Our business operations in the goods transportation business are dependent on the road network. There are various factors which affect road transport such as political unrest, bad weather conditions, natural calamities, regional disturbances, fatigue or exhaustion of drivers, improper conduct of the drivers/ motormen, accidents or mishaps and third party negligence. Even though we undertake various measures to avoid or mitigate such factors to the extent possible, some of these could cause extensive damage and affect our operations and/ or condition of our fleet and thereby increase our maintenance and operational cost. Also, any such interruption or disruptions could cause delays in the delivery of our consignments to their destination and/ or also cause damage to the transported cargo. We may be held liable to pay compensation for losses incurred by our customers in this regard, and/ or losses or injuries sustained by other third parties. Further, such delays and/ or damage may cause a loss of reputation, which, over a period of time could lead to a decline in business. Although, some of the risks are beyond our control, we may still be liable for the condition of such cargo and their timely delivery and any disruptions or delays could adversely affect us and lead to a loss of reputation and/or profitability. In addition, any prolonged or significant downtime of our transportation vehicles or related equipment caused by unforeseen circumstances may cause major disruptions to our operations.

12. ***Delay or defaults in client's payment could result in reduction of our profits.***

We may be subject to working capital shortages due to delay or default in payments by our clients. If clients default in payment it shall have material adverse effects on our business, financial conditions and revenues of our company.

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

Our registered office is situated at 206, Ajanara Bhawan, D-Block Market, Vivek Vihar, Delhi-110095. We have taken the Registered office on lease from Mr. Manish Jalan, Director and Promoter of the Company using the same for business purpose. Any discontinuance of rent agreement / facility will lead us to locate any other premises. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company.

14. ***Our Company had negative cash flows from our investing activities as well as financing activities in some of the previous year(s):***

Our Company had negative cash flows from our investing activities as well as financing activities in some of the previous year(s) as per the Restated Financial Statements and the same are summarized as under:

(Rs. in lakhs)

Particulars	As on January 31, 2017	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014	As on March 31, 2013	As on March 31, 2012
Net Cash Flow from Operating Activities	1386.07	423.71	690.75	1328.57	568.40	217.92
Net Cash Flow from Investing Activities	(1057.49)	(398.95)	(401.04)	(2795.06)	(1210.87)	(1345.14)
Net Cash Flow from Financing Activities	(465.77)	(10.31)	(277.60)	1,441.01	633.26	1,163.12

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

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

16. ***Our Company, its Directors, Promoter(s) and Group entities are involved in certain legal proceeding(s). Any adverse decision in such proceeding(s) may render us/them liable to liabilities/penalties and may adversely affect our business and results of operations.***

Our Company, our promoters and Group entities are involved in litigations as detailed below and if cases filed against our company and our promoters are decided not in favour of our company or our promoters then our company and promoters may have to pay the claims as litigated by counterparties and in such a situation, it would affect adversely the result of operations of our company. Further if cases filed by our promoter group companies are not decided in favour of our promoter group companies, then our promoter group companies would be deprived of claims receivable from counter parties. Summary of the litigations are given below:

Sr. No.	Particulars	No. of cases / disputes	Amount involved where quantifiable (Rs. in Lakhs)
LITIGATIONS BY AND AGAINST OUR COMPANY			

Sr. No.	Particulars	No. of cases / disputes	Amount involved where quantifiable (Rs. in Lakhs)
Litigations filed by our Company			
1.	Civil cases filed by our Company	-	-
2.	Criminal cases filed by our Company	-	-
Litigations filed against our Company			
1.	Civil cases against our Company**	18	418.06*
LITIGATIONS INVOLVING OUR PROMOTERS			
1.	Civil cases filed against our Promoters	1	5.60
LITIGATIONS INVOLVING OUR PROMOTER GROUP ENTITIES			
1.	Civil cases filed by our Promoter Group Entities	1	0.75

***** *Include 1 case, where amount is not quantifiable at this stage.*

*** Include certain cases, where our Director(s), Promoter(s) are also party along with our Company.*

For details of the above litigation, please refer to the section titled "Outstanding Litigations and Material Developments" beginning on page 211 of this Draft Prospectus.

17. ***Our Company has availed unsecured loan from its Directors, Banks, NBFCs and Financial Institutions of Rs. 538.70 Lakhs as on January 31, 2017, which is repayable on demand. In case of untimely demand, we will have to arrange these funds which may carry higher cost of funding, which may have an impact on our cash flows and financial operations.***

We have taken unsecured loan from its Directors, Banks, NBFCs and Financial Institutions of Rs. 538.70 Lakhs as on January 31, 2017 which can be recalled at any time and in that event, it may affect the cash flows and financial operations of our Company to that extent.

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

Modernization and technology upgradation is essential to reduce costs and deliver cargo on time. We believe that we have already started utilizing latest technology including GPS monitoring, we shall continue to strive to keep our technology updated. However, any further upgradation in the technology may render our current technology obsolete and require us to upgrade the existing technology or implement new technology. Further implementing new technology may require us to incur huge capital expenditure which could affect our cash flows and result of operations.

19. ***Some of our Group Companies have incurred losses in the previous financial years.***

Our Group Companies i.e. M/s Jalan Chits Private Limited and M/s Quikhop Logistic Solutions Private Limited as tabled below have incurred losses in the last three financial years. The details of profit/loss are as under:

M/s Jalan Chits Private Limited

(Amount in Rs.)

Particulars	FY 2015-16	FY 2014-15	FY 2013-14
Profit/(Loss) after tax	(16,657)	(15,810)	(15,440)

M/s Quikhop Logistic Solutions Private Limited

(Amount in Rs.)

Particulars	FY 2015-16
Profit/(Loss) after tax	(4,28,919)

20. ***Government restrictions on using of old vehicles could result in a loss or slowdown in operations and could also adversely affect our results of operations.***

We own over 400 fleet of trucks which contains, Single Axle Two-Wheeler Carrier, Multi-Axle Two-Wheeler Carrier, Container Carrier. Any changes by central or respective governments restricting plying of commercial vehicles after attainment of certain age may render some or all of our vehicles obsolete and may result in the suspension of our operations. We may also have to acquire new vehicles, which will increase depreciation and finance cost which may adversely affect our results of operations.

21. ***One of our Promoter has interest in us other than reimbursement of expenses incurred or normal remuneration or benefits and may create potential conflict of interest.***

Our Promoter i.e. Manish Jalan is interested in the Company to the extent of lease rentals receivable from our Company other than the extent of its shareholding in the Company. For further details please refer to section titled Related Party Transactions on page 163 of this Draft Prospectus.

22. ***In the 12 months prior to the date of filing the Draft Prospectus, the Company had issued Equity Shares at a price, which is lower than the Issue Price.***

In the 12 months prior to the date of filing of the Draft Prospectus, the Company had allotted 35,62,740 Equity Shares as bonus shares to its existing shareholders. For more details on the issuance of Bonus shares, please see chapter titled "Capital Structure" beginning on page 59 of this Draft Prospectus.

23. ***Our Logo is in the process of getting registered. If we fail to obtain trademark registration our brand building efforts may be hampered which might lead to adverse effect on our business.***

We have made an application for registration of our Logo/trademark under the Trademarks Act, 1999 and are in the process of getting the same registered. If our Company is unable to obtain registration of trademark, it may not be able to successfully enforce or protect our intellectual property rights and obtain statutory protections available under the Trademarks Act, 1999, as otherwise available for registered trademarks. This could have a material adverse effect on our business, which in turn could adversely affect our results of operations.

24. ***All our branch offices are not owned by us. In the event, we are unable to renew the lease agreements, or if such agreements are terminated, we may suffer a disruption in our operations.***

All of our branch offices are not owned by us but are taken of lease of varying tenures. These leases are renewable on mutually agreed terms. Upon termination of the lease we are required to return the said business premises to the lessor/licensor, unless renewed. There is no assurance that the terms of agreements will be renewed if lessor/licensor terminates or does not renew the agreements on commercially acceptable terms or at all we are require to vacate the office, we may be required to identify alternate premises and enter into fresh leave and license agreement. Such a situation could result into loss of business, time overruns and may adversely affect our operations and profitability.

For details on properties taken on lease/rent by us please refer to the heading titled "Properties" in chapter titled "Our Business" beginning on page 111 of this Draft Prospectus.

25. ***Our insurance coverage may not adequately protect us against certain operating risks and this may have a material adverse impact on our business.***

We have maintained insurance coverage of our assets and accident policies as specified in chapter titled "Our Business" beginning on page 111 of this Draft Prospectus. We believe that the insurance coverage maintained, would reasonably cover all normal risks associated with the operation of our business, however, there can be no assurance that any claim under the insurance policies maintained by us will be met fully, in part or on time. In the event, we suffer loss or damage that is not covered by insurance or exceeds our insurance coverage, our results of operations and cash flow may be adversely affected.

26. ***Our Company may incur penalties or liabilities for some clerical errors in the forms filed with ROC under certain provisions of the Companies Act and other applicable laws.***

There have been some clerical mistakes in filing of various forms with ROC, which can result in levy of penalties and which may adversely affect the results of operations.

27. ***Our Company has filed certain forms with additional fees as prescribed under the Companies Act with Registrar of Companies.***

Under the provisions of Companies Act, certain forms are required to be filed within prescribed timelines. In past, our Company has exceeded such timeline for filing of Annual Report for FY 2015-16 and two Forms for Charges in F.Y. 2016-17 and has paid additional fees. If our company fails to comply with the provisions for filing of forms under the provisions of the Companies Act, then the company and every officer of the company who is in default is punishable with fine.

28. ***There may be potential conflicts of interest if our Promoters or Directors are involved in any business activities that compete with or are in the same line of activity as our business operations.***

Our Group Companies such as Jalan Translogistics (India) Limited and Quikhop Logistic Solutions Private Limited are involved in similar line of business. Further, we have not entered into any non-compete agreement with our said entities. We cannot assure you that our Promoter(s) who have common interest in said entities will not favour the interest of the said entities. As a result, conflicts of interests may arise in allocating business opportunities amongst our Company and our Group Entities in circumstances where our respective interests diverge. There can be no assurance that our Promoters or our Group Entities or members of the Promoter Group will not compete with our existing business or any future business that we may undertake or that their interests will not conflict with ours. Any such present and future conflicts could have a material adverse effect on our reputation, business, results of operations and financial condition which may adversely affect our profitability and results of operations. For further details, please refer to chapter titled "Our Promoter Group / Group Companies / Entities" beginning on page 155 of this Draft Prospectus.

29. ***Our business is dependent on a continuing relationship with our clients/customers.***

We are engaged transportation of goods belonging to our customers. Our business is therefore significantly dependent on developing and maintaining relationships with various customers. Our business will be adversely affected if we are unable to develop and maintain relationships with our clients/customers. The loss of clients/customers may have a material adverse effect on our operations.

30. ***If we are not able to obtain, renew or maintain the statutory and regulatory permits and approvals required to operate our business it may have a material adverse effect on our business.***

Our Company is required to obtain, renew and maintain certain statutory and regulatory permits and approvals from time to time to operate our business. Any failure to obtain and renew such registrations and approvals with statutory time frame may result in the interruption of our operations and may have a material adverse effect on our revenues, profits and operations.

31. ***Any Penalty or demand raised by statutory authorities in future will affect our financial position of the Company.***

Our Company is engaged in transportation business which attracts tax liability such as Service Tax and Income Tax as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contributions with Provident Fund, ESIC, etc. Though, we have deposited the required returns and paid taxes thereon under various applicable Acts but any demand or penalty raised by the concerned authority in future for any previous year and current year will affect the financial position of the Company.

32. ***We may not be successful in implementing our business and growth strategies.***

The success of our business depends substantially on our ability to implement our business and growth strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted customers. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Further, our growth strategies could place significant demand on our management team and other resources and would require us to continuously develop and improve our operational, financial and other controls, none of which can be assured. Failure to implement our business and growth strategies would have a material adverse effect on our business and results of operations.

33. ***We face competition in our business from domestic competitors. Such competition would have an adverse impact on our business and financial performance.***

We operate in a competitive environment and we face competition from both organized and unorganized sector. The nature of our business is also a determining factor for the level, degree and impact of competition that we face. Our Company faces competition from number of other players in the industry. Some of our competitors have greater financial, marketing, sales and other resources than we do. Our Company has been able to sustain in the competition due to its financial strength, fleet strength and low overheads. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations.

34. ***Our success depends largely upon the services of our Directors, Promoters and other Key Managerial Personnel and our ability to attract and retain them. Demand for Key Managerial Personnel in the industry is intense and our inability to attract and retain Key Managerial Personnel may affect the operations of our Company.***

Our success is substantially dependent on the expertise and services of our Directors, Promoters and our Key Managerial Personnel. They provide expertise which enables us to make well informed decisions in relation to our business and our future prospects. Our future performance will depend upon the continued services of these persons. Demand for Key Managerial Personnel in the industry is intense. We cannot assure you that we will be able to retain any or all, or that our succession planning will help to replace, the key members of our management. The loss of the services of such key members of our management team and the failure of any succession plans to replace such key members could have an adverse effect on our business and the results of our operations.

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

We have entered into agreements with certain banks, financial institutions and NBFCs for short-term and long-term borrowings. Some of these agreements contain restrictive covenants, including, but not limited to, requirements that we obtain written consent from lenders prior to issuing new shares, incurring further debt, creating further encumbrances on our assets, effecting any scheme of amalgamation or restructuring, undertaking guarantee obligations, declaring dividends or making investments. There can be no assurance that we will be able to comply with these covenants or that we will be able to obtain the consents necessary to take the actions we believe are required to operate and grow our business. Certain of our loans may be called at any time by our lenders pursuant to terms of the relevant agreements. An event of default under any of these loan arrangements, if not cured or waived, could have a material adverse effect on us.

36. ***Our lenders have charge over our movable and immovable properties in respect of finance availed by us.***

We have secured our lenders by creating a charge over our movable and immovable properties in respect of loans / facilities availed by us from banks, financial institutions and NBFCs. The total amounts outstanding and payable by us as secured loans were Rs. 6483.96 Lakhs as on January 31, 2017. In the event, we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be forfeited by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further information please refer to the chapter titled "Financial Indebtedness" beginning on page 206 of this Draft Prospectus.

37. ***We have entered into certain transactions with related parties. These transactions or any future transactions with our related parties could potentially involve conflicts of interest.***

We have entered into certain transactions with related parties, including our Group Companies, our Directors and our Key Managerial Personnel and their relatives and may continue to do so in future. For absolute value of all transactions entered into with our related party entities please refer to Statement of Related Party Transactions of restated financials of our Company, beginning on page 163 of this Draft Prospectus. These transactions or any future transactions with our related parties could potentially involve conflicts of interest.

38. ***Our promoters and promoter group will continue to retain significant control over our Company after the IPO.***

After completion of the Issue, our Promoters and Promoter Group will collectively own 73.52% of the Equity Shares. As a result, our Promoters together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

In addition, our Promoters will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

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

As per SEBI (ICDR) Regulations, 2009 appointment of monitoring agency is required only for Issue size above Rs. 50,000 Lakhs. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of issue proceeds to the NSE and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

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

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

41. ***The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds is entirely at our discretion, based on the parameters as mentioned in the chapter titled "Objects of the Issue".***

The fund requirement and deployment, as mentioned in the chapter titled "Objects of the Issue" beginning on page 88 of this Draft Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter titled "Objects of the Issue" is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter "Objects of the Issue" will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

42. ***We have not independently verified certain data in this Draft Prospectus.***

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

B. Risk related to this Issue and our Equity Shares

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

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

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

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

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

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months is not subject to capital gains tax in India if securities transaction tax ("STT") is paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax. Any change in tax provisions may significantly impact your return on investments.

EXTERNAL RISK FACTORS

46. Political, Economic and Social changes in India could adversely affect our business.

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

47. Our business is dependent on economic growth in India.

Our performance is dependent on the health of the overall Indian economy. There have been periods of slowdown in the economic growth of India. India economic growth is affected by various factors including domestic consumption and savings, balance of trade movements primarily resulting from export demand and movements in key imports, such as oil and oil products, and annual rainfall, which affect agricultural production. For example, in the monsoon of 2009, several parts of the country experienced below average rainfall, leading to reduced farm output which impaired economic growth. In the past, economic slowdowns have harmed industries and industrial development in the country. Any future slowdown in the Indian economy could harm our business, financial condition and results of operations.

48. ***The extent and reliability of Indian infrastructure could adversely affect our results of operations and financial condition.***

India's physical infrastructure is less developed than that of many developed countries. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our normal business activity. Any deterioration of India's physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our business operations, which could have an adverse effect on our results of operations and financial condition.

If the rate of Indian price inflation increases, our results of operations and financial condition may be adversely affected. In recent years, India's wholesale price inflation index has indicated an increasing inflation trend compared to prior periods. An increase in inflation in India could cause a rise in the price of transportation, wages, or any other expenses. If this trend continues, we may unable to reduce our costs or pass our increased costs on our customers and our results of operations and financial condition may be materially and adversely affected.

49. ***Global economic downturn and adverse market conditions could cause our business to suffer. A slowdown in economic growth in India could cause our business to suffer.***

The developed economies of the world viz. U.S., Europe, Japan and others are in midst of a downturn affecting their economic condition and markets general business and consumer sentiment has been adversely affected due to the global slowdown and there can be no assurance whether the developed economies or the emerging market economies will see good economic growth in the near future. Consequently, this has also affected the global stock and commodity markets. Our performance and growth is directly related to the performance of the Indian economy. The performance of the Indian economy is dependent among other things on the interest rate, political and regulatory actions, liberalization policies, commodity and energy prices etc. A change in any of the factors would affect the growth prospects of the Indian economy, which may in turn adversely impact our results of operations, and consequently the price of our Equity Shares.

50. ***Regional hostilities, terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may result in a loss of investor confidence and adversely affect the financial markets and our business.***

Some parts of India have experienced communal disturbances, terrorist attacks and riots during recent years. If such events recur, our operational and marketing activities may be adversely affected, resulting in a decline in our income. The Asian region has, from time to time, experienced instances of civil unrest and hostilities among neighboring countries. Since May 1999, military confrontations between countries have occurred in Kashmir. The hostilities between India and its neighboring countries are particularly threatening because India and certain of its neighbors possess nuclear weapons. Hostilities and tensions may occur in the future and on a wider scale. Also, since 2003, there have been military hostilities and continuing civil unrest and instability in Afghanistan. There has also recently been hostility in the Korean Peninsula. In July 2006 and November 2008, terrorist attacks in Mumbai resulted in numerous casualties. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have a material adverse effect on the market for securities of Indian companies, including our Equity Shares.

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

The occurrence of natural disasters, including hurricanes, floods, earthquakes, tornadoes, fires and pandemic disease may adversely affect our financial condition or results of operations. The potential impact of a natural disaster on our results of operations and financial position is speculative, and would depend on numerous factor. The extent and severity of these natural disasters determines their effect on the Indian economy. Although the long term effect of diseases such as the H5N1 —avian flu‖ virus, or H1N1, the swine flu virus, cannot currently be predicted, previous occurrences of avian flu and swine flu had an adverse effect on the economies of those

countries in which they were most prevalent. An outbreak of a communicable disease in India would adversely affect our business and financial conditions and results of operations. We cannot assure you that such events will not occur in the future or that our business, financial condition and results of operations will not be adversely affected.

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

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

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

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

The GoI has enacted a comprehensive national goods and services tax ("GST") regime that will combine taxes and levies by the Central and State Governments into a unified rate structure which is to be effective from July 01, 2018, may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.

Further, the General Anti Avoidance Rules ("GAAR") are proposed to be made effective from April 01, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

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

PROMINENT NOTES

a) Public Issue of 38,49,000 equity shares of face value Rs. 10 each of Jalan Transolutions (India) Limited for cash at a price of Rs. 46 per Equity Share (the "Issue Price") including a share premium of Rs. 36 per equity share aggregating up to Rs. 1770.54 Lakhs, of which 1,95,000 Equity Shares of face value of Rs. 10 each will be reserved for subscription by Market Maker to the Issue ("Market Maker Reservation Portion"). The Issue less the Market Maker Reservation Portion i.e. Net Issue of 36,54,000 Equity Shares of face value of Rs. 10 each is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute 26.48% and 25.14%, respectively of the post Issue paid up equity share capital of the Company.

b) The net worth of our Company is Rs. 1684.34 Lakhs, Rs. 1347.92 Lakhs and Rs. 1030.33 Lakhs as on January 31, 2017, March 31, 2016 and March 31, 2015 respectively as per restated financial statements of our Company. The book value of each Equity Share is Rs. 15.76, Rs. 12.69 and Rs. 12.31 as on January 31, 2017, March 31, 2016 and March 31, 2015 respectively as per the restated financial statements of our Company. For more information, please refer to section titled "Financial Statements" beginning on page 165 of this Draft Prospectus.

c) The average cost of acquisition of Equity Shares by the Promoters:

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
Mr. Manish Jalan	31,71,780	4.15
Mr. Rajesh Jalan	39,71,010	4.51

**The average cost of acquisition of our Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer, the Equity Shares, including the issue of bonus shares to them. The average cost of acquisition of our Equity Shares by our Promoters has been reduced due to the issuance of bonus shares to them. For more information, please refer to the section titled "Capital Structure" beginning on page 59 of this Draft Prospectus.*

d) There was no change in the name of the Company at any time during last three years immediately preceding the date of filing of this Draft Prospectus.

e) Investors may please note that in the event of over subscription, allotment shall be made on proportionate basis in consultation with the NSE, the Designated Stock Exchange. For more information, please refer to "Basis of Allotment" on page 255 of this Draft Prospectus. The Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner as set out therein.

f) Investors are advised to refer to the chapter titled "Basis for Issue Price" beginning on page 95 of this Draft Prospectus before making an investment in this Issue.

g) No part of the Issue proceeds will be paid as consideration to Promoters, Promoter Group, Directors, key management employee, or Group Companies.

h) Investors may contact the Lead Managers or the Compliance Officer for any complaint/clarifications/information pertaining to the Issue. For contact details of the Lead Managers and the Compliance Officer, refer the front cover page.

i) Other than as stated in the section titled "Capital Structure" beginning on page 59 of this Draft Prospectus, our Company has not issued any Equity Shares for consideration other than cash.

j) Except as mentioned in the sections titled "Capital Structure" beginning on page 59 of this Draft Prospectus, we have not issued any Equity Shares in the last twelve months.

k) Trading in Equity Shares of our Company for all investors shall be in dematerialized form only.

l) Except as disclosed in the sections titled “Our Promoters” or “Our Management” beginning on pages 152 and 138 respectively of this Draft Prospectus, none of our Promoters, our Directors and our Key Managerial Employees have any interest in our Company except to the extent of remuneration, lease rent and reimbursement of expenses and to the extent of the Equity Shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as directors, member, partner and/or trustee and to the extent of the benefits arising out of such shareholding.

m) Any clarification or information relating to the Issue shall be made available by the Lead Managers and our Company to the investors at large and no selective or additional information would be available for a section of investors in any manner whatsoever. Investors may contact the Lead Managers for any complaints pertaining to the Issue. Investors are free to contact the Lead Managers for any clarification or information relating to the Issue who will be obliged to provide the same to the investor.

n) For transactions in Equity Shares of our Company by the Promoter Group and Directors of our Company in the last six (6) months, please refer to section titled "Capital Structure" beginning on page 59 of this Draft Prospectus.

o) There are certain contingent liabilities as on January 31, 2017 as per Restated Financial Statements mentioned on page 165 of this Draft Prospectus.

p) For details of any hypothecation, mortgage or other encumbrances on the movable and immovable properties of our Company please refer to the section titled "Financial Statements" on page 165 of this Draft Prospectus.

q) Except as disclosed in the section titled "Our Promoter Group / Group Companies / Entities" on page 155 of this Draft Prospectus, none of our Group Companies have business interest in our Company.

r) For interest of Promoters/Directors, please refer to the section titled “Our Promoters” beginning on page 152 of this Draft Prospectus.

s) The details of transactions with the Group Companies/ Group Enterprises and other related party transactions are disclosed as Annexure 22 of restated financial statement under the section titled “Financial Statements” on page 165 of this Draft Prospectus.

SECTION III – INTRODUCTION

SUMMARY OF OUR INDUSTRY

Global Economic Overview

Global GDP growth is projected to pick up modestly to around 3½ per cent in 2018, from just under 3% in 2016, boosted by fiscal initiatives in the major economies. The forecast is broadly unchanged since November 2016. Confidence has improved, but consumption, investment, trade and productivity are far from strong, with growth slow by past norms and higher inequality. Disconnect between financial markets and fundamentals, potential market volatility, financial vulnerabilities and policy uncertainties could, however, derail the modest recovery. The positive assessment reflected in market valuations appears disconnected from real economy prospects. The interest-rate cycle turned in mid-2016 and rising divergence in interest rates between major economies heightens risks of exchange rate volatility. Vulnerabilities remain in some advanced economies from rapid house price increases. Risks to emerging market economies are high, including from higher corporate debt, rising non-performing loans and vulnerability to external shocks.

OECD Interim Economic Outlook real GDP growth projections

Year-on-year, %

	2016	2017		2018	
		Interim EO projections	Difference from November EO	Interim EO projections	Difference from November EO
World	3.0	3.3	0.0	3.6	0.0
United States	1.6	2.4	0.1	2.8	-0.2
Euro area	1.7	1.6	0.0	1.6	-0.1
Germany	1.8	1.8	0.1	1.7	0.0
France	1.1	1.4	0.1	1.4	-0.2
Italy	1.0	1.0	0.1	1.0	0.0
Japan	1.0	1.2	0.2	0.8	0.0
Canada	1.4	2.4	0.3	2.2	-0.1
United Kingdom	1.8	1.6	0.4	1.0	0.0
China	6.7	6.5	0.1	6.3	0.2
India[1]	7.0	7.3	-0.3	7.7	0.0
Brazil	-3.5	0.0	0.0	1.5	0.3
G20	3.1	3.5	-0.1	3.8	0.0
Rest of the World	2.3	2.7	-0.1	3.2	0.0

Note: Difference in percentage points based on rounded figures.
1. Fiscal years starting in April.

Domestic demand in the United States is set to strengthen over the next two years and expand at a solid pace, helped by gains in household wealth and a gradual upturn in energy production. Employment is rising steadily, although the pace is expected to ease somewhat, and wages should continue to pick up as the labour market tightens. GDP growth is projected to pick up to 2.4% in 2017 and 2.8% in 2018, supported by an anticipated fiscal expansion, especially in 2018, despite higher long-term interest rates and continued headwinds from the stronger US dollar. Policy choices, including on the composition of fiscal spending, taxation, regulation and trade, are likely to have a significant impact on growth outcomes.

(Source:http://www.oecd.org/eco/outlook/Will-risks-derail-the-modest-recovery-OECD-Interim-Economic-Outlook-March-2017.pdf)

Indian Economy Overview

Introduction

According to the Economic Survey 2016-17, the Indian economy forecasts a growth rate of 6.75 to 7.5 per cent for FY18, as compared to the expected growth rate of 6.5 per cent in FY17. Over the medium run, the implementation of the Goods and Services Tax (GST), follow-up to demonetisation, and enacting other structural reforms should take the economy towards its potential real GDP growth of 8 per cent to 10 per cent.

Recent Trends

With the improvement in the economic scenario, there have been various investments leading to increased M&A activity. Some of them are as follows:

India has emerged as one of the strongest performers in terms of deals related to mergers and acquisitions (M&A). According to data from Thomson-Reuters, total M&A deals involving Indian companies grew by 82 per cent to US$ 27 billion during January to June 2016, which is the highest in the first six months in any year since 2011, led by a four and a half time increase of Indian acquisitions abroad at US$ 4.5 billion.

- The Government of India and the Government of the United States of America have signed a memorandum of understanding (MoU) to enhance cooperation on energy security, clean energy and climate change through increased bilateral engagement and further joint initiatives for promoting sustainable growth.
- Under the new National Mineral Exploration Policy (NMEP), the Government of India plans to conduct e-auction of 62 mineral blocks of minerals such as iron ore, limestone and gold located across several states to further open up the mining sector and increase output of minerals in 2016-17.
- The Department of Electronics and Information Technology (DeitY) has been entrusted with the task of developing India's first national social security platform, aimed at distributing social security benefits directly to the beneficiaries account, thus doing away with intermediaries.
- According to The World Bank, India's per capita income is expected to cross Rs 100,000 (US$ 1,505) in FY 2017 from Rs 93,231 (US$ 1,403.5) in FY 2016.
- India’s Index of Industrial Production (IIP) grew by 2.1 per cent year-on-year in June 2016, led by expansion in electricity and mining production.
- India’s Consumer Price Index (CPI) inflation increased to 6.07 per cent in July 2016 as compared to 5.77 per cent in June 2016. On the other hand, the India’s Wholesale Price Index (WPI) inflation increased to 3.6 per cent in July 2016, a 23-month high, as against negative 1.62 per cent in the previous month.

OVERVIEW OF LOGISTICS INDUSTRY IN INDIA

As per the Associated Chambers of Commerce and Industry of India (ASSOCHAM), currently the annual logistics cost of the world is estimated at about USD 3.5 Trillion. India spends around 14.4% of its GDP on logistics and transportation as compared to less than 8% by the other developing countries. Indian freight transport market is expected to grow at a CAGR of 13.35% by 2020 driven by the growth in the manufacturing, retail, FMCG and e-commerce sectors. Freight transport market in India is expected to be worth US$ 307.70 billion by 2020 as compared to around US$ 164.45 billion in 2015. In India Road Freight constitutes around 63% of the total freight movement consisting of 2.2 million heavy duty trucks and 0.6 million light duty trucks annually. The road freight movement is expected to increase at a CAGR of 15%. The Sea Freight consists of around 9% of the total freight market and is mainly used as a major mode for imports and exports. The air freight consists of around 1% of the total freight market in India which will grow around 12.5% CAGR over the next 5 years. Companies in India currently outsource an estimated 52% of logistics and 3PL represents only 1% of logistics cost. As of now, the 3PL activity is limited to only few industries like automotive, IT hardware, telecom and infrastructure equipment. In developing countries like India, an efficient logistics infrastructure can reduce the cost of transportation which in turn can contribute directly to economic development. However, India lags behind several other countries in the global setup in terms of logistics infrastructure and services. Inadequate infrastructure is the

major bottleneck impacting the development of logistics and the efficient movement of cargo in the country. However, investments in the logistics sector in the form of Port infrastructure development, Dedicated Freight Corridors, development of national highways, expanding the reach of the railways will play a central role in the future of this industry. According to the survey conducted by the Transport intelligence in 2013 ranks India as the second most attractive logistics market in the future after china. In India, about 110 new logistics parks are expected to be operational with an estimated cost of USD 1 Bn. Hence, India offers huge opportunities in development of logistics services including warehousing, cold storage, shipping, ports and multi modal transportation, etc.

Key trends driving the growth of Logistic Industry in India include:

– Higher levels of outsourced logistics

– Increasing complexity of logistics services requirements

– Increasing orientation towards global best practices

Several companies are increasingly leaning toward outsourcing and third-party logistics (3PL) models to optimize costs and focus on the core business. This trend is catalyzing consolidation and development in the highly-fragmented transport and logistics industry.

In addition, evolving regulatory changes are expected to boost private participation buoy by providing incentives to investors and operators — in the form of tax breaks — which will enhance supply-side infrastructure and capabilities.

Among the modal mix, roads continue to constitute the most significant component of India's logistics industry, accounting for 60 percent of total freight movement in the country. The share of road transport can expect additional growth, given its ability to facilitate last-mile reach and limited supporting rail infrastructure.

Majority of the jobs are in road transportation segment largely covering the truck /fleet operators, helpers, planners who plan the fleet management and the supervisors who manage the fleet operations.

SUMMARY OF OUR BUSINESS

OVERVIEW

Our Company was originally incorporated at Delhi as "Jalan Carriers Private Limited" on April 07, 2003 under the provisions of the Companies Act, 1956. Subsequently the constitution of our Company was changed to a Public Limited Company and the name was changed to "Jalan Transolutions (India) Limited" vide fresh certificate of incorporation dated January 30, 2008 issued by the Registrar of Companies, NCT of Delhi & Haryana.

Jalan Transolutions (India) Limited., formerly known as Jalan Carriers Pvt Ltd. had started its progressive journey in 2003 as a two wheeler transport solution provider with a renowned Multinational Automobile Company. Over the years, we have become one of the leading automobile transportation companies in Northern India and expanded our network across the country that allows us to deliver clients' shipment on time with greater safety and ease. Through our IT enabled and value added services, a fleet of about 400 Company Owned Trucks and extensive network, we strive to provide innovative, integrated and satisfactory customized solutions to our clients as per their specific needs. We are positioned as a highly professional, reliable and safe, prompt & quality service provider in the automobile transportation arena.

Starting more than 14 years back as a transportation company, JTIL has built a reliable reputation within India's domestic transportation market especially for 2 wheelers transportation. Our goods transportation business is carried under the banner of ―Jalan Transolutions. With a fleet of about 400 trucks, we can accommodate all of client's transport requirements. We also hire third party transportation services for carrying out our logistics operations. Our branch/associate network is there to assist in almost every region in India. We provide safe and secured services for carry goods from manufacturers to dealers or wholesalers and from wholesalers to retails. Our goods transportation services serve a broad range of industries, with our customer belonging to automobiles, textiles, etc. industries.

We are IBA (India Bank Association) approved and ISO 9001:2008 Certified Transport Company, specialized in providing optimum transport solutions to top Automobiles Companies. We are among leading automobile transport companies (in two wheelers segment only) in North India having PAN India presence with branches located in some major cities of country.

We are entrusted by our clients for our qualitative, time oriented and damage free transport. Our operational infrastructure for the goods transportation business comprised branches across India, ownership of trucks of different types and comprehensive in-house preventive maintenance facility known as "Jalan Business Center". We believe that our institutional service offerings, large transportation network, extensive operational and maintenance infrastructure and in-house technology systems have enabled us to develop our brand across India.

We secure contracts in logistics operations generally through one to one negotiation. The pricing of our services in goods transportation is determined on the basis of quantity of the consignment, duration within which it needs to be delivered as well as the distance to the delivery point. The prices are determined by negotiating directly with the client. In general, our services are provided to the customers on credit and we maintain an ongoing account of receivables from customers. The customers generally settle the account on periodic basis. We have a diverse mix of clients across different industry sectors. Since we are prominently into FTL services, our clients belong from medium to large companies. We believe, we have experienced a high degree of returning customers over the years. We believe that the high levels of customer retention and growth in the number of customers reflects the value proposition we provide and positions us for further growth

We have a full maintenance set up for all vehicles in Dharuhera (Haryana). We also have our in house mechanics to ensure timely service as well as faster uptime of our vehicles resulting into provision of efficient services to all our clients and adhering to all safety norms. Operating a well-maintained fleet enables us to minimize downtime due to repairs and resulting service interruptions. The age and other attributes of our fleet also enhance our ability

to attract drivers, increase fuel efficiency and minimize breakdowns. We procure spare parts and consumables required for maintenance of our own fleet through third parties and authorised dealers of truck manufacturers.

Safety is our top most priority and we are bounded by it. We keep regular workshops at our premises in order to train our drivers on ―Importance of Safety‖ and our representatives have also attended various safety meets organized by top cement companies as well as truck manufacturing companies. During the transportation period, our drivers are instructed to exercise due care and avoid acts of negligence to prevent loss of goods and lives. We have also obtained third party insurance to indemnify ourselves in case of mishaps.

Our Fleet

We own about 400 fleet of trucks and the breakup of our owned truck fleet is as follows:

- Single Axle Two Wheeler Carrier
- Multi-Axle Two Wheeler Carrier
- Container Carrier

Majority of our trucks are GPS equipped. The lifecycle of the transport vehicle is usually 8 to 10 years.

Fixed Assets break of trucks & other transport vehicles

(Amount in Rs.)

Particulars	No. of Vehicles	Gross Value as on 30.09.2016	WDV Value as on 30.09.2016
Over Five Years Old	105	27,652,098	24,399,830
Less than Five Years Old	295	191,547,068	246,824,800

Full Truck Load (FTL) Transportation

We can move Full Truck Load Cargo all over India.

Less than Truck Load (LTL) Transportation

We have developed specific routes to move small cargo loads to give customers flexibility and economic advantage.

Two-Wheeler Transportation

This custom-built vehicle is specially designed for the transportation of two wheelers from client's doorstep to destination.

Jalan Business Center

In association with "Ashok Leyland Ltd." & "JK Tyres Ltd.", we have set up a fully equipped, 29,365 sq. ft. (build-up area) workshop known as "Jalan Business Center" in January, 2015. This is a Truck Service Station for trucks repair, maintenance and breakdown solutions having latest machines, updated techniques, and team of experts at Dharuhera, Haryana.

JBC provides in house operational infrastructure for the goods transportation business and in-house preventive maintenance. Our in-house technology systems enable us to improve our service quality and consistency and increase our operating efficiency. Our comprehensive in-house preventive maintenance facility at Dharuhera, Haryana enables us to increase the life of our vehicles, spare parts and components.

There are two divisions in Jalan Business Centre i.e. Tyre Division and Jalan Automotive. Following are the Details of revenue from Jalan Business Centre:

(Rs. in Lakhs)

Particulars	No. of Vehicles	Gross Value as on 01.04.2016	WDV Value as on 31.01.2017
Over Five Years Old	145	4,80,28,087.59	3,81,17,942.73
Less than Five Years Old	232	17,11,71,078.11	20,99,18,099.39

Location: Jalan Business Centre is located in Dharuhera, Haryana. The center is well connected by three national highways: NH8 (Delhi-Jaipur-Mumbai), NH71 (Jalandhar-Rohtak-Jhajjar-Rewari) and NH71B (Rewari-Dharuhera-Sohna-Palwal). Proposed Delhi-Mumbai Industrial Corridor and also Two Wheeler OEMs - Hero & Honda.

Jalan Business Center consists of:

a. An authorised Ashok Leyland Service Station - with around the clock availability of service experts, approved spare parts, latest techniques and modern machine to deliver complete breakdown solutions, repair, and preventive maintenance solutions. The Service Station caters to both our in-house fleet as well as trucks owned by other transport companies.
b. Authorised JK Tyre Outlet - stocks and sells truck tyres and wheel components.
c. A Driver Training Facility set up in association with “Saarthi Foundation”.

We believe that this recent investment in Jalan Business Center will help us grow our revenues and lower our costs in coming years.

OUR STRENGTHS

Leveraging the Experience of our Promoters: Our Promoters Mr. Rajesh Jalan and Mr. Manish Jalan have vast experience in the field of logistics which indicates their ability to maintain business viability and steer business through operational hurdles.

Track Record: Our Company has a profitable track record in the past 5 years and continue to increase in revenue from operations which defines the growth model of our productivity.

Supplier Relationship: Our Strong relationships with most leading carriers enable us to negotiate favourable commercial terms and operational advantageous for our clients.

Customer Relationship: We constantly try to address our customer's needs. We try to provide a tailor-made specification according to their requirements. We believe that, our existing customer relationships help us to get continuous business from our customers.

Technology: Our Company has invested significant resources in technological capabilities and has developed a technology system. It enables us to keep a complete check on the operational and accounting process.

SUMMARY OF FINANCIAL STATEMENTS

STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(Rs. In Lacs)

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Equity & Liabilities						
Shareholders' Funds						
Share Capital	1,068.82	712.55	686.55	556.55	556.55	456.45
Reserve & Surplus	615.52	635.37	343.78	275.12	205.09	119.54
Total (A)	**1,684.34**	**1,347.92**	**1,030.33**	**831.67**	**761.64**	**575.99**
Non Current Liabilities						
Share Application Money	-	-	-	-	-	-
Long Term Borrowings	3,345.90	2,162.50	2,200.88	4,142.31	2,780.18	2,128.26
Deferred Tax Liabilities (Net)	202.70	186.60	155.45	109.16	109.67	79.31
Other Long Term Liabilities	-	-	-	-	-	-
Other Long Term Provisions	2.58	2.08	2.40	0.88	0.63	-
Total (B)	**3,551.18**	**2,351.18**	**2,358.73**	**4,252.35**	**2,890.48**	**2,207.57**
Current Liabilities						
Short Term Borrowings	3,676.76	4,531.25	3,670.38	1,483.92	832.69	569.41
Trade Payables	806.33	223.26	215.66	246.35	184.68	72.10
Other Current Liabilities	289.22	17.74	7.43	18.46	4.32	4.44
Short Term Provisions	186.49	84.54	25.52	18.05	68.01	55.28
Total (C)	**4,958.80**	**4,856.79**	**3,918.99**	**1,766.78**	**1,089.70**	**701.23**
Total (D=A+B+C)	**10,194.32**	**8,555.89**	**7,308.05**	**6,850.80**	**4,741.82**	**3,484.79**
Assets						
Fixed Assets:						
Tangible Assets	3,677.58	3,554.10	3,844.92	3,476.00	2,560.68	1,708.84
Intagible Assets	-	-	-	-	-	-
Capital Work in Progress	443.84	58.16	49.57	906.39	1.12	197.98
Deferred Tax Asset (Net)	-	-	-	-	-	-
Long Term Loans & Advances	78.02	78.01	70.70	59.68	45.58	45.09
Non Current Investments	69.17	66.81	60.16	4.68	2.41	2.41
Other Non Current Assets	-	-	-	0.87	2.37	4.37
Total (E)	**4,268.61**	**3,757.08**	**4,025.35**	**4,447.62**	**2,612.16**	**1,958.69**
Current Assets						
Current Investments	-	-	-	-	-	-
Inventories	85.06	111.20	64.96	-	-	-
Trade Receivables	3,863.61	3,970.86	2,985.13	2,186.81	1,439.25	911.22
Cash & Bank Balances	(93.33)	43.86	29.41	17.31	42.79	52.01
Short Term Loans & Advances	2,070.36	672.89	203.20	199.06	647.62	562.87
Other Current Assets	-	-	-	-	-	-
Total (F)	**5,925.70**	**4,798.81**	**3,282.70**	**2,403.18**	**2,129.66**	**1,526.10**
Total (G=E+F)	**10,194.32**	**8,555.89**	**7,308.05**	**6,850.80**	**4,741.82**	**3,484.79**

STATEMENT OF PROFIT AND LOSS, AS RESTATED

(Rs. In Lacs)

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Income						
Revenue from Operations	10,561.08	11,467.72	9,268.46	7,390.00	4,683.27	3,745.80
Other Income	66.01	101.45	73.84	25.77	12.72	16.85
Total	**10,627.09**	**11,569.17**	**9,342.30**	**7,415.77**	**4,695.99**	**3,762.65**
Expenditure						
Purchases	87.50	385.65	97.01	-	-	-
Decrease / (Increase) in Stock	26.14	(46.24)	(64.96)	-	-	-
Direct Expenses	8,325.93	8,862.05	7,413.82	5,617.59	3,468.13	2,769.73
Employee Benefit Expenses	160.35	180.75	143.59	97.30	46.95	23.54
Other Administrative Expenses	119.87	151.62	117.30	105.61	84.91	69.51
Selling & Distribution Expenses	0.31	0.90	1.16	0.95	6.37	1.11
Total	**8,720.10**	**9,534.73**	**7,707.92**	**5,821.45**	**3,606.36**	**2,863.89**
Profit before Depreciation, Interest and Tax	**1,906.99**	**2,034.44**	**1,634.38**	**1,594.32**	**1,089.63**	**898.76**
Depreciation	597.91	753.12	854.99	959.56	556.55	531.06
Preliminary Expenses Written Off	-	-	-	-	-	-
Profit before Interest & Tax	**1,309.08**	**1,281.32**	**779.39**	**634.76**	**533.08**	**367.70**
Interest & Finance Charges	794.68	858.80	652.63	540.01	355.51	223.99
Exceptional Items	-	-	-	-	-	-
Net Profit before Tax	**514.40**	**422.52**	**126.76**	**94.75**	**177.57**	**143.71**
Less: Provision for Taxes:						
Current Tax	155.17	99.77	11.82	25.23	29.31	22.42
Earlier Tax	6.72				-	3.68
Deferred Tax	16.09	31.16	46.29	(0.51)	**30.36**	23.75
Net Profit After Tax & Before Extraordinary Items	**336.42**	**291.59**	**68.65**	**70.03**	**117.90**	**93.86**
Extra Ordinary Items	**-**	**-**	**-**	**-**	**-**	**-**
Net Profit	**336.42**	**291.59**	**68.65**	**70.03**	**117.90**	**93.86**

STATEMENT OF CASH FLOW, AS RESTATED

(Rs. In Lacs)

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
CASH FLOW FROM OPERATING ACTIVITIES						
Net profit before taxes	514.40	422.52	126.76	94.75	177.57	143.71
Adjustment for:						
Depreciation	597.91	753.12	854.99	959.56	556.55	531.06
Deferred Expenses	-	-	0.87	1.50	1.50	1.50
Long Term Provisions-Gratuity	0.50	(0.32)	1.52	0.25	0.63	-
Long Term Provisions-Bonus	1.32	-	-	-	-	-
Long Term Provisions-Leave Encashment	1.27	-	-	-	-	-
provision- Interest On Loan	28.73					
Interest Income	(2.62)	(6.44)	(3.38)	(1.46)	(1.15)	(0.97)
Loss / (Profit) on sale of Fixed Assets	(49.34)	(79.47)	(29.16)	-	-	-
Interest & Finance Charges	794.68	858.80	652.63	540.01	355.51	223.99
Operating Profit before Working capital changes	**1,886.86**	**1,948.21**	**1,604.23**	**1,594.61**	**1,090.61**	**899.29**
Adjustments for:						
Increase (Decrease) in Trade Payables	583.07	7.60	(30.69)	61.67	112.58	(1.91)
Increase (Decrease) in Other Current Liabilities	271.48	10.31	(11.03)	14.14	(0.12)	2.38
Decrease (Increase) in Trade & Other Receivables	26.14	(46.24)	(64.96)	-	-	-
Decrease (Increase) in Trade & Other Receivables	107.25	(985.73)	(798.32)	(747.56)	(528.03)	(221.10)
Decrease (Increase) in Short Term Loans & Advances	(1,402.58)	(484.92)	9.57	424.91	(67.89)	(409.76)
Decrease (Increase) in Long Term Deferred Expenses	-	-	-	-	-	(3.25)
Net Changes in Working Capital	**(414.64)**	**(1,498.98)**	**(895.43)**	**(246.84)**	**(483.46)**	**(633.64)**
Cash Generated from Operations	1472.23	449.23	708.80	1,347.77	607.15	265.65
Direct Taxes Paid	86.15	25.52	18.05	19.20	(38.75)	(47.73)
Net Cash Flow from Operating Activities (A)	**1386.07**	**423.71**	**690.75**	**1,328.57**	**568.40**	**217.92**
CASH FLOW FROM INVESTING ACTIVITIES						
Purchase of Non Current Investments	(2.36)	(6.65)	(55.68)	(2.07)	-	(0.21)
Purchase of Fixed Assets (Including CWIP)	(1,182.30)	(506.39)	(373.60)	(2,790.63)	(1,211.53)	(1,361.77)
Sale of Fixed Assets	124.55	114.97	35.67	10.48	-	-
Interest Income	2.62	6.44	3.38	1.46	1.15	0.97
Decrease (Increase) in Long Term Loans & Advances	0.01	(7.32)	(10.81)	(14.30)	(0.49)	(34.13)
Decrease (Increase) in Other Non Current Assets						50.00
Net Cash Flow from Investing Activities (B)	**(1057.49)**	**(398.95)**	**(401.04)**	**(2,795.06)**	**(1,210.87)**	**(1,345.14)**

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
CASH FLOW FROM FINANCING ACTIVITIES						
Increase / (Repayment) of Long Term Borrowings	1,183.40	(1,571.58)	(408.23)	1,362.13	651.92	1,162.09
Increase / (Repayment) of Short Term Borrowings	(854.50)	2,394.07	653.26	651.23	263.27	224.90
Interest & Finance Charges (net of provison)	(794.68)	(858.80)	(652.63)	(540.01)	(355.51)	(223.99)
Issue of share capital and Proceeds / (Refund) from Share Application Money	-	26.00	130.00	-	100.10	0.12
Dividend Taxes Paid		-	-	(32.34)	(26.52)	-
Net Cash Flow from Financing Activities (C)	**(465.77)**	**(10.31)**	**(277.60)**	**1,441.01**	**633.26**	**1,163.12**
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	**(137.17)**	**14.45**	**12.11**	**(25.48)**	**(9.21)**	**35.90**
Cash and cash equivalents at the beginning of the year / Period	**43.86**	**29.41**	**17.31**	**42.79**	**52.01**	**16.11**
Cash and cash equivalents at the end of the year/ Period	**(93.32)**	**43.86**	**29.41**	**17.31**	**42.79**	**52.01**

THE ISSUE

Particulars	Number of Equity Shares
Equity Shares Offered	38,49,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 46/- per Equity Share aggregating Rs. 1,770.54 lakhs.
Fresh Issue Consisting of	
Issue Reserved for Market Maker	1,95,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 46/- per Equity Share aggregating Rs. 89.70 lakhs.
Net Issue to the Public	36,54,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 46/- per Equity Share aggregating Rs. 1,680.84 lakhs.
	of which:
	18,27,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 46/- per Equity Share will be available for allocation to investors up to Rs. 2.00 Lakhs
	18,27,000 Equity Shares of face value of Rs. 10/- each fully paid of the Company for cash at price of Rs. 46/- per Equity Share will be available for allocation to investors above Rs. 2.00 Lakhs
Equity Shares outstanding prior to the Issue	1,06,88,220 Equity Shares
Equity Shares outstanding after the Issue	1,45,37,220 Equity Shares
Objects of the Issue	See the chapter titled "Objects of the Issue" on page 88 of this Draft Prospectus.

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations. The Issue is being made through the Fixed Price Process and hence, as per Regulation 43, sub regulation (4) of SEBI (ICDR) Regulations, the allocation in the net issue to public category shall be made as follows:

(a) Minimum fifty percent to retail individual investors; and

(b) remaining to:

(i) individual applicants other than retail individual investors; and

(ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

(c) the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category

For further details please refer to chapter titled "Issue Structure" beginning on page 241 of this Draft Prospectus.

GENERAL INFORMATION

Our Company was originally incorporated at Delhi as Jalan Carriers Private Limited on April 07, 2003 under the provisions of the Companies Act, 1956. Subsequently the constitution of our Company was changed to a Public Limited Company and the name was changed to "Jalan Transolutions (India) Limited" vide fresh certificate of incorporation dated January 30, 2008 issued by the Registrar of Companies, NCT of Delhi & Haryana.

REGISTERED OFFICE

JALAN TRANSOLUTIONS (INDIA) LIMITED

206, Ajanara Bhawan,

D-Block Market, Vivek Vihar

Delhi - 110095

Tel: + 91-11-47675707

Email: info@jalantransolutions.com

Website: www.jalantransolutions.com

Company Registration Number: 119773

Corporate Identification Number: U63090DL2003PLC119773

CORPORATE OFFICE

JALAN TRANSOLUTIONS (INDIA) LIMITED

311, Devika Towers,

Chander Nagar, Ghaziabad,

Uttar Pradesh-201011

Tel: + 91-120-4597700 (100 lines)

Fax: + 91-120-4597799

Email: info@jalantransolutions.com

Website: www.jalantransolutions.com

REGISTRAR OF COMPANIES

REGISTRAR OF COMPANIES, NCT OF DELHI & HARYANA

4th Floor, IFCI Tower, 61, Nehru Place,

New Delhi - 110019

Tel: 011-26235707, 26235708, 26235709

Fax: 011-26235702

Email: roc.delhi@mca.gov.in

Website: www.mca.gov.in

DESIGNATED STOCK EXCHANGE

NATIONAL STOCK EXCHANGE OF INDIA LTD (NSE EMERGE)

Exchange Plaza, Plot no. C/1, G Block,

Bandra-Kurla Complex, Bandra (E)

Mumbai - 400051

For details in relation to the changes to the name of our Company, please refer to the chapter titled, *"Our History and Certain Other Corporate Matters"* beginning on page 133 of this Draft Prospectus.

BOARD OF DIRECTORS

Our Board of Directors comprise of the following:

Sr. No.	Name	Designation	DIN	Address
1.	Mr. Manish Jalan	Executive Director	00043040	206, Ajanara Bhawan, D - Block Market Vivek Vihar Delhi-110095
2.	Mr. Rajesh Jalan	Managing Director	00050253	206, Ajanara Bhawan, D - Block Market Vivek Vihar Delhi-110095
3.	Mrs. Pushpa Jalan	Non-Executive Director	00050259	206, Ajanara Bhawan, D - Block Market Vivek Vihar Delhi-110095
4.	Dr. Rajnish Kumar Pandey	Non-Executive & Independent Director	01096119	D-101, Ahimsa Terrace, Ahimsa Marg, Chincholi, Off Link Road, Malad (West), Mumbai-400064
5.	Mr. Ratan Lal Nangalia	Non-Executive & Independent Director	07268034	Kush-504, Agrasen Awas, 66 IP Extension, Patparganj, Shakarpur Baramad, Delhi-110092

For further details of Management of our Company, please refer to section titled "Our Management" beginning on page 138 of this Draft Prospectus.

COMPANY SECRETARY & COMPLIANCE OFFICER

MAMTA SHARMA

JALAN TRANSOLUTIONS (INDIA) LIMITED

311, Devika Towers,

Chander Nagar, Ghaziabad,

Uttar Pradesh-201011

Tel: + 91-120-4597700 (100 lines)

Fax: + 91-120-4597799

Email: compsec@jalantransolutions.com

Investors may contact the Compliance Officer and / or the Registrar to the Issue and / or the Lead Managers to the Issue in case of any Pre-Issue or Post- Issue related matter such as non-receipt of letters of Allotment, credit of allotted Equity Shares in the respective beneficiary account, unblocking of amount in ASBA etc.

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

For all Issue, related queries and for redressal of complaints, Applicants may also write to the Lead Managers. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Lead Managers, who shall respond to the same.

CHIEF FINANCIAL OFFICER

ANCHAL BATHLA

JALAN TRANSOLUTIONS (INDIA) LIMITED

311, Devika Towers,

Chander Nagar, Ghaziabad,

Uttar Pradesh-201011

Tel: + 91-120-4597700 (100 lines)

Fax: + 91-120-4597799

Email: auditing@jalantransolutions.com

STATUTORY AUDITORS

M/S AGGARWAL SARAWAGI & CO.

Chartered Accountants

203-204, Himalaya Palace,

65, Vijay Block, Laxmi Nagar, Delhi-110092

Mobile: 9811468534

Email: shivaggarwal_402@yahoo.co.in

Contact Person: Mr. Umesh Kumar

Membership No.: 522472

Firm Registration No.: 016765N

PEER REVIEW AUDITORS

M/S RAMANAND & ASSOCIATES

Chartered Accountants

6/C, Ostwal Park, Building No. 4 CHSL,

Near Jesal Park, Jain Temple,

Bhayander (East), Thane - 401105

Tel: +91-22-2817 1199

Telefax: +91-22-2817 1199

E-mail: rg@ramanandassociates.com

Firm Registration No.: 117776W

Contact Person: Mr. Ramanand Gupta

LEAD MANAGERS TO THE ISSUE

SARTHI CAPITAL ADVISORS PRIVATE LIMITED

159/11, Amar Brass Compound
Vidya Nagari Marg, Kalina,
Santacruz (E), Mumbai – 400098
Tel: (022) 26528671/72
Fax: (022) 26528673
Contact Person: Mr. Deepak Sharma
Email: ipo@sarthiwm.in
SEBI Registration No.: INM000012011

Unit No. 411, Fourth Floor, Pratap Bhavan,
5, Bahadur Shah Zafar Marg,
New Delhi-110002
Tel: (011) 23739425-27
Fax: (011) 23739424
Contact Person: Mr. Anand Lakhotia

NAVIGANT CORPORATE ADVISORS LIMITED

423, A Wing, Bonanza, Sahar Plaza Complex,
J B Nagar, Andheri Kurla Road,
Andheri East,
Mumbai-400059
Tel: +91-22-6560 5550
Email: navigant@navigantcorp.com
Investor Grievance Email: info@navigantcorp.com
Website: www.navigantcorp.com
SEBI Registration Number: INM000012243
Contact Person: Mr. Sarthak Vijlani

LEGAL ADVISORS TO THE ISSUE

LAW AND LEGAL JURISTS

Chamber No. 612, Dwarka Court Complex,
Sector -10, Dwarka, New Delhi -110075
Tel: +91-11-2381 2302
Email: lljurists@yahoo.co.in
Contact Person: Mr. Ranjan Jha

SECRETARIAL AUDITOR

AMJ & ASSOCIATES

F2, Plot No. 299, Sector-4,
Vaishali, Ghaziabad-201010
Tel: 0120-4138598
Email: manojfcs@gmail.com
Contact Person: Mr. Manoj Kumar Jain

REGISTRAR TO THE ISSUE

KARVY COMPUTERSHARE PRIVATE LIMITED

Karvy Selenium Tower B,

Plot 31-32, Gachibowli, Financial District,

Nanakramguda, Hyderabad 500032

Tel: +91 40 6716 2222

Fax: + 91 40 2343 1551

Website: www.karisma.karvy.com

Email: jtl.ipo@karvy.com

Contact Person: Mr. M Murali Krishna

SEBI Registration: INR000000221

PRINCIPAL BANKER TO THE COMPANY

CORPORATION BANK

D-1, Ground Floor, Opp. Shri Hanuman Mandir,

Vivek Vihar, Delhi- 110095

Tel: 011-22165195, 22158133

Fax: 011-22165195

Website: www.corpbank.com

Email: cb530@corpbank.co.in

BANKER TO THE ISSUE/ PUBLIC ISSUE BANK

[Will be finalized before filing of Final Prospectus]

REFUND BANKER

[Will be finalized before filing of Final Prospectus]

DESIGNATED INTERMEDIARIES

SELF CERTIFIED SYNDICATE BANKS

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html. For details on Designated Branches of SCSBs collecting the ASBA Application Form, please refer to the above-mentioned SEBI link.

REGISTERED BROKERS

Investors can submit Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and email address, is provided on the websites of the National Stock Exchange of India, as updated from time to time. In relation to ASBA Applications submitted to the Registered Brokers at the Broker Centres, the list of branches of the SCSBs at the Broker Centres named by the respective SCSBs to receive deposits of the Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

REGISTRAR TO ISSUE

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

COLLECTING DEPOSITORY PARTICIPANTS

The list of the CDPs eligible to accept Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange at National Stock Exchange India Limited, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

CREDIT RATING

This being an issue of Equity shares, credit rating is not required.

TRUSTEES

This being an issue of Equity shares, the appointment of Trustees is not mandatory.

IPO GRADING

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

APPRAISAL AND MONITORING AGENCY

As per Regulation 16(1) of the SEBI (ICDR) Regulations, 2009 the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 50,000 Lakhs. Since the Issue size is less than Rs. 50,000 Lakhs, our Company has not appointed any monitoring agency for this Issue.

However, as per the Regulation 18 (3) read with part C of schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee of our Company would be monitoring the utilization of the proceeds of the Issue.

DETAILS OF THE APPRAISING AUTHORITY

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

INTER-SE ALLOCATION OF RESPONSIBILITIES

Below mentioned table sets forth the inter se allocation responsibilities for various activities among Lead Managers to this issue i.e. Sarthi Capital Advisors Pvt Ltd (SCAPL) and Navigant Corporate Advisors Ltd (NCAL).

Sr. No.	Activities	Responsibility	Coordinator
1.	Capital restructuring with the relative components and formalities such as type of instruments, etc.	SCAPL, NCAL	SCAPL, NCAL

2.	Due diligence of the Company's operations/ management/ business plans/ legal, etc. Drafting and design of offer document and of statutory advertisement including memorandum containing salient features of the Draft Prospectus. The Lead Managers shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock exchange, RoC and SEBI including finalization of the Draft Prospectus and filing with the RoC.	SCAPL, NCAL	SCAPL, NCAL
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertisement, brochure, etc.	SCAPL	SCAPL
4.	Appointment of registrar and other agencies to the Issue.	SCAPL, NCAL	SCAPL, NCAL
5.	Appointment of all other intermediaries including bankers to the Issue, printers, advertising agency etc.	SCAPL	SCAPL
6.	• Developing marketing strategy which will cover, inter alia • Formulating marketing strategies, preparation of publicity budget; • Finalising media, marketing and public relations strategy; • Finalising bidding and collection centers; and • Follow-up on distribution of publicity and issue material including form, Draft Prospectus and deciding on the quantum of the issue material.	SCAPL	SCAPL
7.	Coordination with Stock Exchange for bidding terminals and mock trading.	SCAPL	SCAPL
8.	Management of Public Issue Bank account and Refund Bank account and allocation.	SCAPL	SCAPL
9.	Post Issue activities including coordination for non-institutional allocation, coordination with Registrar and Banks, intimation of allocation and dispatch of refund to applicants, etc. The post issue activities of the issue will involve essential follow up steps, which include finalization of trading and dealing instruments and dispatch of certificates and demat delivery of shares, with the various agencies connected with the work such as Registrar to the Issue, Banker to the Issue and the bank handling refund business, unblocking of ASBA funds, etc. The Lead managers shall be responsible for ensuring that these agencies fulfil their functions and enable them to discharge the responsibility through suitable agreements with the Issuer Company.	SCAPL	SCAPL

EXPERT OPINION

Except the report of Statutory Auditor of our Company on statement of tax benefits included in the Draft Prospectus, our Company has not obtained any other expert opinion.

UNDERWRITING

This Issue is 100% Underwritten. The Underwriting Agreement is dated April 22, 2017 pursuant to the terms of the underwriting agreement; the obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated its intention to underwrite the following number of specified securities being offered through this Issue.

Name and Address of the Underwriter	Indicative Number of Equity shares to be Underwritten	Amount Underwritten (Rupees in Lakhs)	% of the Total Issue Size Underwritten
Sarthi Capital Advisors Private Limited 159/11, Amar Brass Compound, Vidya Nagari Marg,Kalina, Santacruz (E), Mumbai - 400098 **Tel:** (022) 26528671/72 **Fax:** (022) 26528673 **Email:** ipo@sarthiwm.in **Contact Person:** Mr. Deepak Sharma **SEBI Registration No.:** INM000012011	38,49,000	1770.54	100.00
Total	**38,49,000**	**1770.54**	**100.00**

In the opinion of the Board of Directors of the Company, the resources of the above-mentioned underwriter are sufficient to enable them to discharge their respective underwriting obligations in full. Further, the underwriter shall be paid a commission at the rate of 1% of the net offer to the public.

DETAILS OF THE MARKET MAKING ARRANGEMENT

Our Company and the Lead Managers have entered into a tripartite agreement dated April 22, 2017 with the following Market Maker, duly registered with National Stock Exchange of India Limited to fulfil the obligations of Market Making:

CHOICE EQUITY BROKING PRIVATE LIMITED

Choice House, Shree Shakambhari Corporate Park,

156-158, J.B. Nagar, Andheri (E), Mumbai – 400099

Tel: + 91 22 67079853

Fax: + 91 22 67079898

E-mail: sme@choiceindia.com

Contact Person: Mr. Premkumar Harikirishnan

SEBI Registration No.: INB231377335

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

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

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

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker(s) shall inform the Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The minimum depth of the quote shall be Rs. 1,00,000/-. However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. After a period of three years from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25 % of Issue Size (Including the 1,95,000 Equity Shares out to be allotted under this Issue.) Any Equity Shares allotted to Market Maker under this Issue over and above 1,95,000 Equity Shares would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of market maker in our Company reduce to 24% of Issue Size, the market maker will resume providing 2-way quotes.
4. There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
5. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
6. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, Choice Equity Broking Private Limited is acting as the sole Market Maker.
7. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
8. The Marker Maker may also be present in the opening call auction, but there is no obligation on him to do so.
9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
10. The Market Maker(s) shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s).

    In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Managers to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but

prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further the Company and the Lead Managers reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.

11. Emerge of NSE will have all margins which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.

12. Emerge of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker(s) in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.

    The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.

13. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

CAPITAL STRUCTURE

The share capital of our Company as of the date of this Draft Prospectus before and after the issue is set forth below:

(Rs. In Lakhs except share data)

Sr. No.	Particulars	Aggregate Value	
		Face Value	Issue Price
A	**AUTHORISED SHARE CAPITAL**		
	1,50,00,000 Equity Shares of face value of Rs. 10/- each	1,500.00	
B	**ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL**		
	1,06,88,220 fully paid up Equity Shares of face value of Rs. 10/- each	1,068.82	
C	**PRESENT ISSUE IN TERMS OF DRAFT PROSPECTUS***		
	38,49,000 Equity Shares of face value of Rs. 10/- each	384.90	1,770.54
	Which comprises of:		
	1,95,000 Equity Shares of face value of Rs.10/- each at a premium of Rs. 36/- per Equity Share reserved as Market Maker portion	19.50	89.70
	Net Issue to Public of 36,54,000 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 36/- per Equity Share to the Public	365.40	1,680.84
	Of which		
	18,27,000 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 36/- per Equity Share will be available for allocation to Investors up to Rs. 2.00 Lakhs	182.70	840.42
	18,27,000 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 36/- per Equity Share will be available for allocation to Investors above Rs. 2.00 Lakhs	182.70	840.12
D	**ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL AFTER THE ISSUE**		
	1,45,37,220 Equity Shares of face value of Rs. 10/- each	1,453.72	

E	**SECURITIES PREMIUM ACCOUNT**	
	Before the Issue	Nil
	After the Issue	1,385.64

**The Issue has been authorized pursuant to a resolution of our Board dated April 18, 2017 and by Special Resolution passed under Section 23 and Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of our shareholders held on April 21, 2017.*

The Company has only one class of share capital i.e. Equity Shares of face value of Rs.10/- each only. All Equity Shares issued are fully paid-up.

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

NOTES TO THE CAPITAL STRUCTURE:

History of change in authorized Equity Share capital of Our Company

Sr. No.	Particulars of Change		Date of Shareholders Meeting	Meeting AGM/EGM
	From	To		
1	-	10,000 Equity Shares of Rs. 10 each	-	Incorporation
2	10,000 Equity Shares of Rs. 10 each	20,000 Equity Shares of Rs. 10 each	30th December, 2004	EGM
3	20,000 Equity Shares of Rs. 10 each	1,00,000 Equity Shares of Rs. 10 each	9th January, 2006	EGM
4	1,00,000 Equity Shares of Rs. 10 each	10,00,000 Equity Shares of Rs. 10 each	12th February, 2008	EGM
5	10,00,000 Equity Shares of Rs. 10 each	25,00,000 Equity Shares of Rs. 10 each	15th March, 2010	EGM
6	25,00,000 Equity Shares of Rs. 10 each	50,00,000 Equity Shares of Rs. 10 each	20th August, 2010	EGM
7	50,00,000 Equity Shares of Rs. 10 each	1,00,00,000 Equity Shares of Rs. 10 each	11th November, 2011	EGM
8	1,00,00,000 Equity Shares of Rs. 10 each	1,50,00,000 Equity Shares of Rs. 10 each	27th December, 2016	EGM

1 Equity Share Capital History:

Date of allotment of Equity Shares	No. of Equity Shares Issued	Face value (Rs)	Issue price (Rs.)	Nature of Consideration	Nature of allotment	Cumulative no. of Equity Shares	Cumulative paid-up share capital (Rs.)
Incorporation	10,000	10	10	Cash	Subscription to MOA (A)	10,000	1,00,000
31.12.2004*	7,000	10	130	Cash	Further Allotment (B)	17,000	1,70,000
31.03.2006	11,630	10	210	Cash	Further Allotment (C)	28,630	2,86,300
21.03.2007	11,800	10	210	Cash	Further Allotment (D)	40,430	4,04,300

Date of allotment of Equity Shares	No. of Equity Shares Issued	Face value (Rs)	Issue price (Rs.)	Nature of Consideration	Nature of allotment	Cumulative no. of Equity Shares	Cumulative paid-up share capital (Rs.)
26.12.2007	11,500	10	10	Cash	Further Allotment (E)	51,930	5,19,300
26.03.2008	4,33,000	10	10	Cash	Further Allotment (F)	4,84,930	48,493,00
11.08.2008	2,14,100	10	10	Cash	Further Allotment (G)	6,99,030	69,90,300
24.02.2009	1,38,600	10	10	Cash	Further Allotment (H)	8,37,630	83,76,300
31.03.2010	2,87,400	10	10	Cash	Further Allotment (I)	11,25,030	1,12,50,300
01.02.2011	4,55,500	10	10	Cash	Further Allotment (J)	15,80,530	1,58,05,300
14.07.2011	7,01,710	10	10	Cash	Further Allotment (K)	22,82,240	2,28,22,400
11.11.2011	22,82,240	10	-	Consideration Other than Cash	Bonus Issue in the ratio of 1:1 (L)	45,64,480	4,56,44,800
15.02.2013	10,01,000	10	10	Cash	Further Allotment (M)	55,65,480	5,56,54,800
28.03.2015	13,00,000	10	10	Cash	Further Allotment (N)	68,65,480	6,86,54,800
03.06.2015	2,40,000	10	10	Cash	Further Allotment (O)	71,05,480	71,05,480
10.06.2015	20,000	10	10	Cash	Further Allotment (P)	71,25,480	7,12,54,800
04.01.2017	35,62,740	10	-	Consideration Other than Cash	Bonus Issue in the ratio of 2:1 (Q)	1,06,88,220	10,68,82,200

** ROC Form 2 is not available with company.*

A. Initial Subscribers to Memorandum of Association subscribed 10,000 Equity Shares of face value of Rs. 10 each as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Madan Lal Jalan	2,500
2.	Pushpa Jalan	2,500
3.	Rajesh Jalan	2,500
4.	Manish Jalan	2,500
	Total	**10,000**

B. Further Allotment of 7,000 Equity Shares of face value of Rs. 10 each as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Madan Lal Jalan	500
2.	Pushpa Jalan	250
3.	Rajesh Jalan	1,450
4.	Manish Jalan	1,550
5.	Meena Jalan	1,450
6.	Shruti Jalan	150
7.	Sakshi Jalan	150
8.	Ritu Jalan	1,350
9.	Amogh Jalan	150
	Total	**7,000**

C. Further Allotment of 11,630 Equity Shares of face value of Rs. 10 each as per the details given below:

Sr. No.	Name of Person	No. of Shares Allotted
1.	Pushpa Jalan	4,500
2.	Delhi Aerosports & Aviation Academy Pvt. Ltd.	2,500
3.	A.R.Agro industries Private Limited	2,500
4.	Manish Jalan (HUF)	10
5.	Rajesh Jalan (HUF)	20
6.	Creative Housewares Pvt. Ltd.	2,100
	Total	**11,630**

D. Further Allotment of 11,800 Equity Shares of face value of Rs. 10 each as per the details given below:-

Sr. No.	Name of Person	No. of Shares Allotted
1.	Pushpa Jalan	2,200
2.	Krishan Kumar Aggarwal	1,600
3.	Rakesh Tiwari	4,500
4.	Rajeshwari Tiwari	1,000
5.	JCPL Logistics Limited	2,500
	Total	**11,800**

E. Further Allotment of 11,500 Equity Shares of face value of Rs. 10 each as per the details given below:-

Sr. No.	Name of the Allottees	Number of Equity Shares
1	Pushpa Jalan	2,000
2	Manish Jalan	3,000
3	Meena Jalan	700
4	Shruti Jalan	500
5	Sakshi Jalan	400
6	Satvik Jalan	300
7	Ritu Jalan	2,400
8	Amogh Jalan	800

Sr. No.	Name of the Allottees	Number of Equity Shares
9	Anika Jalan	1,400
	Total	**11,500**

F. Further Allotment of 4,33,000 Equity Shares of face value of Rs. 10 each as per the details given below:-

Sr. No.	Name of the Allottees	Number of Equity Shares
1	Pushpa Jalan	71,000
2	Rajesh Jalan	50,000
3	Manish Jalan	80,500
4	Meena Jalan	50,000
5	Shruti Jalan	1,000
6	Sakshi Jalan	1,000
7	Satvik Jalan	1,000
8	Ritu Jalan	50,000
9	Amogh Jalan	1,000
10	Manish Jalan (HUF)	62,000
11	Rajesh Jalan (HUF)	62,500
12	JCPL Logistics Limited	2,000
13	Anika Jalan	1,000
	Total	**4,33,000**

G. Further Allotment of 2,14,100 Equity Shares of face value of Rs. 10 each as per the details given below:-

Sr. No.	Name of the Allottees	Number of Equity Shares
1	Pushpa Jalan	50,000
2	Rajesh Jalan	52,000
3	Manish Jalan	1,06,000
4	Meena Jalan	1,000
5	Ritu Jalan	1,500
6	Manish Jalan (HUF)	1,800
7	Rajesh Jalan (HUF)	1,800
	Total	**2,14,100**

H. Further Allotment of 1,38,600 Equity Shares of face value of Rs. 10 each as per the details given below:-

Sr. No.	Name of the Allottees	Number of Equity Shares
1	Pushpa Jalan	21,100
2	Manish Jalan	32,000
3	Meena Jalan	21,000
4	Ritu Jalan	22,500
5	Manish Jalan (HUF)	21,000
6	Rajesh Jalan (HUF)	21,000
	Total	**1,38,600**

I. Further Allotment of 2,87,400 Equity Shares of face value of Rs. 10 each as per the details given below:-

Sr. No.	Name of the Allottees	Number of Equity Shares
1	Pushpa Jalan	5,000
2	Rajesh Jalan	1,05,000
3	Manish Jalan	35,000
4	Meena Jalan	22,000
5	Ritu Jalan	24,000
6	Manish Jalan (HUF)	41,400
7	Rajesh Jalan (HUF)	46,500
8	JCPL Logistics Limited	8,500
	Total	**2,87,400**

J. Further Allotment of 4,55,500 Equity Shares of face value of Rs. 10 each as per the details given below:

Sr. No.	Name of the Allottees	Number of Equity Shares
1	Pushpa Jalan	3,52,500
2	Rajesh Jalan	28,500
3	Manish Jalan (HUF)	42,000
4	Rajesh Jalan (HUF)	32,500
	Total	**4,55,500**

K. Further Allotment of 7,01,710 Equity Shares of face value of Rs. 10 each as per the details given below:-

Sr. No.	Name of the Allottees	Number of Equity Shares
1	Manish Jalan	25,000
2	Meena Jalan	41,500
3	Ritu Jalan	12,710
4	Manish Jalan (HUF)	2,92,000
5	Rajesh Jalan (HUF)	3,30,500
	Total	**7,01,710**

L. Bonus Issue of 22,82,240 Equity Shares of face value of Rs. 10 each in the ratio of 1 Equity Share for every 1 Equity Share held as per the details given below:-

Sr. No.	Name of the Allottees	Number of Equity Shares
1	Pushpa Jalan	12,450
2	Rajesh Jalan	4,87,850
3	Manish Jalan	5,46,500
4	Meena Jalan	1,40,650
5	Shruti Jalan	1,750
6	Sakshi Jalan	1,650
7	Satvik Jalan	1,400
8	Ritu Jalan	1,17,460
9	Amogh Jalan	2,050
10	Manish Jalan (HUF)	4,60,210
11	Rajesh Jalan (HUF)	4,94,820
12	JCPL Logistics Limited	13,000
13	Anika Jalan	2,400

Sr. No.	Name of the Allottees	Number of Equity Shares
14	Ratan Lal Nangalia (HUF)	50
	Total	**22,82,240**

M. Further Allotment of 10,01,000 Equity Shares of face value of Rs. 10 each as per the details given below:

Sr. No.	Name of the Allottees	Number of Equity Shares
1	Rajesh Jalan	21,000
2	Manish Jalan	20,000
3	Meena Jalan	4,80,000
4	Ritu Jalan	4,80,000
	Total	**10,01,000**

N. Further Allotment of 13,00,000 Equity Shares of face value of Rs. 10 each as per the details given below:-

Sr. No.	Name of the Allottees	Number of Equity Shares
1	Rajesh Jalan	6,50,000
2	Manish Jalan	4,30,000
3	Meena Jalan	2,20,000
	Total	**13,00,000**

O. Further Allotment of 2,40,000 Equity Shares of face value of Rs. 10 each as per the details given below:-

Sr. No.	Name of the Allottees	Number of Equity Shares
1	Rajesh Jalan	2,10,000
2	Manish Jalan	30,000
	Total	**2,40,000**

P. Further Allotment of 20,000 Equity Shares of face value of Rs. 10 each as per the details given below:-

Sr. No.	Name of the Allottees	Number of Equity Shares
1	Rajesh Jalan	20,000
	Total	**20,000**

Q. Bonus Issue of 35,62,740 Equity Shares of face value of Rs. 10 each in the ratio of 1 Equity Share for every 2 Equity Share held as per the details given below:-

Sr. No.	Name of the Allottees	Number of Equity Shares
1	Pushpa Jalan	12,450
2	Rajesh Jalan	13,23,670
3	Manish Jalan	10,57,260
4	Meena Jalan	5,00,450
5	Ritu Jalan	6,66,910
6	Manish Jalan (HUF)	1,000
7	Rajesh Jalan (HUF)	1,000
	Total	**35,62,740**

2 Except as stated below we have not issued any Equity Shares for consideration other than cash.

Date of shareholder's approval	Number of Equity Shares	Face value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Reasons for allotment	Allottees	No. of Shares Allotted
November 11, 2011	22,82,240	10	-	Other than cash	Bonus issue of Equity Shares in the ratio of 1:1	Pushpa Jalan	12,450
						Rajesh Jalan	4,87,850
						Manish Jalan	5,46,500
						Meena Jalan	1,40,650
						Shruti Jalan	1,750
						Sakshi Jalan	1,650
						Satvik Jalan	1,400
						Ritu Jalan	1,17,460
						Amogh Jalan	2,050
						Manish Jalan (HUF)	4,60,210
						Rajesh Jalan (HUF)	4,94,820
						JCPL Logistics Limited	13,000
						Anika Jalan	2,400
						Ratan Lal Nangalia (HUF)	50
						Total	**22,82,240**

Date of shareholder's approval	Number of Equity Shares	Face value (Rs.)	Issue Price (Rs.)	Nature of Consideration	Reasons for allotment	Allottees	No. of Shares Allotted
January 04, 2017	35,62,740	10	-	Other than cash	Bonus issue of Equity Shares in the ratio of 1:2	Pushpa Jalan	12,450
						Rajesh Jalan	13,23,670
						Manish Jalan	10,57,260
						Meena Jalan	5,00,450
						Ritu Jalan	6,66,910
						Manish Jalan (HUF)	1,000
						Rajesh Jalan (HUF)	1,000
						Total	**35,62,740**

3 We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act, 1956 and or Sections 230- 233 of the Companies Act, 2013.

4 We have not issued any equity shares in last one year at price below the Issue Price immediately from the date of filing of this Draft Prospectus except as mentioned below:

Date of Issue	Reason of Allotment	Issue Price (In Rs.)	No. of Shares	Promoter Group/Public
January 04, 2017	Bonus Issue in the ratio of 1:2	-	35,62,740	Promoters & Promoter Group

1. Details of shareholding of Promoters:

A. Mr. Manish Jalan

Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post-issue shareholding %
07.04.2003	Cash	2,500	10	10	Subscriber to MOA	0.02	0.02
08.10.2003	Cash	(600)	10	10	Transfer	(0.01)	(0.00)
31.12.2004	Cash	1,550	10	130	Further Allotment	0.01	0.01
10.05.2007	Cash	4,500	10	10	Transfer	0.04	0.03
26.12.2007	Cash	3,000	10	10	Further Allotment	0.03	0.02
26.03.2008	Cash	80,500	10	10	Further Allotment	0.75	0.55
11.08.2008	Cash	1,06,000	10	10	Further Allotment	0.99	0.73
24.02.2009	Cash	32,000	10	10	Further Allotment	0.30	0.22
18.11.2009	Cash	(50)	10	10	Transfer	0.00	0.00
31.03.2010	Cash	35,000	10	10	Further Allotment	0.33	0.24
14.07.2011	Cash	25,000	10	10	Further Allotment	0.23	0.17
15.07.2011	Cash	2,57,100	10	10	Further Allotment	2.41	1.77
11.11.2011	NA	5,46,500	10	NA	Bonus	5.11	3.76
03.10.2012	Cash	(100)	10	10	Transfer	0.00	0.00
11.12.2012	Cash	(50)	10	10	Transfer	0.00	0.00
15.02.2013	Cash	20,000	10	10	Further Allotment	0.19	0.14
31.12.2013	Cash	100	10	10	Transfer	0.00	0.00
22.01.2014	Cash	5,41,420	10	5	Transfer	5.07	3.72
31.03.2014	Cash	150	10	10	Transfer	0.00	0.00
28.03.2015	Cash	4,30,000	10	10	Further Allotment	4.02	2.96
03.06.2015	Cash	30,000	10	10	Further Allotment	0.28	0.21
04.01.2017	NA	10,57,260	10	NA	Bonus	9.89	7.27
Total		**31,71,780**				**29.68**	**21.82**

B. Mr. Rajesh Jalan

Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post-issue shareholding %
07.04.2003	Cash	2,500	10	10	Subscriber to MOA	0.02	0.02
08.10.2003	Cash	(800)	10	10	Transfer	(0.01)	(0.01)
31.12.2004	Cash	1,450	10	130	Further Allotment	0.01	0.01
10.05.2007	Cash	2,100	10	10	Transfer	0.02	0.01
26.03.2008	Cash	50,000	10	10	Further Allotment	0.47	0.34
11.08.2008	Cash	52,000	10	10	Further Allotment	0.49	0.36
31.03.2010	Cash	1,05,000	10	10	Further Allotment	0.98	0.72
01.02.2011	Cash	28,500	10	10	Further Allotment	0.27	0.20
15.07.2011	Cash	2,47,100	10	10	Transfer	2.31	1.70

Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	Pre-issue shareholding %	Post-issue shareholding %
11.11.2011	NA	4,87,850	10	NA	Bonus	4.56	3.36
15.02.2013	Cash	21,000	10	10	Transfer	0.20	0.14
21.01.2014	Cash	13,000	10	5	Transfer	0.12	0.09
22.01.2014	Cash	7,57,640	10	5	Transfer	7.09	5.21
28.03.2015	Cash	6,50,000	10	10	Further Allotment	6.08	4.47
03.06.2015	Cash	2,10,000	10	10	Further Allotment	1.96	1.44
10.06.2015	Cash	20,000	10	10	Further Allotment	0.19	0.14
04.01.2017	NA	13,23,670	10	NA	Bonus	12.38	9.11
Total		**39,71,010**				**37.15**	**27.32**

2. Our Promoter Group, Directors and their immediate relatives have not purchased/sold Equity Shares of the Company during last 6 months except as mentioned below:

Date of Issue	Reason of Allotment	Issue Price (In Rs.)	No. of Shares	Promoter Group/Public
January 04, 2017	Bonus Issue in the ratio of 1:2	-	35,62,740	Promoters & Promoter Group

3. Our Promoters have confirmed to the Company and the Lead Managers that the Equity Shares held by our Promoters have been financed from their personal funds or their internal accruals, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.

4. There are no financing arrangements whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing offer document with the Stock Exchange.

5. Details of Promoter's Contribution locked in for three years:

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

   Our Promoters Mr. Manish Jalan and Mr. Rajesh Jalan have granted their consent to include such number of Equity Shares held by them as may constitute 20.40% of the post-issue Equity Share Capital of our Company as Promoter's Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution from the date of filing of this Draft Prospectus until the completion of the lock-in period specified above.

Name	No. of shares locked in	Date of Allotment/ Acquisition/Transfer	Issue Price / Purchase Price /Transfer Price(Rs. per share)	% of Pre- Issue Paid up Equity capital	% of Post Issue Paid up Equity capital
Mr. Manish Jalan	1,50,000	28.03.2015	10	1.40	1.03
	30,000	03.06.2015	10	0.28	0.21
	10,57,260	04.01.2017	-	9.89	7.27
Mr. Rajesh Jalan	1,75,000	28.03.2015	10	1.64	1.20
	2,10,000	03.06.2015	10	1.96	1.44
	20,000	10.06.2015	10	0.19	0.14
	13,23,670	04.01.2017	-	12.38	9.11
Total	**29,65,930**			**27.75**	**20.40**

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

- Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources.
- Equity Shares acquired by the Promoters during the preceding one year, at a price lower than the price at which Equity Shares are being offered to public in the Initial Public Offer.
- The Equity Shares held by the Promoters and offered for minimum Promoter's Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoter's Contribution subject to lock-in.
- Equity shares issued to our Promoters on conversion of partnership firm into Private limited company during the preceding one year, at a price lower than the price at which Equity Shares are being offered to public in the Initial Public Offer.

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

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

6. Details of share capital locked in for one year

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

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

A. The table below represents the current shareholding pattern of our Company as per Regulation 31 of the SEBI (LODR) Regulations, 2015:

1. Summary of Shareholding Pattern

Category Code	Category of shareholder	No. Of shareholders	No. of fully paid up equity shares held	No. of Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares**		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (B)	No. (a)	As a % of total shares held (B)	
								Class X	Class Y	Total								
I	II	III	IV	V	VI	VII= IV+V+VI	VIII	IX				X	XI=VII+X	XII		XIII		XIV
(A)	Promoters and Promoter Group	7	1,06,88,220	-	-	1,06,88,220	100.00	1,06,88,220	-	1,06,88,220	100.00	-	100.00	1,06,88,220	100.00	-	-	-
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**7**	**1,06,88,220**	**-**	**-**	**1,06,88,220**	**100.00**	**1,06,88,220**	**-**	**1,06,88,220**	**100.00**	**-**	**100.00**	**1,06,88,220**	**100.00**	**-**	**-**	**-**

**As on the date of this Draft Prospectus 1 Equity Shares holds 1 vote.*

***Shall be locked-in on or before the date of allotment in this Issue.*

2. Shareholding Pattern of promoters and Promoter Group

	Category & name of shareholder (I)	PAN (II)	No. 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	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				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) As a % of (A+B+C2)	Number of locked in Shares**		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form
									No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total shares held (B)	No. (a)	As a % of total shares held (B)	
									Class : X	Class : Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)=(IV)+(V)+(VI)	(VIII)	(IX)				(X)	(XI)=(VII)+(X)	(XII)		(XIII)		(XIV)
(1)	Indian																		

(a)	Individual /Hindu Undivided Family	-	7	1,06,88,220	-	-	1,06,88,220	100.00	1,06,88,220	-	1,06,88,220	100.00	-	100.00	1,06,88,220	100.00	-	-	-
	Pushpa Jalan	AAHPJ8663R	1	37,350	-	-	37,350	0.35	37,350	-	37,350	0.35	-	0.35	37,350	100.00	-	-	-
	Rajesh Jalan	AAHPJ8666L	1	39,71,010	-	-	39,71,010	37.15	39,71,010	-	39,71,010	37.15	-	37.15	39,71,010	100.00	-	-	-
	Manish Jalan	AAHPJ8664J	1	31,71,780	-	-	31,71,780	29.68	31,71,780	-	31,71,780	29.68	-	29.68	31,71,780	100.00	-	-	-
	Meena Jalan	ADVPJ1671L	1	15,01,350	-	-	15,01,350	14.05	15,01,350	-	15,01,350	14.05	-	14.05	15,01,350	100.00	-	-	-
	Ritu Jalan	ADVPJ1668F	1	20,00,730	-	-	20,00,730	18.72	20,00,730	-	20,00,730	18.72	-	18.72	20,00,730	100.00	-	-	-
	Manish Jalan (HUF)	AAIHM3981L	1	3000	-	-	3000	0.03	3000	-	3000	0.03	-	0.03	3000	100.00	-	-	-

	Rajesh Jalan (HUF)	AAKH R2756Q	1	3000	-	-	3000	0.03	3000	-	3000	0.03	-	0.03	3000	100.00	-	-	-
(b)	Central Government/State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Financial Institutions /Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any other (Body Corporate)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-total (A) (1)	**-**	**7**	**1,06,88,220**	**-**	**-**	**1,06,88,220**	**100.00**	**1,06,88,220**	**-**	**1,06,88,220**	**100.00**	**-**	**100.00**	**1,06,88,220**	**100.00**	**-**	**-**	**-**
(2)	**Foreign**																		
(a)	Individual (Non-Resident Individual /Foreign Individual)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A) (2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
	Total Shareholding of Promoters and Promoter Group (A)=(A)(1)+(A)(2)	**-**	**7**	**1,06,88,220**	**-**	**-**	**1,06,88,220**	**100.00**	**1,06,88,220**	**-**	**1,06,88,220**	**100.00**	**-**	**100.00**	**1,06,88,220**	**100.00**	**-**	**-**	**-**

**As on the date of this Draft Prospectus 1 Equity Shares holds 1 vote.*

***Shall be locked-in on or before the date of allotment in this Issue.*

3. Shareholding Pattern of the Public shareholder.

	Category& name of shareholder	PAN	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of Locked in Shares**		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form
									No. of Voting Rights			Total as a % of Voting Rights			No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	
									Class X	Class Y	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	VII = (IV)+ (V) + (VI)	(VIII)	(IX)				(X)	XI = (VII) + (X)	(XII)		(XIII)		(XIV)

(1)	**Institutions**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(i)	Any other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
(2)	**Central Government/ State Government(s)/ President of India**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
(3)	**Non-Institutions**																		
	Individuals	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any other (Companies limited with shares)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(3)	**-**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	**-**	**-**	**-**

	Total Public Shareholding (B) = (B)(1) + (B)(2) + (B)(3)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

**As on the date of this Draft Prospectus 1 Equity Shares holds 1 vote.*

***Shall be locked-in on or before the date of allotment in this Issue.*

4. Shareholding pattern of the Non Promoter- Non Public shareholder

	Category& name of shareholder	PAN	No. of shareholders	No. of fully paid up equity shares held	No. of Partly paid up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding, as a % assuming full conversion of convertible securities (as a % of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares		Number of Shares pledged or otherwise encumbered		Number of shares held in dematerialized form
									No. of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total shares held (b)	No. (Not Applicable) (a)	As a % of total shares held (Not Applicable) (b)	
									Class	Class	Total								
	(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)= (IV)+(V) +(VI)	(VIII)	(IX)				(X)	(XI)=(VII)+(X)	(XII)		(XIII)		(XIV)
(1)	Custodian /DR Holder	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(a)	Name of DR Holder (if applicable)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(2)	Employee Benefit Trust (Under SEBI (Share based Employee Benefit) Regulations, 2014)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Non-Promoter- Non Public Shareholding (C) = (C)(1) + (C)(2)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

**In terms of SEBI circular bearing no. Cir/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing no. SEBI/Cir/ISD/ 05 /2011, dated September 30, 2011, the Equity Shares held by the Promoters/Promoters Group Entities and 50% of the Equity Shares held by the public shareholders, shall be dematerialised prior to filing the Prospectus with the RoC.*

Our Company will file the shareholding pattern or our Company, in the form prescribed under Regulation 31 of the SEBI (LODR)Regulations,2015 one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of NSE (National Stock Exchange of India Limited) before commencement of trading of such Equity Shares.

A. Shareholding of our Promoters and Promoter Group

The table below presents the current shareholding pattern of our Promoters and Promoter Group. (Individuals)

Sr. No.	Name of the Shareholder	Pre – Issue		Post – Issue	
		No. of Equity Shares	% of Pre-Issue Capital	No. of Equity Shares	% of Post-Issue Capital
(I)	(II)	(III)	(IV)	(V)	(VI)
	Promoters				
1.	Manish Jalan	31,71,780	29.68	31,71,780	21.82
2.	Rajesh Jalan	39,71,010	37.15	39,71,010	27.32
	Promoter Group				
1.	Ritu Jalan	20,00,730	18.72	20,00,730	13.76
2.	Meena Jalan	15,01,350	14.05	15,01,350	10.33
3.	Pushpa Jalan	37,350	0.35	37,350	0.27
4.	Manish Jalan (HUF)	3,000	0.03	3,000	0.02
5.	Rajesh Jalan (HUF)	3,000	0.03	3,000	0.02
	Total	**1,06,88,220**	**100.00**	**1,06,88,220**	**73.52**

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

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
Manish Jalan	31,71,780	4.15
Rajesh Jalan	39,71,010	4.51

Equity Shares held by top ten shareholders

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

Sr. No.	Name of shareholder	No. of Shares	% age of pre-Issue capital
1.	Manish Jalan	31,71,780	29.68
2.	Rajesh Jalan	39,71,010	37.15
3.	Ritu Jalan	20,00,730	18.72
4.	Meena Jalan	15,01,350	14.05
5.	Pushpa Jalan	37,350	0.35
6.	Manish Jalan (HUF)	3,000	0.03
7.	Rajesh Jalan (HUF)	3,000	0.03
	Total	**1,06,88,220**	**100.00**

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

Sr. No.	Name of shareholder	No. of Shares	% age of pre-Issue capital
1.	Manish Jalan	31,71,780	29.68
2.	Rajesh Jalan	39,71,010	37.15
3.	Ritu Jalan	20,00,730	18.72
4.	Meena Jalan	15,01,350	14.05
5.	Pushpa Jalan	37,350	0.35
6.	Manish Jalan (HUF)	3,000	0.03
7.	Rajesh Jalan (HUF)	3,000	0.03
	Total	**1,06,88,220**	**100.00**

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

Sr. No.	Name of shareholder	No. of Shares	% age of pre-Issue capital
1.	Manish Jalan	20,84,520	30.36
2.	Rajesh Jalan	24,17,340	35.21
3.	Ritu Jalan	13,33,820	19.53
4.	Meena Jalan	10,00,900	14.58
5.	Pushpa Jalan	24,900	0.36
6.	Manish Jalan (HUF)	2,000	0.03
7.	Rajesh Jalan (HUF)	2,000	0.03
	Total	**68,65,480**	**100.00**

7. There is no "Buyback", "Standby", or similar arrangement for the purchase of Equity Shares by our Company/Promoters/Directors/Lead Managers for purchase of Equity Shares offered through this Draft Prospectus.
8. The Equity Shares, which are subject to lock-in, shall carry the inscription “non-transferable” and the non-transferability details shall be informed to the depository. The details of lock-in shall also be provided to the Stock Exchange before the listing of the Equity Shares.
9. As on the date of this Draft Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.
10. Except, as otherwise disclosed in the chapter titled “Objects of the Issue” beginning on page 88 of this Draft Prospectus, we have not raised any bridge loans against the proceeds of the Issue.
11. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed in heading on "Basis of Allotment" beginning on page 255 of this Draft Prospectus.
12. The Equity Shares Issued pursuant to this Issue shall be fully paid-up at the time of Allotment, failing which no allotment shall be made.

13. Our Company has not issued any Equity Shares at a price less than the Issue Price in the last one year preceding the date of filing of this Draft Prospectus except as mentioned below:

Date of Issue	Reason of Allotment	Issue Price (In Rs.)	No. of Shares	Promoter Group/Public
January 04, 2017	Bonus Issue in the ratio of 1:2	-	35,62,740	Promoters & Promoter Group

14. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 43 (4) of SEBI (ICDR) Regulations, as amended from time to time.

15. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Lead Managers and the designated stock exchange.

16. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off while finalizing the basis of allotment to the nearest integer during finalizing the allotment, subject to minimum allotment lot. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased to ensure that 20% of the post issue paid-up capital is locked-in.

17. The Issue is being made through Fixed Price Method.

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

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

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

21. Lead Managers to the Issue viz. Sarthi Capital Advisors Private Limited and Navigant Corporate Advisors Limited and its associates do not hold any Equity Shares of our Company.

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

23. Our Company has not made any Public Issue of any kind or class of securities since its incorporation.

24. There will be only one denomination of the Equity Shares of our Company unless otherwise permitted by law.

25. Our Company shall comply with such disclosure, and accounting norms as may be specified by SEBI from time to time.

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

27. Except as disclosed in this Draft Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) months from the date of opening of the Issue, by way of spilt/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise. However, during such period or a later date, it may issue Equity Shares or securities linked to Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

28. Our Company does not have any ESOS/ESPS scheme for our employees and we do not intend to allot any shares to our employees under ESOS/ESPS scheme from the proposed Issue. As and when, options are granted to our employees under the ESOP scheme, our Company shall comply with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Plan) Guidelines 1999.

29. An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.

30. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.

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

OBJECTS OF THE ISSUE

Our Company proposes to utilize the net proceeds from the Issue towards funding the following objects and achieve the benefits of listing the equity shares on the Emerge platform of National Stock Exchange. We believe that the listing of Equity shares will enhance our brand name and provide liquidity to the existing shareholders. Listing will also provide a public market for the Equity Shares in India.

Objects of the Fresh Issue

1. Purchase of goods transportation vehicles;
2. Repayment/pre-payment, in full or part, of certain borrowings availed by our Company;
3. General corporate purposes

We believe that the listing of Equity Shares will enhance our Company's corporate image, brand name and create a public market for our Equity Shares in India.

The main objects clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enables us to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association.

Utilization of Net Proceeds

The details of the proceeds of the Issue are summarized below:

(*Rs. In Lacs*)

Sr. No.	Particulars	Amounts
1)	Gross Proceeds from Fresh Issue	1770.54
2)	(Less) Issue related expenses*	73.41
3)	Net Proceeds	1697.13

FUND REQUIREMENTS

We intend to utilize the Net Proceeds from the Issue, in the manner set below:

(*Rs. In Lacs*)

Sr. No.	Particulars	Amounts
1)	Payment for Purchase of goods transportation vehicles	597.66
2)	Repayment/pre-payment, in full or part, of certain borrowings availed by our Company	679.95
3)	General corporate purposes	419.52
	Total	**1697.13**

The requirements of the objects detailed above are intended to be funded from the Proceeds of the Issue and Internal Accruals. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed Issue.

The fund requirement and deployment is based on internal management estimates and our Company's current business plan and is subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy. These estimates have not been appraised by any bank or financial institution.

In view of the dynamic nature of the sector and specifically that of our business, we may have to revise our expenditure and fund requirements as a result of variations in cost estimates, exchange rate fluctuations and external factors which may not be within the control of our management. This may entail rescheduling and revising the planned expenditures and fund requirements and increasing or decreasing expenditures for a particular purpose at the discretion of our management, within the objects.

While we intend to utilise the Issue Proceeds in the manner provided herein, in the event of a surplus, we will use such surplus towards general corporate purposes including meeting future growth requirements. In case of variations in the actual utilisation of funds earmarked for the purposes set forth herein, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. In the event of any shortfall in the Net Proceeds, we may explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders

The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution or any independent organization. These are based on current conditions and are subject to revisions in light of changes in external circumstances or costs, or our financial condition, business or strategy.

We may have to revise our expenditure and fund requirements as a result of variations in cost estimates on account of variety of factors such as incremental pre-operative expenses and external factors which may not be within the control of our management and may entail rescheduling and revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure at the discretion of our management in accordance with applicable laws. In case of any surplus after utilization of the Net Proceeds for the stated objects, we may use such surplus towards future growth opportunities, if required and general corporate purposes.

In case of variations in the actual utilisation of funds earmarked for the purposes set forth herein, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be done through internal accruals through cash flows from our operations and debt. In case of a shortfall in raising requisite capital from the Net Proceeds towards meeting the objects of the Issue, we may explore a range of options including utilising our internal accruals and seeking additional debt from existing and future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls.

Schedule of implementation/ Utilization of Issue Proceeds

Our Company proposes to deploy the Net Proceeds in the aforesaid objects as follows:

(*Rs. In Lacs*)

Sr. No.	Particulars	Amount Proposed to be Deployed from Net Proceeds	Estimated Schedule of Deployment of Net Proceeds	
			Fiscal 2018	Fiscal 2019
1)	Purchase of goods transportation vehicles	597.66	498.05	99.61
2)	Repayment/Prepayment of certain borrowings availed by our Company	679.95	679.95	-
3)	General Corporate Purpose*	419.52	419.52	-
	Total	**1697.13**	1597.52	99.61

Details of the Objects

1. Purchase of Goods Transportation Vehicles

With a view to expanding our existing fleet of goods transportation vehicles, we intend to utilize Rs. 597.66 Lacs from the Net Proceeds of the Issue to purchase Eighteen (18) new goods transportation vehicles.

The following table depicts the break-down of the estimated expense relating to the purchase of the new vehicles:

Detailed Breakup of Per Unit Cost: ***Goods transport vehicles***

Type of Vehicle	Ashok Leyland Make – Trailers/Multi-Axle
Purchase quantity	18
Cost of chassis (in Rs.)	22,57,350
Cost of body building (in Rs.)*	950,000
Insurance cost (in Rs.)	64,983
Registration charges (in Rs.)	48,000
Total Per Unit Cost (in Rs.)	33,20,333
Total Amount (Rs. In Lacs)	597.66
Name of Supplier/Insurance Company	Himgiri Automobiles Pvt. Ltd. And the Oriental Insurance Co Ltd.

Notes:
1. We have taken the Quotations from Himgiri Automobiles Pvt. Ltd.
2. We have taken the Quotation from The Oriental Insurance Co Ltd.

* The Company intends to fabricate the bodies of these vehicles at its own in-house facility at **Jalan Business Center, Rewari**. The quotations are provided for the purposes of estimating cost of vehicle body fabrication and manufacture alone and we make no representation that the bodies of these vehicles will be built, fabricated or manufactured by any third party.

2. Repayment/pre-payment, in full or part, of certain borrowings availed by the Company

We avail majority of our fund based and non-fund based facilities in the ordinary course of business from various banks and financial institutions. For further information on the Financial Indebtedness please refer to the chapter titled "Financial Indebtedness" beginning on page 206 of this Draft Prospectus.

As of January 31, 2017, our Company had total outstanding borrowings amounting to Rs. 7,022.66. We propose to utilize Rs. 679.95 lacs from the Net Proceeds towards the repayment/prepayment, in full or in part, of certain high cost term loans and/or working capital facilities availed by our Company. We believe that such repayment/ prepayment will help reduce our outstanding indebtedness and our improve our debt-equity ratio. We believe that reducing our indebtedness will result in an enhanced equity base, assist us in maintaining a favourable debt-equity ratio in the near future and enable utilization of our accruals for further investment in business growth and expansion. In addition, we believe that the balance sheet strength and the leverage capacity of our Company will improve significantly to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business in the coming years.

The following table provides details of certain loans availed by our Company, of which we may repay/ pre-pay some of the loans, in full or in part, from the Net Proceeds, without any obligation to any particular bank/ financial institution:

Lender	Amount Sanctioned (Rs. in Lacs)	Outstanding Amount as on January31, 2017 (Rs. In Lacs)	Rate of Interest (%)	Purpose	Pre-payment Penalty
Adtiya Birla Finance Ltd	25.00	18.76	18.50	Working Capital	4% of O/s
Bajaj Finserve Ltd	51.80	24.93	19.24	Working Capital	N.A
Capital First Limited	30.00	10.12	18.30	Working Capital	4% of O/s
Capital First Limited	25.00	15.58	18.70	Working Capital	4% of O/s
Edelweiss Retail Finance Ltd	30.21	17.17	18.50	Working Capital	N.A
Magma Fincop Ltd	85.00	50.51	18.50	Working Capital	N.A
ReligareFinvest Ltd	30.20	22.73	19.27	Working Capital	5% of O/S
Shriram City Union Finance Ltd	20.00	11.48	20.00	Working Capital	4% of O/s
TATA Capital Ltd	35.25	18.85	18.40	Working Capital	N.A
Zen Lefin Private Ltd	30.00	9.82	17.04	Working Capital	N.A
Aashana Estate Private Limited	100.00	100.00	12.00	Working Capital	N.A
PrasidhFincap Ltd.	80.00	80.00	12.00	Working Capital	N.A
RRN Financial Services Ltd.	100.00	100.00	12.00	Working Capital	N.A
ICICI Bank	200.00	200.00	11.75	Working Capital OD Limit	N.A
Total	**842.46**	**679.95**			

Some of our loan agreements provide for the levy of prepayment penalties or premium. We will take such provisions into consideration while deciding the loans to be repaid and/ or pre-paid from the Net Proceeds. Payment of such pre-payment penalties or premium, if any, shall be made by our Company out of the Net Proceeds of the Issue. In the event the Net Proceeds of the Issue are not sufficient for the said payment of pre-payment penalties or premium, our Company shall make such payment from its internal accruals. We may also be required to provide notice to some of our lenders prior to prepayment.

The selection and extent of loans proposed to be repaid/ pre-paid, in full or part, from our Company's loan facilities, which will be based on the applicable repayment schedule to be repaid in FY 2017 and will also be based on various factors including, (i) any conditions attached to the loans restricting our ability to prepay the loans and time taken to fulfill such requirements, (ii) levy of any prepayment penalties or premium and the quantum thereof, (iii) provisions of any law, rules, regulations governing such borrowings, and (iv) other commercial considerations including, among others, the interest rate on the loan facility, the amount of the loan outstanding, the remaining tenor of the loan and applicable law governing such borrowings.

Given the nature of these borrowings and the terms of repayment, the aggregate outstanding loan amounts may vary from time to time. In addition to the above, our Company may, from time to time, enter into further financing arrangements and draw down funds thereunder, or draw down further funds under the existing financing arrangements. In such cases or in case any of the above loans are repaid or further drawn-down, our Company may utilize this component of the Net Proceeds towards repayment of such additional indebtedness. The Net Proceeds for

the above stated object may also be utilised for the repayment and/or pre-payment of any such further borrowings and refinancing.

3. General Corporate Purpose

In terms of Regulation 4(4) of the SEBI Regulations, the extent of the Net Proceeds proposed to be used for general corporate purposes is not estimated to exceed 25% of the Gross Proceeds.

Our management will have flexibility in applying Rs. 419.52 Lacs of the Net Proceeds towards general corporate purposes including but not restricted to strategic initiatives, partnerships, joint ventures, marketing expenses, meeting operating expenses, strengthening of our business development and marketing capabilities, meeting exigencies which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time, and consequently, our funding requirement and deployment of funds may also change. In accordance with the policies of our Board, our management will have flexibility in utilizing the proceeds earmarked for general corporate purposes.

ISSUE RELATED EXPENSES

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. 73.41Lacs.

Expenses	Expenses (Rs. In Lacs)	Expenses (% of total Issue Expenses)	Expenses (% of total Issue)
Payment to Merchant Banker including expenses towards printing, advertising, and payment to other intermediaries such as Registrars, Bankers etc.	46.00	62.66%	2.60%
Regulatory fees	3.45	4.70%	0.19%
Marketing and Other Expenses	3.59	4.89%	0.13%
Underwriting Fees	20.37	27.75%	1.15%
Total estimated Issue expenses	**73.41**	**100.00**	**4.07%**

DETAILS OF FUNDS ALREADY DEPLOYED TILL DATE AND SOURCES OF FUNDS DEPLOYED

The funds deployed up to January 31, 2017 pursuant to the object of this Issue as certified by the Statutory Auditors of our Company, viz. M/s Aggarwal Sarawagi & Co. Chartered Accountants pursuant to their certificate dated April 24, 2017 is given below:

(Rs. in Lacs)

Deployment of Funds	Amount
Issue Related Expenses	23.14
Total	**23.14**

(Rs. in Lacs)

Sources of Funds	Amount
Internal Accruals	23.14
Total	**23.14**

BRIDGE FINANCING

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

APPRAISAL BY APPRAISING AGENCY

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

INTERIM USE OF FUNDS

Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

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

MONITORING UTILIZATION OF FUNDS

As the size of the Issue does not exceed Rs. 50,000 Lacs, in terms of Regulation 16 of the SEBI Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

Pursuant to Regulation 32 of the Listing Regulations, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Issue Proceeds. Until such time as any part of the Issue Proceeds remains unutilized, our Company will disclose the utilization of the Issue Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Issue Proceeds have been utilized so far, and details of amounts out of the Issue Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Issue Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Issue Proceeds in a Fiscal Year, we will utilize such unutilized amount in the next financial year. Further, in accordance with Regulation 32(1) (a) of the Listing Regulations our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Issue Proceeds for the objects stated in this Draft Red Herring Prospectus.

VARIATION IN OBJECTS

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

OTHER CONFIRMATIONS

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, associates or Key Management Personnel, except in the normal course of business and in compliance with applicable regulations.

BASIS FOR ISSUE PRICE

The Issue Price of Rs. 46 per Equity Share has been determined by our Company, in consultation with the Lead Managers on the basis of the following qualitative and quantitative factors. The face value of the Equity Share is Rs. 10 and Issue Price is Rs. 46 per Equity Share and is 4.60 times the face value.

QUALITATIVE FACTORS

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

- Track Record;
- Supplier & Customer Relationship;
- Leveraging the experience of our Promoters;
- Experienced management team and a motivated and efficient work force;

For further details, refer to heading '*Our Strengths*' under chapter titled '*Our Business'* beginning on page 111 of this Draft Prospectus.

QUANTITATIVE FACTORS

The information presented below relating to the Company is based on the restated financial statements of the Company for Financial Year 2013-14, 2014-15 and 2015-16 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

1. Basic Earnings per Share (EPS) as per Accounting Standard 20:

Year ended	EPS (Rs.)	Weight
March 31, 2014	0.84	1
March 31, 2015	0.82	2
March 31, 2016	2.75	3
Weighted Average	**1.79**	

Basic Earnings per Share for the period ended January 31, 2017 is Rs. 3.15.

Note: The EPS has been computed by dividing net profit as restated, attributable to equity shareholders by weighted average number of equity shares outstanding during the year.

2. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. 46 per Equity Share of face value of Rs. 10/- each.

Particulars	P/E Ratio
P/E ratio based on Basic EPS for FY 2015-16	16.73
P/E ratio based on Weighted Average EPS	25.70

3. Average Return on Net worth (Ron) for the preceding three years.

Return on Net Worth ("Ron") as per restated financial statements

Year ended	Ron (%)	Weight
March 31, 2014	8.43	1
March 31, 2015	6.66	2

March 31, 2016	21.63	3
Weighted Average	**14.44**	

Return on Net Worth for the period ended January 31, 2017 is Rs. 19.97%.

Note: The Ron has been computed by dividing net profit after tax as restated, by Net Worth as at the end of the year excluding miscellaneous expenditure to the extent not written off.

4. **Minimum Return on Total Net Worth after Issue needed to maintain Pre-Issue EPS for the year ended March 31, 2016 – 12.82%**

5. **Net Asset Value (NAV)**

Particulars	Amount (Rs.)
Net Asset Value per Equity Share as of March 31, 2016 (after giving Bonus issue of shares)	12.69
Net Asset Value per Equity Share after the Issue	21.45
Issue Price per equity share	46.00

*NAV per Equity Share has been calculated as Net Worth as divided by number of Equity Shares

6. **Comparison with other listed companies/Industry peers***

Companies	Face Value	Sales (Rs. in Cr.)	PAT (Rs. in Cr.)	EPS (In Rs.)	P/E Ratio	CMP (In Rs.)
Jalan Transolutions (India) Limited	10.00	115.69	2.92	2.75	16.73	46.00
Peer Groups:						
MFL India Limited	1.00	141.10	0.82	0.02	19.50	0.42
North Eastern Carrying Corporation Limited	10.00	538.36	5.64	1.12	43.03	52.85
Chartered Logistics Limited	1.00	164.22	6.22	0.63	24.90	23.55

**Source for Peer Group information: www.bseindia.com*

- The figures of Our Company are based on the restated results for the year ended March 31, 2016.
- The figures for the Peer group are based on Standalone audited results for the Financial Year ended March 31, 2016.
- Current Market Price (CMP) is the closing prices of respective scrips as on April 25, 2017.

The Company in consultation with the Lead Managers and after considering various valuation fundamentals including Book Value and other relevant factors believes that the issue price of Rs. 46.00 per share for the Public Issue is justified in view of the above parameters. The investors may also want to pursue the Risk Factors beginning on page 21 of this Draft Prospectus and Financials of the company as set out in the Financial Statements beginning on page 165 of this Draft Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is Rs. 10 per share and the Issue Price is 4.60 times of the face value i.e. Rs. 46.00 per share.

For further details, see "Risk Factors" beginning on page 21 of this Draft Prospectus and the financials of the Company including profitability and return ratios, as set out in the "Financial Statements" beginning on page 165 of this Draft Prospectus for a more informed view.

STATEMENT OF TAX BENEFITS

Statement of possible special tax benefits available to the company and its shareholders

To
The Board of Directors,
Jalan Transolutions (India) Limited
206, Ajanara Bhawan, D-Block Market,
Vivek Vihar, Delhi-110095, India.

We refer to proposed issue of the shares of Jalan Transolutions (India) Limited ('the Company'). We enclose herewith the statement showing the possible tax benefits available to the Company and the shareholders of the Company under the Income - Tax Act, 1961 ('Act'), as applicable to the assessment year 2018-19 relevant to the financial year 2017-18 for inclusion in the Draft Prospectus ("Draft Offer Document") for the proposed issue of shares.

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Income-tax Act 1961. Hence, the ability of the Company or its shareholders to derive these direct tax benefits is dependent upon their fulfilling such conditions, which is based on the business imperatives, the company or its shareholders may or may not choose to fulfil.

The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide 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 their own tax consultant with respect to specific tax implications arising out of participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

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

- the Company or its shareholders will continue to obtain these benefits in future;
- the conditions prescribed for availing the benefits, where applicable have been/would be met;
- the revenue authorizes/courts will concur with the views expressed herein.

For **Aggarwal Sarawagi & Co.**
Chartered Accountants
F.R.N. 016765N

S.S. Aggarwal
(Partner)
M. No. 089473

Place: Delhi
Date: April 20, 2017

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO JALAN TRANSOLUTIONS (INDIA) LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the direct tax laws in force in India. These benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on business imperatives it faces in the future, it may not choose to fulfill.

1. **Special Tax Benefits available to the Company**

   There are no Special tax benefits available to the Company.

2. **Special Tax Benefits available to the shareholders of the Company**

   There are no Special tax benefits available to the shareholders of the Company.

Notes:

All the above benefits are as per the current tax laws and any change or amendment in the laws/regulations, which when implemented would impact the same.

For **Aggarwal Sarawagi & Co.**
Chartered Accountants
F.R.N. 016765N

S.S. Aggarwal
(Partner)
M. No. 089473

Place: Delhi
Date: April 20, 2017

SECTION IV - ABOUT OUR COMPANY

OUR INDUSTRY

(The information in this chapter has been extracted from publicly available documents prepared by various sources etc. This data has not been prepared or independently verified by us or the Lead Manager or any of their or our respective affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled "Risk Factors" on page 21 of this Draft Prospectus. Accordingly, investment decisions should not be based on such information)

INDUSTRY OVERVIEW

Global Economic Overview

Global GDP growth is projected to pick up modestly to around 3½ per cent in 2018, from just under 3% in 2016, boosted by fiscal initiatives in the major economies. The forecast is broadly unchanged since November 2016. Confidence has improved, but consumption, investment, trade and productivity are far from strong, with growth slow by past norms and higher inequality. Disconnect between financial markets and fundamentals, potential market volatility, financial vulnerabilities and policy uncertainties could, however, derail the modest recovery. The positive assessment reflected in market valuations appears disconnected from real economy prospects. The interest-rate cycle turned in mid-2016 and rising divergence in interest rates between major economies heightens risks of exchange rate volatility. Vulnerabilities remain in some advanced economies from rapid house price increases. Risks to emerging market economies are high, including from higher corporate debt, rising non-performing loans and vulnerability to external shocks.

OECD Interim Economic Outlook real GDP growth projections

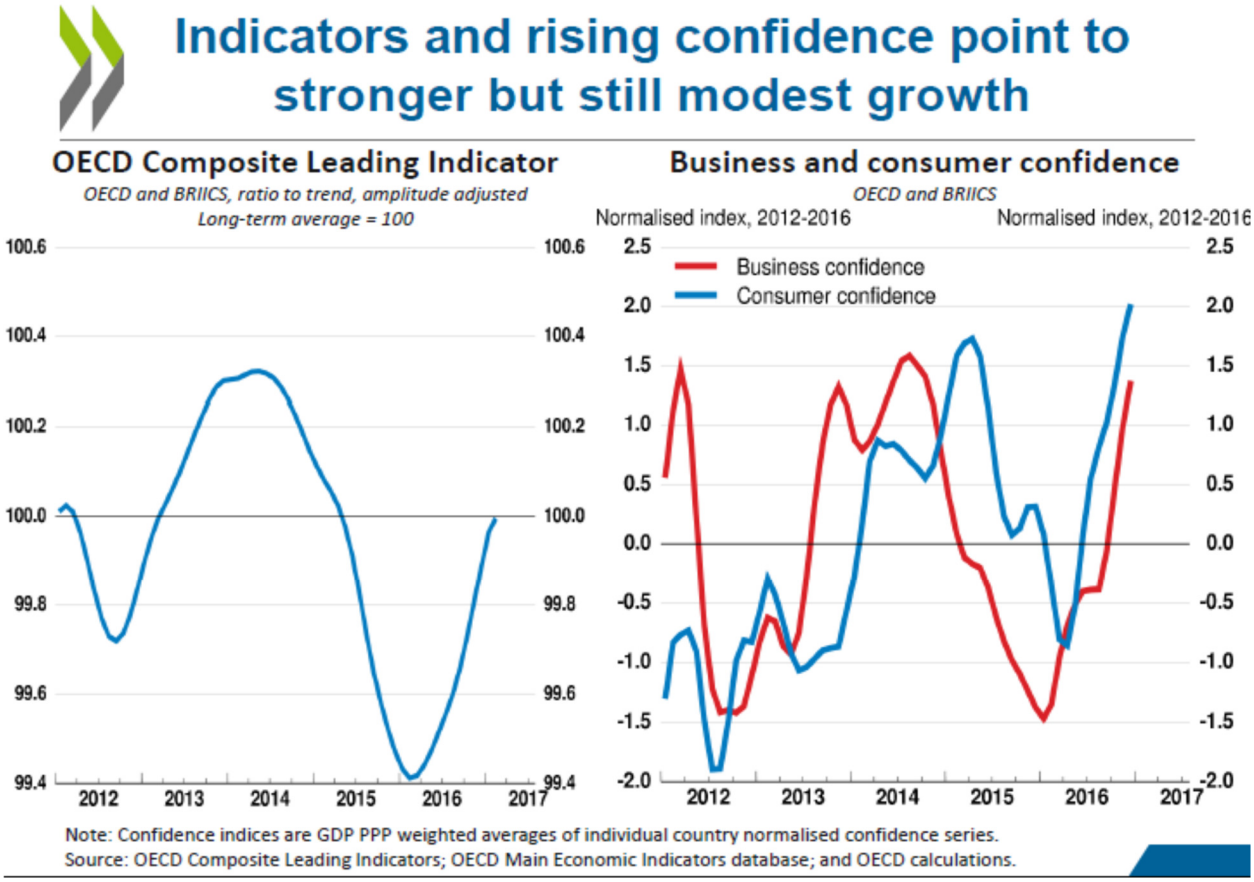
Year-on-year, %

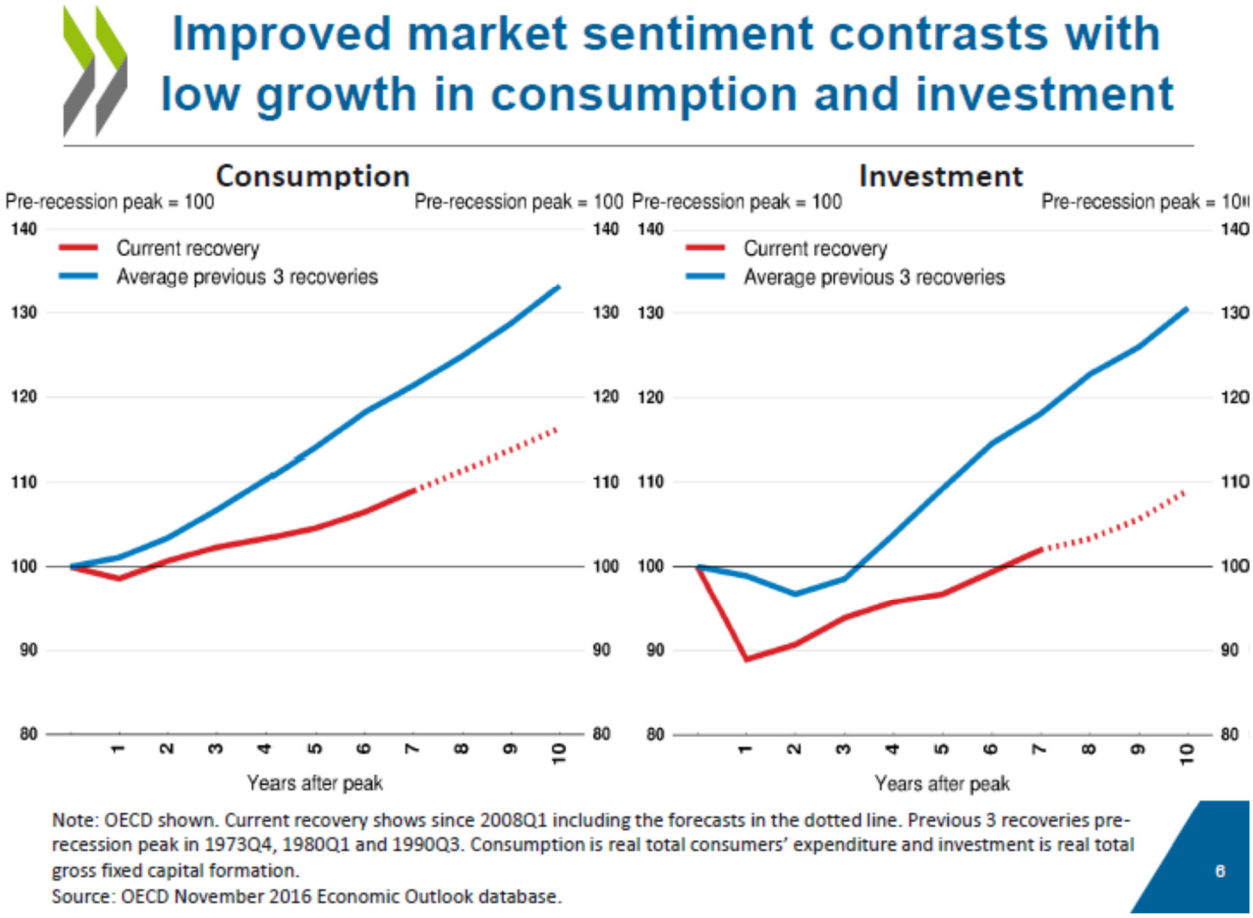
	2016	2017		2018	
		Interim EO projections	Difference from November EO	Interim EO projections	Difference from November EO
World	3.0	3.3	0.0	3.6	0.0
United States	1.6	2.4	0.1	2.8	-0.2
Euro area	1.7	1.6	0.0	1.6	-0.1
Germany	1.8	1.8	0.1	1.7	0.0
France	1.1	1.4	0.1	1.4	-0.2
Italy	1.0	1.0	0.1	1.0	0.0
Japan	1.0	1.2	0.2	0.8	0.0
Canada	1.4	2.4	0.3	2.2	-0.1
United Kingdom	1.8	1.6	0.4	1.0	0.0
China	6.7	6.5	0.1	6.3	0.2
India[1]	7.0	7.3	-0.3	7.7	0.0
Brazil	-3.5	0.0	0.0	1.5	0.3
G20	3.1	3.5	-0.1	3.8	0.0
Rest of the World	2.3	2.7	-0.1	3.2	0.0

Note: Difference in percentage points based on rounded figures.
1. Fiscal years starting in April.

Domestic demand in the United States is set to strengthen over the next two years and expand at a solid pace, helped by gains in household wealth and a gradual upturn in energy production. Employment is rising steadily, although the pace is expected to ease somewhat, and wages should continue to pick up as the labour market tightens. GDP growth is projected to pick up to 2.4% in 2017 and 2.8% in 2018, supported by an anticipated fiscal expansion, especially in 2018, despite higher long-term interest rates and continued headwinds from the stronger US dollar. Policy choices, including on the composition of fiscal spending, taxation, regulation and trade, are likely to have a significant impact on growth outcomes.

(Source:http://www.oecd.org/eco/outlook/Will-risks-derail-the-modest-recovery-OECD-Interim-Economic-Outlook-March-2017.pdf)

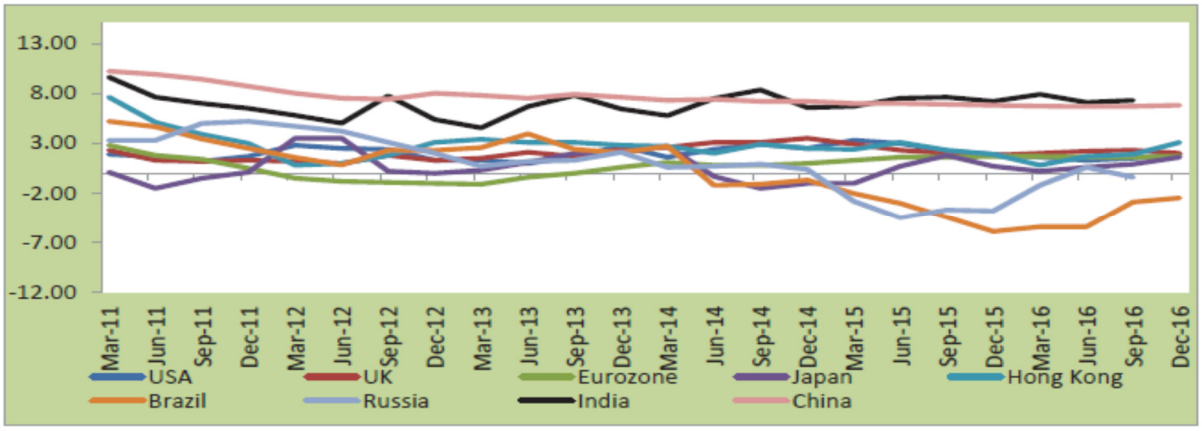




(Source:http://www.oecd.org/eco/outlook/Will-risks-derail-the-modest-recovery-OECD-Interim-Economic-Outlook-March-2017-presentation.pdf)

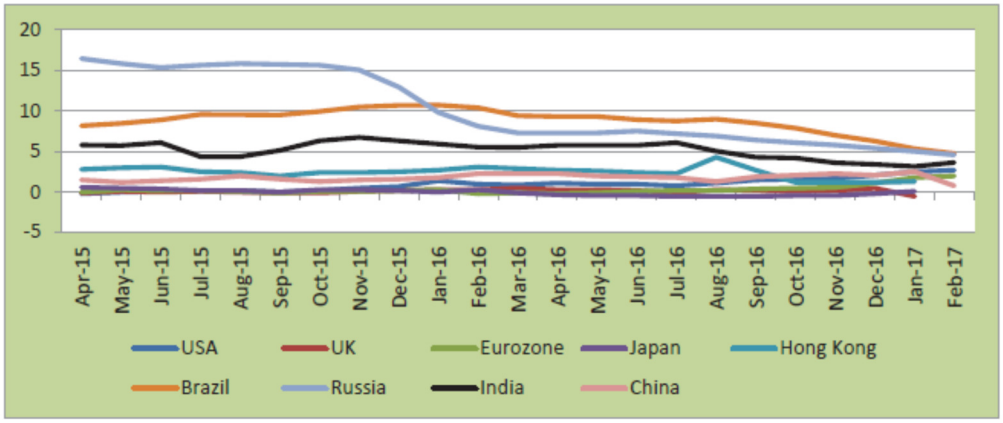
The OECD in its Interim Economic Outlook published during March 2017, projected that the Global economic growth may pick up modestly to 3.3 percent in 2017 and to 3.6 percent in 2018. However, downside risks of rising protectionism, financial vulnerabilities, volatility from divergent interest rate paths and disconnects between market valuations and real activity may spoil the outlook. OECD in the said report has observed that although confidence has improved, consumption, investment, trade and productivity are far from strong, with growth slow by past norms and higher inequality.

Chart 1: Year-on-Year Real GDP growth rates of major countries/ region (percent)



Source: Bloomberg

Chart 2: Year-on-Year Consumer Price Inflation (percent)



Source: Bloomberg

Real GDP growth in the first half of the year was 7.2 percent, on the weaker side of the 7.0-7.75 per cent projection in the Economic Survey 2015-16 and somewhat lower than the 7.6 percent rate recorded in the second half of 2015-16 (Figure 1a). The main problem was fixed investment, which declined sharply as stressed balance sheets in the corporate sector continued to take a toll on firms' spending plans. The major highlights of the sectoral growth outcome of the first half of 2016-17 were:

(i) moderation in industrial and nongovernment service sectors; (ii) the modest pick-up in agricultural growth on the back of improved monsoon; and (iii) strong growth in public administration and defence services— dampeners on and catalysts to growth almost balancing each other and producing a real Gross Value Addition (GVA) growth (7.2 per cent), quite similar to the one (7.1 per cent) in 2015-16.

Indian Economy Overview

Introduction

According to the Economic Survey 2016-17, the Indian economy forecasts a growth rate of 6.75 to 7.5 per cent for FY18, as compared to the expected growth rate of 6.5 per cent in FY17. Over the medium run, the implementation of the Goods and Services Tax (GST), follow-up to demonetisation, and enacting other structural reforms should take the economy towards its potential real GDP growth of 8 per cent to 10 per cent.

Recent Trends

With the improvement in the economic scenario, there have been various investments leading to increased M&A activity. Some of them are as follows:

India has emerged as one of the strongest performers in terms of deals related to mergers and acquisitions (M&A). According to data from Thomson-Reuters, total M&A deals involving Indian companies grew by 82 per cent to US$ 27 billion during January to June 2016, which is the highest in the first six months in any year since 2011, led by a four and a half time increase of Indian acquisitions abroad at US$ 4.5 billion.

- The Government of India and the Government of the United States of America have signed a memorandum of understanding (MoU) to enhance cooperation on energy security, clean energy and climate change through increased bilateral engagement and further joint initiatives for promoting sustainable growth.
- Under the new National Mineral Exploration Policy (NMEP), the Government of India plans to conduct e-auction of 62 mineral blocks of minerals such as iron ore, limestone and gold located across several states to further open up the mining sector and increase output of minerals in 2016-17.
- The Department of Electronics and Information Technology (DeitY) has been entrusted with the task of developing India's first national social security platform, aimed at distributing social security benefits directly to the beneficiaries account, thus doing away with intermediaries.
- According to The World Bank, India's per capita income is expected to cross Rs 100,000 (US$ 1,505) in FY 2017 from Rs 93,231 (US$ 1,403.5) in FY 2016.
- India’s Index of Industrial Production (IIP) grew by 2.1 per cent year-on-year in June 2016, led by expansion in electricity and mining production.
- India’s Consumer Price Index (CPI) inflation increased to 6.07 per cent in July 2016 as compared to 5.77 per cent in June 2016. On the other hand, the India’s Wholesale Price Index (WPI) inflation increased to 3.6 per cent in July 2016, a 23-month high, as against negative 1.62 per cent in the previous month.

OVERVIEW OF LOGISTICS INDUSTRY IN INDIA

As per the Associated Chambers of Commerce and Industry of India (ASSOCHAM), currently the annual logistics cost of the world is estimated at about USD 3.5 Trillion. India spends around 14.4% of its GDP on logistics and transportation as compared to less than 8% by the other developing countries. Indian freight transport market is expected to grow at a CAGR of 13.35% by 2020 driven by the growth in the manufacturing, retail, FMCG and e-commerce sectors. Freight transport market in India is expected to be worth US$ 307.70 billion by 2020 as compared to around US$ 164.45 billion in 2015. In India Road Freight constitutes around 63% of the total freight movement consisting of 2.2 million heavy duty trucks and 0.6 million light duty trucks annually. The road freight movement is expected to increase at a CAGR of 15%. The Sea Freight consists of around 9% of the total freight market and is mainly used as a major mode for imports and exports. The air freight consists of around 1% of the total freight market in India which will grow around 12.5% CAGR over the next 5 years. Companies in India currently outsource an estimated 52% of logistics and 3PL represents only 1% of logistics cost. As of now, the 3PL activity is limited to only few industries like automotive, IT hardware, telecom and infrastructure equipment. In developing countries like India,

an efficient logistics infrastructure can reduce the cost of transportation which in turn can contribute directly to economic development. However, India lags behind several other countries in the global setup in terms of logistics infrastructure and services. Inadequate infrastructure is the major bottleneck impacting the development of logistics and the efficient movement of cargo in the country. However, investments in the logistics sector in the form of Port infrastructure development, Dedicated Freight Corridors, development of national highways, expanding the reach of the railways will play a central role in the future of this industry. According to the survey conducted by the Transport intelligence in 2013 ranks India as the second most attractive logistics market in the future after china. In India, about 110 new logistics parks are expected to be operational with an estimated cost of USD 1 Bn. Hence, India offers huge opportunities in development of logistics services including warehousing, cold storage, shipping, ports and multi modal transportation, etc.

Key trends driving the growth of Logistic Industry in India include:

– Higher levels of outsourced logistics

– Increasing complexity of logistics services requirements

– Increasing orientation towards global best practices

Several companies are increasingly leaning toward outsourcing and third-party logistics (3PL) models to optimize costs and focus on the core business. This trend is catalyzing consolidation and development in the highly-fragmented transport and logistics industry.

In addition, evolving regulatory changes are expected to boost private participation buoy by providing incentives to investors and operators — in the form of tax breaks — which will enhance supply-side infrastructure and capabilities.

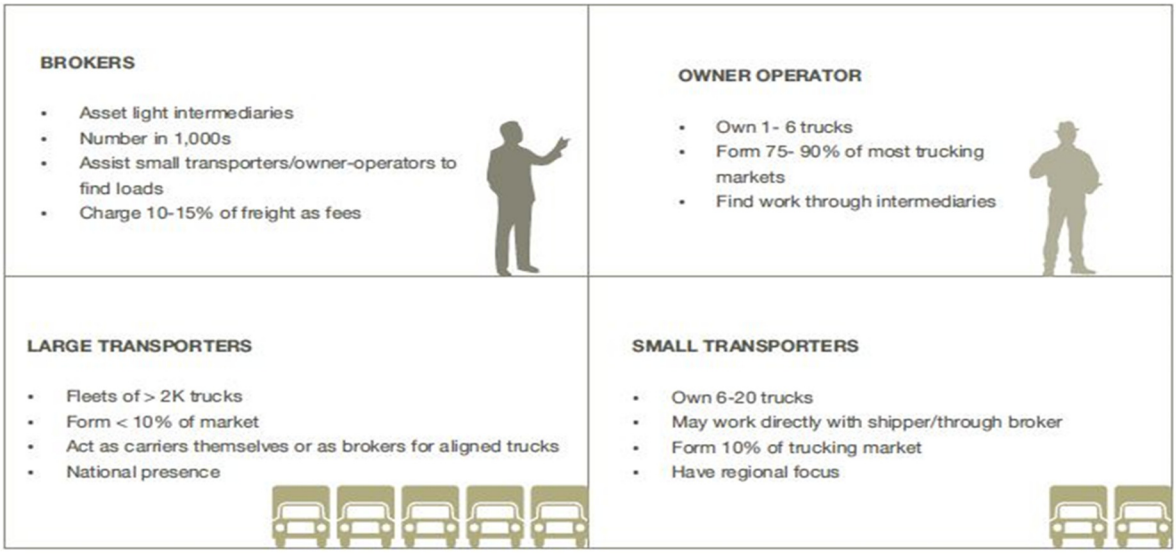
Among the modal mix, roads continue to constitute the most significant component of India's logistics industry, accounting for 60 percent of total freight movement in the country. The share of road transport can expect additional growth, given its ability to facilitate last-mile reach and limited supporting rail infrastructure.

Majority of the jobs are in road transportation segment largely covering the truck /fleet operators, helpers, planners who plan the fleet management and the supervisors who manage the fleet operations.

Road Transport in India

Road transportation is a USD 1.5 trillion industry globally. In India it is an especially significant sector, given our reliance on roads for freight transport. Over 60% of total freight in India is transported by road, and road transportation is estimated to be a USD 96 billion industry. Experts expect this industry to grow at a compounded annual rate of 15% over the next 5 years (as per ASSOCHEM), more than double the expected rate of growth of the economy.

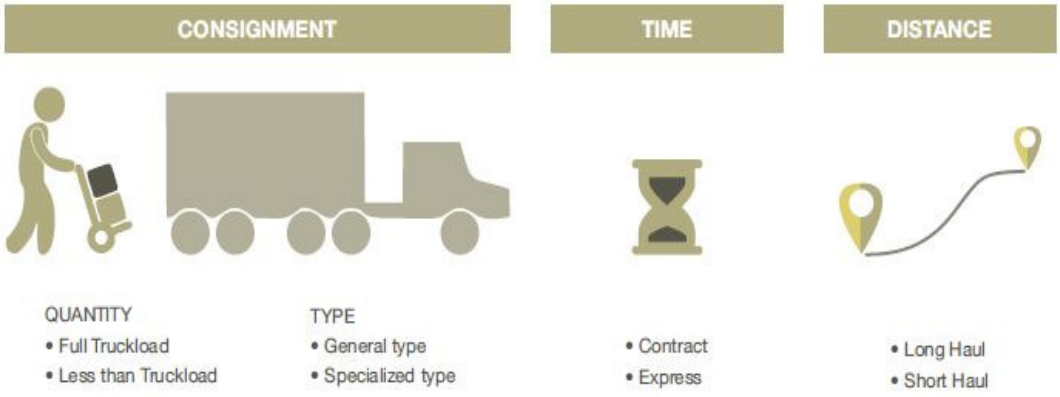
Low entry barriers characterize the Indian trucking market, making it owner-operator driven on the supply side. Moreover, over 90% of the industry comprises of transporters with 25 fleets of under six vehicles. As is common in markets where supply is fragmented and geographically dispersed (another classic example being real-estate), trucking has many intermediaries that help match demand and supply. These agents tend to specialize in certain routes or regions and often provide other services like documentation and carrier verification as well.



In general, freight transportation tends to be far more complex than moving people. Different types of freight have different handling and storage requirements, some of which may require the use of specialized vehicles like tankers and reefers. Even standard vehicles vary based on length and tonnage.

Trucking landscape in India can be segregated as follows:

- By distance: Long haul trucking refers to inter-city trips and short haul refers to intra city trucking within a 50 km radius. The latter usually involves the use of mini-trucks (under 3.5 tonnes) and vans to counter traffic congestion and transportation restrictions.
- By time sensitivity: Express trucking involves operations where routes and departure times are fixed. Express trucks do not halt enroute even on long trips and often have two drivers who drive in relay.
- By consignment size: Trucking may further be split into Full Truckload (FTL) and Less Than Truckload (LTL). The terms are self-explanatory, where for FTL, shippers can book the whole truck, for LTL, only part space can be booked. LTL shippers may need to wait up to a week for goods to be shipped as the carrier tries to fill a truck load with multiple shipments. Experts estimate the Indian LTL market to be lower than 1% of the total road freight Lack of standardization of trucks and cargo make LTL an underdeveloped and low margin market in India.



Because trucking is fragmented and heavily intermediated, the industry suffers from opaque pricing, which gets exacerbated during demand spikes in harvest and holiday seasons. Trucking brokerage rates can vary between INR 500 to INR 2000 or in the range of 7 – 15% of freight value per transaction. Industry margins depend on macro factors like economic growth, taxes and legislation as well as on fuel prices (which make up close to 50% of total freight transport cost).

The key industry participants include the transport operators which are the trucking companies, and which solicit freight and convey it from one location to another. The transport operators or freight transportation services providers can be broadly classified as small fleet operators (SFOs), medium fleet operators (MFOs) and large fleet operators (LFOs) on the basis of number of trucks they own or control.

Factors Impacting Business Model

Full Truck Load (FTL)

The FTL segment comprises of a business model wherein the LFOs have contracts with the end-user to provide door-to-door service and pay for the entire load carrying capacity of the truck (or FTL) from one location to another. The service is offered at a predetermined price and is generally used by customers/ manufacturers with large quantities of goods to be transported.

Less than Truck Load (LTL)

The LTL segment service is categorized into two categories: parcel and express cargo. LTL involves partial or less than the full capacity of the truck load. In LTL operations, the customers do not hire the entire truck, and the LTL service provider aggregates consignments from various clients and sends them across to the desired destination. Unlike FTL operations, wherein the consignment originates from a single source, this arrangement requires a wider reach and adequate infrastructure.

Freight rates

A transporter's profitability is largely dependent on freight rates, as it is their source of revenue. Road freight rates are primarily governed by the demand-supply scenario in the freight industry, which is dependent on existing truck capacities. The bargaining power of transporters also plays a role in the freight rates they can command. Given that the industry is highly fragmented, bargaining power differs according to the size of the operator. Typically, LFOs have a better bargaining power than SFOs due to the contractual nature of their business. However, during periods of low freight availability, the bargaining power of all the operators is affected.

Fleet utilization

Fleet utilization levels are another determinant of a transporter's profitability as during a slowdown, the cost of maintaining a vehicle may exceed the freight it brings in. Several factors affect utilization levels such as the demand-supply scenario, the goods the operator can transport and the routes which he plies. An LFO with a larger proportion of attached fleet can manage his utilization levels better by restricting hiring vehicles from the spot market. SFOs however, are affected by the competitive rates offered in the spot market due to a higher level of fragmentation amongst themselves. The nature of goods that an operator can transport may also affect availability of freight as production of certain brackets of goods are more affected in a weak macroeconomic environment. Thirdly, metro routes generally draw more transportation than tier-I and tier-II routes, also affecting fleet utilization levels. LFOs generally have a pan-India or multi-regional network and ply mostly on the metro routes. They also service tier-I and tier-II routes through spot arrangements with local players in the market, but this does not affect their utilization levels. On the other hand, SFOs and medium freight operators (MFOs) generally have a regional presence and cater to the

tier-I and tier-II routes. In 2015-2016, with industrial activity and infrastructure project execution gathering pace, the fleet utilization levels are around 75 per cent.

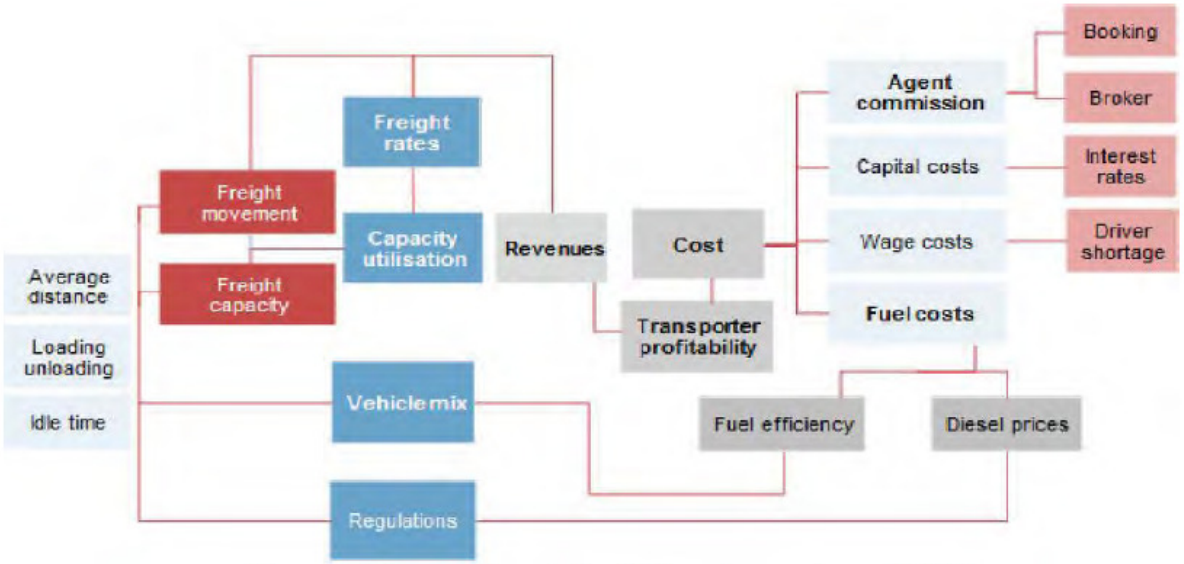
Load flexibility

An LFO has the flexibility to offer services like full truck load (FTL), less than truck load (LTL) and express cargo transportation. Express cargo and parcel services also offer them higher margins. In the express segment, LFOs realise positive cash flows even at 40 per cent utilisation levels. With this flexibility in the kinds of loads services being offered, an LFO can restrict the impact on his margins when freight availability is low. However, SFOs or MFOs are unable to provide these premium services and therefore cannot cushion the impact on their margins in such periods. Thus, LFOs are better able to manage in an unfavorable business environment than SFOs.

Other factors

Other costs that a transport operator bears are fixed costs and variable costs. Fixed costs would typically comprise of interest payments, crew charges, administrative overheads, maintenance repairs, wayside expenses and amounts pertaining to contract amount, insurance payment, road taxes and permit charges, and the variable costs would include the driver and cleaner's salaries, fuel, toll taxes, lubricants, tyres, spare parts and other running expenditures. Fuel costs comprise more than 40 per cent of the total input costs and any change in fuel prices directly hits profitability. Some costs like payments to intermediaries, payments made in the form of border and state taxes at check posts may be appropriated in either fixed or variable cost. Assessment of the cost structure of different commercial vehicles is based on our understanding of the industry's dynamics and industry interactions.

Factors affecting transporters' profitability



Framework to gauge impact of variables on transporter profitability

Many challenges plague Indian trucking, adding up to make road freight an expensive proposition. Some of these are as follows -

1) Road infrastructure - Roads are the primary infrastructure required for the trucking sector. In 2013, the total road length in India was 4.7 million kilometers making it the second largest road network in the world. However, 61% of these are not even double lane roads, and only 3% are 4 lane or above. India's share of national highways in total road network is among the lowest in the world, at just 1.7%. This 1.7% carries over 40% of total freight traffic. An average Indian truck clocks only 60 – 100K miles per year, 1/6th the miles clocked by an average American truck. Poor efficiency is driven only in part by poor infrastructure.
2) Variable tax structures - State specific taxes and legislation is another big factor affecting efficiency in the industry. Not only does this result in transport decisions being made on the basis of tax saving rather than operational efficiency but also causes delays at state borders and toll booths lead to Indian trucks losing several hours in a day. Most transporters give the truck driver a fixed sum to cover roadside expenses, salary and inducements. This provides perverse incentives for malpractices like overloading and fuel mixing, which in turn worsens fuel economies.
3) Route variability - Familiarity with border officials, local language and routes leads drivers to prefer certain routes, further encouraging regional fragmentation. This results in 30-50% of empty back-hauls as truckers do not have networks to connect with shippers in the destination city. Empty returns pull down profitability further.
4) Low skilled labour - Truck drivers themselves are low skilled and poorly paid. This coupled with poor working conditions has led to a shortage of drivers. IFTR estimates the driver shortage to hit 50% by 2020.
5) Liquidity challenges - Working capital issues abound in the long haul segment. Large volume shippers or manufacturers have payment cycles of 30 – 90 days. However, truck drivers demand cash down payments to manage en-route expenses and speed money. Most large transporters end up providing for this capital, which further eats into their margins.

These inefficiencies have meant that road transportation is expensive in India, by almost 30% when compared to the US on a purchasing power adjusted basis.

Despite challenges, the demand for road freight is projected to grow at close to 13% over the next 5 years. In addition to macro drivers of economic growth which will aid this market, a sizeable part of this growth is expected to come from the demand spurt in e-commerce.

Government Initiatives

The 'Make in India' campaign is being envisaged as a key strand of strategy for Indian economic revival and sustained growth. It promises that a boost in the country's manufacturing capabilities by inviting foreign capital and technology would not only adjust the balance in India's GDP skewed towards services but also provide employment. ‘Make in India' embodies the manufacturing led, trade-export-growth model that has to be situated and understood in the context of global production systems. Therefore, the 'Make in India' strategy has to embed itself within the global supply chain network to participate and garner a greater share in the world trade.

The trade logistics network forms the backbone of modern supra-national supply chains. Even if global production were to shift to India due to favourable wage-labour arbitrage, skilled work force, availability of industry specific clusters, reduction in non-tariff barriers amongst other incentives and she becomes the factory of the world a la China, high logistics costs could negate any low cost production advantage. Indian logistics costs are estimated to be at a high of around 13 to 14 per cent of GDP, almost double, when compared with 7 to 8 per cent of GDP in developed countries having superior logistics performance.

'Make in India' would necessitate more than mere connectivity to international trade logistics network, rather complete integration with it so that exporters can move, store and deliver goods faster and cheaper, the only way to retain their competitive advantage.

Currently, the manufacturing sector in India contributes over 15 per cent of the GDP. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP.

Based on the recommendations of the Foreign Investment Promotion Board (FIPB), the Government of India has recently approved 23 proposals of FDI amounting to Rs 10,378.92 crore (US$ 1,567.75 million) approximately in August 2016.

The Government of India has launched an initiative to create 100 smart cities as well as Atal Mission for Rejuvenation and Urban Transformation (AMRUT) for 500 cities with an outlay of Rs 48,000 crore (US$ 7.47 billion) and Rs 50,000 crore (US$ 7.78 billion) crore respectively. Smart cities are satellite towns of larger cities which will consist of modern infrastructure and will be digitally connected. The program was formally launched on June 25, 2015. The Phase I for Smart City Kochi (SCK) will be built on a total area of 650,000 sq. ft., having a floor space greater than 100,000 sq. ft. Besides, it will also generate a total of 6,000 direct jobs in the IT sector.

The Indian Government is taking every possible initiative to boost the infrastructure sector. Some of the steps taken in the recent past are being discussed hereafter. Indian transportation and logistics industry is looking forward to the next level of growth, efficiency and sophistication, gradually leaving behind the traditional issues pivoted around inefficiencies and regulatory challenges. It is in this context, that regulatory reforms in the form of Goods and Services Tax (GST) are much needed now than perhaps ever before. Post GST, there will be improvement in the logistic time after phasing out the border check posts resulting in improvement in operational efficiency through quicker and increased number of deliveries along with reduction in logistic cost during the transit. As per World Bank estimation, Indian corporates can save up to 30-40% of logistic costs incurred due to stoppages at various tolls and check posts. The implementation of the bill is expected to trim the logistic costs up to 20% from the current levels.

GOODS AND SERVICES TAX (GST)

The passage of the Goods and Services Tax bill can give a fillip to the trucking industry with ripple effects throughout the logistics sector for the following reasons - firstly, by simplifying the tax system, GST would reduce wait time at check posts which is currently spent in dealing with numerous state taxes. At inter-state check points, trucks have to wait for an average of 5-7 hours. In India, a truck can cover only an average of 250-400 km per day as against 700-800 km per day covered by trucks in US and Europe. Although there are other factors for the poor efficiency such as lack of GPS route optimization, poor quality vehicles, road quality etc., simply eliminating the 5-7 hours wasted at check points would result in an extra 100-140 km covered per day.

Also, drivers, at present, often avoid unfamiliar inter-state routes since they are uncomfortable with language barriers etc. – another challenge the GST bill is expected to reduce. Secondly, companies are compelled to maintain warehouses in each state in the current scenario, which is an extremely inefficient and expensive proposition. GST incentivizes fragmentation throughout the value chain. The creation of logistics hubs and parks and increased focus on operational efficiency will result in potential benefits from economies of scale in trucking. The current model of owner-operator in trucking industry could slowly fade away with the passage of GST and get replaced by large nationwide freight transport contractors. It is estimated that the implementation of the bill will trim the logistic costs up to 20% from the current levels.

Industry growth

Demand for freight transport by road is achieving a significant boost from the overall growth of core industries such as crude oil, petroleum and petroleum products, natural gas, fertilizer, coal, electricity, cement, finished steel, textiles, FMCG etc. The Indian textiles industry is expected to triple from USD 78 billion currently to USD 220 billion by 2020. The overall FMCG market is expected to increase at (CAGR) of 14.7 per cent to touch USD 110.4 billion in 2020. Increasing demand in turn, drives up freight rates. For instance, road freight rates for a return trip from Delhi to Mumbai and Delhi to Chennai, in April 2016, rose 6.7% and 4.4% respectively, according to data available with the Indian Foundation of Transport Research and Training (IFTRT). This pace of increase is the fastest ever observed year on year. There has been a 10% increase in the movement by road of cement, fertilizer and steel in April which further helped improve the rate of fleet utilization and round trip prices on trunk routes by 10-15%.

Growth of E-commerce

The rapid growth of e-tail has introduced new logistics elements into the traditional supply chain. One of the biggest challenges for e-tail players has been fulfillment of orders, a large proportion of which come from tier 1-3 cities and towns. The average fulfillment costs for most players stand at 7 – 10% of GMV. Of this the largest component is line-haul, which involves shipping orders from the origin city (merchant-location) to the destination city (where the customer is), accounts for 57% of total costs. Today, 80-90% of inter-city e-tail orders in India are being transported by air, driven by the need for fast fulfillment coupled with the poor efficiencies of road transportation. However, as e-commerce evolves, it is expected that increasing margin pressure and high congestion at airports will force e-commerce players to turn to road freight, resulting in road freight to account for close to 75% of e-tail order fulfillment by the end of the decade. Further, an increasing share of e-tail in larger cities will be same city commerce i.e. fulfilled using inventory housed in warehouses in or around the city. These trends will mean that both short haul and long haul trucking are likely to see a lot of new demand from ecommerce.

Technology Adoption

Tech adoption of Indian trucking is a recent phenomenon that has gained significant traction in a short period of time. Business models, dominated by load boards and freight marketplaces, that evolved over three decades in the US, have been adapted and executed rapidly in India. Driven by surging consumer and industrial demand and the growth of e-commerce, trucking-tech has also seen significant increase in private funding. Through various innovations, trucking start-ups are aiming to solve problems of inefficiencies and price arbitrage that plague the traditional market, by providing faster transactions, efficient spot pricing driving higher utilization and cost-efficiencies from disintermediation. The critical advantage of online trucking platforms lies in their ability to predict demand dynamically and in real time. Through that they can enable efficient spot pricing creating a win-win for both the shipper and the transporter/carrier. The accuracy of dynamic pricing in turn will keep improving as number of transactions driven by the platform increase. With an overall road freight market estimated at close to USD 97 billion, trucking represents a colossal opportunity.

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements" for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the Twelve-month period ended March 31 of that year.

OVERVIEW

Our Company was originally incorporated at Delhi as "Jalan Carriers Private Limited" on April 07, 2003 under the provisions of the Companies Act, 1956. Subsequently the constitution of our Company was changed to a Public Limited Company and the name was changed to "Jalan Transolutions (India) Limited" vide fresh certificate of incorporation dated January 30, 2008 issued by the Registrar of Companies, NCT of Delhi & Haryana.

Jalan Transolutions (India) Limited, formerly known as Jalan Carriers Pvt Ltd. had started its progressive journey in 2003 as a two wheeler transport solution provider with a renowned Multinational Automobile Company. Over the years, we have become one of the leading automobile transportation companies in Northern India and expanded our network across the country that allows us to deliver clients' shipment on time with greater safety and ease. Through our IT enabled and value added services, a fleet of about 400 Company Owned Trucks and extensive network, we strive to provide innovative, integrated and satisfactory customized solutions to our clients as per their specific needs. We are positioned as a highly professional, reliable and safe, prompt & quality service provider in the automobile transportation arena.

Starting more than 14 years back as a transportation company, JTIL has built a reliable reputation within India's domestic transportation market especially for 2 wheelers transportation. Our goods transportation business is carried under the banner of ―Jalan Transolutions. With a fleet of about 400 trucks, we can accommodate all of client's transport requirements. We also hire third party transportation services for carrying out our logistics operations. Our branch/associate network is there to assist in almost every region in India. We provide safe and secured services for carry goods from manufacturers to dealers or wholesalers and from wholesalers to retails. Our goods transportation services serve a broad range of industries, with our customer belonging to automobiles, textiles, etc. industries.

We are IBA (India Bank Association) approved and ISO 9001:2008 Certified Transport Company, specialized in providing optimum transport solutions to top Automobiles Companies. We are among leading automobile transport companies (in two wheelers segment only) in North India having PAN India presence with branches located in some major cities of country.

We are entrusted by our clients for our qualitative, time oriented and damage free transport. Our operational infrastructure for the goods transportation business comprised branches across India, ownership of trucks of different types and comprehensive in-house preventive maintenance facility known as "Jalan Business Center". We believe that our institutional service offerings, large transportation network, extensive operational and maintenance infrastructure and in-house technology systems have enabled us to develop our brand across India.

We secure contracts in logistics operations generally through one to one negotiation. The pricing of our services in goods transportation is determined on the basis of quantity of the consignment, duration within which it needs to be delivered as well as the distance to the delivery point. The prices are determined by negotiating directly with the client. In general, our services are provided to the customers on credit and we maintain an ongoing account of receivables from customers. The customers generally settle the account on periodic basis. We have a diverse mix of clients across

different industry sectors. Since we are prominently into FTL services, our clients belong from medium to large companies. We believe, we have experienced a high degree of returning customers over the years. We believe that the high levels of customer retention and growth in the number of customers reflects the value proposition we provide and positions us for further growth

We have a full maintenance set up for all vehicles in Dharuhera (Haryana). We also have our in house mechanics to ensure timely service as well as faster uptime of our vehicles resulting into provision of efficient services to all our clients and adhering to all safety norms. Operating a well-maintained fleet enables us to minimize downtime due to repairs and resulting service interruptions. The age and other attributes of our fleet also enhance our ability to attract drivers, increase fuel efficiency and minimize breakdowns. We procure spare parts and consumables required for maintenance of our own fleet through third parties and authorised dealers of truck manufacturers.

Safety is our top most priority and we are bounded by it. We keep regular workshops at our premises in order to train our drivers on ―Importance of Safety‖ and our representatives have also attended various safety meets organized by top cement companies as well as truck manufacturing companies. During the transportation period, our drivers are instructed to exercise due care and avoid acts of negligence to prevent loss of goods and lives. We have also obtained third party insurance to indemnify ourselves in case of mishaps.

Our Fleet

We own about 400 fleet of trucks and the breakup of our owned truck fleet is as follows:

- Single Axle Two Wheeler Carrier
- Multi-Axle Two Wheeler Carrier
- Container Carrier

Majority of our trucks are GPS equipped. The lifecycle of the transport vehicle is usually 8 to 10 years.

Fixed Assets break of trucks & other transport vehicles

(Amount in Rs.)

Particulars	No. of Vehicles	Gross Value as on 01.04.2016	WDV Value as on 31.01.2017
Over Five Years Old	145	4,80,28,087.59	3,81,17,942.73
Less than Five Years Old	232	17,11,71,078.11	20,99,18,099.39

Full Truck Load (FTL) Transportation

We can move Full Truck Load Cargo all over India.

Less than Truck Load (LTL) Transportation

We have developed specific routes to move small cargo loads to give customers flexibility and economic advantage.

Two-Wheeler Transportation

This custom-built vehicle is specially designed for the transportation of two wheelers from client's doorstep to destination.

Jalan Business Center

In association with "Ashok Leyland Ltd." & "JK Tyres Ltd.", we have set up a fully equipped, 29,365 sq. ft. 9build-up area) workshop known as "Jalan Business Center" in January, 2015. This is a Truck Service Station for trucks repair, maintenance and breakdown solutions having latest machines, updated techniques, and team of experts at Dharuhera, Haryana.

JBC provides in house operational infrastructure for the goods transportation business and in-house preventive maintenance. Our in-house technology systems enable us to improve our service quality and consistency and increase our operating efficiency. Our comprehensive in-house preventive maintenance facility at Dharuhera, Haryana enables us to increase the life of our vehicles, spare parts and components.

There are two divisions in Jalan Business Centre i.e. Tyre Division and Jalan Automotive. Following are the Details of revenue from Jalan Business Centre:

(Rs. in Lakhs)

Division	2015-16	Jan 31, 2017
Tyre Division	323.41	88.23
Jalan Automotive	46.82	37.77

Location: Jalan Business Centre is located in Dharuhera, Haryana. The center is well connected by three national highways: NH8 (Delhi-Jaipur-Mumbai), NH71 (Jalandhar-Rohtak-Jhajjar-Rewari) and NH71B (Rewari-Dharuhera-Sohna-Palwal). Proposed Delhi-Mumbai Industrial Corridor and also Two Wheeler OEMs - Hero & Honda.

Jalan Business Center consists of:

a. An authorised Ashok Leyland Service Station - with around the clock availability of service experts, approved spare parts, latest techniques and modern machine to deliver complete breakdown solutions, repair, and preventive maintenance solutions. The Service Station caters to both our in-house fleet as well as trucks owned by other transport companies.
b. Authorised JK Tyre Outlet - stocks and sells truck tyres and wheel components.
c. A Driver Training Facility set up in association with "Saarthi Foundation".

We believe that this recent investment in Jalan Business Center will help us grow our revenues and lower our costs in coming years.

OUR STRENGTHS

Leveraging the Experience of our Promoters: Our Promoters Mr. Rajesh Jalan and Mr. Manish Jalan have vast experience in the field of logistics which indicates their ability to maintain business viability and steer business through operational hurdles.

Track Record: Our Company has a profitable track record in the past 5 years and continue to increase in revenue from operations which defines the growth model of our productivity.

Supplier Relationship: Our Strong relationships with most leading carriers enable us to negotiate favourable commercial terms and operational advantageous for our clients.

Customer Relationship: We constantly try to address our customer's needs. We try to provide a tailor-made specification according to their requirements. We believe that, our existing customer relationships help us to get continuous business from our customers.

Technology: Our Company has invested significant resources in technological capabilities and has developed a technology system. It enables us to keep a complete check on the operational and accounting process.

LOCATIONS:

Registered Office: 206, Ajanara Bhawan, D-Block, Vivek Vihar, Delhi-110095

Corporate Office: 311-312, Devika Towers, Chander Nagar, Ghaziabad, Uttar Pradesh-201011

Administrative offices:

Our Company is also maintaining the administrative office at the following address:

i) Office No.29 and 30, Lower Ground Floor, Devika Tower, Plot No. 4A and B, Chander Nagar, Ghaziabad, Uttar Pradesh- 201011;
ii) Office No. 313, Devika Towers, Chander Nagar, Ghaziabad, Uttar Pradesh-20101

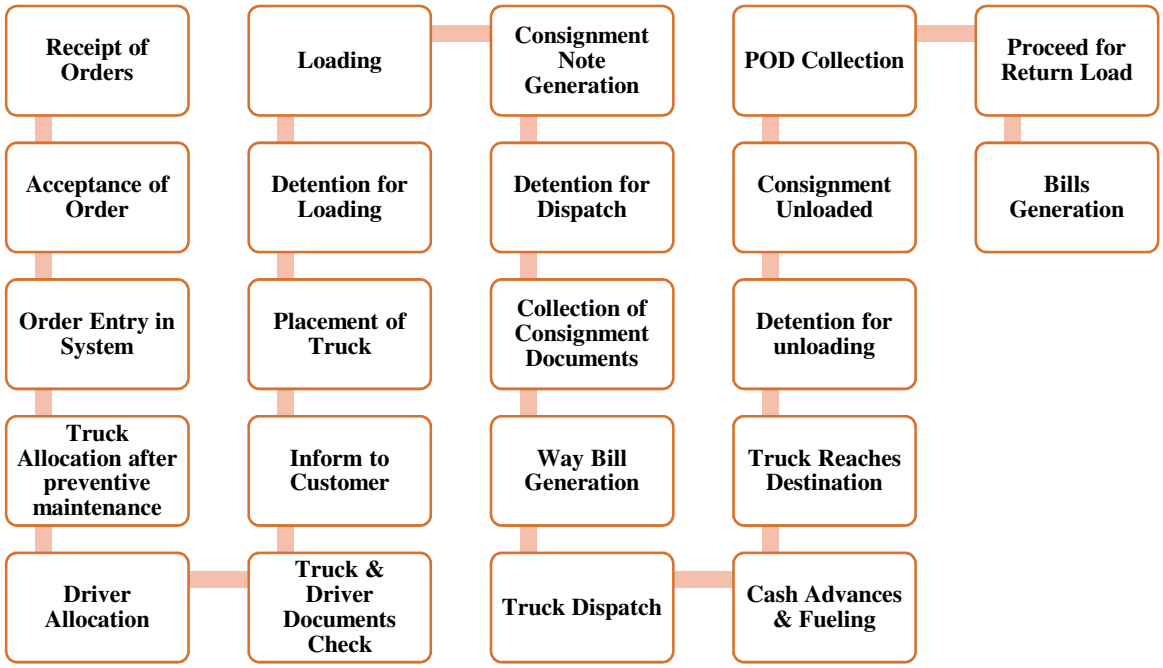
Jalan Business Centre: Approximate 4465.29 Sq. Mtr. situated at Khasra No. 20//21/2/2, 22/1/2, 34//1/2, 2/1, 10/1 (Village Khijuri, NH-8, Tehsil Dharuhera, Distt. Rewari (Haryana)-120106)

BRANCHES:

Sr. No.	Office Jurisdiction	Address of Branch
1	Raisen, Madhya Pradesh	G.F. 6, Namrada Apartment 05, Indus Realty Dashara Maidan, Mandideep Tehsil Goharganj, District Raisen, Madhya Pradesh
2	Hyderabad	Plot No. 25, 26, Medchal Chek Post, Medchal Mandal, Ranga Reddy District, Hyderabad
3	Narsapura	Mariyappa Compound, IInd Floor, District Kolar, Narsapura-563133
4	Raipur	Shop No.6, Bajarang Complex, Titibandh, Raipur
5	Aurangabad	Shivaji Nagar, Shiv Colony, Waluj, Plot No. 342, Shop No. 1, Opposite Bajaj Parking, Tehsil Gangapur Aurangabad-431111
6	Gwalior	Room of approximate 100 Sq. Feet at Village Dang Guthina, Bharat Market, Jila Gwalior
7	Hosur	Door No. 2/3-3, Kumudepalli Village, M.G.R. College (Post) Hosur 635 109, Krishnagiri District of Tamilnadu
8	Indore	Office No. 107, 1st Floor, Mini Motor Market, 38-39 EA Scheem-94, Ring Road, Dewas Naka, Indore-452010
9	Jabalpur	G-16, Janta Lodge, Maharajpur Transport Nagar, Karonda Baipass, Maharajpur, Jabalpur (M.P.) -482004
10	Mahoba	Kullai Pahariya Shrinagar Mahoba UP 210433
11	Udham Singh Nagar	9625 Sq. Feet Land at Kishanpur Opp. Shani Temple, Tahsil Kichha, Jila Udham Singh Nagar
12	Sonbhadra	Rahiman Katra, Bijpur Mod, Murdsawa Road, Renukoot Sonbhadra, UP-231217

Goods Transportation Process

Our business process starts on receipt of work order from client specifying his requirements with respect quantity of the goods to be moved, time frame within which it should be moved, pick up and drop destinations, etc. On the basis of the work order, a delivery order is issued in our favour by our clients to parties from whom they have sold goods and needs to send the consignment. Post receipt of delivery order, we do scheduling of the order wherein it is decided how many loads of truck within what period has to be dispatched and start making placement of trucks. The trucks then collect the consignment from the pick up location specified and drop the same at the specified location by the client. Once the consignment is unloaded, our responsibility with respect to the consignment is completed. We do billing at periodic intervals on basis of the terms of agreement.



COLLABORATIONS

Our Company has not entered into any technical or financial collaboration agreement.

HUMAN RESOURCES

The details of manpower employed as on date are as under:

Category	No. of Employees
Management:	
Managing Director	1
Administration, Accounts & Finance, Marketing:	
Account	14
Sales and Operations	33
Maintenance	18
Admin and HR	6
Chief Financial Officer, Company Secretary and Legal	2
Store and Filed	2
TOTAL	**76**

Additionally, we deploy drivers and other operational staff to operate our truck fleet as required from time to time. These numbers vary on month-to-month basis.

OUR TECHNOLOGY

We have been an early adaptor of technology in our business. Our in-house technology systems enable us to improve our service quality and consistency and increase our operating efficiency. Most of our trucks are GPS enabled and our centralized information technology network provides seamless real time monitoring of our operations and consignment bookings and delivery status. Our centralised accounting systems also enable us to implement stringent financial controls. Our in-house vehicle body designing facility develops customized configurations to ensure higher payload capacity. Our comprehensive in-house preventive maintenance facility at Dharuhera, Haryana enables us to increase the life of our vehicles, spare parts and components.

We continue to focus on enhancing operational controls and cost efficiencies through optimal freight mix, cost management and increasing asset life through preventive and predictive maintenance initiatives. Our ability to provide timely delivery and quality service is key to our reputation and further expansion of our goods transportation business. We continue to use stringent and integrated management control systems to optimize freight mix to maximize load factors and profitability. We also continue to implement various measures aimed at incremental improvement in operational efficiencies, such as utilizing technology aggregation tools.

ACHIEVEMENTS

- Since very first year of incorporation we started earning a good return on our investment irrespective of limited resources and under developed infrastructure. Our market strategies focused planning and great leadership established us as a profit-making entity during recession/ slow market period also.
- Our success can be demonstrated by our journey which was started with Two Trucks and Capital of Rupees One Lacs only.
- Our business tie-ups are our major strength and achievement. Our quality services fixed an unbreakable relationship knot with our prime clients. Our Customer satisfaction policies day by day expending our business horizon by adding new patrons at different locations in India.
- Our Company had entered into agreement with 'Vasundhara Logistics' and 'Prashar Road Carriers Pvt. Ltd.' for purchase of fleet of 41 trucks and 48 trucks respectively in the year 2013.
- In association with "Ashok Leyland Ltd." & "JK Tyres Ltd.", we have set up a fully equipped, 29,365 sq. ft. 9build-up area) workshop known as "Jalan Business Center" in January, 2015. This is a Truck Service Station for trucks repair, maintenance and breakdown solutions having latest machines, updated techniques, and team of experts at Dharuhera, Haryana.

OUR BUSINESS STRATEGIES

1. **Growing Asset Light Model -** Having established ourselves as niche transport player and a preferred transporter of top Automobile companies, we will be focusing on leasing trucks from small truck owners for our business expansion. This will enable us to increase our revenues and profits without investing a large amount of capital in owned fleet. We will implement our technologies, processes, maintenance systems to such trucks and using our real-time management capabilities, will strive to deploy the leased assets for optimizing our revenues and profits.

2. **Enhance operational controls to ensure timely delivery -** We continue to focus on enhancing operational controls and cost efficiencies through optimal freight mix and cost management. Our ability to provide timely delivery and quality service is key to our reputation and further expansion of our goods transportation business. We continue to use integrated management control systems to optimize freight mix to maximize load factors and profitability. We also continue to implement various measures aimed at incremental improvement in operational efficiencies, such as deploying multiple drivers across long distances. We also continue to adopt industry best practices and training for our employees to provide best services to our customers.

3. **Increase our goods transportation network** - We continue to expand our distribution network of branches for our goods transportation business. We intend to add a significant number of branches in central and eastern regions of India as well as increase the depth of our existing network in key States. The increase in our network will increase our client base and accordingly our management has been charting new avenues that may be explored to add new clients to our existing client base. We believe that with the growth in the economy and our industrial segment we shall be successful in our efforts to expand our client base.

4. **Expand our professional management team** - As an organization, we believe in transparency and commitment in our work and with our customers, government authorities, banks, financial institutions etc. We have an experienced team for taking care of our day to day operations. We also consult with external agencies on a case to case basis on technical and financial aspects of our business. We will consistently put efforts among its group of experienced employees to transform them into an outstanding team of empowered professionals which helps in further accelerating the wheels of development of the Organization.

5. **Optimal Utilization of Resources** - Our Company constantly endeavors to improve our service process, and will increase service activities to optimize the utilization of resources. We have invested significant resources, and intend to further invest in our activities to develop customized systems and processes to ensure effective management control. We regularly analyze our existing policies to be carried out for providing logistics services which enables us to identify the areas of bottlenecks and correct the same. This helps us in improving efficiency and putting resources to optimal use.

6. **Focus on higher margin transportation Services** - We continue to focus on further growing our transportation business, complemented by 3PL Services warehouse storage services and trucks placement services. Transportation services ensure a diversified customer base, higher rates and incremental revenues with superior margins. We continue to increase our market share of the transportation business in India through our integrated network, providing wider geographic coverage and reliable services at competitive prices. We continue to focus on increasing our transportation business and its density by targeting small and medium sized enterprises, who we believe represent a diversified, attractive and under-served customer segment.

SALES AND MARKETING

Marketing is an important function of our organization. We provide our service throughout India, our success lies in the strength of our relationship with our customers who have been associated with our Company for a long period. Our Director, Mr. Manish Jalan, through their vast experience and good rapport with clients owing to timely and quality delivery of services plays an instrumental role in creating and expanding a work platform for our Company. To retain our customers, we regularly interact with them and focus on gaining an insight into the services and other additional needs of such customers. Also, our branch manager plays a vital role in marketing operations of our Company.

MARKETING STRATEGY:

We intend to focus on following marketing strategies:

- Focus on existing markets and increasing our customer base.
- Emphasizing on Services with Value Added.
- Efficient delivery of goods to attain customer satisfaction.

COMPETITION

The goods transportation industry is unorganized, competitive and highly fragmented in India. We believe that the principal competitive factors include service quality, reliability, price and the availability and configuration of vehicles that are able to comprehensively address varying requirements of different customer segments and specific customer needs. We believe that our ability to compete effectively is primarily dependent on ensuring consistent service quality and timely services at competitive prices, thereby strengthening our brand over the years.

We intend to continue competing vigorously to capture more market share and manage our growth in an optimal way. Our major competitors are:

- Delhi Gujarat Freight Carrier Pvt Ltd
- Khaitan Logistics Pvt Ltd
- Chetak Logistics Ltd
- Delhi Baroda Road Carrier Pvt Ltd
- TCI Ltd
- ABC India Ltd

MAJOR CUSTOMERS:

Our customer base includes the following:

- Bajaj Auto Limited,
- Hero Motocorp Limited,
- Honda Motorcycle & Scooter India (P) Ltd,
- Ashok Leyland Limited,
- Mahindra Logistics Ltd;
- TVS Toyota Tsusho Supply Chain Solution Limited,
- TVS Motor Company Limited,
- Mittal Roadways,
- A To Z Logistics Limited

EXPORT POSSIBILITIES & EXPORT OBLIGATION:

Our business is entirely focused on domestic markets.

OUR PROPERTIES

Registered Office: 206, Ajanara Bhawan, D-Block, Vivek Vihar, Delhi-110095. The registered office of our Company is owned by Mr. Manish Jalan, Director and Promoter of the Company. The same premise has been taken on rent by our Company vide rent agreement dated April 17, 2017 which is valid up to February 28, 2018.

Other Land & Properties:

The following table sets for the significant properties owned by us:

S. No.	Property Kind	Description of property	Area	Vendors Details	Purchase Consideration (In Rs.)	Date of Purchase	Title
1	Corporate Office & Administrative office	311 & 312, Third Floor, Plot No. 4A & B, Devika Towers, Chander Nagar, Ghaziabad, Uttar Pradesh-201011	94.86 Sq. Mtr. (Super Area)	Pragati Constructions Co. (Devika Chambers), Stilt Floor, Devika Towers, 6, Nehru Place, New Delhi	Rs. 33,00,000	24th May, 2008	Clear
2	Administrative offices	Office No.29 and 30, Lower Ground Floor, Devika Tower, Plot No. 4A and B, Chander Nagar, Ghaziabad, Uttar Pradesh- 201011	15.864 Sq. Mtr. (Super Area)	Pragati Constructions Co. (Devika Chambers), Stilt Floor, Devika Towers, 6, Nehru Place, New Delhi	Rs. 1,36,297	30th May, 2014	Free
3		313, Third Floor, Plot No. 4A & B, Devika Towers, Chander Nagar, Ghaziabad, Uttar Pradesh-201011	33.42 Sq. Mtr. (Covered Area)	Pragati Constructions Co. (Devika Chambers), Stilt Floor, Devika Towers, 6, Nehru Place, New Delhi	Rs, 9,00,000	24th May, 2010	Free
4	Jalan Business Centre	Khasra No. 20//21/2/2, 22/1/2, 34//1/2, 2/1, 10/1 (Village Khijuri, NH-8, Tehsil Dharuhera, Distt. Rewari (Haryana)-120106)	4465.29 Sq. Mtr.	M/s Consultant & Engineers Enterprises, 513, Sector 7, Urban Estate Gurgaon	Rs. 55,00,000	23rd December, 2010	Free

The Following table sets for the properties taken on lease / rent by us:

Sr. No.	Location of the Property	Document and Date	Licensor/Lessor	Lease rent/License fee	Lease /License Period		Activity
					From	To	
1	G.F. 6, Namrada Apartment 05, Indus Realty Dashara Maidan, Mandideep Tehsil Goharganj, District Raisen, Madhya Pradesh 450 Sq. Feet.	Rent Agreement Dated 10th February, 2017	Ms. Shalini, G.F. 6, Namrada Apartment 05, Indus Realty Dashara Maidan, Mandideep Tehsil Goharganj, District Raisen, Madhya Pradesh	Rs. 4,500 Per Month	1st February, 2017	30th December, 2017	Business
2	Plot No. 25, 26, Medchal Chek Post, Medchal Mandal, Ranga Reddy District, Hyderabad.	Rent Agreement dated 1st August, 2016	Mr. Jai Jaganath Bhawan, H.No. 215, Plot No. 25, 26, Medchal Chek Post, Medchal Mandal, Ranga Reddy District.`	Rs. 6,000 Per Month	1st August, 2016	31st July, 2017`	Business
3	Mariyappa Compound, IInd Floor, District Kolar, Narsapura-563133	Rent Agreement Dated 9th February, 2017	Mr. Mariyappa, Mariyappa Compound, IInd Floor, District Kolar, Naraspura-563133	Rs. 6,500 Per month	1st February, 2017	31st December, 2017	Business
4	Shop No.6, Bajarang Complex, Titibandh, Raipur	Rent Agreement Dated 28th September, 2016	Smt. Geeta Dhoot, Dhoot Complex, Ring Road No. 2, Tatibandh Raipur, Jila Raipur, Chhattisgarh	Rs. 4,400 per month	1st July, 2016	31st May, 2017	Business

Sr. No.	Location of the Property	Document and Date	Licensor/Lessor	Lease rent/License fee	Lease /License Period		Activity
					From	To	
5	Shivaji Nagar, Shiv Colony, Waluj, Plot No. 342, Shop No. 1, Opposite Bajaj Parking, Tehsil Gangapur Aurangabad-431111	Rent Agreement dated 8th February, 2017	Mr. Asaram Bondre, Shivaji Nagar, Shiv Colony, Waluj, Plot No. 342, Shop No. 1, Opposite Bajaj Parking, Tehsil Gangapur Aurangabad-431111	Rs. 2,000 per month	1st February, 2017	31st December, 2017	Business
6	Room of approximate 100 Sq. Feet at Village Dang Guthina, Bharat Market, Jila Gwalior	Rent Agreement dated 19th October, 2016	Mr. Suresh Jain, Village Dang Guthina, Bharat Market, Jila Gwalior	Rs. 3,000 per month	19th October, 2016	18th October, 2021	Business
7	Door No. 2/3-3, Kumudepalli Village, M.G.R. College (Post) Hosur 635 109, Krishnagiri District of Tamilnadu	House Rent Agreement dated 9th February, 2017	Mr. M Rajendrakumar Upadhyay, Door No. 2/3-4, Kumudepali Village, M.G.R. College (Post) Hosur 635 109, Krishnagiri District of Tamilnadu	Rs. 3,200 per month	10th February, 2017	9th January, 2018	Business
8	Office No. 107, 1st Floor, Mini Motor Market, 38-39 EA Scheem-94, Ring Road, Dewas Naka, Indore-452010 100 Sq. Feet.	Rent Agreement dated 1st February, 2017	Smt. Vishakha Punvani, 38-39, E A, Scheme No. 94, Ringroad, Dewas Naka, Indore	Rs. 3,000 per month	1st February, 2017	31st December, 2017	Business

Sr. No.	Location of the Property	Document and Date	Licensor/Lessor	Lease rent/License fee	Lease /License Period		Activity
					From	To	
9	G-16, Janta Lodge, Maharajpur Transport Nagar, Karonda Baipass, Maharajpur, Jabalpur (M.P.) -482004	Rent Agreement dated 14th October, 2016	Janta Lodge, Prop, Mr. Ashish Kumar Billaiya, LIG-59, Anand Nagar, Adhartal Jabalpur, M.P.	Rs. 4,500 per month	4th October, 2016	3rd October, 2018	Business
10	Kullai Pahariya Shrinagar Mahoba UP 210433	Rent Agreement dated 10th February, 2017	Mr. Ramesh Yadav, Kullai Pahariya Shrinagar Mahoba UP 210433	Rs. 2,000 per month	1st February, 2017	31st December, 2017	Business
11	9625 Sq. Feet Land at Kishanpur Opp. Shani Temple, Tahsil Kichha, Jila Udham Singh Nagar	Rent Agreement dated 14th February, 2017	Mr. Sant Prakash Singh Ward No. 3, Tagore Nagar, Shakti Farm, Tahsil, Sitara Ganj Jila, Udham Singh Nagar.	Rs. 21,000 per month	1st January, 2017	30th November, 2017	Business
12	Rahiman Katra, Bijpur Mod, Murdsawa Road, Renukoot Sonbhadra, UP-231217	Rent Agreement Dated 13th October, 2016	Mr. Rahman Khan, Bijpur Mod, Murdsawa Road, Renukoot Sonbhadra, UP-231217	Rs. 2,500 per month	1st January, 2016	31st December, 2018	Business

INTELLECTUAL PROPERTY

We have filed the following applications for registration of our Intellectual property under the Trademarks Act, 1999.

Sr. No.	Trademark/Logo	Date of Application	Application No.	Class	Current Status
1.		February 02, 2017	3473002	39	Pending

INSURANCE

We have taken insurance policies insuring major risks relating to its stocks, building, plant & machinery, accessories at its manufacturing facilities & at their commercial premises. However, the insurance policies may not provide adequate coverage in certain circumstances and are subject to deductibles, exclusions and limit on coverage. We have taken insurance policies covering the following:

Coverage	Standard Fire & Special Perils
Policy no.	31150211160100000401
Agency	The New India Assurance Co. Ltd
Sum insured	Rs. 11,10,00,000
Total premium (Rs.)	Rs. 75,952
From	09.09.2016
Valid up to	08.09.2017

Coverage	Burglary (Single Location) Insurance
Policy no.	3115024616000000188
Agency	The New India Assurance Co. Ltd
Sum insured	Rs. 2,10,00,000
Total premium (Rs.)	Rs. 4,830
From	09.09.2016
Valid up to	08.09.2017

Coverage	Standard Fire & Special Perils
Policy no.	366015111610000076
Agency	National Insurance
Sum insured	Rs. 4,00,000
Total premium (Rs.)	Rs. 1,035
From	21.02.2017
Valid up to	20.02.2018

Coverage	Standard Fire & Special Perils
Policy no.	366015111610000075
Agency	National Insurance
Sum insured	Rs. 1,05,00,000
Total premium (Rs.)	Rs. 4,224
From	21.02.2017
Valid up to	20.02.2018

KEY INDUSTRY REGULATIONS AND POLICIES

The following description is an overview of certain laws and regulations in India, which are relevant to our Company. Certain information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below are not exhaustive, and are only intended to provide general information to applicants and is neither designed nor intended to be a substitute for professional legal advice.

The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled "Government and Other Statutory Approvals" beginning on page 224 of this Draft Prospectus.

The following is an overview of some of the important laws and regulations, which are relevant to our industry.

Regulations pertaining to the industry in which we operate:

Carriage by Road Act, 2007 ("CBRA")

The CBRA was enacted to regulate common carriers, limiting their liability and declaration of value of goods delivered to them and determines their liability for loss of, or damage to, the goods caused by negligence or criminal acts by them, their servants or their agents. The CBRA defines a common carrier as a person engaged in the business of collecting, storing, forwarding or distributing goods to be carried by goods carriages under a goods receipt or transporting for hire of goods from place to place by motorized transport on road. The CBRA requires every person engaged in the business of common carrier to obtain a certificate of registration from the state transport authority or a regional transport authority constituted under the Motor Vehicles Act, 1988 ("MV Act").

Motor Vehicles Act, 1988, as amended ("MV Act")

The "MV Act" was enacted to ensure road safety and accordingly lays down norms for safety including speed limits and traffic regulations and empowers the state or the central government or any authority, constituted under the MV Act to make rules in accordance with the MV Act and to restrict the use of vehicles in the interest of public safety or convenience. The MV Act requires every vehicle to be registered and insured and for every person driving a motor vehicle to obtain a license from the appropriate licensing authority. The MV Act empowers the state Governments to control road transport by issuing direction to the state and regional transport authorities regarding fixing of fares and freights for stage carriages, contract carriages and goods carriages, prohibiting or restricting long distance goods traffic or of specified goods by goods carriages or any other matter that the state government may deem necessary for regulation of motor transport or for co-ordination with other means of transport and to make rules regulating the construction, equipment and maintenance of motor vehicles, amongst others. Vide The Motor Vehicles (Amendment) Act, 2015 which came into force on 7th January, 2015 the MV Act was amended to include e-carts and e-rickshaws and the requirement of obtaining a driving license to drive the same, under the ambit of the MV Act.

The Central Motor Vehicle Rules, 1989 ("CMV")

The "CMV" Rules prescribe the procedure for grant of registration to motor vehicles and the requirements pertaining to registration numbers for vehicles. Driving when disqualified, driving dangerously or driving under the influence of drinks or drugs, altering a license and commission of any other offence punishable with imprisonment using a motor vehicle is deemed to be an offence under the MV Act.

The Public Liability Insurance Act, 1991("PLI Act")

The "PLI Act" provides for public liability insurance for the purpose of providing immediate relief to persons affected by accident occurring while handling any hazardous substance and for matters connected therewith or incidental thereto. Every owner (in the case of a company, any of its directors, managers, secretaries or other officers who is directly in charge of, and is responsible to the company for the conduct of the business of the company) is obligated to take out, before he starts handling any hazardous substance, one or more insurance policies providing for contracts of insurance thereby he is insured against liability to give relief under the PLI Act. The said insurance policy shall be for a minimum amount of the paid-up capital of the Company and not exceeding fifty crore rupees.

Important General laws:

The Foreign Exchange Management Act, 1999 ("FEMA") and Regulations framed thereunder.

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the 'automatic route' within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

The Foreign Trade (Development & Regulation) Act, 1992

The Foreign Trade (Development & Regulation) Act, 1992, provides for the development and regulation of foreign trade by facilitating imports into and augmenting exports from India and for matters connected therewith or incidental thereto.

The Companies Act, 1956

The Companies Act, 1956 dealt with laws relating to companies and certain other associations. It was enacted by the Parliament in 1956. The Act primarily regulated the formation, financing, functioning and winding up of companies. The Act prescribed regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constituted the main focus of the Act. In the functioning of the corporate sector, although freedom of companies was important, protection of the investors and shareholders, on whose funds they flourish, was equally important. The Act played the balancing role between these two competing factors, namely, management autonomy and investor protection.

The Companies Act, 2013

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

The Competition Act, 2002

The Competition Act, 2002 prohibits anti-competitive agreements, abuse of dominant positions by enterprises and regulates "combinations" in India. The Competition Act also established the Competition Commission of India (the "CCI") as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 01, 2011. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act.

The Indian Contract Act, 1872 ("Contract Act")

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

The Consumer Protection Act, 1986 ("COPRA")

"COPRA" aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services; price charged being unlawful and goods being hazardous to life and safety when used. The COPRA provides for a three-tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of these authorities attracts criminal penalties.

The Legal Metrology Act, 2009 and the Legal Metrology (Packaged Commodities) Rules, 2011

Legal Metrology Act, 2009 and the rules framed under were enacted with the objectives to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. This act replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, with effect from March 01, 2011 and the rules which came into force from April 01, 2011 replaced Standards of Weights and Measures (Packaged Commodities) Rules, 1977.

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

The "SHWW Act" provides for the protection of women and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000.

The Negotiable Instruments Act, 1881("NI Act")

In India, the laws governing monetary instruments such as cheques are contained in the "NI Act", which is largely a codification of the English Law on the subject. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, and with fine which may extend to twice the amount of the cheque, or with both.

Tax Related Legislations

Income-Tax Act, 1961 ("IT Act")

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

Service Tax Act

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

The Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods is first required to get itself registered and obtain an IEC (Importer Exporter Code).

Laws relating to Employment and Labour

The Industrial Employment Standing Orders Act, 1946

Every establishment employing more than 100 employees is required to formulate rules and regulations for its employees and the same should be submitted for approval to the Deputy Labor Commissioner.

Child Labour (Prohibition and Regulation) Act, 1986

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act the employment of child labour in the building and construction industry is prohibited.

The Employees (Provident Fund and Miscellaneous Provisions) Act, 1952 ("EPF Act")

The "EPF Act" applies to factories employing over 20 employees and such other establishments and industrial undertakings as notified by the Government of India from time to time. It requires all such establishments to be registered with the State provident fund commissioner and requires such employers and their employees to contribute in equal proportion to the employees' provident fund the prescribed percentage of basic wages and dearness and other allowances payable to employees. The EPF Act also requires the employer to maintain registers and submit a monthly return to the State provident fund commissioner.

The Employees State Insurance Act, 1948 ("ESI Act")

The "ESI Act", provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

The Payment of Gratuity Act, 1972 ("Gratuity Act")

The "Gratuity Act" establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions.

Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed Rs. 1 million.

The Equal Remuneration Act, 1976 ("ER Act")

The "ER Act" provides for the payment of equal remuneration to men and women workers for same work or work of a similar nature and for the prevention of discrimination, on the ground of sex, against women in the matter of employment. According to the Equal Remuneration Act, the term remuneration means the basic wage or salary and any additional emoluments whatsoever payable, either in cash or in kind, to a person employed in respect of employment or work done in such employment, if the terms of

the contract of employment, express or implied, are fulfilled.

The Workmen Compensation Act, 1923 ("WCA")

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

The Maternity Benefit Act, 1961 ("Maternity Act")

The purpose of "Maternity Act" is to regulate the employment of pregnant women and to ensure that they get paid leave for a specified period during and after their pregnancy. It provides inter-alia for payment of maternity benefits, medical bonus and enacts prohibition on dismissal, reduction of wages paid to pregnant women etc.

Motor Transport Workers Act, 1961("MTW Act")

"MTW Act" is aimed at providing for the welfare of the motor transport workers and regulating the conditions of their work. It applies to every motor transport undertaking employing five or more motor transport workers. The state governments are, however, empowered to apply all or any of the provisions of this legislation to any motor transport undertaking employing less than five workers.

Laws relating to Intellectual Property

The Trademarks Act, 1999 ("TM Act")

The "TM Act" provides for the application and registration of trademarks in India. The purpose of the Trade Marks Act is to grant exclusive rights to marks such as a brand, label and heading and to obtain relief in case of infringement for commercial purposes as a trade description. The registration of a trademark is valid for a period of 10 years, and can be renewed in accordance with the specified procedure.

Application for trademark registry has to be made to Controller-General of Patents, Designs and TM Act who is the Registrar of Trademarks for the purposes of the TM Act. The TM Act prohibits any registration of deceptively similar trademarks or chemical compound among others. It also provides for penalties for infringement, falsifying and falsely applying trademarks.

Environmental Laws

The Air (Prevention and Control of Pollution) Act, 1981, as amended (the "Air Act")

With a view to ensuring that the standards for emission of air pollutants from automobiles laid down by the State Board under clause (g) of sub-section (1) of section 17 are complied with, the State Government shall, in consultation with the State Board, give such instructions as may be deemed necessary to the concerned authority in charge of registration of motor vehicles under the Motor Vehicles Act, 1939 (Act 4 of 1939), and such authority shall, notwithstanding anything contained in that Act or the rules made thereunder be bound to comply with such instructions.

Property related laws

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.

In addition, regulations relating to classification of land may be applicable. Usually, land is broadly classified under one or more categories such as residential, commercial or agricultural. Land classified under a specified category is permitted to be used only for such specified purpose. Where the land is originally classified as agricultural land, in order to use the land for any other purpose the classification of the land is required to be converted into commercial or industrial purpose, by making an application to the relevant municipal or town and country planning authorities. In addition, some State Governments have imposed various restrictions, which vary from state to state, on the transfer of property within such states.

Land use planning and its regulation including the formulation of regulations for building construction, form a vital part of the urban planning process. Various enactments, rules and regulations have been made by the Central Government, concerned State Governments and other authorized agencies and bodies such as the Ministry of Urban Development, State land development and/or planning boards, local municipal or village authorities, which deal with the acquisition, ownership, possession, development, zoning, planning of land and real estate.

Each state and city has its own set of laws, which govern planned development and rules for construction (such as floor area ratio or floor space index limits). The various authorities that govern building activities in states are the town and country planning department, municipal corporations and the urban arts commission.

The Indian Registration Act, 1908 ("Registration Act")

The Indian Registration Act, 1908 "Registration Act" details the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes, inter alia, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in the present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of Rs. 100 or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. The Registration Act also stipulates the time for registration, the place for registration and the persons who may present documents for registration. Any document which is required to be compulsorily registered but is not registered will not affect the subject property, nor be received as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance of a contract under the TP Act or as evidence of any collateral transaction not required to be effected by registered instrument), unless it has been registered.

The Indian Easements Act, 1882 ("IE Act")

The law relating to easements and licenses in property is governed by the "IE Act". The right of easement has been defined under the Easements Act to mean a right which the owner or occupier of any land possesses over the land of another for beneficial enjoyment of his land. Such right may allow the owner of the land to do and continue to do something or to prevent and continue to prevent something being done, in or upon any parcel of land which is not his own. Easementary rights may be acquired or created by (a) an express grant; or (b) a grant or reservation implied from a certain transfer of property; or (c) by prescription, on account of long use, for a period of twenty years without interruption; or (d) local customs.

OUR HISTORY AND CORPORATE STRUCTURE

HISTORY & BACKGROUND

Our Company was originally incorporated at Delhi as Jalan Carriers Private Limited on April 07, 2003 under the provisions of the Companies Act, 1956. Subsequently the constitution of our Company was changed to a Public Limited Company and the name was changed to "Jalan Transolutions (India) Limited" vide fresh certificate of incorporation dated January 30, 2008 issued by the Registrar of Companies, NCT of Delhi & Haryana.

Lt. Mr. Madan Lal Jalan laid the foundation stone of Company with a vision to establish Company as well-known brand in Transport Industry by delivering professional logistics solution. In 2005, after Mr. Madan LaI Jalan sad quietus Mr. Rajesh Jalan & Mr. Manish Jalan took charge of Company and forward the legacy to new verticals.

Our Company is IBA (India Bank Association) approved and ISO 9001:2008 Certified Company, specialized in providing optimum transport solutions to top Automobiles Companies. Our Company is among leading automobile transport companies in North India having PAN India presence with branches located in some cities of country. We are entrusted by clients for our qualitative, time oriented and damage free transport.

The registered office of our Company is situated at 206, Ajanara Bhawan, D-Block Market, Vivek Vihar, Delhi-110095 and corporate office of our Company is situated at 311, Devika Towers, Chander Nagar, Ghaziabad, Uttar Pradesh-201011.

For information on the Company's activities, market, growth, technology and managerial competence, please see the chapters "Our Management", "Our Business" and "Industry Overview" beginning on pages 138,111 and 99 respectively of this Draft Prospectus.

MAIN OBJECTS OF OUR COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. The objects for which our Company is established are:

1. To establish, Organise, manage, run, charter, conduct, contract, develop, handle, own, operate, and to do business as transporters cargo agent in all its branches on land, air. water and space for transporting goods, passengers articles or things on all routes and lines on national and international level subject to law in force through all sorts of carriers such as trucks, lorries, trawlers, dumpers, coaches, tankers, tractors, haulers, jeeps, trallors, motor buses, omnibuses, motor taxis, railways, 'tramways, aircrafts, hovercrafts, rockets, space shuttles , ships, vessels, boats, barges and other modes of transportation whether propelled by petrol, diesel, electricity, steam, oil, atomic power or any other form of power.

2. To carry on the business as travel agents, tour operators, clearing and forwarding agents, tourist transport operators, cargo agents, tourist agents, insurance agents, ship brokers, custom house agents, consultants and general sales agents for any of the airlines, steam ship, cruise, motor boat, companies, railways, transport companies, taxi and tour operators, omnibuses, motor buses, wagons car travel carriage or any other person in India or abroad.

3. To carry on the business as tourist owners and agents and to facilitates travelling and to provide for tourists and travellers or promote the provision of conveniences of all in the way of through tickets, circular tickets ,vouchers, sleeping car or berths hotels and boarding and/or lodging guides', safe deposits, resting rooms, baggage transport

and otherwise to charter steamships, motor buses or lorries and aero planes for fixed periods or for particular voyages , trips or any other means/ systems facilitating travelling and flights in India or abroad.

4. To organise, religious, educational, sightseeing and business tours, trekking expeditions special interest tours, journeys, safaries and for the purpose to charter ships, planes, trains, aeroplanes, omnibuses, motor buses and carriage of every description and to book and reserve accommodation and rooms hotels, models, restaurants, lodges, guest house, tourist lodges. cafe, taverns, resorts, recreation facilities, boarding and lodging houses in India and elsewhere abroad and to develop tourism places in India or abroad.

5. To carry on in India or elsewhere the business of buying, selling, re-selling, sub-contracting, hiring, importing, exporting, distributing, servicing, repairing, stocking, supplying, whole selling, retailing, installing, reconditioning, designing, developing, modifying, processing, cleaning, renovating, job working and to deal in all descriptions ,specifications, systems, models, shapes, sizes, dimensions, capacities, applications and uses of diesel engine, trucks, trawlers, tankers, tractors, motor-lorries, motorcycles, cycle cars, race-cars, scooters, buses, omnibuses, utilities, jeeps, defense vehicles, ambulances, tempos, vans, locomotive, tanks, mopeds, motorcars, three wheelers, and other vehicles, for transporting passengers, goods and animals whether propelled or used by any form of power including petrol, oil, gas, petroleum, spirit, steam, gas, vapor, electricity battery, solar energy, atomic energy, wind energy and sea energy including their accessories and spare parts including but not limited to tyres, tubes, engine oils, lubricants, and other consumables.

6. To set up and run authorized service stations of various brands and companies engaged in the field of automobile industry for selling, their products and services and to provide services with respect to servicing and repairing their vehicles whether covered under warranty or otherwise and to provide all sorts of after sale services related to their products.

CHANGES IN THE MEMORANDUM OF ASSOCIATION

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

DATE	AMENDMENT
30th December, 2004	Increase in Authorized Share Capital of the Company from Rs. 1.00 Lacs divided into 10,000 Equity Shares of Rs. 10 each to Rs. 2 Lacs divided into 20,000 Equity shares of Rs. 10 each.
9th January, 2006	Increase in Authorized Share Capital of the Company from Rs. 2.00 Lacs divided into 20,000 Equity Shares of Rs. 10 each to Rs. 10 Lacs divided into 100,000 Equity shares of Rs. 10 each.
13th January, 2008	Conversion of the Company from Private Limited Company to Public Limited Company and change of name.
12th February, 2008	Increase in Authorized Share Capital of the Company from Rs. 10.00 Lacs divided into 100,000 Equity Shares of Rs. 10 each to Rs. 1 crore divided into 10,00,000 Equity shares of Rs. 10 each.
15th March, 2010	Increase in Authorized Share Capital of the Company from Rs. 1 crore divided into 10,00,000 Equity shares of Rs. 10 each to Rs. 2.5 crore divided into 25,00,000 Equity shares of Rs. 10 each.

DATE	AMENDMENT
20th August, 2010	Increase in Authorized Share Capital of the Company from Rs. 2.5 crore divided into 25,00,000 Equity shares of Rs. 10 each to Rs. 5 crore divided into 50,00,000 Equity shares of Rs. 10 each.
11th November, 2011	Increase in Authorized Share Capital of the Company from Rs. 5 crore divided into 50,00,000 Equity shares of Rs. 10 each to Rs. 10 crore divided into 1,00,00,000 Equity shares of Rs. 10 each.
24th December, 2014	Alteration in the Object clause of the Memorandum of Association and Adoption of New set of Articles and Memorandum of Associations of our Company.
27th December, 2016	Increase in Authorized Share Capital of the Company from Rs. 10 crore divided into 1,00,00,000 Equity shares of Rs. 10 each to Rs. 15 crore divided into 1,50,00,000 Equity shares of Rs. 10 each.

MAJOR EVENTS AND MILESTONES

YEAR	PARTICULARS
2003	Incorporation of the Company in the name and style of "Jalan Carriers Private Limited"
2008	The Company was converted in to a Public Limited Company and consequently the name was changed to "Jalan Transolutions (India) Limited"
2013	Acquired two- wheeler businesses of "Prashar Road Carriers Pvt. Ltd." and "Vasundhara Logistics".
2014	Alteration of Main Objects of the Memorandum of Association and adoption of new set of Articles & Memorandum of Association of the Company.
2015	Obtained Certificate of ISO 9001:2008

AWARDS

Year	PARTICULARS
2016	Quality Certificate from Bajaj Transport Vendor Conference amongst high volume Transport Vendors for FY 2015-16.
2014	Certificate from Honda for authorized Transporter 2013-14
2014	Business Partners Awards 2014 from Mahindra Logistics.
2015	Certificate of Life Membership form All India Motor Transport Congress

CAPITAL RAISING (DEBT / EQUITY)

For details of the equity capital raising of our Company, please refer to the chapter titled "Capital Structure" on page 59 of this Draft Prospectus.

We have not issued any debt instrument since incorporation till date.

HOLDING COMPANY OF OUR COMPANY

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

SUBSIDIARY OF OUR COMPANY

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

REVALUATION OF ASSETS

Our Company has not revalued its assets since its incorporation.

CHANGES IN THE ACTIVITIES OF OUR COMPANY HAVING A MATERIAL EFFECT

Since incorporation, there has been no change in the activities being carried out by our Company during the preceding five years from the date of the Draft Prospectus which may have a material effect on the profits / loss of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

DETAILS OF OUR PAST PERFORMANCE

Our Company was incorporated in October, 2003. For details in relation to our financial performance since inception, including details of non-recurring items of income, refer to section titled "Financial Statements" beginning on page 165 of this Draft Prospectus.

INJUNCTIONS OR RESTRAINING ORDERS

Our Company is not operating under any injunction or restraining order.

MERGERS AND ACQUISITIONS IN THE HISTORY OF OUR COMPANY

There has been no merger or acquisition of businesses or undertakings in the history of our Company except as mentioned under chapter titled “Our Business” on page 111 of this Draft Prospectus.

STRIKES

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

TIME AND COST OVERRUNS IN SETTING UP PROJECTS

As on the date of the Draft Prospectus, there have been no time and cost overruns in any of the projects undertaken by our Company.

SHAREHOLDERS AGREEMENTS

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

OTHER AGREEMENTS

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

COLLABORATION

Our Company has not entered into any collaboration with any third party as on the date of this Draft Prospectus.

STRATEGIC PARTNER

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

FINANCIAL PARTNER

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

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS OR BANKS

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

NUMBER OF SHAREHOLDERS

Our Company has Seven (7) shareholders on date of this Draft Prospectus.

BOARD OF DIRECTORS

Under our Articles of Association, our Company is required to have not less than three (3) Directors and not more than fifteen (15) Directors. Our Company currently has Five (5) Directors on Board.

The following table sets forth current details regarding our Board of Directors:

Sr. No.	Name, Father's Name, Address, Designation, Occupation, Nationality, Tenure and DIN	Status of Directorship in our Company	Other Directorships
1.	**Name:** Mr. Manish Jalan **Age:** 43 years **Father's Name:** Late Madan Lal Jalan **Designation:** Executive Director **Address:** 206, Ajanara Bhawan, D Block Market, Vivek Vihar, Delhi - 110095 **Term:** Retire by Rotation **Nationality:** Indian **Occupation:** Business **DIN:** 00043040	Executive Director	1. Jalan Translogistics (India) Limited 2. Quikhop Logistic Solutions Private Limited 3. Jalan Chits Private Limited 4. Peejay Buildwell Limited 5. Jalan Motors (India) Limited*
2.	**Name:** Mr. Rajesh Jalan **Age:** 47 years **Father's Name:** Late Madan Lal Jalan **Designation:** Executive Director **Address:** 206, Ajanara Bhawan, D Block Market, Vivek Vihar, Delhi - 110095 **Term:** Five (5) Years from January 02, 2017 **Nationality:** Indian **Occupation:** Business **DIN:** 00050253	Managing Director	1. Jalan Translogistics (India) Limited 2. Quikhop Logistic Solutions Private Limited 3. Jalan Chits Private Limited 4. Peejay Buildwell Limited 5. Jalan Motors (India) Limited*
3.	**Name:** Mrs. Pushpa Jalan **Age:** 74 years **Father's Name:** Late Birdhi Chand	Non-Executive Director	1. Jalan Translogistics (India) Limited 2. Jalan Chits Private Limited

Sr. No.	Name, Father's Name, Address, Designation, Occupation, Nationality, Tenure and DIN	Status of Directorship in our Company	Other Directorships
	Designation: Non-Executive Director **Address:** 206, Ajanara Bhawan, D Block Market, Vivek Vihar, Delhi - 110095 **Term:** Retire by Rotation **Nationality:** Indian **Occupation:** Business **DIN:** 00050259		
4.	**Name:** Dr. Rajnish Kumar Pandey **Age:** 55 years **Father's Name:** Mr. Ram Chandra Pandey **Designation:** Non-Executive & Independent Director **Address:** D-101, Ahimsa Terrace, Ahimsa Marg, Chincholi, Off Link Road, Malad (West), Mumbai - 400064 **Term:** Five years from November 01, 2016 **Nationality:** Indian **Occupation:** Service **DIN:** 01096119	Non-Executive & Independent Director	1. Scandent Imaging Limited 2. Good Yield Fertilisers And Pesticides Private Limited 3. Onelife Ecopower & Engineering Limited 4. Onelife Gas Energy & Infrastructure Limited 5. Destimoney Commodities Private Limited 6. Purple India Holdings Limited 7. Destimoney Securities Private Limited 8. Doctors Dental Services Limited
5.	**Name:** Mr. Ratan Lal Nangalia **Age:** 67 years **Father's Name:** Mr. Subh Karan Nangalia **Designation:** Non-Executive & Independent Director **Address:** Kush-504, Agrasen Awas, 66 IP Extension, Patparganj, Shakarpur Baramad, Delhi-110092 **Term:** Five years from November 01, 2016 **Nationality:** Indian **Occupation:** Service	Non-Executive & Independent Director	1. Hindusthan Urban Infrastructure Limited

Sr. No.	Name, Father's Name, Address, Designation, Occupation, Nationality, Tenure and DIN	Status of Directorship in our Company	Other Directorships
	DIN: 07268034		

** Jalan Motors (India) Limited has been striked off.*

BRIEF BIOGRAPHIES OF OUR DIRECTORS

Mr. Manish Jalan aged 43 years, is Promoter and Director of our Company. He holds the degree in Bachelor in Commerce from University of Delhi, PGDAV College, having certified diploma Course in Web Commerce Master, Geneva (Switzerland) and Completed MPOWER program from IIM Ahmedabad. He is having more than 24 years of Experience in Transportation and Logistic Industrial activities. He guides us in overall operational activities of our Company. He played an instrumental role towards increment of fleets at our Company. His business acumen has yielded the required results and with his tireless support to the company, facilitated the business to reach new heights all through.

Mr. Rajesh Jalan aged 47 years is the Promoter and Managing Director of our Company. He holds the degree in Bachelor in Commerce (B.com Hon.) from Delhi University, Hansraj College. He is having more than 27 years of Experience in Transportation and Logistic Industrial activities. He looks after day-to-day routine operational activities of our Company. With his multifunctional experience, he guides company in its growth strategies.

Mrs. Pushpa Jalan aged 74 years, is Director and member of promoter group of our Company. She is having more than 40 years of Experience in Transportation and Logistic Industrial activities. She is acts as a mentor to company and takes keen interest in the Business decision-making.

Dr. Rajnish Kumar Pandey aged 55 years, is Non-Executive & Independent Director of our Company. He is a fellow member of Institute of Chartered Accountants of India and Institute of Company Secretaries of India. He has also done LLB, Masters in economics and commerce. He has also done doctorate in philosophy. He is having experience of over 29 years in Finance, Accounts, Project Management, Legal Documentation, Taxation and Auditing.

Mr. Ratan Lal Nangalia aged 67 years, is Non-Executive & Independent Director of our Company. He is Fellow Cost and Management Accountant, Fellow member of the Tanzania Association of Accountants, Associate member, Institute of Chartered Secretaries and Administrators. England, Associate member, Institute of Chartered Accountants of India, Bachelor of Commerce, University of Rajasthan, India and registered with the National Board of Accountants and Auditors of Tanzania as an Authorised Auditor. He has post qualification experience of more than 40 years in Business Strategies, Planning and Corporate Finance, Compliances and Corporate Affairs.

CONFIRMATIONS

As on the date of this Draft Prospectus:

1. Except Mr. Manish Jalan and Mr. Rajesh Jalan who are related to each other as brothers and Mrs. Pushpa Jalan who is mother of Mr. Manish Jalan and Mr. Rajesh Jalan, none of the Directors of the Company are related to each other as per Sec 2 (77) of Companies Act, 2013.
2. There are no arrangements or understanding with major shareholders, customers, suppliers or any other entity, pursuant to which any of the Directors or Key Management Personnel were selected as a Director or member of the senior management.
3. The Directors of our Company have not entered into any service contracts with our Company which provides for benefits upon termination of employment
4. None of the above-mentioned Directors are on the RBI List of willful defaulters.
5. Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) for more than 3 months during the five years prior to the date of filing the Draft Prospectus or (b) delisted from the stock exchanges.
6. None of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority. For further details, refer Chapter titled "Outstanding Litigation and Material Developments" beginning on the page 211 of this Draft Prospectus.

TERMS OF APPOINTMENT AND COMPENSATION OF OUR DIRECTORS

Name	Mr. Rajesh Jalan
Designation	Managing Director
Period	Retire by rotation
Date of Appointment	02.01.2017
Remuneration	**a) Remuneration:** Rs. 2,40,000/- p.m. (Two lacs Forty Thousand Only) with such annual increments / increases as may be decided from time to time. **b) Minimum Remuneration:** In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment. Appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in section IV of the Schedule V to the Companies Act, 2013, from time to time.

Remuneration paid in FY 31st March, 2017	Rs. 28.80 Lakhs

Except that an Agreement dated January 18, 2017 has been entered into between our Company and Mr. Rajesh Jalan, Director for his appointment, there is no definitive and /or service agreement that has been entered into between our Company and the directors in relation to their appointment.

SHAREHOLDING DETAILS OF THE DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares.

The following table details the shareholding of our Directors as on the date of this Draft Prospectus:

Sr. No.	Name of the Director	No. of Equity Shares	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital
1.	Mr. Manish Jalan	31,71,780	29.68	21.82
2.	Mr. Rajesh Jalan	39,71,010	37.15	27.32
3.	Mrs. Pushpa Jalan	37,350	0.35	0.26
4.	Dr. Rajnish Kumar Pandey	Nil	Nil	Nil
5.	Mr. Ratan Lal Nangalia	Nil	Nil	Nil

INTEREST OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable, if any to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable, if any to them under our Articles of Association, and/or to the extent of remuneration paid to them for services rendered as an officer or employee of our Company. Some of our Directors may be deemed to be interested to the extent of consideration received/paid such as rent paid on account of lease agreement or interest paid on any loan or advances provided to our company, any body corporate including companies and firms and trusts, in which they are interested as directors, members, partners or trustees.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and /or trustees pursuant to this Issue. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares, if any.

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

Except as stated in the chapter "Our Management" and 'Related Party Transactions' beginning on page 138 and 163 respectively of this Draft Prospectus and described herein to the extent of shareholding in our Company, if any, our Directors do not have any other interest in our business.

Our Directors have no interest in any property acquired by our Company within two years of the date of this Draft Prospectus.

Our Directors are not interested in the appointment of or acting as Underwriter, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

PROPERTY INTEREST

Except as stated/referred to in the heading titled "Land & Properties" beginning on page 119 of this Draft Prospectus, our Directors have not entered into any contract, agreement or arrangements during the preceding two years from the date of this Draft Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

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

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

Name	Date of event	Nature of event	Reason
Mrs. Ritu Jalan	November 01, 2016	Resignation	Resignation as Director
Mrs. Meena Jalan	November 01, 2016	Resignation	Resignation as Director
Mr. Ratan Lal Nangalia	November 01, 2016	Appointment	Appointment as Non-Executive & Independent Director
Dr. Rajnish Kumar Pandey	November 01, 2016	Appointment	Appointment as Non-Executive & Independent Director
Mr. Rajesh Jalan	December 03, 2016	Change in Designation	Appointment as Managing Director

BORROWING POWERS OF THE DIRECTORS

Pursuant to a special resolution passed at Extra Ordinary General Meeting of our Company held on December 27, 2016, consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180 of the Companies Act, 2013 for borrowing from time to time any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) may exceed in the aggregate, the paid-up capital of our Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of our Company and its free reserves shall not at any time exceed Rs. 75 Crores.

CORPORATE GOVERNANCE

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We have a Board constituted in compliance with the Companies Act, 2013 and as per the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 in accordance with best practices in corporate governance. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently our Board has Five (5) Directors. We have One (1) Managing Director, One (1) Executive Director, One (1) Non-Executive Director and Two (2) Non-Executive & Independent Directors. The constitution of our Board is in compliance with the Companies Act, 2013.

The following committees have been re-constituted in compliance with the corporate governance norms:

A) Audit Committee
B) Stakeholders Relationship Committee
C) Nomination and Remuneration Committee

AUDIT COMMITTEE

Our Company has re-constituted an audit committee ("Audit Committee"), as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 vide resolution passed in the meeting of the Board of Directors held on April 18, 2017.

The terms of reference of Audit Committee complies with the requirements of Companies Act, 2013. The committee presently comprises following three (3) directors. Dr. Rajnish Kumar Pandey is the Chairman of the Audit Committee.

Composition of Audit Committee:

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Dr. Rajnish Kumar Pandey	Chairman	Non-Executive & Independent Director
2.	Mr. Ratan Lal Nangalia	Member	Non-Executive & Independent Director
3.	Mr. Manish Jalan	Member	Executive Director

The terms of reference of the Audit Committee includes the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.

2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

    a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.

    b. Changes, if any, in accounting policies and practices and reasons for the same.

c. Major accounting entries involving estimates based on the exercise of judgment by management.

d. Significant adjustments made in the financial statements arising out of audit findings.

e. Compliance with listing and other legal requirements relating to financial statements.

f. Disclosure of any related party transactions.

g. Modified opinion(s)in the draft audit report.

5. Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

7. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.

8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.

9. Scrutiny of inter-corporate loans and investments.

10. Valuation of undertakings or assets of the Company, wherever it is necessary.

11. Evaluation of internal financial controls and risk management systems.

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

14. Discussion with internal auditors on any significant findings and follow up there on.

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

18. To review the functioning of the Whistle Blower mechanism, in case the same exists.

19. Approval of appointment of CFO or any other person heading the finance function or discharging that function after assessing the qualifications, experience & background, etc. of the candidate.

20. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.

The Audit Committee shall mandatorily review the following information:

1. Management Discussion and Analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters / letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. Statement of deviations:
   a) Half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

   b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The Audit Committee shall have following powers:

- Investigating any activity within its terms of reference;
- Seeking information from any employee;
- Obtaining outside legal or other professional advice; and
- Securing attendance of outsiders with relevant expertise, if it considers necessary.

STAKEHOLDERS RELATIONSHIP COMMITTEE

Our Company has re-constituted a Stakeholders Relationship Committee ***("Stakeholders relationship committee")*** to redress the complaints of the shareholders. The Stakeholders Relationship Committee was re-constituted pursuant to the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 vide resolution passed at the meeting of the Board of Directors held on April 18, 2017. The committee currently comprises of three (3) Directors. Mr. Ratan Lal Nangalia is the Chairman of the Stakeholders Relationship Committee.

Composition of Stakeholders Relationship Committee:

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Ratan Lal Nangalia	Chairman	Non-Executive & Independent Director
2.	Dr. Rajnish Kumar Pandey	Member	Non-Executive & Independent Director
3.	Mrs. Pushpa Jalan	Member	Non-Executive Director

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Stakeholders Relationship Committee include the following:

- Redressal of shareholders'/investors' complaints;
- Reviewing on a periodic basis the Approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
- Non-receipt of declared dividends, balance sheets of the Company; and
- Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

NOMINATION AND REMUNERATION COMMITTEE

Our Company has re-constituted a Nomination and remuneration Committee ***("Nomination and Remuneration Committee")***. The Nomination and Remuneration Committee was re-constituted pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 vide resolution passed at the meeting of the Board of Directors held on April 18, 2017. The Committee currently comprises of three (3) Directors. Mr. Ratan Lal Nangalia is the Chairman of the Committee.

Composition of Nomination and Remuneration Committee:

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Ratan Lal Nangalia	Chairman	Non-Executive & Independent Director
2.	Dr. Rajnish Kumar Pandey	Member	Non-Executive & Independent Director
3.	Mrs. Pushpa Jalan	Member	Non-Executive Director

The Nomination and Remuneration Committee has following roles:

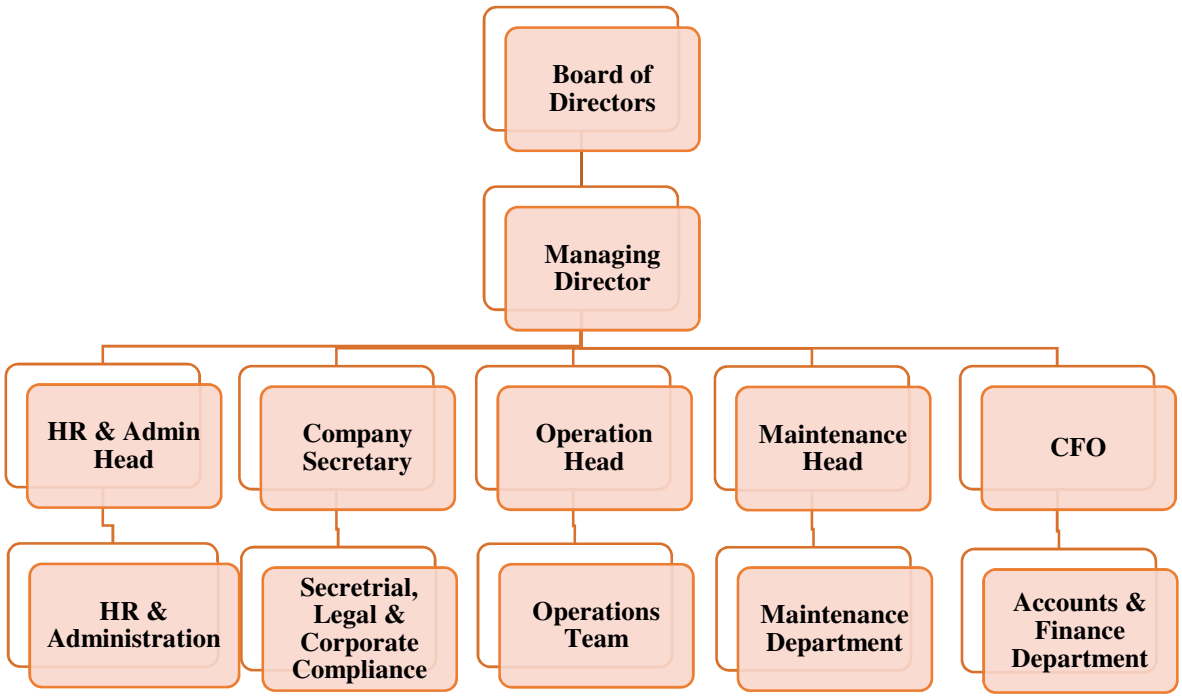
1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
2. Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
3. Devising a policy on diversity of Board of Directors.
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
6. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

Policy on Disclosures and Internal Procedure for Prevention of Insider Trading

Our Company undertakes to comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 after listing of our Company's shares on the Stock Exchange.

Our Company Secretary and Compliance Officer, Ms. Mamta Sharma is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

ORGANISATIONAL STRUCTURE



Mr. Mihir Sen Gupta aged 53 years, is Head HR/Admin of our Company. He holds a degree of MBA in Human Resource. He is having more than 25 years of experience in Human Resource Management and he is associated with our Company since January, 2016.

Mr. Ravinder Kaushik aged 30 years, is Senior Manager - Operation of our Company. He holds a degree of Bachelor in Arts. He is having more than 8 years of experience in Transportation and logistics operations and he is associated with our Company since August, 2016.

KEY MANAGERIAL PERSONNEL

Our Company is managed by its Board of Directors, assisted by qualified professionals, in the respective field of finance/ capital market and corporate laws.

The following key personnel assist the Management of our Company:

Name	Date of Joining	Designation	Functional Responsibilities	Qualification
Mr. Rajesh Jalan	April 07, 2003	Managing Director	Overall Management	B.Com Honors

Name	Date of Joining	Designation	Functional Responsibilities	Qualification
Mrs. Mamta Sharma	September 01, 2014	Company Secretary & Compliance Officer	Drafting of agreements, drafting of resolutions, preparation of minutes & compliance of the provisions of the Companies Act, 2013.	B.Com, CS, LL.B.
Ms. Anchal Bathla	January 02, 2017	Chief Financial Officer	Accounts	Qualified Chartered Accountant

BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

Mr. Rajesh Jalan aged 47 years is the Promoter and Managing Director of our Company. He holds the degree in Bachelor in Commerce (B.com Hon.) from Delhi University, Hansraj College. He is having more than 27 years of Experience in Transportation and Logistic Industrial activities. He looks after day-to-day routine operational activities of our Company. With his multifunctional experience, he guides company in its growth strategies. He has earned a gross remuneration of Rs. 28.80 Lakhs p.a. during FY. 2016-17.

Mrs. **Mamta Sharma** aged 35 years, is Company Secretary & Compliance Officer of our Company. She is an associate member of Institute of Companies Secretaries of India. She is associated with our Company from September, 2014. Her scope of work and responsibilities includes vetting of agreements, preparation of minutes, drafting of resolutions, preparation and updating of various statutory registers, and compliance with the provisions of Companies Act, 2013. She has earned a gross remuneration of Rs. 4.25 Lakhs p.a. during FY. 2016-17.

Ms. Anchal Bathla aged 27 years, is Chief Financial Officer of our Company. She is Qualified Chartered Accountant and also holds a degree in Bachelor in Commerce. She is having more than 4 years of experience in Accounts and Finance related work and she is associated with our Company since January, 2017. She has earned a gross remuneration of Rs. 1.20 Lakhs p.a. during FY. 2016-17.

FAMILY RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL

There is no family relationship between the key managerial personnel of our Company.

FAMILY RELATIONSHIPS OF DIRECTORS WITH KEY MANAGERIAL PERSONNEL

Apart from Mr. Manish Jalan and Mr. Rajesh Jalan who are related to each other as brothers and Mrs. Pushpa Jalan who is mother of Mr. Manish Jalan and Mr. Rajesh Jalan, there is no family relationship between the Key Managerial Personnel and Directors of our Company. All of Key Managerial Personnel are permanent employees of our company.

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

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

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

None of the Key Managerial Personnel hold any Equity shares of our Company as on the date of this Draft Prospectus except the following:

Sr. No.	Name of the Shareholder	No. of Shares held
1.	Mr. Rajesh Jalan	39,71,010

BONUS OR PROFIT SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL

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

LOANS TO KEY MANAGERIAL PERSONNEL

No loans and advances given to the Key Managerial Personnel as on the date of this Draft Prospectus.

INTEREST OF KEY MANAGERIAL PERSONNEL

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

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

Our Key Managerial Personnel have no interest in any property acquired by our Company within two years of the date of this Draft Prospectus.

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

There are changes in the Key Managerial Personnel of our Company during the last three (3) years are as follows.

Name of Managerial Personnel	Designation	Date of Event	Reason
Mrs. Mamta Sharma	Company Secretary & Compliance Officer	September 01, 2014	Appointment as Company Secretary & Compliance Officer
Ms. Anchal Bathla	Chief Financial Officer	January 02, 2017	Appointment as Chief Financial Officer

Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

ESOP/ESPS SCHEME TO EMPLOYEES

Presently, our company does not have any ESOP/ESPS Scheme for employees.

PAYMENT OR BENEFIT TO OUR OFFICERS

Except as disclosed in the heading titled "Related Party Disclosure" in the section titled "Financial Statements beginning on page 165 of this Draft Prospectus, no amount or benefit has been paid or given within the two preceding years or is intended to be paid or given to any of our officers except the normal remuneration for services rendered as officers or employees.

OUR PROMOTERS

The Promoters of our Company are:

1. Mr. Manish Jalan
2. Mr. Rajesh Jalan

DETAILS OF OUR PROMOTERS

1. Mr. Manish Jalan

Mr. Manish Jalan aged 43 years, is Promoter and Director of our Company. He holds the degree in Bachelor in Commerce from University of Delhi, PGDAV College, having certified diploma Course in Web Commerce Master, Geneva (Switzerland) and Completed MPOWER program from IIM Ahmedabad. He is having more than 24 years of Experience in Transportation and Logistic Industrial activities. He guides us in overall operational activities of our Company. He played an instrumental role towards increment of fleets at our Company. His business acumen has yielded the required results and with his tireless support to the company, facilitated the business to reach new heights all through.

Identification

Name	Mr. Manish Jalan
Permanent Account Number	AAHPJ8664J
Passport No.	J5875774
Voter ID	GKM8442378
Driving License	-
Bank Account Details	Corporation Bank Vivek Vihar, Delhi A/c No.: 053000101054016

2. Mr. Rajesh Jalan

Mr. Rajesh Jalan aged 47 years is the Promoter and Managing Director of our Company. He holds the degree in Bachelor in Commerce (B.com Hon.) from Delhi University, Hansraj College. He is having more than 27 years of Experience in Transportation and Logistic Industrial activities. He looks after day-to-day routine operational activities of our Company. With his multifunctional experience, he guides company in its growth strategies.

Identification

Name	Mr. Rajesh Jalan
Permanent Account Number	AAHPJ8666L
Passport No.	J5875789
Voter ID	GKM8442360
Driving License	-
Bank Account Details	Corporation Bank Vivek Vihar, Delhi A/c No.: 053000101053664

OTHER UNDERTAKINGS AND CONFIRMATIONS

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

COMMON PURSUITS OF OUR PROMOTERS

Our Promoters do not have any common pursuits and are not engaged in the business similar to those carried out by our Company. However, our Promoters have promoted our Promoter Group / Group Companies which are engaged in similar line of business that of our Company. Quikhop Logistic Solutions Private Limited and Jalan Translogistics (India) Limited are engaged in the similar line of business that of our Company.

INTEREST OF THE PROMOTERS

Interest in the promotion of our Company

Our Promoters may be deemed to be interested in the promotion of the Issuer to the extent of the Equity Shares held by themselves as well as their relatives and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. Further, our Promoters may also be interested to the extent of Equity Shares held by or that may be subscribed by and allotted to companies and firms in which either of them are interested as a director, member or partner. In addition, our Promoters, being Director may be deemed to be interested to the extent of fees, if any, payable for attending meetings of the Board or a committee thereof as well as to the extent of remuneration, lease rent and reimbursement of expenses, if any, payable under our Articles of Association and to the extent of remuneration, if any, paid for services rendered as an officer or employee of our Company as stated in section titled "Our Management" on page 138 of this Draft Prospectus.

Interest in the property of our Company

Our Promoters do not have any interest in any property acquired by or proposed to be acquired by our Company since incorporation.

Interest as Member of our Company

As on the date of this Draft Prospectus, our Promoters and Promoter Group collectively hold 1,06,88,220 Equity Shares of our Company and is therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoters in our Company and benefits as provided in the section titled "Terms of appointment and compensation of our Directors", our Promoters do not hold any other interest in our Company. Also see "Our Management" on page 138 of this Draft Prospectus.

Payment Amounts or Benefit to our Promoters during the Last Two Years

No payment has been made or benefit given to our Promoters in the two years preceding the date of this Draft Prospectus except as mentioned / referred to in this chapter and in the section titled "Our Management", "Financial Statements" and "Capital Structure" on page 138, 165 and 59 respectively of this Draft Prospectus. Further as on the date of the Draft Prospectus, there is no bonus or profit sharing plan for our Promoters.

CONFIRMATIONS

For details on litigations and disputes pending against the Promoters and defaults made by them, please refer to the section titled "Outstanding Litigation and Material Developments" on page 211 of this Draft Prospectus. Our Promoters have not been declared a willful defaulter by the RBI or any other governmental authority and there are no violations of securities laws committed by our Promoters in the past or are pending against them.

RELATED PARTY TRANSACTIONS

Except as disclosed in the section titled "Related Party Transactions" beginning on page 163 of this Draft Prospectus, our Company has not entered into any related party transactions with our Promoters.

OUR PROMOTER GROUP / GROUP COMPANIES / ENTITIES

PROMOTER GROUP INDIVIDUALS

The following natural persons (being the immediate relative of our Promoters) form part of our Promoter Group:

Relatives of Promoters:

Relationship	Mr. Manish Jalan	Mr. Rajesh Jalan
Spouse	Mrs. Ritu Jalan	Mrs. Meena Jalan
Father	Lt. Mr. Madan Lal Jalan	Lt. Mr. Madan Lal Jalan
Mother	Mrs. Pushpa Jalan	Mrs. Pushpa Jalan
Brother	Mr. Rajesh Jalan	Mr. Manish Jalan
Sisters	Mrs. Neeta Aggarwal, Mrs. Babita Aggarwal, Mrs. Sangeet Aggarwal	Mrs. Neeta Aggarwal, Mrs. Babita Aggarwal, Mrs. Sangeet Aggarwal
Son	Master Amogh Jalan	Master Satvik Jalan
Daughters	Ms. Anika Jalan	Ms. Shruti Jalan, Ms. Shakshi Jalan
Spouse' Father	Mr. Subhash Chand Gupta	Lt. Mr. Banwari Lal Mittal
Spouse' Mother	Mrs. Bimla Gupta	Lt. Mrs. Savitri Devi
Spouse' Brothers	Mr. Naveen Gupta, Mr. Parveen Gupta	Mr. Suresh Mittal
Spouse' Sisters	Mr. Anju Jindal	Mrs. Kiran Agarwal, Mrs. Lata Gupta, Mrs. Chanda Khemka, Mrs. Sharda Kedia

PROMOTER GROUP COMPANIES AND ENTITIES

As specified in clause 2(zb) of the SEBI Regulation, the companies, HUFs, partnership firms and other entities, that form part of our Promoter Group are as follows:

Nature of Relationship	Entity
Any Body corporate in which ten percent or more of the equity share capital is held by the promoters or an immediate relative of the promoters or a firm or HUF in which the promoter or any one or more of his immediate relative is a member	Peejay Buildwell Limited; Jalan Chits Private Limited; Jalan Translogistics (India) Limited Quikhop Logistic Solutions Private Limited

Nature of Relationship	Entity
Any Body Corporate in which a body corporate as provided above holds ten percent or more of the equity share capital	Jalan Translogistics (India) Limited;
Any Subsidiary or Holding Company of our Promoter Company	----
Any body corporate in which a group of individuals or companies or combinations thereof which hold twenty percent. or more of the equity share capital in that body corporate also holds twenty percent. or more of the equity share capital of the issuer.	----
Any HUF or firm in which the aggregate shareholding of the promoter and his immediate relatives is equal to or more than ten percent of the total	Rajesh Jalan HUF Manish Jalan HUF

LISTED COMPANIES WITHIN OUR PROMOTER GROUP

There is no listed Company in our Promoter Group.

UNLISTED GROUP COMPANIES

Below mentioned are the details of Companies / entities promoted by the Promoters of our Company. No equity shares of our Group Companies are listed on any stock exchange and they have not made any public or rights issue of securities in the preceding three years.

1. Peejay Buildwell Limited;
2. Jalan Chits Private Limited;
3. Jalan Translogistics (India) Limited;
4. Quikhop Logistic Solutions Private Limited

1. Peejay Buildwell Limited;

Peejay Buildwell Limited was originally incorporated at New Delhi as “Peejay Buildwell Private Limited” on June 24, 2011 under the provisions of the Companies Act, 1956. It has been converted in to a Public Limited Company and consequently the name was changed to “Peejay Buildwell Limited" vide fresh certificate of incorporation dated 14th November, 2011 issued by the Registrar of Companies, NCT of Delhi & Haryana and having PAN AAGCP0828A. The Company is engaged in the business to construct, design and develop land & building, specially for commercial and industrial purpose along with in-house residential, other facility etc. on contract basis according to clients specifications.

Board of Directors:

The Directors of Peejay Buildwell Limited as on the date of this Draft Prospectus is as follows:

Sr. No.	Name	Designation
1.	Mr. Manish Jalan	Director
2.	Mr. Rajesh Jalan	Director
3.	Mrs. Ritu Jalan	Director
4.	Mrs. Meena Jalan	Director

List of Shareholders:

The Shareholders of Peejay Buildwell Limited as on the date of this Draft Prospectus are as follows:

Sr. No.	Name	No. of Share Held	(%) Percentage
1.	Mr. Manish Jalan	8,000	16.00
2.	Mr. Rajesh Jalan	8,000	16.00
3.	Mrs. Ritu Jalan	7,000	14.00
4.	Mrs. Meena Jalan	7,000	14.00
5.	Mrs. Pushpa Jalan	6,000	12.00
6.	Rajesh Jalan HUF	7,000	14.00
7.	Manish Jalan HUF	7,000	14.00
	Total	**50,000**	**100.00**

Audited Financial Statement of Peejay Buildwell Limited:

(Amount in Rs.)

Particulars	FY 2015-16	FY 2014-15	FY 2013-14
Equity Share Capital (Face Value Rs. 10)	5,00,000	5,00,000	5,00,000
Reserves (Excluding revaluation reserves) and Surplus	12,21,069	11,34,521	5,75,645
Net worth	**17,21,069**	**16,34,521**	**10,75,645**
Income including other Income	41,29,696	4,38,91,961	5,16,01,409
Profit/(Loss) after tax	86,548	5,58,876	5,73,405

Earning per share (Face value Rs. 10 each)	1.73	11.18	11.47
Net Asset Value per share	34.42	32.69	21.51

2. Jalan Chits Private Limited;

Jalan Chits Private Limited was originally incorporated at New Delhi as "Jalan Chits Private Limited" on 13th June, 1997 under the provisions of the Companies Act, 1956 vide certificate of incorporation dated 13th June, 1997 issued by the Registrar of Companies, NCT of Delhi & Haryana. The Company is engaged in the business of conducting Chits and its auctions at regular interval.

Board of Directors:

The Directors of Jalan Chits Private Limited as on the date of this Draft Prospectus is as follows:

Sr. No.	Name	Designation
1.	Mr. Manish Jalan	Director
2.	Mr. Rajesh Jalan	Director
3.	Mrs. Pushpa Jalan	Director

List of Shareholders:

The Shareholders of Jalan Chits Private Limited as on the date of this Draft Prospectus are as follows:

Sr. No.	Name	No. of Share Held	(%) Percentage
1.	Mr. Manish Jalan	9600	40.00
2.	Mr. Rajesh Jalan	8400	35.00
3.	Mrs. Pushpa Jalan	6000	25.00
	Total	**24,000**	**100.00**

Audited Financial Statement of Jalan Chits Private Limited:

(Amount in Rs.)

Particulars	FY 2015-16	FY 2014-15	FY 2013-14
Equity Share Capital (Face Value Rs. 10)	2,40,000	2,40,000	2,40,000
Reserves (Excluding revaluation reserves) and Surplus	(68,865)	(52,208)	(36,398)
Net worth	**1,71,135**	**1,87,792**	**2,03,602**
Income including other Income	-	-	-

Profit/(Loss) after tax	(16,657)	(15,810)	(15,440)
Earning per share (Face value Rs. 10 each)	(0.694)	(0.659)	(0.643)
Net Asset Value per share	7.13	7.82	8.48

3. Jalan Translogistics (India) Limited;

Jalan Translogistics (India) Limited was originally incorporated at New Delhi as "JCPL Logistics Limited" on 1st September, 2006 under the provisions of the Companies Act, 1956 and Certificate of Commencement of Business was issued by the Registrar of Companies, NCT of Delhi & Haryana on 5th December, 2006. Subsequently, the its name was changed to "Jalan Translogistics (India) Limited" vide fresh certificate of incorporation dated 23rd November, 2011 issued by the Registrar of Companies, NCT of Delhi & Haryana and having PAN no. AABCJ7840H. The Company is engaged in business of goods logistics, freight forwarding, commission agent for goods transportation services through road carriers.

Board of Directors:

The Directors of Jalan Translogistics (India) Limited as on the date of this Draft Prospectus are as follows:

Sr. No.	Name	Designation
1.	Mr. Manish Jalan	Director
2.	Mr. Rajesh Jalan	Director
3.	Mrs. Pushpa Jalan	Director

List of Shareholders:

The Shareholders of Jalan Translogistics (India) Limited as on the date of this Draft Prospectus are as follows:

Sr. No.	Name	No. of Share Held	(%) Percentage
1.	Mr. Manish Jalan	5,000	10.00
2.	Mr. Rajesh Jalan	5,000	10.00
3.	Mrs. Ritu Jalan	5,000	10.00
4.	Mrs. Meena Jalan	5,000	10.00
5.	Mrs. Pushpa Jalan	5,000	10.00
6.	M/s Jalan Transolutions (India) Limited	24,000	48.00
7.	M/s Jalan Chit Private Ltd.	1,000	2.00
	Total	**50,000**	**100.00**

Audited Financial Statement of Jalan Translogistics (India) Limited:

(Amount in Rs.)

Particulars	FY 2015-16	FY 2014-15	FY 2013-14
Equity Share Capital (Face Value Rs. 10)	5,00,000	5,00,000	5,00,000
Reserves (Excluding revaluation reserves) and Surplus	10,95,965	8,13,372	5,99,670
Net worth	**15,95,965**	**13,13,372**	**10,99,670**
Income including other Income	2,29,65,240	2,19,21,912	1,80,14,622
Profit/(Loss) after tax	2,82,593	2,13,702	50,706
Earning per share (Face value Rs. 10 each)	5.65	4.27	1.01
Net Asset Value per share	31.92	27.27	21.99

4. Quikhop Logistic Solutions Private Limited

Quikhop Logistic Solutions Private Limited was originally incorporated at New Delhi as "Quikhop Logistic Solutions Private Limited" on 7th December, 2015 under the provisions of the Companies Act, 2013 and having PAN no. AAACQ4085G. The Company is engaged in the business of Goods logistics, freight forwarding through road carrier with its specially designed online portal, where it provide common platform to transporter, consignee to avail of provide service to users and service provider.

Board of Directors:

The Directors of Quikhop Logistic Solutions Private Limited as on the date of this Draft Prospectus are as follows:

Sr. No.	Name	Designation
1.	Mr. Manish Jalan	Director
2.	Mr. Rajesh Jalan	Director
3.	Mr. Apollo Sharma	Director

List of Shareholders:

The Shareholders of Quikhop Logistic Solutions Private Limited as on the date of this Draft Prospectus are as follows:

Sr. No.	Name	No. of Share Held	(%) Percentage
1.	Mr. Manish Jalan	10000	33.33
2.	Mr. Rajesh Jalan	10000	33.33
3.	Mr. Apollo Sharma	10000	33.34

Sr. No.	Name	No. of Share Held	(%) Percentage
	Total	**30000**	**100.00**

Audited Financial Statement of Quikhop Logistic Solutions Private Limited:

(Amount in Rs.)

Particulars	FY 2015-16*
Equity Share Capital (Face Value Rs. 10)	3,00,000
Reserves (Excluding revaluation reserves) and Surplus	(4,28,919)
Net worth	**(1,28,919)**
Income including other Income	-
Profit/(Loss) after tax	(4,28,919)
Earning per share (Face value Rs. 10 each)	(14.30)
Net Asset Value per share	(4.30)

**Audited financials is available only for the FY 2015-16 as the Company was incorporated in the year 2015.*

HINDU UNDIVIDED FAMILY (HUF)

1. Manish Jalan HUF

Manish Jalan (HUF) is a Hindu Undivided Family represented by Manish Jalan as its Karta. The correspondence address of Manish Jalan (HUF) is situated at 206, Ajnara Bhawan, D Block Mark, Vivek Vihar, Delhi-110095. The PAN Number of Manish Jalan (HUF) is AAIHM3981L.

As on date of this Draft Prospectus, Manish Jalan (HUF) holds 3,000 Equity Shares representing 0.03% of the pre-issue paid-up capital of our Company.

2. Rajesh Jalan HUF

Rajesh Jalan (HUF) is a Hindu Undivided Family represented by Rajesh Jalan as its Karta. The correspondence address of Rajesh Jalan (HUF) is situated at 206, Ajnara Bhawan, D Block Mark, Vivek Vihar, Delhi-110095. The PAN Number of Rajesh Jalan (HUF) is AAKHR2756Q.

As on date of this Draft Prospectus, Rajesh Jalan (HUF) holds 3,000 Equity Shares representing 0.03% of the pre-issue paid-up capital of our Company.

COMMON PURSUITS

Except for, Quikhop Logistic Solutions Private Limited and Jalan Translogistics (India) Limited, which are engaged in the similar line of business that of our Company, none of our Promoter / Group Companies have any common pursuits

LITIGATION/ DEFAULTS

For details relating to legal proceedings involving the Promoters and Members of the Promoter Group, see the section titled "Outstanding Litigation and Material Developments" beginning on page 211 of this Draft Prospectus.

DISASSOCIATION WITH COMPANIES/FIRMS BY THE PROMOTERS OF OUR COMPANY DURING THE PRECEDING THREE (3) YEARS

Our Promoters have not disassociated with any of entity during the preceding three (3) years except Jalan Motors (India) Limited had been striked off by Registrar of Companies, Delhi vide its letter dated May 15, 2015.

INTEREST OF PROMOTER GROUP COMPANIES

Our Promoter Group companies are interested parties to the extent of their shareholding in the Company, if any dividend and distributions which may be made by the Company in future and to the extent of the related party transactions disclosed in the section titled "Related Party Transactions" beginning on page 163 of this Draft Prospectus.

RELATED BUSINESS TRANSACTION WITHIN THE GROUP AND SIGNIFICANCE ON FINANCIAL PERFORMANCE

There is no business transactions between our Company and the Promoter Group Companies except as stated on page 155 under section titled as "Related Party Transactions".

SALE OR PURCHASE BETWEEN OUR COMPANY AND OUR PROMOTER GROUP COMPANIES

There are no sales or purchases between our Company and any company in the Promoter Group exceeding 10% of the sales or purchases of our Company.

SICK COMPANIES

There are no Companies in our group listed above which have been declared as a sick company under the SICA. There are no winding up proceedings against any of Promoter Group Companies. The Promoter Group Companies do not have negative net worth except Quikhop Logistic Solutions Private Limited, which has negative net worth of Rs. 1.29 Lakhs being fiscal 2016 is first year of operations. Further, no application has been made by any of them to RoC to strike off their names.

CONFIRMATION

Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as willful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities. None of the Promoter or Group Companies has a negative net worth as of the date of the respective last audited financial statements except Quikhop Logistic Solutions Private Limited, which has negative net worth of Rs. 1.29 Lacs being fiscal 2016 is first year of operations.

RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to Annexure 22 of restated financial statement under the section titled, '*Financial Statements*' beginning on page 165 of this Draft Prospectus.

DIVIDEND POLICY

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting. The shareholders of our Company have the right to decrease not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

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

Our Company has paid dividends during the below mentioned years. However, this is not an indication of our dividend policy, if any, in the future.

Financial Year	Dividend Rate (%)
2011-12	5.00
2012-13	5.00

SECTION V – FINANCIAL INFORMATION
FINANCIAL STATEMENT, AS RESTATED

Independent Auditors' Report

To,
The Board of Directors,
Jalan Transolutions (India) Limited
206, Ajanara Bhawan, D-Block Market,
Vivek Vihar, Delhi-110095

Dear Sirs,

We have examined the Financial Information of Jalan Transolutions (India) Limited (the Company') described below and annexed to this report for the purpose of inclusion in the offer document. The Financial Information has been prepared in accordance with the requirements of paragraph B (1) of Part II of Schedule II to the Companies Act, ('the Act'), The Securities and Exchange Board of India (SEBI) - Issue of Capital and Disclosure Requirements Regulations, 2009 ('ICDR Regulations') notified on August 26, 2009, the Guidance Note on Reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India (ICAI) and in terms of the engagement agreed upon by us with the Company.

The Financial Information has been approved by its Board of Directors.

Audit for the financial year ended 31st March, 2012, 31st March, 2013, 31st March, 2014, 31st March, 2015, 31st March, 2016 and period ended 31st Jan, 2017, was conducted by M/s. Aggarwal Sarawagi & Co., Chartered Accountants accordingly reliance has been placed on the financial information examined by them for the said years / periods.

In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts of Jalan Transolutions (India) Limited, We, M/s. Ramanand & Associates, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

A. Financial Information as per Audited Financial Statements:

We have examined:

the attached Statement of Assets and Liabilities, as Restated as at year / period ended March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 (Annexure 1);

the attached Statement of Profits and Losses, as Restated for the year / period ended March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 (Annexure 2);

the attached Statement of Cash Flows, as Restated for the year / period ended March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 (Annexure 3);

the significant accounting policies adopted by the Company and notes to the Restated Financial Statements along with adjustments on account of audit qualifications / adjustments / regroupings. (Annexure 4);

(Collectively hereinafter referred as "Restated Financial Statements")

The Restated Financial Statements have been extracted from audited Financial Statements of the Company for the year / period ended March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 which have been approved by the Board of Directors.

Based on our examination and in accordance with the requirements of the Act, ICDR Regulations, we state that:

Restated Statement of Assets and Liabilities of the Company as at March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017are as set out in Annexure 1, which are after making such material adjustments and regroupings as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure 4;

Restated Statement of Profits and Losses of the Company for the year / period ended March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 are as set out in Annexure 2, which have been arrived at after making such material adjustments and regroupings to the audited financial statements as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure 4;

Restated Statement of Cash Flows of the Company for the year / period ended March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 are as set out in Annexure 3 after making such material adjustments and regroupings;

Adjustments for any material amounts in the respective financial years / period have been made to which they relate; and

There are no Extra-ordinary items that need to be disclosed separately in the Restated Summary Statements or Auditor's qualification requiring adjustments.

Adjustments in Financial Statements has been made in accordance with the correct accounting policies

There was no change in accounting policies, which needs to be adjusted in the "Restated Financial Statements".

There are no revaluation reserves, which need to be disclosed separately in the "Restated Financial Statements".

There are no audit qualifications in the "Restated Financial Statements"

B. Other Financial Information:

We have also examined the following Financial Information relating to the Company, which is based on the Restated Financial Statements and approved by the Board of Directors of the Company and annexed to this report, is proposed to be included in the Offer Document:

a) Statement of Details of Reserves & Surplus as at March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 as set out in Annexure 5 to this report.
b) Statement of Accounting Ratios for the year / period ended on March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 as set out in Annexure 6 to this report.
c) Capitalization Statement as at September 30, 2016 as set out in Annexure 7 to this report.
d) Statement of Tax Shelters for the year ended on March 31, 2012, 2013, 2014, 2015 and 2016 as set out in Annexure 8 to this report.

e) Statement of Details of Long Term Borrowings as at March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 as set out in Annexure 9 to this report.

f) Statement of Details of Short Term Borrowings as at March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 as set out in Annexure 10to this report.

g) Statement of Details of Other Long Term Provisions of the Company for the year/ period ended on March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 as set out in Annexure 11to this report.

h) Statement of Details of Current Liabilities & Provisions of the Company for the year/ period ended on March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 as set out in Annexure 12to this report.

i) Statement of Details of Tangible Assets as at March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 as set out in Annexure 13to this report.

j) Statement of Details of Long Term Loans & Advances of the Company for the year / period ended on March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st 2017 as set out in Annexure 14to this report.

k) Statement of Details of Non Current Investments of the Company for the year / period ended on March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan 2017 as set out in Annexure 15to this report.

l) Statement of Details of Other Non Current Assets of the Company for the year / period ended on March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 as set out in Annexure 16to this report.

m) Statement of Details of Inventories of the Company for the year / period ended on March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 as set out in Annexure 17to this report.

n) Statement of Details of Trade Receivables of the Company for the year / period ended on March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 as set out in Annexure 18to this report.

o) Statement of Details of Short Term Loans & Advances of the Company for the year / period ended on March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 as set out in Annexure 19to this report.

p) Statement of Details of Revenue from Operations of the Company for the year / period ended on March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 as set out in Annexure 20to this report.

q) Statement of Details of Other Income of the Company for the year / period ended on March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 as set out in Annexure 21to this report.

r) Statement of Details of Related Party Transactions of the Company for the year / period ended on March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 as set out in Annexure 22to this report.

s) Statement of Details of Segment Reporting of the Company for the year / period ended on March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 as set out in Annexure 23 to this report.

In our opinion, the "Restated Financial Statements" and "Other Financial Information" mentioned above contained in Annexure 1 to 23 of this report have been prepared in accordance with Part II of Schedule II to the Act, the SEBI Guidelines and the Guidance Note on the reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India (ICAI).

Consequently, the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

This report should not in any way be construed as a reissuance or redating of the previous audit report, nor should this be construed as a new opinion on any of the financial statements referred to herein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report. This report is intended solely for your information and for inclusion in the Offer Document in connection with the proposed IPO of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Ramanand & Associates.
Chartered Accountants
Firm Registration No.-117776W

Ramanand Gupta
Partner
Membership No. 103975

Place: Mumbai
Date: April 24, 2017

ANNEXURE-01

STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

(Rs. In Lacs)

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Equity & Liabilities						
Shareholders' Funds						
Share Capital	1,068.82	712.55	686.55	556.55	556.55	456.45
Reserve & Surplus	615.52	635.37	343.78	275.12	205.09	119.54
Total (A)	**1,684.34**	**1,347.92**	**1,030.33**	**831.67**	**761.64**	**575.99**
Non Current Liabilities						
Share Application Money	-	-	-	-	-	-
Long Term Borrowings	3,345.90	2,162.50	2,200.88	4,142.31	2,780.18	2,128.26
Deferred Tax Liabilities (Net)	202.70	186.60	155.45	109.16	109.67	79.31
Other Long Term Liabilities	-	-	-	-	-	-
Other Long Term Provisions	2.58	2.08	2.40	0.88	0.63	-
Total (B)	**3,551.18**	**2,351.18**	**2,358.73**	**4,252.35**	**2,890.48**	**2,207.57**
Current Liabilities						
Short Term Borrowings	3,676.76	4,531.25	3,670.38	1,483.92	832.69	569.41
Trade Payables	806.33	223.26	215.66	246.35	184.68	72.10
Other Current Liabilities	289.22	17.74	7.43	18.46	4.32	4.44
Short Term Provisions	186.49	84.54	25.52	18.05	68.01	55.28
Total (C)	**4,958.80**	**4,856.79**	**3,918.99**	**1,766.78**	**1,089.70**	**701.23**
Total (D=A+B+C)	**10,194.32**	**8,555.89**	**7,308.05**	**6,850.80**	**4,741.82**	**3,484.79**
Assets						
Fixed Assets:						
Tangible Assets	3,677.58	3,554.10	3,844.92	3,476.00	2,560.68	1,708.84
Intagible Assets	-	-	-	-	-	-
Capital Work in Progress	443.84	58.16	49.57	906.39	1.12	197.98
Deferred Tax Asset (Net)	-	-	-	-	-	-
Long Term Loans & Advances	78.02	78.01	70.70	59.68	45.58	45.09
Non Current Investments	69.17	66.81	60.16	4.68	2.41	2.41
Other Non Current Assets	-	-	-	0.87	2.37	4.37
Total (E)	**4,268.61**	**3,757.08**	**4,025.35**	**4,447.62**	**2,612.16**	**1,958.69**
Current Assets						
Current Investments	-	-	-	-	-	-
Inventories	85.06	111.20	64.96	-	-	-
Trade Receivables	3,863.61	3,970.86	2,985.13	2,186.81	1,439.25	911.22
Cash & Bank Balances	(93.33)	43.86	29.41	17.31	42.79	52.01
Short Term Loans & Advances	2,070.36	672.89	203.20	199.06	647.62	562.87
Other Current Assets	-	-	-	-	-	-

Total (F)	**5,925.70**	**4,798.81**	**3,282.70**	**2,403.18**	**2,129.66**	**1,526.10**
Total (G=E+F)	**10,194.32**	**8,555.89**	**7,308.05**	**6,850.80**	**4,741.82**	**3,484.79**

ANNEXURE-02

STATEMENT OF PROFIT AND LOSS, AS RESTATED

(Rs. In Lacs)

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Income						
Revenue from Operations	10,561.08	11,467.72	9,268.46	7,390.00	4,683.27	3,745.80
Other Income	66.01	101.45	73.84	25.77	12.72	16.85
Total	**10,627.09**	**11,569.17**	**9,342.30**	**7,415.77**	**4,695.99**	**3,762.65**
Expenditure						
Purchases	87.50	385.65	97.01	-	-	-
Decrease / (Increase) in Stock	26.14	(46.24)	(64.96)	-	-	-
Direct Expenses	8,325.93	8,862.05	7,413.82	5,617.59	3,468.13	2,769.73
Employee Benefit Expenses	160.35	180.75	143.59	97.30	46.95	23.54
Other Administrative Expenses	119.87	151.62	117.30	105.61	84.91	69.51
Selling & Distribution Expenses	0.31	0.90	1.16	0.95	6.37	1.11
Total	**8,720.10**	**9,534.73**	**7,707.92**	**5,821.45**	**3,606.36**	**2,863.89**
Profit before Depreciation, Interest and Tax	**1,906.99**	**2,034.44**	**1,634.38**	**1,594.32**	**1,089.63**	**898.76**
Depreciation	597.91	753.12	854.99	959.56	556.55	531.06
Preliminary Expenses Written Off	-	-	-	-	-	-
Profit before Interest & Tax	**1,309.08**	**1,281.32**	**779.39**	**634.76**	**533.08**	**367.70**
Interest & Finance Charges	794.68	858.80	652.63	540.01	355.51	223.99
Exceptional Items	-	-	-	-	-	-
Net Profit before Tax	**514.40**	**422.52**	**126.76**	**94.75**	**177.57**	**143.71**
Less: Provision for Taxes:						
Current Tax	155.17	99.77	11.82	25.23	29.31	22.42
Earlier Tax	6.72				-	3.68
Deferred Tax	16.09	31.16	46.29	(0.51)	30.36	23.75

Net Profit After Tax & Before Extraordinary Items	**336.42**	**291.59**	**68.65**	**70.03**	**117.90**	**93.86**
Extra Ordinary Items	-	-	-	-	-	-
Net Profit	**336.42**	**291.59**	**68.65**	**70.03**	**117.90**	**93.86**

ANNEXURE-03

STATEMENT OF CASH FLOW, AS RESTATED

(Rs. In Lacs)

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
CASH FLOW FROM OPERATING ACTIVITIES						
Net profit before taxes	514.40	422.52	126.76	94.75	177.57	143.71
Adjustment for:						
Depreciation	597.91	753.12	854.99	959.56	556.55	531.06
Deferred Expenses	-	-	0.87	1.50	1.50	1.50
Long Term Provisions-Gratuity	0.50	(0.32)	1.52	0.25	0.63	-
Long Term Provisions-Bonus	1.32	-	-	-	-	-
Long Term Provisions-Leave Encashment	1.27	-	-	-	-	-
provision- Interest On Loan	28.73					
Interest Income	(2.62)	(6.44)	(3.38)	(1.46)	(1.15)	(0.97)
Loss / (Profit) on sale of Fixed Assets	(49.34)	(79.47)	(29.16)	-	-	-
Interest & Finance Charges	794.68	858.80	652.63	540.01	355.51	223.99
Operating Profit before Working capital changes	1,886.86	1,948.21	1,604.23	1,594.61	1,090.61	899.29
Adjustments for:						
Increase (Decrease) in Trade Payables	583.07	7.60	(30.69)	61.67	112.58	(1.91)
Increase (Decrease) in Other Current Liabilities	271.48	10.31	(11.03)	14.14	(0.12)	2.38
Decrease (Increase) in Trade & Other Receivables	26.14	(46.24)	(64.96)	-	-	-

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Decrease (Increase) in Trade & Other Receivables	107.25	(985.73)	(798.32)	(747.56)	(528.03)	(221.10)
Decrease (Increase) in Short Term Loans & Advances	(1,402.58)	(484.92)	9.57	424.91	(67.89)	(409.76)
Decrease (Increase) in Long Term Deferred Expenses	-	-	-	-	-	(3.25)
Net Changes in Working Capital	(414.64)	(1,498.98)	(895.43)	(246.84)	(483.46)	(633.64)
Cash Generated from Operations	1472.23	449.23	708.80	1,347.77	607.15	265.65
Direct Taxes Paid	86.15	25.52	18.05	19.20	(38.75)	(47.73)
Net Cash Flow from Operating Activities (A)	1386.07	423.71	690.75	1,328.57	568.40	217.92
CASH FLOW FROM INVESTING ACTIVITIES						
Purchase of Non Current Investments	(2.36)	(6.65)	(55.68)	(2.07)	-	(0.21)
Purchase of Fixed Assets (Including CWIP)	(1,182.30)	(506.39)	(373.60)	(2,790.63)	(1,211.53)	(1,361.77)
Sale of Fixed Assets	124.55	114.97	35.67	10.48	-	-
Interest Income	2.62	6.44	3.38	1.46	1.15	0.97
Decrease (Increase) in Long Term Loans & Advances	0.01	(7.32)	(10.81)	(14.30)	(0.49)	(34.13)
Decrease (Increase) in Other Non Current Assets						50.00
Net Cash Flow from Investing Activities (B)	(1057.49)	(398.95)	(401.04)	(2,795.06)	(1,210.87)	(1,345.14)
CASH FLOW FROM FINANCING ACTIVITIES						
Increase / (Repayment) of Long Term Borrowings	1,183.40	(1,571.58)	(408.23)	1,362.13	651.92	1,162.09
Increase / (Repayment) of Short Term Borrowings	(854.50)	2,394.07	653.26	651.23	263.27	224.90

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Interest & Finance Charges (net of provison)	(794.68)	(858.80)	(652.63)	(540.01)	(355.51)	(223.99)
Issue of share capital and Proceeds / (Refund) from Share Application Money	-	26.00	130.00	-	100.10	0.12
Dividend Taxes Paid		-	-	(32.34)	(26.52)	-
Net Cash Flow from Financing Activities (C)	(465.77)	(10.31)	(277.60)	1,441.01	633.26	1,163.12
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	(137.17)	14.45	12.11	(25.48)	(9.21)	35.90
Cash and cash equivalents at the beginning of the year / Period	43.86	29.41	17.31	42.79	52.01	16.11
Cash and cash equivalents at the end of the year/ Period	(93.32)	43.86	29.41	17.31	42.79	52.01

Annexure-04

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNT FOR PREPARATION OF RESTATED FINANCIAL STATEMENT

A. SIGNIFICANT ACCOUNTING POLICIES:

1. Basis of Preparation of Financial Statements

The Restated Financial Information for the year / period ended March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017 has been extracted by the management of the Company from the audited financial statements of the company for the year / period ended March 31, 2012, 2013, 2014, 2015, 2016 and period ended 31st Jan, 2017.

The Restated Financial Information are after making adjustments/ restatements and regrouping as necessary in accordance with paragraph B(1) of Part II of Schedule II of The Companies Act and SEBI Regulations.

The Financial Statements have been prepared under Historical Cost conventions and in accordance with the Generally Accepted Accounting Principles ('GAAP') applicable in India, Companies (Accounting Standard) Rules, 2006 notified by Ministry of Company Affairs and Accounting Standards issued by the Institute of Chartered Accountants of India as applicable and relevant provisions of the Companies Act, 1956 & 2013.

The company generally follows the mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.

2. Use of Estimates

The preparation of Financial Statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of fixed assets and intangible assets, provision for doubtful debts / advances, future obligations in respect of retirement benefit plans, etc. Actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized. Management believes that the estimates used in preparation of financial statements are prudent and reasonable.

3. Fixed Assets and Depreciation

i. Fixed Assets are shown at historical cost net of recoverable taxes inclusive of incidental expenses less accumulated depreciation.
ii. Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated depreciation.
ii. Pursuant to commencement of Companies Act, 2013, effective 1st April, 2014 the company has reviewed and revised the estimated economic useful lives of its fixed assets generally in accordance with Schedule II of Companies Act, 2013
iii. Depreciation on fixed assets sold during the year, is provided on pro-rata basis with reference to the date of addition/deletion.

4. Revenue Recognition

Revenue is recognized only when it is probable that economic benefits will flow to the company and revenue can be reliably measured. Revenue from sale of goods / services is recognized when significant risks and rewards of ownership of the goods /services are transferred to the customer and recorded net of returns, sales / service tax and other levies. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

5. Investments

Current investments are carried at lower of cost and quoted/fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

6. Impairment of Assets

As on Balance Sheet date, the Company reviews the carrying amount of Fixed Assets to determine whether there are any indications that those assets have suffered “Impairment Loss”. Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of an asset’s net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from continuing use of an asset and from its disposal at the end of its useful life.

7. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

8. Taxation

Tax expenses for the year comprise of current tax and deferred tax. Current tax is measured after taking into consideration the deductions and exemptions admissible under the provision of Income Tax Act, 1961 and in accordance with Accounting Standard 22 on "Accounting for Taxes on Income", issued by ICAI.

Deferred Tax assets or liabilities are recognized for further tax consequence attributable to timing difference between taxable income and accounting income that are measured at relevant enacted tax rates. At each Balance Sheet date the company reassesses unrecognized deferred tax assets, to the extent they become reasonably certain or virtually certain of realization, as the case may be.

9. Leases

Finance Lease
Leases, which effectively transfer to the company all the risks and benefits incidental to ownership of the leased item, are classified as Finance Lease. Lease rentals are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income life of the assets at the following rates

Operating Lease
Lease where the lesser effectively retains substantially all risks and benefits of the asset are classified as Operating lease. Operating lease payments are recognized as an expense in the Profit & Loss account on a Straight Line Basis over the Lease term.

10. Preliminary Expenses

Preliminary expenses are amortized as per applicable income tax rules.

11. Earnings per Share

In determining the Earnings Per share, the company considers the net profit after tax includes any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

12. Contingent Liabilities & Provisions

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent Liability is disclosed for:

Possible obligation which will be confirmed only by future events not wholly within the control of the company, or
Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

13. Foreign Exchange Transactions

Transactions denominated in foreign currencies rerecorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
Monetary items denominated in foreign currencies at the yearend are restated at year-end rates. Incase of items, which are covered by forward exchange contracts, the difference between the yearend rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.
Non-monetary foreign currency items are carried at cost.
In respect of branches, which are integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction. Branch monetary assets and liabilities are restated at the year-end rates.
Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and loss account except in case of long-term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

B. CHANGES IN ACCOUNTING POLICIES IN THE YEARS/PERIODS COVERED IN THE RESTATED FINANCIALS.

There is no change in significant accounting policies during the reporting period. Further Accounting Policies has been changed as and when Accounting Standards issued by the Institute of Chartered Accountants of India / Companies (Accounting Standard) Rules, 2006 were made applicable on the relevant dates.

C. NOTES ON RESTATED FINANCIAL STATEMENTS

NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS

(Rs. in Lacs)

Financial Year ended	Jan , 31st	March, 31st	March, 31st	March, 31st	March, 31st	March, 31st
	2017	2016	2015	2014	2013	2012
Profit after tax as per Audited Statement of Account(A)	336.42	291.59	68.65	70.03	117.90	93.86
Adjustments*						
Profit after tax as per Restated Profit & Loss(A)	336.42	291.59	68.65	70.03	117.90	93.86

*There are no significant items, which needs to be adjusted.

(III) OTHER NOTES

General

1. The Company was originally incorporated as "Jalan Carriers Private Limited" in Delhi, as a Private Limited Company under the provisions of the Companies Act, 1956 vide Certificate of Incorporation dated 7th April, 2003. Subsequently, the constitution of company was changed to a Public Limited Company and name was changed to "Jalan Transolutions (India) Limited" vide fresh certificate of incorporation dated 30th January, 2008 issued by the Registrar of Companies, NCT of Delhi & Haryana.

2. Contingent liabilities

The total contingent liabilities are Rs. 413.06 Lacs as on 31st Jan, 2017 on account of various court cases.

3. Dues to Micro enterprises and Small enterprises:

Under the Micro, Small and Medium Enterprise Development Act, 2006 certain disclosure is required to be made related to micro, small and medium enterprise. The company has disclosed the same.

4. Segment Reporting

The company's operations predominantly relate to providing end-to-end business solutions to enable clients to enhance business performance. The company recognized its business to strengthen its focus on growing existing client relationships and increasing market share through service differentiation and operational agility. The company differentiate its operations in three reportable business segment namely "Transport Service Division", "Spare Parts Division" and "Tyre Division". Hence, segment reporting has been. The conditions prevailing in India being uniform no separate geographical disclosures are considered necessary.

5. In the opinion of the Board, subject to the debts considered doubtful, Current Assets and Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

6. Earnings per Share

The details of Earnings Per Share as per AS-20 are provided in Annexure 06.

7. Related Party Transactions:

The details of Related Party Transactions as per AS-18 are provided in Annexure 22.

8. The figures in the Restated Financials are stated in Lacs and rounded off to two decimals and minor rounding off difference is ignored.

Annexure- 05

STATEMENT OF DETAILS OF RESERVES & SURPLUS, AS RESTATED

(Rs. In Lacs)

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Profit / (Loss) Brought Forward	635.37	343.78	275.13	205.10	119.54	225.17
Add: Profit / (Loss) for the Year	336.42	291.59	68.65	70.03	117.90	93.86
Less: Proposed Dividends	-	-	-	-	27.83	22.82
Less: Taxes on Proposed Dividends	-	-	-	-	4.51	3.71
Less: Used for Issue of Bonus Shares	356.27	-	-	-	-	172.96

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Profit / (Loss) Carried Forward (A)	615.52	635.37	343.78	275.13	205.10	119.54
Securities Premium Brought Forward	-	-	-	-	-	55.26
Add: Premium on Shares Isssued during the year / period	-	-	-	-	-	-
Less: Premium Utilized for Bonus Issue during the year / period	-	-	-	-	-	55.26
Securities Premium Carried Forward (B)	-	-	-	-	-	-
Reserves & Surplus (A+B)	615.52	635.37	343.78	275.13	205.10	119.54

Annexure- 06

STATEMENT OF ACCOUNTING RATIOS

(Rs. In Lacs, except per share data)

Particulars	31.01.2017	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Net Worth (A)	1,684.34	1,347.92	1,030.33	830.80	759.27	572.12
Net Profit after Tax (B)	336.42	291.59	68.65	70.03	117.90	93.86
No. of Shares outstanding at the end [F.V Rs.10] (C)	1,06,88,220	71,25,480	68,65,480	55,65,480	55,65,480	45,64,480
Weighted average number of shares [F.V Rs.10](D)	1,06,88,220	1,06,21,089	83,69,591	83,48,220	70,31,837	65,73,513
Earnings per Share (EPS) (B / D) (Rs.)	3.15	2.75	0.82	0.84	1.68	1.43
Return on Net Worth (B / A)	19.97%	21.63%	6.66%	8.43%	15.53%	16.41%
Net Assets Value per Share (A / C)	15.76	12.69	12.31	9.95	10.80	8.70

Definitions of key ratios:

I. Earnings per share (Rs.): Net Profit attributable to equity shareholders / weighted average number of equity shares. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earnings Per Share" as issued by The Institute of Chartered Accountants of India. As per AS-20, the number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported. In case of a bonus issue, the bonus shares has been added to corresponding year to the extent of reserves available in the corresponding year / period. Weighted average number of equity shares outstanding during all the previous years have been considered accordingly.

II. Return on Net Worth (%): Net Profit after tax / Net worth as at the end of the year / period

III. Net Asset Value (Rs.): Net Worth at the end of the year / Number of equity shares outstanding at the end of the year / period.

IV. Net Profit, as appearing in the Statement of restated profits and losses, and Net Worth as appearing in the restated statement of Assets & Liabilities has been considered for the purpose of computing the above ratios.

Annexure -07
CAPITALIZATION STATEMENT

(Rs. In Lacs)

Particulars	Pre-issue	Post Issue
Borrowing		
Short - Term Debt	3676.76	3676.76
Long - Term Debt	3345.90	3345.90
Total Debt	7022.66	7022.66
Shareholders' Funds		
Share Capital		
- Equity	1068.82	1,453.72
Less: Calls - in – arrears	-	
- Preference	-	
Reserves & Surplus	635.37	2,021.01
Less: Miscellaneous Expenditure not written off	-	
Less: Deferred Tax Assets	-	
Total Shareholders' Funds	1684.34	3,474.73
Long - Term Debt / Shareholders Fund	1.99	0.96
Short - Term Debt / Shareholders Fund	2.18	1.06
Total Debt/Equity	6.57	4.83

* The Post Issue Capitalization will be determined only after the completion of the allotment of equity shares.

Annexure- 08

STATEMENT OF TAX SHELTERS

(Rs. In Lacs)

Particulars	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Profit before tax as per Restated P/L	422.52	126.76	94.75	177.57	143.71
Applicable Corporate Tax Rate	33.06%	30.90%	30.90%	30.90%	30.90%
Tax at Notional Rate	139.69	39.17	29.28	54.87	44.41
Adjustments					
Difference between Tax Depreciation and Book Depreciation	21.36	91.48	15.25	85.46	72.66
Exempted Income	-	-	-	-	-
Disallowance	-	(2.43)	(2.15)	(2.30)	(1.50)
Other Items	79.08	-	-	-	-
Net Adjustments	100.44	89.08	13.1	83.16	71.16
Tax Saving thereon	33.20	27.52	4.05	25.70	21.99
Tax Saving to the the extent of Tax at Notional Rate	33.20	27.52	4.05	25.70	21.99
Tax Payable [A]	106.49	11.65	25.23	29.17	22.42

Particulars	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Tax Payable on items chargeable at special rates [B]	-	-	-	-	-
Total Tax Payable [C=A+B]	106.49	11.65	25.23	29.17	22.42
Tax Rebates [D]	-	-	-	-	-
Tax Payable [E=C-D]	106.49	11.65	25.23	29.17	22.42
Tax Payable u/s 115 JB of Income Tax Act [F]	86.15	25.36	18.05	35.53	28.75
Final Tax Payable (Higher of [E] & [F]	106.49	25.36	25.23	35.53	28.75

Annexure – 09

STATEMENT OF DETAILS OF LONG TERM BORROWINGS

(Rs. In Lacs)

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Secured:-						
Term Loan from Banks:						
Secured against hypothecation of Trucks	1,156.79	905.28	575.66	2154.65	1678.67	1144.47
Secured against hypothecation of Land & Buildings	462.14	511.03	679.77	15.08	-	25.80
Term Loan from NBFCs & Financial Institutions:						
Secured against hypothecation of Trucks	1,257.02	415.12	692.28	1760.39	945.03	713.22
Secured against hypothecation of Cars	12.26	16.17	-	22.03	5.09	12.41
Unsecured:-						
Term Loan from Banks	27.03	32.42	47.46	-	10.81	23.16
Term Loan from NBFCs & Financial Institutions	406.97	157.27	84.06	15.05	37.03	77.05
Loan from Related Parties	23.70	125.20	121.65	175.11	103.55	132.15
Total	3345.90	2162.50	2200.88	4,142.31	2,780.18	2,128.26

Annexure – 10

STATEMENT OF DETAILS OF SHORT TERM BORROWINGS

(Rs. In Lacs)

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Secured:-						
Cash Credit from Banks*	2558.47	2711.81	2137.19	1483.92	832.69	569.42
Current Maturities of Long Term Borrowings						
Secured against hypothecation of Trucks	297.52	786.08	746.39	-	-	-
Secured against hypothecation of Land & Buildings	97.50	195.00	195.00	-	-	-
Term Loan from NBFCs & Financial Institutions:						
Secured against hypothecation of Trucks	319.54	543.23	475.78	-	-	-
Secured against hypothecation of Cars	5.80	10.71	2.93	-	-	-
Other Short Term Secured Loans:						
Overdraft from Banks	241.71	43.07	-	-	-	-
Overdraft from NBFCs & Financial Institutions	75.22	75.11	35.61	-	-	-
Unsecured:-						
Term Loan from Banks	8.01	43.76	47.22	-	-	-
Term Loan from NBFCs & Financial Institutions	72.99	122.48	30.26	-	-	-
Loan from Related Parties		-	-	-	-	-
Total	3,676.76	4,531.25	3,670.38	1,483.92	832.69	569.41

* Cash Credit is secured by way of hypothecation of Book Debts, Stocks, and other current assets including those in transit and first charge of property of its Director i.e. Smt. Pushpa Jalan situated at C-68, Surya Nagar, Ghaziabad-201 011 and further guaranteed by Shri Rajesh Jalan, Shri Manish Jalan, Smt. Pushpa Jalan, Smt. Meena Jalan and Smt. Ritu Jalan.

Annexure – 11

STATEMENT OF DETAILS OF OTHER LONG TERM PROVISIONS

(Rs. In Lacs)

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Provisions for Gratuity	2.58	2.08	2.40	0.88	0.63	-
Total	2.58	2.08	2.40	0.88	0.63	-

Annexure – 12

STATEMENT OF DETAILS OF CURRENT LIABILITIES AND PROVISIONS

(Rs. In Lacs)

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Current Liabilities						
Trade Payables						
Due to Micro, Small & Medium Enterprises	-	-	-	-	-	-

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Due to Others:	-					
Payable for Goods / Services	640.69	211.41	207.83	235.41	147.72	72.10
Payable for Others	165.64	11.85	7.83	10.94	3.86	
Payable for fixed assets	-	-	-	-	33.10	
Sub Total (A)	806.33	223.26	215.66	246.35	184.68	72.10
Other Current Liabilities	-					
Advance for Sale of Fixed Assets	279.18					
TDS Payable	4.64	4.09	3.66	12.35	1.97	4.44
Service Tax Payable	0.55	0.54	0.04	-	-	-
VAT & CST Payable	4.07	1.81	-	-	-	-
Security Deposits from Drivers	-	7.00	-	-	-	-
Bonus Payable	-	3.63	2.15	1.14	1.09	
Leave Encashment Payable	-	0.14	0.10	0.63	0.46	
ESI & PPF Payable	0.69	0.53	0.68	0.39	0.42	
Advances from Customers	0.09	-	0.80	3.95	0.38	
Sub Total (B)	289.22	17.74	7.43	18.46	4.32	4.44
Provisions						
Provision for Bonus to Employees	1.32	-	-	-	-	-
Provision for Leave Encashment	1.27	-	-	-	-	-
Provison for Income Tax	155.17	84.54	25.52	18.05	35.67	28.75
Provision for Interest on Loans	28.73					
Provison for Proposed Equity Dividend	-	-	-	-	27.83	22.83
Provison for Tax on Proposed Equity Dividend	-	-	-	-	4.51	3.70
Sub Total (C)	186.49	84.54	25.52	18.05	68.01	55.28
Total (A+B+C)	1282.04	325.54	248.61	282.86	257.01	131.82

Annexure – 13

STATEMENT OF DETAILS OF TANGIBLE ASSETS

(Rs. In Lacs)

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Trucks	2,480.36	2,267.10	2501.94	3296.74	2378.68	1557.31
Access Keypad Machine	0.06	0.10	0.19	0.36	-	-
Air Conditioner	1.53	1.83	2.26	2.80	2.65	2.59
CCTV Camera	0.15	0.26	0.52	1.05		
Computer	2.54	3.30	2.89	7.20	3.44	2.60
Cycle	-	-	-	0.04	0.05	0.06
EPBEX	-	0.02	0.02	0.14	0.16	0.19
EtiosLiva	3.29	4.45	-	-	-	-
Fax Machine	-	-	-	0.03	0.03	0.04
Fortuner Car	1.87	2.67	4.17	6.50	8.77	11.83

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Furniture & Fixture	3.01	3.32	4.16	5.86	5.86	6.92
Generator	0.14	0.18	0.27	0.40	-	-
Global Positioning System	0.63	1.10	2.17	6.91	7.49	8.70
Hyundai I20 Car	1.45	1.98	2.92	4.30	5.80	-
Inverter	1.62	2.16	3.07	4.39	2.83	2.45
JBC Computers	.99	2.10	5.70	-	-	-
JBC Dost Vehicle	3.63	4.58	-	-	-	-
JBC Electrical Installations	9.46	12.06	4.56	-	-	-
JBC Office	283.25	295.25	266.59	-	-	-
JBC Office Equipments	1.99	3.19	5.80	-	-	-
JBC Plant & Machinery	10.99	12.94	12.77	-	-	-
JBC Workshop	744.21	808.22	893.09	-	-	-
Land & Building	115.75	115.75	115.75	112.98	112.98	106.97
Mobile Phone	1.52	0.76	1.21	2.83	1.66	1.38
Motorcycle	1.70	2.19	2.26	1.24	0.74	0.86
Office Equipment	0.12	0.06	0.11	0.09	-	-
Photocopier Machine	0.03	0.04	0.11	0.34	0.40	0.46
Santa FE Car	5.80	7.96	11.83	17.56	23.70	-
Scooter	0.60	0.24	0.39	0.66	0.76	0.30
Software Asset	0.54	-	-	-	-	-
Telephone Instrument	0.01	0.01	0.03	0.05	-	-
Tools & Machinery	0.03	0.04	0.05	0.06	0.05	0.06
Volks Wagon Vento Car	-	-	-	3.27	4.41	5.96
Water Cooler	0.12	0.19	-	-	-	-
Water Dispenser	0.17	0.03	0.07	0.17	0.19	0.11
Weighing Machine	0.01	0.02	0.02	0.03	0.03	0.05
Total	3677.58	3,554.10	3,844.92	3,476.00	2,560.68	1,708.84

Annexure – 14

STATEMENT OF DETAILS OF LONG TERM LOANS AND ADVANCES

(Rs. In Lacs)

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Security Deposits with customers / clients	68.78	68.78	68.78	56.03	44.50	44.50
Deposits with courts	0.60	0.60	0.60	0.40	0.60	0.20
Rent Deposit	0.26	8.20	1.08	0.47	0.48	0.39
Misc. Deposit	8.38	0.43	0.24	2.78	-	-
Total	78.02	78.01	70.70	59.68	45.58	45.09

Annexure – 15

STATEMENT OF DETAILS OF NON-CURRENT INVESTMENTS

(Rs. In Lacs)

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Equity Shares of Group Companies	2.40	2.40	2.40	2.40	2.40	2.40
Fixed Deposits	59.00	59.00	57.00	2.00	-	-
Accrued interest on Fixed Deposits	7.77	5.41	0.76	0.08	0.01	0.01
Total	69.17	66.81	60.16	4.68	2.41	2.41

Annexure – 16

STATEMENT OF DETAILS OF OTHER NON-CURRENT ASSETS

(Rs. In Lacs)

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Preliminary Expenses (Capital Increase Expenses) to the extent not written off	-	-	-	0.87	2.37	3.87
Director Town & Country Planner, Haryana	-	-	-	-	-	0.50
Total	-	-	-	0.87	2.37	4.37

Annexure – 17

STATEMENT OF DETAILS OF INVENTORIES

(Rs. In Lacs)

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Traded Goods at JalanAutomatves	59.80	71.13	28.52	-	-	-
Traded Goods at Tyre Division	25.26	40.07	36.44	-	-	-
Total	85.06	111.20	64.96	-	-	-

Annexure – 18

STATEMENT OF DETAILS OF TRADE RECEIVABLES

(Rs. In Lacs)

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
(A) Unsecured, Considered good outstanding for a period less than six months						
Others	3,483.40	3364.71	2386.16	2169.81	1194.30	909.89
Amount due from Promoter/Group Companies and Directors	-	-	-	-	-	-
(B)Unsecured, Considered good outstanding for a period more than six months						
Others	380.21	606.15	598.97	17.00	244.95	1.33
Amount due from Promoter/Group Companies and Directors	-	-	-	-	-	-

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Total	3,863.61	3,970.86	2,985.13	2,186.81	1,439.25	911.22

Annexure – 19

STATEMENT OF DETAILS OF SHORT TERM LOANS AND ADVANCES

(Rs. In Lacs)

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Advances to staff	6.87	8.51	4.45	4.81	2.96	0.99
Advances to suppliers	4.25	4.72	19.43	0.03	5.19	0.43
Advance to others						
TDS Refundable / Claimable / Advance Tax	46.50	93.46	27.20	19.19	38.87	28.93
TCS	5.99					
VAT Input	-	3.70	5.27	-	-	-
Income Tax (MAT)	2.87	7.97	23.21	9.50	16.68	10.32
Income Tax Refundable	17.49	9.55	7.88	7.67	4.53	5.07
Truck Imprest A/cs	1901.60	426.40	1.10	0.12	482.57	452.61
Other Imprest A/cs	12.89	8.36	4.77	1.50	-	-
Prepaid Expenses	0.13	-	0.06	-	-	-
Prepaid Insurance	28.91	59.17	53.74	82.55	57.24	34.39
Prepaid Permit Expenses	19.24	40.69	39.45	42.27	30.90	21.20
TDS Recoverable from Financial Institutions	15.37	7.75	12.90	13.06	6.27	4.00
Stock of Spare Parts	1.47	0.21	1.73	2.63	2.35	2.09
Other Advances / Recoverable	6.76	2.40	2.01	15.73	0.06	2.84
Total	2070.36	672.89	203.20	199.06	647.62	562.87

Annexure – 20

STATEMENT OF DETAILS OF REVENUE FROM OPERATIONS

(Rs. In Lacs)

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Freight Income	10435.07	11097.49	9236.28	7390.00	4683.27	3745.80
Sales	115.36	360.32	31.82	-	-	-
Service Charges	10.65	9.91	0.36	-	-	-
Total	10,561.08	11,467.72	9,268.46	7,390.00	4,683.27	3,745.80

Annexure – 21

STATEMENT OF DETAILS OF OTHER INCOME

(Rs. In Lacs)

Particulars	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Miscellaneous Income	-	-	5.63	22.54	11.51	15.33
Interest Received	2.61	6.44	3.38	1.46	1.15	0.97
Profit on sale of fixed assets	49.34	79.47	29.16	-	-	-
Profit on chit fund	-	-	0.12	-	-	-
Sale of scrap	-	-	34.16	-	-	-
'Discount Received	14.06	15.54	1.39	1.77	0.06	0.55
Total	66.01	101.45	73.84	25.77	12.72	16.85

Annexure-22

STATEMENT OF DETAILS OF RELATED PARTY TRANSACTIONS

(Rs. In Lacs)

Particulars	Name	Relationship	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
REVENUE ITEMS :								
Director Remuneration	Rajesh Jalan	Director	24.00	16.2	16.20	12.00	10.80	9.00
	Manish Jalan	Director	-	13.8	13.80	10.20	9.60	7.68
	Meena Jalan	Director	-	7.4	-	10.20	9.00	7.20
	Ritu Jalan	Director	-	7.4	-	10.20	9.00	7.20
	Pushpa Jalan	Director	-	-	-	7.80	7.20	5.76
Rent	Manish Jalan	Director	2.50	3.6	3.60	1.80	1.80	1.80
Purchase of Services	Jalan Translogistics India Ltd	Entities in which KMP have Significant influence	341.86	220.39	190.14	94.09	75.74	81.09
	Quikhop Logistics Pvt. Ltd	Entities in which KMP have Significant influence	134.07	-	-	-	-	-
	Peejay Buildwell Pvt. Ltd	Entities in which KMP have	-	-	451.03	-	-	-

Particulars	Name	Relationship	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
		Significant influence						
Interest on Loan	Manish Jalan	Director	-	.23	8.19	-	-	-
	Rajesh Jalan	Director	-	.021	8.45	-	-	-
	Pushpa Jalan	Director	-	.20	.50	-	-	-
	Meena Jalan	Director	-	5.47	3.63	-	-	-
	Ritu Jalan	Director	-	5.14	3.27	-	-	-
	Babita Agarwal	Relative of KMP	-	-	-	.78	.60	.90
	Manish Jalan (HUF)	Relative of KMP	-	-	-	1.82	-	-
	Rajesh Jalan (HUF)	Relative of KMP	-	-	-	2.30	-	-
NON REVENUE ITEMS :								
Loan Received	Manish Jalan	Director	40.39	17.72	162.23	104.80	21.84	13.05
	Meena Jalan	Director	49.30	2.60	117.22	21.80	13.79	102.95
	Pushpa Jalan	Director	-	4.70	6.65	15.80	24.64	22.63
	Rajesh Jalan	Director	27.10	3.70	166.72	120.80	16.69	50.2
	Ritu Jalan	Director	69.70	19.35	150.97	8.35	33.19	89.5
	Manish Jalan (HUF)	Relative of KMP	-	-	-	13.20	10.94	7.80
	Rajesh Jalan (HUF)	Relative of KMP	-	-	-	13.25	10.65	18.15
	Amogh Jalan	Relative of KMP	-	-	-	-	.14	-
	Anika Jalan	Relative of KMP	-	-	-	-	.10	-
	Sakshi Jalan	Relative of KMP	-	-	-	-	.20	-
	Satvik Jalan	Relative of KMP	-	-	-	-	.10	-

Particulars	Name	Relationship	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
	Shruti Jalan	Relative of KMP	-	-	-	-	.18	-
	Babita Agarwal	Relative of KMP	-	-	-	-	-	-
	Peejay Buildwell Pvt. Ltd	Entities in which KMP have Significant influence	20.25					
Loan Repaid	Manish Jalan	Director	44.19	11.72	224.87	46.10	21.14	13.45
	Meena Jalan	Director	109.10	5.30	70.9	18.50	40.24	68.25
	Pushpa Jalan	Director	2.55	5.80	20.38	3.80	28.14	18.10
	Rajesh Jalan	Director	9.80	.52	239.59	56.10	16.84	56.75
	Ritu Jalan	Director	122.36	21.19	101.42	21.50	52.24	52.30
	Manish Jalan (HUF)	Relative of KMP	-	-	-	31.26	1.80	3.00
	Rajesh Jalan (HUF)	Relative of KMP	-	-	-	35.90	1.80	12.20
	Amogh Jalan	Relative of KMP	-	-	-	-	.14	.94
	Anika Jalan	Relative of KMP	-	-	-	-	.10	.40
	Sakshi Jalan	Relative of KMP	-	-	-	-	.20	.15
	Satvik Jalan	Relative of KMP	-	-	-	-	.10	.59
	ShrutiJalan	Relative of KMP	-	-	-	-	.18	.41
	Babita Agarwal	Relative of KMP	-	-	-	-	2.28	.66
Guarantees and Collaterals	Peejay Buildwell	-	-	-	-	855.53	168.07	780.07
CLOSING BALANCE OF NON REVENUE ITEMS :								
Loans								

Particulars	Name	Relationship	31.01.17	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
	Manish Jalan	Director	2.20	6.00	0	62.65	3.95	3.25
	Meena Jalan	Director	0	59.80	62.50	16.25	12.95	39.40
	Pushpa Jalan	Director	0	2.55	3.65	17.38	5.35	8.88
	Rajesh Jalan	Director	20.48	3.18	0	72.88	8.18	8.33
	Ritu Jalan	Director	1.00	53.66	55.50	5.95	19.10	38.15
	Manish Jalan (HUF)	Relative of KMP	-	-	-	-	16.24	7.1
	Rajesh Jalan (HUF)	Relative of KMP	-	-	-	-	20.35	11.5
	Amogh Jalan	Relative of KMP	-	-	-	-	-	-
	Anika Jalan	Relative of KMP	-	-	-	-	-	-
	Sakshi Jalan	Relative of KMP	-	-	-	-	-	-
	Satvik Jalan	Relative of KMP	-	-	-	-	-	-
	Shruti Jalan	Relative of KMP	-	-	-	-	-	-
	Babita Agarwal		-	-	-	-	3.12	5.40
	Peejay Buildwell Pvt. Ltd	Entities in which KMP have Significant influence	20.25					

Annexure – 23

STATEMENT OF DETAILS OF SEGMENT REPORTING

(Rs. In Lacs)

Particulars as on 31.01.2017	Transport Service Division	Spare Parts Division	Tyre Division	Total
Segment Revenue	10435.08	37.77	88.23	10561.08
Segment Expenses	9847.85	121.94	76.89	10046.68
Segment Result	587.23	(84.17)	11.34	514.40
Segment Assets	9826.69	832.13	94.11	10752.94
Segment Liabilities	7766.79	916.31	82.77	8765.87

Particulars as on 31.03.2016	Transport Service Division	Spare Parts Division	Tyre Division	Total
Segment Revenue	11097.49	46.82	323.41	11467.72
Segment Expenses	10552.58	168.68	323.93	11045.20
Segment Result	544.91	(121.86)	(0.52)	422.52
Segment Assets	7544.73	892.39	118.76	8555.89
Segment Liabilities	6214.17	883.69	110.12	7207.97

Particulars as on 31.03.2015	Transport Service Division	Spare Parts Division	Tyre Division	Total
Segment Revenue	9307.89	1.34	33.07	9342.31
Segment Expenses	9109.72	37.95	67.87	9215.54
Segment Result	198.17	(36.61)	(34.80)	126.76
Segment Assets	6332.38	936.13	39.54	7308.05
Segment Liabilities	5348.36	924.62	4.74	6277.72

Note : Segment reporting were not applicable prior to fiscal 2015.

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our restated financial statements for the financial years ended March 2016, 2015, 2014, 2013 and 2012 prepared in accordance with the Companies Act and Indian GAAP and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in the section titled Financial Statements on page 165 of this Draft Prospectus.

Indian GAAP differs in certain material aspects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Prospectus, nor do we provide reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and SEBI ICDR Regulations.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in "Risk Factors" and "Forward-Looking Statements" on pages 21 and 19, of this Draft Prospectus beginning respectively.

Our Company was incorporated on April 07, 2003 and has completed more than ten years since incorporation. The Management's Discussion and Analysis of Financial Condition and Results of Operations, reflects the analysis and discussion of our financial condition and results of operations for the financial years ended March 2016, 2015, 2014, 2013 and 2012.

OVERVIEW OF LOGISTICS INDUSTRY IN INDIA

As per the Associated Chambers of Commerce and Industry Of India (ASSOCHAM), currently the annual logistics cost of the world is estimated at about USD 3.5 Trillion. India spends around 14.4% of its GDP on logistics and transportation as compared to less than 8% by the other developing countries. Indian freight transport market is expected to grow at a CAGR of 13.35% by 2020 driven by the growth in the manufacturing, retail, FMCG and e-commerce sectors. Freight transport market in India is expected to be worth US$ 307.70 billion by 2020 as compared to around US$ 164.45 billion in 2015. In India Road Freight constitutes around 63% of the total freight movement consisting of 2.2 million heavy duty trucks and 0.6 million light duty trucks annually. The road freight movement is expected to increase at a CAGR of 15%. The Sea Freight consists of around 9% of the total freight market and is mainly used as a major mode for imports and exports. The air freight consists of around 1% of the total freight market in India which will grow around 12.5% CAGR over the next 5 years. Companies in India currently outsource an estimated 52% of logistics and 3PL represents only 1% of logistics cost. As of now, the 3PL activity is limited to only few industries like automotive, IT hardware, telecom and infrastructure equipment. In developing countries like India, an efficient logistics infrastructure can reduce the cost of transportation which in turn can contribute directly to economic development. However, India lags behind several other countries in the global setup in terms of logistics infrastructure and services. Inadequate infrastructure is the major bottleneck impacting the development of logistics and the efficient movement of cargo in the country. However, investments in the logistics sector in the form of Port infrastructure development, Dedicated Freight Corridors, development of national highways, expanding the reach of the railways will play a central role in the future of this industry. According to the survey conducted by the Transport intelligence in 2013 ranks India as the second most attractive logistics market in the future after china. In India, about 110 new logistics parks are expected to be operational with an estimated cost of USD 1 Bn. Hence, India offers huge opportunities in development of logistics services including warehousing, cold storage, shipping, ports and multi modal transportation, etc.

BUSINESS OVERVIEW

Our Company was originally incorporated at Delhi as Jalan Carriers Private Limited on April 07, 2003 under the provisions of the Companies Act, 1956. Subsequently the constitution of our Company was changed to a Public Limited Company and the name was changed to "Jalan Transolutions (India) Limited" vide fresh certificate of incorporation dated January 30, 2008 issued by the Registrar of Companies, NCT of Delhi & Haryana.

Jalan Transolutions (India) Limited is IBA (India Bank Association) approved and ISO 9001:2008 Certified Transport Company, specialized in providing optimum transport solutions to top Automobiles Companies. We are among leading automobile transport companies in North India having PAN India presence with branches located in all major cities of country. We are entrusted by clients for our qualitative, time oriented and damage free transport. Our operational infrastructure for the goods transportation business comprised comprehensive in-house preventive maintenance facility known as "Jalan Business Center". We believe that our institutional service offerings, large transportation network, extensive operational and maintenance infrastructure and in-house technology systems have enabled us to develop our brand across India.

Jalan Transolutions (India) Limited established in the year 2003 and has developed into PAN India based operations with owned fleets providing diverse range of logistic solutions.

We operate in a market place, which is expected to grow 15-20% per annum backed by marco economic factors like Make In India, GST Implementation and e-Commerce growth Etc.

Our Mission is "To provide the most innovative, the most sophisticated, the most infallible logistics solutions to the customers by continuously increasing cost efficiency and maintaining delivery deadlines. To encourage the workforce to continuously strive for quality and excellence in everything they do. To promote team work and create work environment that encourages talent and brings out the best in the employees."

Jalan Transolutions (India) Limited is extensively focusing on building new clientele both in automotive and other industries. Moving beyond role of a normal cargo transport company, Company is focused on getting into exclusive business tie ups with Institutional marketplace coupled with return consignment management for unorganized market load to achieve optimum capacity utilization.

We endeavor to satisfy customer by continuous improvement through process innovation and quality maintenance. We aim to grow our operations on PAN India basis and make our brand as a distinguished name in Industry.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED FINANCIAL STATEMENTS

In the opinion of the Board of Directors of our Company, since the date of the last audited financial statements i.e. January 31, 2017 disclosed in this Draft Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:-

- The Board of Director on April 18, 2017 considered and approved to raise funds by making an Initial Public Offering.
- The Shareholders approved and passed a Special Resolution on April 21, 2017 to authorize the Board of Directors to raise funds by making an Initial Public Offering.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "Risk Factors" beginning on page 21 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- General economic and business conditions;
- Company's inability to successfully implement its growth and expansion plans;
- Increasing competition in the Industry;
- Economic, Income and Demographic condition in India;
- Changes in laws and regulations that apply to Industry in which we operate;
- Technological changes;
- Rate of interest policies;
- Credit availability

DISCUSSION ON RESULT OF OPERATION

The following discussion on results of operations should be read in conjunction with the Audited Financial Results of our Company for the financial years ended March 2016, 2015, 2014, 2013 and 2012.

OVERVIEW OF REVENUE & EXPENDITURE

Revenues

Income from operations:

Our principal component of income from operations is from providing logistics services.

Other Income:

Our other income includes interest income, discount, profit on sale of assets and other Miscellaneous Income.

(Rs. in Lacs)

Particulars	2015-16	2014-15	2013-14	2012-13	2011-12
Income					
Revenue from Operations	11,467.72	9,268.46	7,390.00	4,683.27	3,745.80
As a % of Total Revenue	99.12	99.21	99.65	99.73	99.55
Other Income	101.45	73.84	25.77	12.72	16.85
As a % of Total Revenue	0.88	0.79	0.35	0.27	0.45
Total Revenue	**11,569.17**	**9,342.30**	**7,415.77**	**4,695.99**	**3,762.65**

Expenditure

Our total expenditure primarily consists of direct expenditure i.e. cost of materials consumed, truck operational expenses and Freight Expenses, finance cost, employee benefit expenses, depreciation and other expenses.

Direct Expenditure

Our direct expenditure includes Truck Operational Expenses, Insurance Expenses, Permit Expenses and Maintenance Charges.

Employee benefits expense

Our employee benefits expense primarily comprise of director's remuneration, salaries and wages expenses, labour charges, ex-gratia cost, other employee benefits expense such as staff and labour welfare expenses, bonus charges amongst others.

Finance Costs

Our finance costs include interest on term loan/Working Capital, Bank Processing charges and Commission etc.

Depreciation

Depreciation includes depreciation on tangible assets like building, plant and machinery, vehicles etc.

Other Expenses

Other expenses include manufacturing, administrative and selling expenses such as electricity charges, freight, packing material, legal and professional charges, transportation costs, repairs and maintenance costs, security charges etc.

Statement of profits and loss

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's audited restated financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:

Particulars	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Income					
Revenue from Operations	11,467.72	9,268.46	7,390.00	4,683.27	3,745.80
As a % of Total Revenue	*99.12*	*99.21*	*99.65*	*99.73*	*99.55*
Other Income	101.45	73.84	25.77	12.72	16.85
As a % of Total Revenue	*0.88*	*0.79*	*0.35*	*0.27*	*0.45*
Total	**11,569.17**	**9,342.30**	**7,415.77**	**4,695.99**	**3,762.65**
Expenditure					
Purchases	385.65	97.01	-	-	-

Particulars	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
As a % of Total Revenue	3.33	1.04	-	-	-
Decrease / (Increase) in Stock	(46.24)	(64.96)	-	-	-
Direct Expenses*	8,862.05	7,413.82	5,617.59	3,468.13	2,769.73
As a % of Total Revenue	76.60	79.36	75.75	73.85	73.61
Employee Benefit Expenses	180.75	143.59	97.30	46.95	23.54
As a % of Total Revenue	1.56	1.54	1.31	1.00	0.63
Other Administrative Expenses	151.62	117.30	105.61	84.91	69.51
As a % of Total Revenue	1.31	1.26	1.42	1.81	1.85
Selling & Distribution Expenses	0.90	1.16	0.95	6.37	1.11
As a % of Total Revenue	0.01	0.01	0.01	0.14	0.03
Total	**9,534.73**	**7,707.92**	**5,821.45**	**3,606.36**	**2,863.89**
Profit before Depreciation, Interest and Tax	**2,034.44**	**1,634.38**	**1,594.32**	**1,089.63**	**898.76**
As a % of Total Revenue	17.59	17.49	21.50	23.20	23.89
Depreciation	753.12	854.99	959.56	556.55	531.06
Preliminary Expenses Written Off	-	-	-	-	-
Profit before Interest & Tax	**1,281.32**	**779.39**	**634.76**	**533.08**	**367.70**
As a % of Total Revenue	11.08	8.34	8.56	11.35	9.77
Interest & Finance Charges	858.80	652.63	540.01	355.51	223.99
Exceptional Items	-	-	-	-	-
Net Profit before Tax	**422.52**	**126.76**	**94.75**	**177.57**	**143.71**
As a % of Total Revenue	3.65	1.36	1.28	3.78	3.82
Less: Provision for Taxes:					
Current Tax	99.77	11.82	25.23	29.31	22.42
Earlier Tax				-	3.68
Deferred Tax	31.16	46.29	(0.51)	**30.36**	23.75
Dividend Distribution Tax	-	-	-	-	-

Particulars	31.03.16	31.03.15	31.03.14	31.03.13	31.03.12
Net Profit After Tax & Before Extraordinary Items	**291.59**	**68.65**	**70.03**	**117.90**	**93.86**
As a % of Total Revenue	2.52	0.73	0.94	2.51	2.49
Extra Ordinary Items	-	-	-	-	-
Net Profit	**291.59**	**68.65**	**70.03**	**117.90**	**93.86**
As a % of Total Revenue	2.52	0.73	0.94	2.51	2.49

**Our direct expenses majorly include Truck imprest consisting Diesel Expense, Fooding Expense of Drivers, Toll Expenses, Other Route Expenses, Border Challan, Driver Compensation, Enroute Maintenance, Incentive to drivers.*

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2016 WITH FINANCIAL YEAR ENDED MARCH 31, 2015

INCOME

Income from Operations

(Rs. In Lacs)

Particulars	2015-16	2014-15	Variance In %
Revenue from Operations	11,467.72	9,268.46	23.73

The operating income of the Company for the year ending March 31, 2016 is Rs. 11467.12 lacs as compared to Rs. 9268.46 lacs for the year ending March 31, 2015, showing an increase of 23.73%, and such increase was attributed to rise in volume of our operations.

Other Income

Our other income increased by 37.39% from Rs. 73.84 lacs to Rs. 101.45 lacs. This was primarily due to increase in profit on sale of certain assets.

EXPENDITURE

Direct Expenditure

Our direct expenditure has increased from Rs. 7413.82 lacs in Financial Year 2014-2015 to Rs. 8862.05 lacs in Financial Year 2015-2016 showing an increase of 19.53% over the previous year. This increase was in line with increase in our business operations.

Employee Benefit Expenses, Administrative Expenses and Selling & Distribution Expenses

(Rs. In Lacs)

Particulars	2015-16	2014-15	Variance In %
Employee Benefit Expenses	180.75	143.59	25.88
Other Administrative Expenses	151.62	117.30	29.26
Selling & Distribution Expenses	0.90	1.16	(22.41)

There is around 25.88% increase in employee benefit expenses from Rs. 143.59 lacs in financial year 2014-15 to Rs. 180.75 lacs in financial year 2015-16 which is due to increase in salaries and addition in line of staff. Our administrative expenses increased by 29.26% from Rs. 117.30 lacs in financial year 2014-15 to Rs. 151.62 lacs in financial year 2015-16. The increase was due to increase in operating expenses, general expenses and administrative expenses which is in line with increase in volume of operations.

Finance Charges

Our finance cost which consists of interest, processing fees and charges increased from Rs. 652.63 lacs in financial year 2014-15 to Rs. 858.80 lacs in financial year 2015-16 due to rise in interest.

Depreciation

Depreciation expenses for the Financial Year 2015-2016 have decreased to Rs. 753.12 lacs as compared to Rs. 854.99 lacs for the Financial Year 2014-2015. The decrease in depreciation was majorly due to diminishing value of fixed assets.

Profit before Tax

(Rs. In Lacs)

Particulars	2015-16	2014-15	Variance In %
Profit Before Tax	**422.52**	**126.76**	233.32

Profit before tax increased by 233.32% from Rs. 126.76 lacs in financial year 2014-15 to Rs. 422.52 lacs in financial year 2015-16.

Provision for Tax and Net Profit

(Rs. In Lacs)

Particulars	2015-16	2014-15	Variance In %
Taxation Expense	130.93	58.11	125.31
Profit After Tax	291.59	68.65	324.75

Our profit after tax increased by 324.75% from Rs. 68.65 lacs in financial year 2014-15 to Rs. 291.59 lacs in financial year 2015-16. This increase was in line with our increase in operations.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2015 WITH FINANCIAL YEAR ENDED MARCH 31, 2014

INCOME

Income from Operations

(Rs. In Lacs)

Particulars	2014-15	2013-14	Variance In %
Revenue from Operations	9,268.46	7,390.00	25.42

The operating income of the Company for the year ending March 31, 2015 is Rs. 9268.46 lacs as compared to Rs. 7390.00 lacs for the year ending March 31, 2014, showing an increase of 25.42%, and such increase was attributed to rise in volume of our operations.

Other Income

Our other income increased by 186.53% from Rs. 25.77 lacs to Rs. 73.84 lacs. This was primarily due to increase in profit on sale of certain assets and sale of scrap.

EXPENDITURE

Direct Expenditure

Our direct expenditure has increased from Rs. 5617.59 lacs in Financial Year 2013-2014 to Rs. 7413.82 lacs in Financial Year 2014-2015 showing an increase of 31.98% over the previous year. This increase was in line with increase in our business operations.

Employee Benefit Expenses, Administrative Expenses and Selling & Distribution Expenses

(Rs. In Lacs)

Particulars	2014-15	2013-14	Variance In %
Employee Benefit Expenses	143.59	97.30	47.57
Other Administrative Expenses	117.30	105.61	11.07
Selling & Distribution Expenses	1.16	0.95	22.11

There is around 47.57% increase in employee benefit expenses from Rs. 97.30 lacs in financial year 2013-14 to Rs. 143.59 lacs in financial year 2014-15 which is due to increase in salaries and addition in line of staff. Our administrative expenses increased by 11.07% from Rs. 105.61 lacs in financial year 2013-14 to Rs. 117.30 lacs in financial year 2014-15. The increase was due to increase in operating expenses, general expenses and administrative expenses which is in line with increase in volume of operations.

Finance Charges

Our finance cost which consists of interest, processing fees and charges increased from Rs. 540.01 lacs in financial year 2013-14 to Rs. 652.63 lacs in financial year 2014-15 due to rise in interest.

Depreciation

Depreciation expenses for the Financial Year 2014-2015 have decreased to Rs. 854.99 lacs as compared to Rs. 959.56 lacs for the Financial Year 2013-2014. The decrease in depreciation was majorly due to diminishing value of fixed assets.

Profit Before Tax

(Rs. In Lacs)

Particulars	2014-15	2013-14	Variance In %
Profit Before Tax	126.76	94.75	33.78

Profit before tax increased by 33.78% from Rs. 94.75 lacs in financial year 2013-14 to Rs. 126.76 lacs in financial year 2014-15.

Provision for Tax and Net Profit

(Rs. In Lacs)

Particulars	2014-15	2013-14	Variance In %
Taxation Expense	58.11	24.72	135.07
Profit After Tax	68.65	70.03	(1.97)

Our profit after tax decreased by 1.97% from Rs. 70.03 lacs in financial year 2013-14 to Rs. 68.65 lacs in financial year 2014-15. This decrease was due to provision of deferred taxes.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2014 WITH FINANCIAL YEAR ENDED MARCH 31, 2013

INCOME

Income from Operations

(Rs. In Lacs)

Particulars	2013-14	2012-13	Variance In %
Revenue from Operations	7,390.00	4,683.27	57.80

The operating income of the Company for the year ending March 31, 2014 is Rs. 7390.00 lacs as compared to Rs. 4683.27 lacs for the year ending March 31, 2013, showing an increase of 57.80%, and such increase was attributed to rise in volume of our operations.

Other Income

Our other income increased by 102.59% from Rs. 12.72 lacs to Rs. 25.77 lacs. This was primarily due to increase in Miscellaneous Income.

EXPENDITURE

Direct Expenditure

Our direct expenditure has increased from Rs. 3468.13 lacs in Financial Year 2012-2013 to Rs. 5617.59 lacs in Financial Year 2013-2014 showing an increase of 61.98% over the previous year. This increase was in line with increase in our business operations.

Employee Benefit Expenses, Administrative Expenses and Selling & Distribution Expenses

(Rs. In Lacs)

Particulars	2013-14	2012-13	Variance In %
Employee Benefit Expenses	97.30	46.95	107.24
Other Administrative Expenses	105.61	84.91	24.38
Selling & Distribution Expenses	0.95	6.37	(85.09)

There is around 107.24% increase in employee benefit expenses from Rs. 46.95 lacs in financial year 2012-13 to Rs. 97.30 lacs in financial year 2013-14 which is due to increase in salaries and addition in line of staff. Our administrative expenses increased by 24.38% from Rs. 84.91 lacs in financial year 2012-13 to Rs. 105.61 lacs in financial year 2013-14. The increase was due to increase in operating expenses, general expenses and administrative expenses which is in line with increase in volume of operations.

Finance Charges

Our finance cost which consists of interest, processing fees and charges increased from Rs. 355.51 lacs in financial year 2012-13 to Rs. 540.01 lacs in financial year 2013-14 due to rise in interest.

Depreciation

Depreciation expenses for the Financial Year 2013-2014 have increased to Rs. 959.56 lacs as compared to Rs. 556.65 lacs for the Financial Year 2012-2013. The increase in depreciation was majorly due to addition in line of fixed assets.

Profit before Tax

(Rs. In Lacs)

Particulars	2013-14	2012-13	Variance In %
Profit Before Tax	94.75	177.57	(46.64)

Profit before tax decreased by 46.64% from Rs. 177.57 lacs in financial year 2012-13 to Rs. 94.75 lacs in financial year 2013-14. Such decrease was due to increase in depreciation and interest expenses.

Provision for Tax and Net Profit

(Rs. In Lacs)

Particulars	2013-14	2012-13	Variance In %
Taxation Expense	24.72	59.67	(58.57)
Profit After Tax	70.03	117.90	(40.60)

Our profit after tax decreased by 40.60% from Rs. 117.90 lacs in financial year 2012-13 to Rs. 70.03 lacs in financial year 2013-14. Such decrease was due to increase in depreciation and interest expenses.

COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2013 WITH FINANCIAL YEAR ENDED MARCH 31, 2012

INCOME

Income from Operations

(Rs. In Lacs)

Particulars	2012-13	2011-12	Variance In %
Revenue from Operations	4,683.27	3,745.80	25.03

The operating income of the Company for the year ending March 31, 2013 is Rs. 4683.27 lacs as compared to Rs. 3745.80 lacs for the year ending March 31, 2012, showing an increase of 25.03%, and such increase was attributed to rise in volume of our operations.

Other Income

Our other income decreased by 24.51% from Rs. 16.85 lacs to Rs. 12.72 lacs. This was primarily due to decrease in Miscellaneous Income.

EXPENDITURE

Direct Expenditure

Our direct expenditure has increased from Rs. 2769.73 lacs in Financial Year 2011-2012 to Rs. 3468.13 lacs in Financial Year 2012-2013 showing an increase of 25.22% over the previous year. This increase was in line with increase in our business operations.

Employee Benefit Expenses, Administrative Expenses and Selling & Distribution Expenses

(Rs. In Lacs)

Particulars	2012-13	2011-12	Variance In %
Employee Benefit Expenses	46.95	23.54	99.45
Other Administrative Expenses	84.91	69.51	22.16
Selling & Distribution Expenses	6.37	1.11	473.87

There is around 99.45% increase in employee benefit expenses from Rs. 23.54 lacs in financial year 2011-12 to Rs. 46.95 lacs in financial year 2012-13 which is due to increase in salaries and addition in line of staff. Our administrative expenses increased by 22.16% from Rs. 69.51 lacs in financial year 2011-12 to Rs. 84.91 lacs in financial year 2012-13. The increase was due to increase in operating expenses, general expenses and administrative expenses which is in line with increase in volume of operations.

Finance Charges

Our finance cost which consists of interest, processing fees and charges increased from Rs. 223.99 lacs in financial year 2011-12 to Rs. 355.51 lacs in financial year 2012-13 due to rise in interest.

Depreciation

Depreciation expenses for the Financial Year 2012-2013 have increased to Rs. 556.55 lacs as compared to Rs. 531.06 lacs for the Financial Year 2011-2012. The increase in depreciation was majorly due to addition in line of fixed assets.

Profit Before Tax

(Rs. In Lacs)

Particulars	2012-13	2011-12	Variance In %
Profit Before Tax	177.57	143.71	23.56

Profit before tax increased by 23.56% from Rs. 143.71 lacs in financial year 2011-12 to Rs.177.57 lacs in financial year 2012-13.

Provision for Tax and Net Profit

(Rs. In Lacs)

Particulars	2012-13	2011-12	Variance In %
Taxation Expense	59.67	49.85	19.70
Profit After Tax	117.90	93.86	25.61

Our profit after tax increased by 25.61% from Rs. 93.86 lacs in financial year 2011-12 to Rs. 117.90 lacs in financial year 2012-13. This increase was in line with our increase in operations.

OTHER MATTERS

1. Unusual or infrequent events or transactions

Except as described in this Draft Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. Significant economic changes that materially affected or are likely to affect income from continuing operations

Other than as described in the section titled "Risk Factors" beginning on page 21 of this Draft Prospectus to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Other than as disclosed in the section titled "Risk Factors" beginning on page 21 of this Draft Prospectus to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

4. Future relationship between Costs and Income.

Our Company's future costs and revenues will be determined by demand/supply situation, government policies, subsidies available and prices of raw material.

5. The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased prices.

Increase in revenue is by and large linked to increases in volume of business activity by the Company.

6. Total turnover of each major industry segment in which the issuer company operates.

The Company is operating in transportation and logistics sector. Relevant industry data, as available, has been included in the chapter titled "Our Industry" beginning on page 99 of this Draft Prospectus.

7. Status of any publicly announced new products/projects or business segments

Our Company has not announced any new projects or business segments, other than disclosed in the Draft Prospectus.

8. The extent to which the business is seasonal

Our Company's business is not seasonal in nature.

9. Any significant dependence on a single or few suppliers or customers

The % of Contribution of our Company's customer and supplier vis a vis the total revenue from operations and raw materials/ finished goods cost respectively as January 31, 2017 is as follows:

Particulars	Customers	Suppliers
Top 5 (%)	22.23	55.74
Top 10 (%)	24.11	76.85

10. Competitive Conditions

We face competition from existing and potential organized and unorganized competitors which is common for any business. We have, over a period of time, developed certain competitive strengths which have been discussed in section titled "Our Business" on page 111 of this Draft Prospectus.

FINANCIAL INDEBTEDNESS

Our Company avails loans and bank facilities in the ordinary course of its business. As on date such loans are primarily for working capital requirements. Our Company has obtained necessary consents required under relevant loan documentations for undertaking the Offer including for change in its capital structure, shareholding pattern and amendment to its constitutional documents.

Pursuant to a resolution dated December 27, 2016 passed by our shareholders, our Board has been authorised to borrow any sum or sums of monies for and on behalf of our Company, from time to time provided that the sum or sums of monies so borrowed together with monies, if any, already borrowed by our Company (apart from the temporary loans obtained from our Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid up capital of the Company and its free reserves provided further that the total amount up to which the monies may be borrowed shall not exceed Rs. 7,500.00 Lakhs at any point of time.

FINANCIAL INDEBTEDNESS OF OUR COMPANY

The Details of indebtedness of our Company as at January 31, 2017 is provided below:

1. Financial Indebtedness from Corporation Bank.

Date of Renewal: October 27, 2016
Charge Holder: Corporation Bank, Circle Office, Vivek Vihar, New Delhi, India.

FACILITY 1: CASH CREDIT

Particulars	
Facility Name	Cash Credit
Extent of Credit	Rs. 2,500.00 Lakhs
Sub Limit: For Unit 1 Jalan Automotive CC For Unit 2 Tyre Division CC	 Rs. 50.00 Lakhs Rs. 50.00 Lakhs
Purpose	To meet working capital requirement
Security	Hypothecation of Stock, Book Debts and all current assets of the Company.
Margin	Stock-25% Book Debt-30%
Age of Book Debts (in days)	90
Rate of Interest	Base Rate +5.10% i.e. 14.75% p.a.
Repayment	CC-Running account repayable on demand subject to annual renewal

FACILITY 2: TERM LOAN

Particulars	
Facility Name	Term Loan
Extent of Credit	Rs. 770.74 Lakhs
Purpose	To part finance the project costing Rs. 1,502.50 lakhs.
Security	EMG/first charge on entire project Rs. 1,502.50 lakhs.
Margin	21.58% on Hard Cost
Rate of Interest	Base Rate +5.70% i.e. 15.35% p.a.

Repayment	Loan shall be repaid in 78 months in 60 monthly installments of Rs. 16.25 lakhs per month, inclusive of repayment holiday period of 18 months. Interest to be paid separately on monthly rest.

Following are the personal guarantors for the above Facilities:

Sr. No.	Name of the Guarantor	Relationship with the Company
1	Rajesh Jalan	Promoter & Managing Director
2	Manish Jalan	Promoter & Director
3	Meena Jalan	Wife of Promoter
4	Ritu Jalan	Wife of Promoter
5	Pushpa Jalan	Director

Note: The Company shall not pay any guarantee commission to the guarantors.

Collateral Security for the above Facilities:

Facility	Security Name	Owner	Total value (Rs. in lakhs)
WC	EMG of Property comprising of two storeyed Residential Building on property bearing Plot No. C-68, situated at Surya Nagar, Ghaziabad, U.P.	Mrs. Pushpa Jalan	Rs. 650.00
WC+TL	EMG/first charge on under construction Industrial Unit/Service Center on Khewat No. 87, Khatoni No. 100, Mustil No. 20, Kila No. 21/22 (0-17), 22/1/2(1-9), Mustil No. 34, Kila No. (2-2),2/1(3-6), 10/1(2-2), village Khijuri, Tehsil Dharuhers, Distt. Rewari, Haryana.	Company	Rs. 1,134.00
TL	Hypothecation of 37 vehicles	Company	Rs. 156.95
WC	EMG on property at third floor Flat/Commercial Office bearing No. 313 on, plot No. 4A&B, Commercial complex, Devika Towers, Chander Nagar, Ghaziabad, U.P.	Company	Rs. 24.88
WC+TL	EMG on property at third floor Flat/Commercial Office bearing No. 311 on, plot No. 4A&B, Commercial complex, Devika Towers, Chander Nagar, Ghaziabad, U.P.	Company	Rs. 69.37
WC+TL	EMG on property Lower Ground Floor, Commercial Office bearing No. 29 & 30 on plot No. 4A&B, Commercial complex, Devika	Company	Rs. 8.53

	Towers, Chander Nagar, Ghaziabad, U.P.		
WC	Lien on Deposit	Company	Rs. 52.20
WC+TL	Lien on Deposit	Mr. Rajesh Jalan, Mr. Manish Jalan, Mrs. Meena Jalan and Mrs. Ritu Jalan	Rs. 27.32

Other Terms & Conditions:

1. The Company shall not withdraw unsecured loans from the business.
2. 50% concession in processing charges on Working capital credit limits.
3. The Company shall not divert working capital funds for payments of installments under term loans, meeting cost of acquisitions if additional fixed assets, etc. An undertaking letter to this effect shall be obtained from the Company.
4. The Company shall obtain NOC from the Bank for availing of credit facilities from other Banks/FIs, further expansion of business, taking up new business activity or setting up/investing in a subsidiary whether in the same business line or unrelated business.
5. Branches to conduct unit visits diligently and periodically without fail and submit a copy of the report along with the proposal for sanction/Enhancement/Renewal etc. in line with HO circular No. 320/2014 dated May 08, 2014.

DETAILS OF OTHER SECURED LOANS

Details of Other Secured Loans as on January 31, 2017 are as under:

Sr. No.	Name	Amount (In Rs.)	Rate of Interest	Tenure (In Months)	Pre-Payment Penalty
CAR LOANS					
1	HDFC Bank Ltd Loans- (SANTA FE)	18,05,835	14.32%	36	N.A
2	HDFC Bank Ltd Loans- (Fortuner)		14.25%	36	N.A
3	HDFC Bank Ltd Loans- (Etios Liva)		17.45%	36	N.A
JALAN BUSINESS CENTRE LOAN					
4	Corporation Bank Loans (Hub Center)	5,59,63,733	15.35%	60	N.A.
TRUCK LOANS					
5	Axis Bank Ltd Loan- 3	87,91,340	11.50%	35	N.A
6	Axis Bank Ltd Loans- 2		10.25%	47	N.A
7	Axis Bank Ltd Loans- 4		12.00%	23	N.A
8	DCB Loans - (R.F.- 1)	63,89,172	14.01%	23	N.A
9	DCB Loans - (R.F.- 2)		14.05%	47	N.A
10	DCB Loans - (R.F.- 3)		14.03%	35	N.A
11	HDFC Bank Ltd Loans-4	2,78,947	10.31%	47	N.A
12	HDFC Bank Ltd Loans - Vasundhara		10.64%	23	N.A
13	ICICI Bank Ltd Loans	5,32,47,697	11.75%	47	N.A
14	Indusind Bank Ltd (Unsecured Loan-2)	16,99,634	18.50%	36	N.A
15	Indusind Bank Ltd - 2		5.87%	46	N.A
16	Indusind Bank Ltd - New Truck		5.75%	46	N.A
17	Kotak Mahindra Bank Ltd - Translogistics	4,60,95,055	13.75%	35	N.A
18	Kotak Mahindra Bank Ltd - (R.F.-7)		11.50%	35	N.A
19	Kotak Mahindra Bank Ltd - (R.F.-8)		11.50%	35	N.A

20	Kotak Mahindra Bank Ltd - (R.F.-9)		11.50%	35	N.A
21	Kotak Mahindra Bank Ltd - (R.F.-10)		11.50%	47	N.A
22	Kotak Mahindra Bank Ltd - (New Loan-4)		11.50%	35	N.A
23	Yes Bank Ltd	13,632,328	10.31%	47	N.A
TRUCK LOANS (NBFC)					
24	Cholamandalam Invest. & Finance Co. Ltd Loans -12	1,38,92,456	14.00%	23	N.A
25	Cholamandalam Invest. & Finance Co. Ltd Loans -13		15.00%	23	N.A
26	Cholamandalam Invest. & Finance Co. Ltd Loans -16		14.5%	28	N.A
27	Cholamandalam Invest. & Finance Co. Ltd Loans -15		15.00%	17	N.A
28	Fullerton India Credit Co. Ltd	26,305,545	11.50%	46	N.A
29	HDB Loans	14,332,720	10.39	41	N.A
30	Hinduja Leyland Finance Ltd-23	4,68,90,664	10.32%	46	N.A
31	Hinduja Leyland Finance Ltd-27		10.32%	46	N.A
32	India Infoline Ltd	85,35,825	12.00%	46	N.A
33	Magma Fincorp Limited Loans - Unsecured Loan	40,91,687	18.50%	24	N.A
34	Magma Fincorp Limited Loans - 8		14.07%	35	N.A
35	Reliance Capital Limited Loans	64,49,303	13.75%	41	N.A
36	Srei Equipment Finance Pvt Ltd Truck Loans	57,93,907	11.59%	47	N.A
37	Sundaram Finance Ltd	2,52,04,736	10.31%	47	N.A
38	Tata Capital Limited Loans	61,59,942	11.50%	35	N.A
	Total	**34,55,60,526**			

For further details please refer chapter titled “Financial Statements” beginning on page 165 of this Draft Prospectus.

UNSECURED LOANS

Details of Unsecured Loans as on January 31, 2017 are as under:

Sr. No.	Name	Amount (In Rs.)	Rate of Interest	Tenure (In Months)	Nature	Pre-Payment Penalty
1	Aashana Estate Pvt. Ltd.	10,000,000	12.00%	18	Business Loan	N.A
2	Aditya Birla Finance Ltd.	1,876,243	18.50%	31	Business Loan	4% of O/s
3	Bajaj Finserve Ltd.	2,493,166	19.24%	24	Business Loan	N.A
4	Capital First Ltd.	1,012,037	18.30%	36	Business Loan	4% of O/s
5	Capital First Ltd.	1,557,847	18.70%	36	Business Loan	4% of O/s
6	Edelweiss Retail Finance Ltd.	1,717,421	18.50%	36	Business Loan	N.A
7	Indusind Bank Ltd.	3,503,573	18.50%	36	Business Loan	5% of O/s
8	Magma Fincopr Ltd.	5,051,057	18.50%	24	Business Loan	N.A
9	Prasidh Fincap Ltd.	8,000,000	12.00%	18	Business Loan	N.A
10	Religare Finvest Ltd.	2,273,126	19.27%	36	Business Loan	5% of O/s
11	Rrn Financial Services Ltd.	10,000,000	12.00%	18	Business Loan	N.A
12	Shriram City Union Finance Ltd.	1,148,062	20.00%	36	Business Loan	4% of O/s
13	Tata Capital Ltd.	1,885,468	18.40%	36	Business Loan	N.A
14	Zen Lefin Private Ltd.	981,863	17.04%	24	Business Loan	N.A
15	Mr. Manish Jalan	2,20,000	Nil	On Demand	-	-
16	Mr. Rajesh Jalan	20,49,726	Nil	On Demand	-	-
17	Mrs. Ritu Jalan	1,00,000	Nil	On Demand	-	-
	Total	**5,38,69,588**				

SECTION VI - LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except, as stated below and mentioned elsewhere in this Draft Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, statutory or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Subsidiaries and Group Companies or against any other company whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters or Group Companies.

Except as disclosed below there are no i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action; (iii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company and Subsidiaries including fines imposed or compounding of offences done in those five years; or (vi) material frauds committed against our Company in the last five years.

Except as stated below there are no Outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

LITIGATION INVOLVING OUR COMPANY

Against our Company

Criminal Litigation

Nil

Civil Proceedings

Sr. No.	Reference Number of Case	Court	Plaintiff / Petitioners / Complainant/ Applicant	Approximate Aggregate Claim Amount (Rs. In Lacs)	Brief Particulars of the Cases/Current Status
1.	23/2013	Motor Accident Claim Tribunal, Bellary	**Petitioner:** S.M. Labara **Respondent:** A. Kumar, Jalan Transolutions (India) Limited National Insurance Company	9.00	Petitioner claim for accidental injury occurred while travelling by Kudligi with Company's Truck and demanding claim of Rupees Nine Lacs with interest from the date of accident till date of payment of compensation. The Plaintiff may file an appeal.
2.	43/2015	Motor Accident Claim Tribunal, Amroha	**Petitioner:** Kailash **Respondent:** Sarvesh and Jalan Transolutions (India) Ltd.	19.25	Petitioner was injured by Company's Truck in an accident. Petitioner claim Rs.19, 25,000/- along with interest at the rate of 18% from the date of filing of claim petition till date of payment. Matter is pending for adjudication.
3.	55/2014	Motor Accident Claim Tribunal, Banda, Sagar	**Petitioner:** Shanker Singh Lodhi **Respondent:** Deepak Kumar, Manish Jalan-Director Jalan Transolutions (India) Ltd. and HDFC ERGO General Insurance Company Limited	16.50	Petitioner claim that Mr. Vindravan Lodhi met with accident while coming from Village Chok Banda and died. Petiotioner demand Rupees Sixteen Lacs and Fifty Thousand along with interest at the rate of 10% from the date of claim petition till date of realization of compensation. Matter is pending for adjudication.
4	277/2013	Motor Accident Claim Tribunal, Mainpuri	**Petitioner:** Shivraj Singh **Respondent:** Jalan Transolutions (India) Limited, Vinod Kumar and	8.85	Petitioner claim that in an accident with Company's Truck the claimant got injured. The Petitioner pleads for compensation of Rupees Eight Lacs and Eighty-five thousand along

Sr. No.	Reference Number of Case	Court	Plaintiff / Petitioners / Complainant/ Applicant	Approximate Aggregate Claim Amount (Rs. In Lacs)	Brief Particulars of the Cases/Current Status
			HDFC ERGO General Insurance Company Limited		with interest at the rate of 12% p.a. From the date of filling of petition till date of realization. Matter is pending for adjudication.
5	967/2013	Motor Accident Claim Tribunal, Kanpur Nagar	**Petitioner:** Ramesh Kumar Anita Devi **Respondent:** Jalan Transolutions (India) Limited IFFCO Tokio General Insurance Company Limited	12.90	Petitioners claim that Mr. Ankit Gautam and Ms. Satya Prakash as pillion rider were coming from Bhaunti towards Ramadevi side on motorcycle where they collided with the Company's truck. Ankit died to multiple injuries. The Petitioner pleads for compensation of Rupees Twelve Lacs ninety thousand along with interest at the rate of 9% p.a. From the date of filling of petition till date of realization. Matter is pending for adjudication.
6	1069/2013	Motor Accident Claim Tribunal, Kanpur Nagar	**Petitioner:** Ramesh Kumar, Gudia **Respondent:** IFFCO Tokio General Insurance Company Limited., Jalan Transolutions (India) Limited	12.00	Petitioners claim that Mr. Ankit Gautam and Ms. Satya Prakash as pillion rider were coming from Bhaunti towards Ramadevi side on motorcycle where they collided with the Company's truck. Ankit died to multiple injuries. The Petitioner pleads for compensation of Rupees Twelve Lacs along with interest at the rate of 18% p.a. From the date of filling of petition till date of realization. Matter is pending for adjudication.
7	284/2015	Motor Accident Claim	**Petitioner:** Phulachand **Respondent:**	45.00	Petitioner claimed that his son Mr. Rajesh Birley was driving motorcycle and

Sr. No.	Reference Number of Case	Court	Plaintiff / Petitioners / Complainant/ Applicant	Approximate Aggregate Claim Amount (Rs. In Lacs)	Brief Particulars of the Cases/Current Status
		Tribunal, Indore	Pintoo Jalan Transolutions (India) Limited, HDFC ERGO General Insurance Company		collapsed with our truck No.HR55S3439 and died in said accident. As per Courts online records no hearing was announced after 11.01.2016. Case is pending for adjudication.
8.	206, 207/2016	Motor Accident Claim Tribunal, Auraiya	**Petitioner:** Laxmi Devi **Respondent:** Jalan Transolutions (India) Limited, Yogesh Sharma National Insurance Company Limited	Not Available	Case is at initial stage. Received first summon.
9.	115/2016	Motor Accident Claim Tribunal, Hamirpur	**Petitioner**: Chunubad@ Devideen **Respondent**: Jalan Transolutions (India) Limited	16.30	Petitioner claim that in an accident with Company's Truck the claimant and his animals (Cow, buffaloes) got injured. The Petitioner pleads for compensation of Rs. 16, 30,000/- along with interest at the rate of 12% p.a from the date of accident till date of realization of compensation. Matter is pending for adjudication
10	100/2015	Motor Accident Claim Tribunal, Shahjahanpur	**Petitioner:** Aasha Devi, Rajkumar Singh **Respondent:** Jalan Transolutions (India) Limited, Sharad Kumar, HDFC ERGO General Insurance Company Limited	50.00	Petitioners claim the Mr. Rajinder Singh had died in an accident with Company's Truck at Sahajahanpur. The petitioners claim compensation of Rupees 50 lakh
11	1498/2016	Allahabad High Court	**Petitioner:** Mr. Gunjan. Mr. Abhishek, Mr. Aman Kumar & Mr. Chander Pal	16.65	Written statement is yet to be filed.

Sr. No.	Reference Number of Case	Court	Plaintiff / Petitioners / Complainant/ Applicant	Approximate Aggregate Claim Amount (Rs. In Lacs)	Brief Particulars of the Cases/Current Status
			Respondent: Balu Lal, Jalan Transolutions (India) Limited, HDFC ERGO		
12	376/2015	MACT, Kurukshetra	Anju/Prem/ Aarti/ Salindro Vs Shyamji/ Jalan Transolutions India Ltd/National insurance co.	40.00	JTIL Truck No.HR38Q8292 was standing at road due to maintenance break down and deceased crashed his TATA ACE with standing truck at died. Case is pending for adjudication.
13	18801/2014	Civil Judge, Senior Division, Gurgaon	**Plaintiff:** Sumunder Singh **Defendant:** Jalan Transolutions (India) Limited and Mr. Rajesh Jalan	5.00	Plaintiff files Defamation suits against Company for filing FIR Against him for adopting malpractices. The Case is pending for adjudication.
14	282/2016	District Judge, Mathura	**Plaintiff:** HDFC ERGO General Insurance Company **Defendant:** Jalan Transolutions (India) Limited	4.96 + Interest	The Honorable Tribunal in the Jagdees Chandra V Harendrasingh MAC No. 606/2012 had directed the Insurance Company to recover the amount from the opposite party no.2 that is Jalan Transolutions India Ltd. The Case is pending for recovery.
15	Not Available	Employee Compensation Claim Tribunal, Jhunjunu	**Plaintiff:** Durga Kanwar, Tej Kanwar, Bajrang Kanwar, Santosh, Narender Singh and Sunita **Defendant:** Jalan Transolutions (India) Limited and	10.19	Mr. Jitender Singh while transporting Company's consignment died. And the petitioners claim Rupees Ten Lacs and Nineteen Thousand along with interest @18% P.A. Case is pending for adjudication.

Sr. No.	Reference Number of Case	Court	Plaintiff / Petitioners / Complainant/ Applicant	Approximate Aggregate Claim Amount (Rs. In Lacs)	Brief Particulars of the Cases/Current Status
			HDFC ERGO General Insurance Company Limited		
16	011/15	Labour Court, Itawa	Pushpa devi Vs Jalan Transolutions (India) Limited / HDFC ERGO Co. Ltd	8.65	Summon not received yet
17	297/2017	Motor Accident Claim Tribunal, Ambikapur	**Petitioner:** Smt. Kalavati Ms. Reena Mr. Anish Kumra **Respondent:** JalanTransolutions(India) Limited Neetu Pal National Insurance Company Limited	137.81	Matter is pending for adjudication.
18	09/2013	MACT, VIII Dist.Judge Nizambad	**Smt Petitioner:** Smt. Sunitha Chouhan **Respondent:** Jalan Transolutions (India) Limited, HDFC ERGO General Insurance Company Limited	5.00	Petitioner claimed that JTIL Truck No. HR55K4059 hit her and her husband while they were travelling from Motorcycle. Petioner demands Rs. Five Lacs in lump sum with 24% rate of interest for compensation against her body injury .

Proceedings against Our Company for economic offence/securities laws/ or any other law

Nil

Penalties in Last Five Years

Nil

Pending Notice against our Company

Nil

Past Notice to our Company

Nil

Disciplinary Action taken by SEBI or stock exchanges against Our Company

Nil

Defaults including non-payment or statutory dues to banks or financial institutions

Nil

Details of material fraud against the Company in last five years and action taken by the Companies.

Nil

LITIGATION FILED BY OUR COMPANY

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Details of any enquiry, inspection or investigation initiated under Companies Act, 2013 or any previous Company Law

Nil

LITIGATION INVOLVING DIRECTORS OF OUR COMPANY

Litigation against our Directors

Nil

Criminal Litigation

Nil

Civil Proceedings

No Case except on case the details of which has been mentioned above in Case no. 18801/2014 in which Mr. Rajesh Jalan is Defendant.

Taxation Matters

Nil

Past Penalties imposed on our Directors

Nil

Proceedings initiated against our directors for Economic Offences/securities laws/ or any other law

Nil

Directors on list of wilful defaulters of RBI

Nil

Litigation by Directors of Our Company

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

LITIGATION INVOLVING PROMOTERS OF OUR COMPANY

Criminal Litigation

Nil

Civil Proceedings

Plaintiff / Petitioners / Complainant/ Applicant	Reference Number of Case	Name And Address of Forum	Brief Particulars of Case	Approximate Aggregate Claim Amount (Rs in Lacs)	Current Status
Plaintiff: United India Insurance Company Limited **Defendant:**	619/2009	State Consumer Disputes Redressal Commission, New Delhi	This is an First appeal filed by the Appellant being Aggrieved by the order dated 24.04.2009 of Ld. DCF-VI, New Delhi in Complaint Case 388/06 directing the appellant to pay a sum of Rs. 5,60,000	5.60	The Case is pending for adjudication. It is for final arguments and is listed on 08.05.2017

Mr. Rajesh Jalan					

Taxation Matters

Nil

Past Penalties imposed on our Promoters

Nil

Proceedings initiated against our Promoters for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Promoter in last five years

Nil

Penalties in Last Five Years

Nil

Litigation /defaults in respect of the companies/Firms/ventures/ with which our promoter was associated in Past

Nil

Adverse finding against Promoter for violation of Securities laws or any other laws

Nil

Litigation by Our Promoters

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

LITIGATION INVOLVING OUR GROUP COMPANIES

Outstanding Litigation against our Group Companies

Nil

Criminal Litigation

Nil

Civil Proceedings

Plaintiff / Petitioners / Complainant/ Applicant	Reference Number of Case	Name And Address of Forum	Brief Particulars of Case	Approximate Aggregate Claim Amount (Rs in Lacs)	Current Status
Plaintiff: M/s. Jalan Chits (P) Limited **Defendant:** Sarwan Kumar Jindal	Execution Petition arising out of Suit No. 502/2006	Karkardooma Court, Delhi	Sarwan Kumar Jindal took the funds through Chits and did not pay the mothly chit installments.	0.75 along with interest @ 24 % per annum from 20.02.2006 till realization	Execution Petition will be filed shortly

Taxation Matters

Nil

Past Penalties imposed on our Group Companies

Nil

Proceedings initiated against our Group Companies for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any *Group Companies*

Nil

Adverse finding against *Group Companies* for violation of Securities laws or any other laws

Nil

LITIGATION BY OUR GROUP COMPANIES

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

LITIGATION INVOLVING OUR SUBSIDIARIES

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

Past Penalties imposed on our Subsidiaries

Nil

Proceedings initiated against our Subsidiaries for Economic Offences/securities laws/ or any other law

Nil

Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Subsidiaries

Nil

Adverse finding against Subsidiaries for violation of Securities laws or any other laws

Nil

LITIGATION BY OUR SUBSIDIARIES

Criminal Litigation

Nil

Civil Proceedings

Nil

Taxation Matters

Nil

OTHER MATTERS

Nil

Details of any inquiry, inspection or investigation initiated under present or previous companies laws in last five years against the Company or its subsidiaries: NIL

Outstanding Litigation against other companies or any other person whose outcome could have an adverse effect on our company: NIL

Material Developments since the Last Balance Sheet

Except as disclosed in Management Discussion and Analysis of Financial Condition and results of operations, there have been no material developments.

Outstanding dues to small scale undertakings or any other creditors

As of January 31, 2017, our Company had 18 Creditors, to whom a total amount of Rs. 580.24 Lakhs was outstanding. As per the requirements of SEBI Regulations, our Company, pursuant to a resolution of our Board dated April 18, 2017, considered creditors to whom the amount due exceeds Rs. 5 lacs by our company for the purpose of identification of material creditors. Based on the above, the following are the material creditors of our Company.

Sr. No.	Name of Creditor	Amount (Rs. in Lakhs)
1	Jawala Service Station	11.70
2	K Bindra Filling Station	5.60
3	Laxmi Service Station	5.99
4	Sachdev Highway Service	16.21
5	Shankar Filling Station (Mahoba)	13.65
6	Shree Tirupati Jee Filling Station (Rewari)	18.72
7	Surendra Auto Service	81.54
8	Taj Midway-Rewari	22.29
9	Taksh Fuel Station	5.92
10	Vinayak Fuels	22.89
11	Northern Fuel Station-Haridwar	7.55
12	Ajay Lohe (Labour)	37.50

13	Ajay Lohe (Steel)	145.15
14	HDFC Credit Card-Manish Jalan	10.03
15	HDFC Credit Card-Rajesh Jalan	9.82
16	Jalan Transolgistics India Ltd	148.6
17	Mohd. Shakir (Saleem)	9.65
18	Perfect Fabrication	7.43
	Total	**580.24**

GOVERNMENT AND OTHER STATUTORY APPROVALS

On the basis of the list of material approvals provided below, our Company can undertake the Issue and its current business activities and other than as stated below, no further approvals from any regulatory authority are required to undertake the Issue or continue such business activities. In case, if any of licenses and approvals which have expired; we have either made an application for renewal or are in process of making an application for renewal. Unless otherwise stated, these approvals are valid as of the date of this Draft Prospectus.

APPROVALS FOR THE ISSUE

Corporate Approvals

1. Our Board has, pursuant to a resolution passed at its meeting held on April 18, 2017 authorized the Issue.
2. Our shareholders have pursuant to a resolution passed at their meeting dated April 21, 2017 under Section 62(1)(c) of the Companies Act 2013, authorized the Issue.

Approvals from Lenders

1. Our Company has obtained all the relevant approvals from our lenders.

INCORPORATION DETAILS

1. Corporate Identity Number: U63090DL2003PLC119773
2. Certificate of Incorporation dated April 07, 2003 issued by the Registrar of Companies, NCT of Delhi & Haryana.
3. Fresh Certificate of Incorporation dated January 13, 2008 issued by the Registrar of Companies, NCT of Delhi & Haryana, consequent upon change of name from Jalan Carriers Private Limited to Jalan Transolutions (India) Private Limited subsequently conversion into public limited company.

APPROVALS/ LICENSES IN RELATION TO THE BUSINESS OF OUR COMPANY

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

A. Under Direct and Indirect Laws

Sr. No.	Nature of License / Approvals / Registrations	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
1.	Registration in Income Tax Department	Income Tax Department, Govt. of India	PAN: AABCJ3126A	Perpetual	-
2.	Allotment of Tax Deduction Account Number (TAN)	Income Tax Department, Govt. of India	TAN: DELJ06182B	Perpetual	-
3.	Allotment of Taxpayers Identification Number (TIN)	Commercial Tax Department,	TIN: 06582710107	Perpetual	-

Sr. No.	Nature of License / Approvals / Registrations	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
4.	Registration under Service Tax for the premises situated at D-Block Market, Vivek Vihar, Jhilmil Industrial Area, Delhi-110095.	Service tax Commissionerate, New Delhi	ST Code: AABCJ3126AST001	Perpetual	-

B. Under Industrial and Labour Law

Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Special conditions, if any
1.	Registration under Employees' State Insurance Act, 1948.	Assistant Director, Sub Regional Office, E.S.I Corporation, Noida.	ESIC Code: 67000514470001006	Perpetual	-
2.	Registration under Employees Provident Funds and Miscellaneous Act, 1952	Employees Provident Fund Organisation, Uttar Pradesh	Code: MRMRT/0056700/0002012-2013/98536	Perpetual	-
3.	Registration under Delhi Shops and Commercial Establishments Act, 1954.	Department of Labour, Govt. of NCT of Delhi & Haryana.	Registration No: 2017007966	December 31, 2017	
4.	Registration under Punjab Shops and Commercial Establishments Act, 1958	Shops and Commercial Establishments RWR-2 Circle	Registration No. PSA/REG/RWR/LI-RWR-2/0137648	March 31, 2018	-

C. Other Registrations and Certifications

Sr. No.	Nature of License / Approvals	Authority	Particulars of License / Approvals	Validity Period	Remarks
1.	Certificate of ISO 9001:2008	P.C. Management System Pvt. Ltd., a member of multilateral recognition arrangement.	ISO 9001:2008	September 03, 2018	-
2.	Association recommendation under IBA Scheme for Recommending Transport Operators to Member Banks	Indian Banks' Association (IBA)	Code: GZJ-2003	December 31, 2018	-
3.	Registration under Carriage by road Act, 2007	State Transport Authority, Haryana, Chandigarh	Registration No. 434/STA/01/2016	February 03, 2026	-

INTELLECTUAL PROPERTY

We have filed the following applications for registration of our Intellectual property under the Trademarks Act, 1999.

Sr. No.	Trademark/Logo	Date of Application	Application No.	Class	Current Status
2.	JALAN TRANSOLUTIONS ENDLESS OPTIMUM SOLUTIONS "Adding Momentum to Movement"	February 02, 2017	3473002	39	Pending

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Issue has been authorized by a resolution passed by our Board of Directors at its meeting held on April 18, 2017 and by the shareholders of our Company by a special resolution, pursuant to Section 62(1)(c) of the Companies Act, 2013, passed at the Extra Ordinary General Meeting of our Company held on April 21, 2017 at registered office of the Company.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

Our Company, our Promoters, our Directors and our Promoter Group, 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.

The Companies with which our Promoters, our Directors or persons in control of our Company are/ were associated as promoters, directors or persons in control 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.

None of our Directors are in any manner associated with the securities market. There has been no action taken by SEBI against any of our Directors or any entity our Directors are associated with as directors.

PROHIBITION BY RBI

Neither our Company, nor our Promoters, or the relatives (as defined under the Companies Act) of our Promoters or Group Company have been identified as wilful defaulters by the RBI or any other governmental authority. There are no violations of securities laws committed by them in the past or no proceedings thereof are pending against them.

ELIGIBILITY FOR THIS ISSUE

Our Company is eligible for the Issue in terms of Regulation 106M(2) of chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post issue face value capital exceeds Rs. 1,000 Lakhs, may issue shares to the public in accordance with the provisions of Chapter XB of the SEBI (ICDR) Regulations, 2009. Our Company also complies with the eligibility conditions laid by the NSE Emerge Platform for listing of our Equity Shares.

We confirm that:

1. In accordance with regulation 106(P) of the SEBI ICDR Regulations, this Issue is 100% underwritten and that the LM i.e. SCAPL has underwritten at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled "General Information" beginning on page 49 of this Draft Prospectus.
2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, than our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed u/s 40 of the Companies Act, 2013
3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Managers submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.
4. In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the Lead Managers will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue. For further details of the market making arrangement see chapter titled "General Information" beginning on page 49 of this Draft Prospectus.
5. The Company has Net Tangible assets of at least Rs. 1 crore as per the latest audited financial results.

6. The Net worth (excluding revaluation reserves) of the Company is at least Rs. 1 crore as per the latest audited financial results. Net worth of the Company as on March 31, 2016 is Rs. 13.48 Crores.
7. The Post-issue paid up capital of the Company shall be at least Rs. 1 Crore. The paid-up capital shall be Rs. 14.54 Crores after the issue.
8. The Company shall mandatorily facilitate trading in demat securities and has entered into an agreement with both the depositories.
9. The Company has not been referred to Board for Industrial and Financial Reconstruction.
10. No petition for winding up is admitted by a court of competent jurisdiction or a liquidator has been appointed against the Company.
11. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
12. The Company has a website: www.jalantransolutions.com

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGERS, SARTHI CAPITAL ADVISORS PRIVATE LIMITED AND NAVIGANT CORPORATE ADVISORS LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS FOR THE TIME BEING IN FORCE. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT PROSPECTUS, THE LEAD MANAGERS, SARTHI CAPITAL ADVISORS PRIVATE LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGERS, SARTHI CAPITAL ADVISORS PRIVATE LIMITED AND NAVIGANT CORPORATE ADVISORS LIMITED, HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED APRIL 27, 2017, IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992.

"WE, THE UNDER NOTED LEAD MANAGERS TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, CIVIL LITIGATIONS, DISPUTES WITH COLLABORATORS, CRIMINAL LITIGATIONS ETC. AND OTHER MATERIAL IN CONNECTION WITH THE**

FINALISATION OF THE DRAFT PROSPECTUS PERTAINING TO THE SAID ISSUE;

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**

   A. **THE DRAFT PROSPECTUS FILED WITH THE EXCHANGE IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**

   B. **ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

   C. **THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013/ COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**

4. **WE SHALL SATISFY OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITER TO FULFILL THEIR UNDERWRITING COMMITMENTS.**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTER's CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTER's CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.**

6. **WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTER's CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT PROSPECTUS.**

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER's CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER's CONTRIBUTION SHALL BE KEPT IN AN PUBLIC ISSUE ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND**

SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT IN A SCHEDULED BANK AS PER THE PROVISIONS OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM THE STOCK EXCHANGE MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE.**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. – NOT APPLICABLE, AS IN TERMS OF THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013, THE SHARES ISSUED IN THE PUBLIC ISSUE SHALL BE IN DEMAT MODE ONLY.**

11. **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT PROSPECTUS:**

    A. **AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND**

    B. **AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.**

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER's EXPERIENCE, ETC.**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**

16. **WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER AS PER FORMAT SPECIFIED BY THE BOARD (SEBI) THROUGH CIRCULAR – DETAILS ARE ENCLOSED IN "ANNEXURE - A"**

17. **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTION HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS."**

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

(1) "WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.

(2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.

(3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009. – NOTED FOR COMPLIANCE.

(4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.

(5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISO TO SUB-REGULATION OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE DRAFT PROSPECTUS. – NOT APPLICABLE

(6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION [106P] AND [106V] OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE.

Note:

The filing of this Draft Prospectus does not, however, absolve our Company from any liabilities under section 34, section 35, section 36 OR section 38(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Lead managers any irregularities or lapses in the Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, National Capital Territory of Delhi & Haryana, in terms of sections 26 and 33 of the Companies Act, 2013.

DISCLAIMER STATEMENT FROM OUR COMPANY AND THE LEAD MANAGERS

Our Company, our Directors and the Lead Managers accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website, www.jalantransolutions.com would be doing so at his or her own risk.

Caution

The Lead Managers accept no responsibility, save to the limited extent as provided in the Agreement for Issue Management entered into among the Lead Managers and our Company dated April 22, 2017, the Underwriting Agreement dated April 22, 2017 entered into among the Underwriter and our Company and the Market Making Agreement dated April 22, 2017 entered into among the Market Maker, Lead Managers and our Company.

Our Company and the Lead Managers shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, *etc.*

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Managers and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGERS

For details regarding the price information and the track record of the past Issues handled by the Lead Managers to the Issue as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by the SEBI, please refer to 'Annexure A' to this Draft Prospectus and the website of the Lead Managers at www.sarthiwm.in.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lakhs, pension funds with minimum corpus of Rs. 2,500 Lakhs and the National Investment Fund, and permitted non-residents including FIIs, Eligible NRIs, QFIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Delhi only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Prospectus has been filed with NSE for its observations and NSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or

indirectly, and this Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE NSE EMERGE PLATFORM

As required, a copy of this Draft Prospectus shall be submitted to National Stock Exchange of India Limited (NSE). The Disclaimer Clause as intimated by NSE to us, post scrutiny of this Draft Prospectus, shall be included in the Prospectus prior to the RoC filing.

FILING

This Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in term of Regulation 106(M)(3). However, a copy of the Prospectus shall be filed with SEBI at SEBI Northern Regional Office situated at 5th Floor, Bank of Baroda Building, 16, Sansad Marg, New Delhi-110001. A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Companies, 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi-110019.

LISTING

An application will be made to the NSE for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE-Emerge will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The NSE has given its in-principle approval for using its name in the Prospectus vide its letter dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE-Emerge mentioned above are taken within Six Working Days from the Issue Closing Date.

CONSENTS

Consents in writing of: (a) the Promoters, the Directors, the Company Secretary and Compliance Officer, Chief Financial Officer, the Statutory Auditor, Peer Review Auditor, Secretarial Auditor, Principal Banker to the Company; and (b) Lead managers, Underwriter, Market Maker, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue, Lenders, to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Prospectus and such consent and report is not withdrawn up to the time of delivery of this Draft Prospectus with NSE.

EXPERT TO THE ISSUE

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

1. Report of the Statutory Auditor on Statement of Tax Benefits.

EXPENSES OF THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, selling commission, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, see the chapter "Objects of the Issue" beginning on page 88 of this Draft Prospectus.

DETAILS OF FEES PAYABLE

Fees Payable to the Lead Managers

The total fees payable to the Lead Managers will be as per the Mandate Letter issued by Lead Managers, Sarthi Capital Advisors Pvt Ltd dated April 18, 2017 and by Navigant Corporate Advisors Ltd dated February 07, 2017 to our Company, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated February 07, 2017, a copy of which is available for inspection at our Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send allotment advice by registered post/ speed post/ under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, *etc.* will be as per the terms of their respective engagement letters.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and selling commission for this Issue is as set out in the Underwriting Agreement entered into between our Company and the Lead Managers. Payment of underwriting commission, brokerage and selling commission would be in accordance with applicable laws.

PREVIOUS RIGHTS AND PUBLIC ISSUES DURING THE LAST FIVE YEARS

We have not made any previous rights and/or public issues during the last five years, and are an "Unlisted Issuer" in terms of the SEBI ICDR Regulations and this Issue is an "Initial Public Offering" in terms of the SEBI ICDR Regulations.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled *"Capital Structure"* beginning on page 59 of this Draft Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 186 OF COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS

None of the equity shares of our Group Entities are listed on any recognized stock exchange. None of the above companies have raised any capital during the past 3 years.

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY

Our Company is an "Unlisted Issuer" in terms of the SEBI ICDR Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI ICDR Regulations. Therefore, data regarding promise versus performance is not applicable to us.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of this Draft Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an "Unlisted Issuer" in terms of the SEBI ICDR Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI ICDR Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement between the Registrar and our Company provides for retention of records with the Registrar for a period of at least three years from the last date of dispatch of the letters of allotment, demat credit to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Company Secretary and Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection center of the SCSB where the Application Form was submitted by the ASBA applicants.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Applicant shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have re-constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on April 18, 2017. For further details, please refer to the chapter titled "*Our Management*" beginning on page 138 of this Draft Prospectus.

Our Company has appointed Ms. Mamta Sharma, as the Company Secretary and Compliance Officer and she may be contacted at the following address:

JALAN TRANSOLUTIONS (INDIA) LIMITED

206, Ajanara Bhawan,

D-Block Market, Vivek Vihar

Delhi-110095

Tel: 011-47675707

E-mail: compsec@jalantransolutions.com

Website: www.jalantransolutions.com

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account, *etc*.

CHANGES IN AUDITORS DURING THE LAST THREE FINANCIAL YEARS

There have been no changes in the statutory auditors of our Company in the last three financial years.

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled "*Capital Structure*" beginning on page 59 of this Draft Prospectus., our Company has not capitalized its reserves or profits at any time since inception.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

PURCHASE OF PROPERTY

Other than as disclosed in this Draft Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Prospectus.

Except as stated elsewhere in this Draft Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made thereunder.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

SECTION VII – ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued are subject to the provisions of the Companies Act, the Memorandum and Articles, the terms of this Draft Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN') and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws, guidelines, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, NSE, RoC, RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that, in accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.

RANKING OF EQUITY SHARES

The Equity Shares being offered shall be subject to the provisions of the Companies Act, 2013 and the Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to the section titled, '*Main Provisions of the Articles of Association of the Company*' on page 265 of this Draft Prospectus.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, 2013. For further details, please refer to the chapter titled 'Dividend Policy' on page 164 of this Draft Prospectus.

FACE VALUE AND ISSUE PRICE

The Equity Shares having a face value of Rs. 10/- each are being offered in terms of this Draft Prospectus at the price of Rs. 46/- per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Managers and is justified under the chapter titled 'Basis for Issue Price' beginning on page 95 of this Draft Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;

- Right of free transferability, subject to applicable laws and regulations; and the Articles of Association of our Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum and Articles of Association of the Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "Main Provisions of Articles of Association" beginning on page 265 of this Draft Prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

As per the provisions of the Depositories Act, 1996 & regulations made thereunder and Section 29(1) of the Companies Act, 2013, the equity shares of a body corporate can be in dematerialized form i.e. not in the form of physical certificates, but be fungible and be represented by the statement issued through electronic mode. The trading of the Equity Shares will happen in the minimum contract size of 3,000 Equity Shares and the same may be modified by the NSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of 3,000 Equity Shares subject to a minimum allotment of 3,000 Equity Shares to the successful Applicants terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

MINIMUM NUMBER OF ALLOTTEES

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs shall be unblocked within 6 working days of closure of Issue.

JOINT HOLDERS

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013, shall upon the production of such evidence as may be required by the Board, elect either:

a. to register himself or herself as the holder of the Equity Shares; or
b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may, at any time, give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board

may, thereafter, withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Issue will be made only in dematerialised form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

MINIMUM SUBSCRIPTION

In the event our Company does not receive a minimum subscription of 100% of the Issue, subject to the Issue being made for at least 25% of the post-Issue paid up Indian Equity Share capital of our Company, in accordance with Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, including devolvement to the Underwriters within 60 days from the Issue Closing Date, we shall forthwith refund the entire subscription amount received not later than 70 days from the Issue Closing Date. If there is a delay beyond eight days after the expiry of 70 days from the Issue Closing Date, the Directors of our Company who are officers in default shall jointly and severally be liable to repay the money with such interest as prescriber under section 39(3) of the Companies Act, 2013 and Companies (Prospectus and Allotment of Securities) Rules, 2014. Further Section 39(5) states that in case of default under section 39(3), the Company and its officers who are in default shall be liable to a penalty of Rs. 1,000 for each day during which the default continues or Rs. 100,000, whichever is less.

Additionally, section 40(3) of the 2013 Act requires application money to be refunded in the event of failure to Allot Equity Shares for any other reason. If a default is made in complying with the provisions of this section the Company shall be punishable with a fine which shall not be less than Rs. 500,000, but which may extend to Rs. 5,000,000 and every officer of the Company who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than Rs. 50,000 but which may extend to Rs. 3,00,000 or with both.

MIGRATION TO MAIN BOARD

Our company may migrate to the main board of NSE at a later date subject to the following:

a) If the Paid up Capital of our Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), our Company shall apply to NSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

b) If the Paid up Capital of our company is more than 10 crores but below Rs. 25 crores, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

MARKET MAKING

The shares offered though this issue are proposed to be listed on the NSE Emerge Platform wherein the Lead Managers to the issue shall ensure compulsory Market Making through registered Market Makers of the NSE for a minimum period of three years from the date of listing of shares offered though this Draft Prospectus. For further details of the Market Making arrangement see chapter titled *"General Information - Details of the Market Making Arrangements for this Issue"* beginning on page 49 of this Draft Prospectus.

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The trading of the Equity Shares will happen in the minimum contract size of 3,000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the NSE Emerge Platform.

RESTRICTIONS, IF ANY, ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for lock-in of the pre-issue Equity Shares and Promoter's minimum contribution as detailed in chapter titled "Capital Structure" beginning on page 59 of this Draft Prospectus., and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of Equity Shares and on their consolidation/ splitting except as provided in the Articles of Association. Please refer to the section "Main Provisions of the Articles of Association" beginning on page 286 of this Draft Prospectus.

ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM

Our Company shall issue shares only in dematerialized. Investors making application in dematerialized form may get the specified securities rematerialized subsequent to allotment.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Delhi, India.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(2) of Chapter XB of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, an issuer whose post-issue face value capital exceeds ten crore rupees, shall issue shares to the public and propose to list the same on the Emerge Platform of NSE ('National Stock Exchange', in this case being the Emerge Platform of NSE). For further details regarding the salient features and terms of such an Issue please refer to the chapters titled 'Terms of the Issue' and 'Issue Procedure' beginning on page 237 and 244 of this Draft Prospectus.

The Issue is being made by way of Fixed Price method.

FOLLOWING IS THE ISSUE STRUCTURE:

Public Issue of 38,49,000 Equity shares of face value of Rs. 10/- each fully paid (the 'Equity Shares') for cash at a price of Rs. 46/- per Equity Share aggregating to Rs. 1770.54 Lakhs ('the Issue') by our Company.

The Issue comprises a Net Issue to Public of 36,54,000 Equity Shares ('the Net Issue') and a reservation of 1,95,000 Equity Shares for subscription by the designated Market Maker ('the Market Maker Reservation Portion').

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares available for allocation	36,54,000 Equity Shares	1,95,000 Equity Shares
Percentage of Issue Size available for allocation	94.93% of the Issue size (50% to Retail Individual Investors and the balance 50% to other investors).	5.07 % of the Issue size
Basis of Allotment	Proportionate subject to minimum allotment of 3,000 Equity Shares and further allotment in multiples of 3,000 Equity Shares each. For further details, please refer to the "Basis of Allotment" on page 255 of this Draft Prospectus.	Firm Allotment
Mode of Application	For all the applicants, i.e. QIB, NII Applicants or Retail Individual the application must be made compulsorily through the ASBA Process.	Through ASBA Process Only
Minimum Application Size	<u>For QIB and NII:</u> Such number of Equity Shares in multiples of 3,000 Equity Shares such that the Application Value exceeds Rs. 2,00,000/-	1,95,000 Equity Shares

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
	For Retail Individuals: 3,000 Equity Shares	
Maximum Application Size	For QIB and NII: Such number of equity shares in multiples of 3,000 Equity Shares such that the Application Size does not exceed 36,54,000 Equity Shares. For Retail Individuals: Such number of Equity Shares in multiples of 3,000 Equity Shares such that the Application Value does not exceed Rs. 2,00,000/-.	Application size shall be 1,95,000 equity shares since there is a firm allotment
Mode of Allotment	Dematerialized Form	Dematerialized Form
Trading Lot	3,000 Equity Shares	3,000 Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form.	

This Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, 2009, as amended from time to time. For further details, please refer to "Issue Structure" on page 241 of this Draft Prospectus.

*As per Regulation 43, sub regulation (4) of SEBI (ICDR) Regulations, the allocation in the net issue to public category shall be made as follows:

(a) Minimum fifty percent to retail individual investors; and

(b) remaining to:

(i) individual applicants other than retail individual investors; and

(ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

(c) the unsubscribed portion in either of the categories specified in clauses (a) or (b) may be allocated to applicants in the other category

For the purpose of Regulation 43(4), if the retail individual investor category is entitled to more than fifty percent, on proportionate basis, the retail individual investors shall be allocated that higher percentage.

ISSUE OPENING DATE	[●]
ISSUE CLOSING DATE	[●]

Applications and any revision to the same (except that on the Issue Closing Date) will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. On the Issue Closing date application and revision to the same will be accepted between 10.00 a.m and 3.00 p.m. Applications will be accepted only on Working Days, i.e., all trading days of stock exchange excluding Sundays and bank holidays.

ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI ("General Information Document") included below under section "PART B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act 2013 (to the extent notified), the Companies Act, 1956 (to the extent not repealed by the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI ICDR Regulations as amended. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations 2015 and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the Lead Managers. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, there have been certain changes in the issue procedure for initial public offerings including making ASBA Process mandatory for all investors, allowing registrar, share transfer agents, collecting depository participants and stock brokers to accept application forms. Further, SEBI, by its circular No. (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days. These changes are applicable for all public issues which open on or after January 01, 2016.

Please note that the information stated/ covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

Our Company and the Lead Managers are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of this Draft Prospectus.

FIXED PRICE ISSUE PROCEDURE

This Issue is being made in terms of Regulation 106(M)(2) of Chapter XB of SEBI (ICDR) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the SCSB or Registered Brokers of Stock Exchanges or Registered Registrar to an Issue and Share Transfer Agents (RTAs) or Depository Participants (DPs) registered with SEBI. In case of QIB Applicants, the Company in consultation with the Lead Managers may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non-Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

As per the provisions Section 29(1) of the Companies Act, 2013, the Allotment of Equity Shares in the Issue shall be only in a de-materialized form, (i.e., not in the form of physical certificates but be fungible and be represented by the

statement issued through the electronic mode). The Equity Shares on Allotment shall, however, be traded only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

APPLICATION FORM

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants.

The prescribed color of the Application Form for various categories is as follows:

Category	Colour of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)	White
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)	Blue

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process.

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Prospectus. An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following Intermediaries (Collectively called *"Designated Intermediaries"*)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

WHO CAN APPLY?

Persons eligible to invest under all applicable laws, rules, regulations and guidelines: -

- Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*. Applications by HUFs would be considered at par with those from individuals;
- Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- Mutual Funds registered with SEBI;
- Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the Non-Institutional applicants category;
- Alternative Investment Funds, Venture Capital Funds, Foreign Venture Capital Investors registered with SEBI;
- Portfolio Manager registered with SEBI;
- State Industrial Development Corporations;
- Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- Provident Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Pension Funds with minimum corpus of Rs. 2,500 Lakhs and who are authorized under their constitution to hold and invest in equity shares;
- Multilateral and Bilateral Development Financial Institutions;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- Insurance funds set up and managed by army, navy or air force of the Union of India

As per the existing regulations, OCBs cannot participate in this Issue.

PARTICIPATION BY ASSOCIATES OF LEAD MANAGERS

The Lead Managers shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Managers may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis. All categories of Applicants, including associates and affiliates of the Lead Managers, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum Form 2A containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Managers to the Issue and The Registrar to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of National Stock Exchange of India Limited i.e. www.nseindia.com.

OPTION TO SUBSCRIBE IN THE ISSUE

a) As per Section 29(1) of the Companies Act 2013, Investors will get the allotment of Equity Shares in dematerialization form only.
b) The Equity Shares, on allotment, shall be traded on Stock Exchange in demat segment only.
c) In a single Application Form any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON-REPATRIATION

Application must be made only in the names of individuals, limited companies or Statutory Corporations/institutions and not in the names of minors, foreign nationals, non-residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families, partnership firms or their nominees. In case of HUF's application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

APPLICATION BY MUTUAL FUNDS

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to reject any application without assigning any reason thereof. Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made. As per the current regulations, the following restrictions are applicable for investments by mutual funds:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any single Company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific funds/Schemes. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

APPLICATIONS BY ELIGIBLE NRIS

NRIs may obtain copies of Application Form from the offices of the Lead Managers and the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated May 03, 2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

APPLICATIONS BY ELIGIBLE FIIs/FPIs

On January 07, 2014, SEBI notified the SEBI FPI Regulations pursuant to which the existing classes of portfolio investors namely "foreign institutional investors" and "qualified foreign investors" will be subsumed under a new category namely "foreign portfolio investors" or "FPIs". RBI on March 13, 2014 amended the FEMA Regulations and laid down conditions and requirements with respect to investment by FPIs in Indian companies.

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Offer, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations. Further, a qualified foreign investor who had not obtained a certificate of registration as and FPI could only continue to buy, sell or otherwise deal in securities until January 06, 2015. Hence, such qualified foreign investors who have not registered as FPIS under the SEBI FPI Regulations shall not be eligible to participate in this Offer. In case of Applications made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any application without assigning any reason. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Offer, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Applications made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason. In terms of the SEBI FPI Regulations, the offer of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10.00% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24.00% of the paid-up Equity Share capital of our Company. The aggregate limit of 24.00% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10.00% and 24.00% of the total paid-up

Equity Share capital of our Company, respectively. As per the circular issued by SEBI on November 24, 2014, these investment restrictions shall also apply to subscribers of offshore derivative instruments ("ODIs"). Two or more subscribers of ODIs having a common beneficial owner shall be considered together as a single subscriber of the ODI. In the event an investor has investments as a FPI and as a subscriber of ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments held in the underlying company. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Offer are advised to use the Application Form for Non-Residents (blue in colour). FPIs are required to apply through the ASBA process to participate in the Offer.

AS PER THE CURRENT REGULATIONS, THE FOLLOWING RESTRICTIONS ARE APPLICABLE FOR INVESTMENTS BY FPIS:

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by a domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of Schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized Stock Exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian Company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-Convertible debentures or bonds issued by Non – Banking Financial Companies categorized as 'Infrastructure Finance Companies' (IFC) by the Reserve Bank of India; (i) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014, hold equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after Initial Public Offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment from the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:

    a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
    b) Nothing contained in clause (a) shall apply to:
        - ❖ Any transactions in derivatives on a recognized stock exchange;
        - ❖ Short selling transactions in accordance with the framework specified by the Board;

- ❖ Any transaction in securities pursuant to an agreement entered into with the merchant bankers in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
- ❖ Any other transaction specified by the Board.

c) No transaction on the stock exchange shall be carried forward;

d) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to;

i. transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
ii. Sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
iii. Sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
iv. Sale of securities, in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
v. divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines of Disinvestment of shares of Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
vi. Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
vii. Any transaction in securities pursuant to an agreement entered into with merchant bankers in the process of market making portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
viii. Any other transaction specified by Board.

e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form: Provided that any shares held in non-dematerialized form, before the commencement of these regulation, can be held in non-dematerialized form, if such shares cannot be dematerialized.

4. Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.
5. The purchase of Equity Shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
6. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
7. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
8. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.

No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority

b) Such offshore derivatives instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal, in offshore derivatives instruments directly or indirectly.

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.

Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.

Any offshore derivative instruments issued under the Securities and Exchange Board of India of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulation, 2014 shall be deemed to have been issued under the corresponding provision of SEBI (Foreign Portfolio Investors) Regulation, 2014.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10 per cent of the total issued capital of the company.

An FII or its subaccount which holds a valid certificate of registration shall, subject to the payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

Qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provision of SEBI (Foreign Portfolio Investors) Regulation, 2014, for a period of one year from the date of commencement of aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

APPLICATIONS BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors:

Accordingly, the holding by any individual venture capital fund registered with SEBI in one company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one company. Further, Venture Capital Funds and Foreign Venture Capital Investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.

The SEBI (Alternative Investment Funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations.

Our Company or the Lead Managers will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis for the purpose of allocation.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATIONS BY INSURANCE COMPANIES

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (the "IRDA Investment Regulations"), are broadly set forth below:

1. Equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
2. The entire group of the investee company: the least of 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of ULIPS); and
3. The industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of ULIPS).

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in the infrastructure and housing sectors on December 26, 2008, providing, among other things, that the exposure of an insurer to an infrastructure company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

APPLICATIONS BY BANKING COMPANIES

Applications by Banking Companies: In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company and the Selling Shareholders reserve the right to reject any Application without assigning any reason. The investment limit for banking companies as per the Banking Regulation Act, 1949, as amended, is 30.00% of the paid up share capital of the investee company or 30.00% of the banks' own paid up share capital and reserves, whichever is less (except in certain specified exceptions, such as setting up or investing in a subsidiary, which requires RBI approval). Further, the RBI Master Circular of July 01, 2015 sets forth prudential norms required to be followed for classification, valuation and operation of investment portfolio of banking companies.

Applications by SCSBs: SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 02, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of Rs. 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

APPLICATION UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

(a) With respect to applications by VCFs, FVCIs, FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

(b) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

(c) With respect to applications made by provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the lead managers may deem fit.

Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

MAXIMUM AND MINIMUM APPLICATION SIZE

a) For Retail Individual Applicants

The Application must be for a minimum of 3,000 Equity Shares. As the Application Price payable by the Applicant cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for 3,000 Equity Shares.

b) For Other Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000 and in multiples of 3,000 Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.

INFORMATION FOR THE APPLICANTS:

a) Our Company will file the Prospectus with the Registrar of Companies, National Capital Territory of Delhi & Haryana, least 3 (three) days before the Issue Opening Date.
b) Any investor (who is eligible to invest in our Equity Shares) who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office or from the office of the Lead Managers.
c) Applicants who are interested in subscribing for the Equity Shares should approach the Lead Managers or their authorized agent(s) to register their Applications.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. ASBA Application Forms should bear the stamp of the SCSB's. ASBA Application Forms, which do not bear the stamp of the SCSB, will be rejected.

Applicants residing at places where the designated branches of the Banker to the Issue are not located may submit/mail their applications at their sole risk along with Demand payable at Mumbai.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker ("broker") network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of National Stock Exchange of India Limited i.e. www.nseindia.com.

APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS

Please note that, providing bank account details in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected**.**

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). Applicants should carefully fill in their Depository Account details in the Application Form.

These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

BASIS OF ALLOTMENT

Allotment will be made in consultation with the NSE. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than 3,000 equity shares the allotment will be made as follows:
    a) Each successful applicant shall be allotted 3,000 equity shares; and
    b) The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of 3,000 equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 3,000 equity shares subject to a minimum allotment of 3,000 equity shares.
5. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 3,000 equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Draft Prospectus.
6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:
    a) As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
    b) The balance net offer of shares to the public shall be made available for allotment to
        i. Individual applicants other than retails individual investors and
        ii. Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
    c) The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE – the Designated Stock Exchange in addition to Lead Managers and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

PAYMENT BY STOCK INVEST

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 05, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- All Applicants should submit their application through ASBA process only.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form
- Do not apply on another Application Form after you have submitted an Application to the Bankers of the Issue.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Selected Branches / Offices of the Banker to the Issue.
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.

OTHER INSTRUCTIONS

Joint Applications in the case of Individuals

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

Multiple Applications

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

(i) All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications

(ii) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.

(iii) Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of 'know your client' norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

PERMANENT ACCOUNT NUMBER OR PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ('PAN') to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 02, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Applications without this information will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

RIGHT TO REJECT APPLICATIONS

In case of QIB Applicants, the Company in consultation with the Lead Managers may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

GROUNDS FOR REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;

- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of 3,000;
- Category not ticked;
- Multiple Applications as defined in this Draft Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed by the sole Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date;

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of section 38(1) of the Companies Act, 2013 which is reproduced below:

Any person who:

a. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
b. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

c. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable for action under section 447 of Companies Act, 2013 and shall be treated as Fraud.

SIGNING OF UNDERWRITING AGREEMENT

Vide an Underwriting agreement dated April 22, 2017 this issue is 100% Underwritten.

FILING OF THE PROSPECTUS WITH THE ROC

The Company will file a copy of the Prospectus with the Registrar of Companies, National Capital Territory of Delhi & Haryana, in terms of Section 26 of Companies Act, 2013.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013 the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation. In the pre-issue advertisement, we shall state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

The Company will issue and dispatch letters of allotment/ securities certificates and/ or letters of regret or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date.

In case the Company issues Letters of allotment, the corresponding Security Certificates will be kept ready within two months from the date of allotment thereof or such extended time as may be approved by the Company Law Board under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

Allottees are requested to preserve such Letters of Allotment, which would be exchanged later for the Security Certificates. After the funds are transferred from the SCSB's to Public Issue Account on the Designated Date, the Company would ensure the credit to the successful Applicants depository account. Allotment of the Equity Shares to the Allottees shall be within one working day of the date of approval of Basis of Allotment by Designated Stock Exchange. Investors are advised to instruct their Depository Participants to accept the Equity Shares that may be allocated/ allotted to them pursuant to this issue.

PAYMENT OF REFUND

In the event that the listing of the Equity Shares does not occur in the manner described in this Draft Prospectus, the Lead Managers shall intimate Public Issue bank and Public Issue Bank shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Managers and the Registrar for further payment to the beneficiary applicants.

UNDERTAKINGS BY OUR COMPANY

The Company undertakes the following:

1. that if our Company do not proceed with the Issue after the Issue Closing Date, the reason thereof shall be given as a public notice in the newspapers to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers in which the Pre- Issue advertisement was published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
2. that if our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC / SEBI, in the event our Company subsequently decides to proceed with the Issue;
3. That the complaints received in respect of this Issue shall be attended to by us expeditiously and satisfactorily;

4. That all steps shall be taken to ensure that listing and commencement of trading of the Equity Shares at the Stock Exchange where the Equity Shares are proposed to be listed are taken within six Working Days of Issue Closing Date or such time as prescribed;
5. That if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the ICDR Regulations and applicable law for the delayed period;
6. That the letter of allotment/ unblocking of funds to the non-resident Indians shall be dispatched within specified time; and
7. That no further issue of Equity Shares shall be made till the Equity Shares offered through this Draft Prospectus are listed.

UTILIZATION OF ISSUE PROCEEDS

Our Board certifies that:

1. All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the issue referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the issue proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;
3. Details of all unutilized monies out of the Issue referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
5. Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the Lead Managers, reserves the right not to proceed with the Issue, in whole or any part thereof at any time after the Issue Opening Date but before the Allotment, with assigning reason thereof. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared within Two days of Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for such decision and. The Lead Managers, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. Notwithstanding the foregoing, the Issue is also subject to obtaining the following:

1. The final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and
2. The final RoC approval of the Prospectus after it is filed with the concerned RoC.

If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an initial public offering of Equity Shares, our Company shall file a fresh prospectus with stock exchange.

EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company has entered into following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

(a) We have entered into tripartite agreement between NSDL, the Company and the Registrar to the Issue dated April 20, 2017;

(b) We have entered into tripartite agreement between CDSL, the Company and the Registrar to the Issue dated April 12, 2017;

The Company's Equity shares bear an ISIN No. - INE349X01015

- An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.
- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

COMMUNICATIONS

All future communications in connection with the Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application and a copy of the acknowledgement slip. Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts etc.

ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Managers are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

This section is for the information of investors proposing to subscribe to the Issue through the ASBA process. Our Company and the Lead Managers are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1480483399603.html. For details on designated branches of SCSB collecting the Application Form, please refer the above mentioned SEBI link.

ASBA PROCESS

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ('ASBA Account') is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Managers.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

Who can apply?

In accordance with the SEBI (ICDR) Regulations, 2009 in public issues w.e.f. May 1, 2010 all the investors can apply through ASBA process and after SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all investors must apply through the ASBA Process.

Mode of Payment

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and

consequent transfer of the Application Amount against allocated shares to the Public Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

Unblocking of ASBA Account

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the Public Issue Account as per the provisions of section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account. However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

RESTRICTION ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Foreign investment is allowed up to 100% under automatic route in our Company.

India's current Foreign Direct Investment ("FDI") Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI ("DIPP") by circular of 2016 with effect from June 07, 2016 ("Circular of 2016"), consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP. The Government usually updates the consolidated circular on FDI Policy once every Year and therefore, this circular of 2016 will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a Non-resident does not require the prior approval of the FIPB or the RBI, subject to fulfilment of certain conditions as specified by DIPP / RBI, from time to time. Such conditions include (i) the activities of the investee company are under the automatic route under the foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. Investors are advised to refer to the exact text of the relevant statutory provisions of law before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company.

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (U.S. Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. Persons (as defined in Regulation S), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. However, the Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them.

SECTION VIII - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

SHARE CAPITAL

3. a) The Authorised Share Capital of the company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company's regulations and legislative provisions for the time being in force on that behalf with the powers to divide the share capital, whether original or increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such manner as may for the time being be provided by the Regulations of the Company and allowed by law.

   b) The minimum paid up Capital of the Company will be Rs. 5,00,000/- (Rs. Five Lac).

4. Subject to the provisions of these Articles and of the Act, the shares shall be under the control of the Board of Directors, who may allot or otherwise dispose off the same to such persons, on such terms and conditions and at such time as they think fit and with full power to give any person the option to call of or be allotted shares of the Company of any class, either at a premium or at par and for such time and for such consideration as the Board of Directors think fit (subject to the provisions of Section 53, 54,56 and 58 of the Act) , provided that option or right to call of shares shall not be given to any person except with the sanction of the Company in General Meeting. The Board shall cause to be made the returns as the allotment provided for in Section 39 of the Act.

5. Any application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles ;and every person who thus or otherwise accepts any shares and whose name is on the register shall, for the purposes of the Articles, be a member.

6. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48 of the Act, the-consent in writing of the holders of three fourths of the issued shares of that class or with a sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking paripassu therewith.

8. (1) The company may exercise the powers of paying commissions conferred by Section 40 of the Act, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Section.

   (2) The rate of commission shall not exceed the rate of 5% (five percent) of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 5% (five percent) of such price, as the case may be and in the case of debentures 2.50% (two and a half per cent) of the price at which the debentures in respect whereof the same is paid are issued or an amount equal to 2/% (two and a half per cent) of such price, as the case may be.

   (3) The commission may be satisfied by payment in cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.

(4) The Company may also, on any issue of shares, pay such brokerage as may be lawful.

9. (1) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment (or within such other period as the conditions of issue shall provide) or within one month after the application for the registration of transfer is received by the Company .

(a) One certificate for all his shares without payment, or

(b) Several certificates , each for one or more of his shares, provided that any subdivision, consolidation or splitting of certificates required in marketable lots shall be done by the Company free of any charges.

(2) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon:

(3) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

10. The Company agrees, that it will not charge any fees exceeding those which may be agreed upon with the Stock Exchange.

(i) for issue of new certificates in replacement of those that are torn out, defaced lost or destroyed;

(ii) for sub-division and consolidation of shares and debenture certificates and for subdivision of Letters of Allotment and Split, Consolidation, Renewal and Pucca Transfer Receipts into denominations other than those fixed for the market units of trading".

11. If any shares stands in the names of two or more persons, the person first named in the register of members shall as regards receipt of dividends, the service of notices and subject to the provisions of these Articles , all or any other matter connected with the Company except the issue of share certificates, voting at meeting and the transfer of the share, be deemed the sole holder thereof.

LIEN

12. Subject to the provisions of Companies Act, 2013 the Company shall have a first and paramount lien upon all the shares (not being a fully paid up share) for all monies (presently payable) registered in the name of such member (whether solely or jointly with others) and upon the proceeds of sale thereof for his debts, liabilities and engagements (whether presently payable or not) solely or jointly with any other person, to or with the Company , whether the period for the payment, fulfillment or discharge thereof shall have actually lien or not and such lien shall extend to all dividends, from time to time, declared in respect of shares, subject to section 123 of the Companies Act 2013. The Board of Directors may at any time declare any shares to be wholly or in part exempt from the provisions of this clause.

13. The Company may sell, in such manner as the Board think fit, any share on which the Company has a lien provided that no sale shall be made :-

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the

registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

14. (1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(2) The purchaser shall be registered as the shareholder of the shares comprised in any such transfer.

(3) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the sale.

15. (1) The proceeds of the sale shall be received by the company and applied in payment of the whole or part of the amount in respect of which the lien exist as is presently payable.

(2) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares as the date of sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

16. (1) The Board of Directors may, from time to time, make calls upon the members in respect of money unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times . Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(2) Each member shall, subject to receiving at least Fourteen days notice specifying the time or times and place of payment of the call money pay to the Company at the time or times and place so specified, the amount called on his shares.

(3) A call may be revoked or postponed at the discretion of the Board.

17. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed. Call money may be required to be paid by installments.

18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

19. (1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten percent or at such lower rate, if any as the Board may determine.

(2) The Board shall be at liberty to waive payment of any such interest wholly or in part.

20. (1) Any sum which 'by the terms of issue of a share become payable on allotment or at any fixed date, whether on account of the nominal value of the shares or by way of premium, shall for purposes of these regulations, be deemed to be a call duty made and payable on the date on which by the terms of issue such sum becomes payable.

(2) Incase of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

21. Subject to the provisions of Section 50 and 179 of the Act, the Board :-

(a) May, if it thinks fit, receive from any member willing to advance all or any part of the money uncalled and unpaid upon any shares held by him; and

(b) If it thinks fit, may pay interest upon all or any of the moneys advanced on uncalled and unpaid shares (until the same would but for such advance become presently payable) at such rate not exceeding, unless the Company in general meeting shall otherwise direct, 12% (twelve percent) per annum as may be agreed upon between the Board and the member paying the sums or advances, Money so paid in advance shall not confer a right to dividend or to participate in profits.

22. On the trial or hearing on any suit or proceedings brought by the Company against any member 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 members 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 resolved to make any call, nor that a quorum of Directors was present at Board Meeting at which any call was resolved to be made, nor that the meeting at which any calf was resolved to be made was duly convened or constituted nor any other matter, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

23. Neither the receipt by the Company of a portion of any money which shall, from time to time, be due from any member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall, preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as hereinafter provided.

TRANSFER AND TRANSMISSION OF SECURITIES

24. The Company shall keep a "Register of Transfers" and therein shall fairly and distinctly enter particulars of every transfer or transmission of any share(s) or securities.

25. (1) the instrument of transfer of any securities in the Company shall be executed by or on behalf of both the transferor and the transferee.

(2) The transferor shall be deemed to remain a holder of the security until a properly signed deed of transfer is received by the Company within 2 months of its execution and proper note thereof has been taken and name of transferee has been entered in the Register of Members/Securities, as the case may be.

26. The instrument of transfer shall be in writing and all the provisions of Companies Act 2013 and modification thereof for the time being shall be complied with in respect of all transfers of shares and registration thereof.

27. Unless the Directors decide otherwise, when an instrument of transfer is tendered by the transferee, before registering any such transfer, the Directors shall give notice by letter sent by registered acknowledgement due post to the registered holder that such transfer has been lodged and that unless objection is taken the transfer will be registered. If such registered holder fails to lodge an objection in writing at the office within ten days from the posting of such notice to him, he shall be deemed to have admitted the validity of the said transfer. Where no notice is received by the registered holder, the Directors shall be deemed to have decided not to give notice and in any event to the non-receipt by the registered holder of any notice shall not entitle him to make any claim of any kind against the Company or the Directors in respect of such non-receipt.

TRANSFER OF SECURITIES

28. The Board of Directors may, subject to the right of appeal conferred by Section 58 of the Companies Act, 2013 decline to register :-

(a) the transfer of a share not being a fully paid up share, to a person of whom they do not approve; or

(b) any transfer of the share on which the Company has a lien, provided that the registration transfer shall not be refused on the ground of transferor being either alone or jointly with any person or persons indebted to the Company on any account except a lien.

29. The Board may decline to recognise any instrument of transfer unless:-

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section(1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

30. All instruments of transfer which shall be registered shall be retained by the Company, but may be destroyed upon the expiration of such period as the Board may from time to time determine. Any instrument of transfer which the Board declines to register shall (except in any case of fraud) be returned to the person depositing the same.

31. (a) On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

(b) There shall be no charge for:

(a) registration of shares or debentures.

(b) sub-division and/or consolidation of shares and debentures certificates and subdivision of Letters of Allotment and split consolidation , renewal and pucca transfer receipts into denominations corresponding to the market unit or trading;

(c) sub-division of renounceable Letters of Right;

(d) issue of new certificates in replacement of those which are decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilised;

(e) registration of any Powers of Attorney, Letter of Administration and similar other documents.

TRANSMISSION OF SECURITIES

32. (a) On the death .of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(b) Nothing in clause (a) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

33. (a) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided elect, either:-

(i) to be registered himself as holder of the share; or

(ii) to make such transfer of the share as the deceased or insolvent member could have made.

(b) 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.

34. (a) If the person so becoming entitled shall elect to be registered as holder of the share himself he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(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 or transfer were a transfer signed by that member.

35. On the transfer of the share being registered in his name a person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company.

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share, until the requirements of the notice have been complied with.

36. Where the Company has knowledge through any of its principal officers within the meaning of Section 2 of the Estate Duty Act, 1953 of the death of any member of or debenture holder in the company, it shall furnish to the controller within the meaning of such section, the prescribed particulars in accordance with that Act and the rules made thereunder and it shall not be lawful for the Company to register the transfer of any shares or debentures standing in the name of the deceased, unless the transferor has acquired such shares for valuable consideration or a certificate from the Controller is produced before the Company to the effect that the Estate Duty in respect of such shares and debentures has been paid or will be paid or that none is due, as the case may be.

37. The Company shall incur liability whatever in consequence of its registering or giving effect to any transfer of share 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 of interest to or in the said shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest or be under any liability for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company though not bound so to do, shall be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

FORFEITURE OF SHARES

38. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

39. The notice aforesaid shall:-

(a) name a further day (not being earlier than the expiry of 14 (fourteen) days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

40. If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may, at any time, thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the date of forfeiture which shall be the date on which the resolution of the Board is passed forfeiting the shares.

41. (1) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(2) At any time before a sale or disposal, as aforesaid, the Board may annul the forfeiture on such terms as it thinks fit.

42. (1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which, at date of forfeiture ,were presently payable by him to the Company in respect of the shares together with interest thereon from the time of forfeiture until payment at the rate of 9 % (nine percent) per annum.

(2) The Liability of such person shall cease if and when the Company shall have received payments in full of all such money in respect of the shares.

43. (1) A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company and that a share in the company has been duly forfeited on a date stated in the

declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

(2) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed off.

(3) The transferee shall thereupon be registered as the holder of the share.

(4) The transferee shall not 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 of disposal of the share.

44. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

45. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company in respect of the share, and all other rights incidental thereto except only such of those right as by these Articles are expressly saved.

46. Upon any sale, after forfeiture or for enforcing a lien in purported exercise of powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings or to be 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.

47. Upon any sale, re-allotment or other disposal under the provisions of these Articles relating to lien or to forfeiture, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to 1t by the defaulting member) stand cancelled and become null and void and of no effect. When any shares, under the powers in that behalf herein contained are sold by the Board and the certificate in respect thereof has not been delivered up to the Company by the former holder of such shares, the Board m y. issue a new certificate for such shares distinguishing it in such manner as it may think fit, from the certificate not so delivered.

48. The Directors may subject to the provisions of the Act, accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof.

CONVERSION OF SHARES INTO STOCK

49. The Company may, by an ordinary resolution:-

(a) convert any paid-up shares into stock; and

(b} reconvert any stock into paid-up shares of any denomination authorised by these regulations.

50. 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 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.

51. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regard dividends voting and meeting of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage

52. Such of the regulations of the Company (other than those relating to share warrants),as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholders" in those regulations shall include "stock" and "stockholder" respectively.

SHARE WARRANTS

53. The Company may issue share warrant, subject to and in accordance with the provisions of the Companies Act 2013 and accordingly the Board may in its discretion with respect of any share which is fully paid up, on application in writing signed by the person registered as holder of the share and authenticated by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application and on receiving the certificate (if any) of the share; and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.

54. (1) The bearer of a share warrant may at any time deposit the warrant at the office of the Company and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company and of attending and voting and exercising, the other privileges of a member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares included in the deposited warrant.

(2) Not more than one person shall be recognizes depositor of the share warrant.

(3) The Company shall, on two days written notice, return the deposited share warrant to the depositor.

55. (1) Subject as herein otherwise expressly provided. no person shall, as bearer of a share warrant, sign a requisition for calling meeting of the! Company or attend or vote or exercise any other privilege of a member at a meeting of the company or be entitled to receive any notice from the Company.

(2) The bearer of a share warrant shall 6e entitled in all other respects to the same privileges and advantages as if he was named in the register of member as the holder of the shares including in the warrant and he shall be deemed to be a member of the Company in respect thereof.

56. The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued byway of renewal in case of defacement, loss or destruction of the original.

ALTERATION OF CAPITAL

57. The Company may, from time .to time, by ordinary resolution increase its share capital by such sum, to be divided into shares of such amount, as the resolution shall specify.

58. The Company may, by ordinary resolution in general meeting :

(a) consolidate and divide all or any of its capital into shares of larger amounts than its existing shares :

(b) sub-divide its shares or any of them, into shares of similar amounts than infixed by the Memorandum of Association, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;

(c) cancel any share which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

59. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law :-

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

60. The Company may, from time to time, by special resolution and on compliance with the provisions of Section 66 of the Act, reduce its share capital.

61. The Company shall have power to establish Branch Offices, subject to the provisions of the Act or any statutory modifications thereof.

62. The Company shall have power to pay interest out of its capital on so much of shares which were issued for the purpose of raising money to defray the expenses of the construction of any work or building or the provision of any plant for the Company in accordance with the provisions of the Act.

63. The Company, if authorised by a special resolution passed at a General Meeting may amalgamate or cause itself to be amalgamated with any other person, firm or body corporate, subject however, to the provisions of Section 230 to 232 of the Act.

BUY-BACK OF SHARES

64. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETING

65. All General Meetings other than the Annual General Meetings of the Company shall be called Extra-Ordinary General Meetings.

66. (1) The Board may, whenever it thinks fit call an Extraordinary General Meeting.

(2) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general

meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

CONDUCT OF GENERAL MEETINGS

67. No general meeting , annual or extraordinary , shall be competent to enter upon, discuss or transact any business which has not been stated in the notice by which it was convened or called.

68. (1) No business shall be transacted at any general meeting, unless a quorum of members is present at the time when the meeting proceeds to business.

(2) Save as otherwise provided in Section 103 of the Act, a minimum of:-

a) five members personally present if the number of members as on the date of meeting is not more than one thousand ;

b) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand :

c) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;

Furthermore, A body corporate being member, shall be deemed to be personally present if it is represented in accordance with Section 113 of the Act.

CONDUCT OF MEETINGS

69. The Chairman, if any of the Board shall preside as Chairman at every general meeting of the company.

70. If there is no such Chairman or if he is not present within fifteen minutes of the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their members to be the Chairman of the meeting.

71. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 (fifteen) minutes of the time appointed for holding the meeting, the members present shall choose one of their members to be the Chairman of the meeting.

72. No business shall be discussed at any general meeting except the election of a Chairman, whilst the chair is vacant.

73. (1) The Chairman may with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting, from time to time and place to place.

(2) No business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place.

(3) When a meeting is adjourned for thirty days or more, fresh notice of any adjourned meeting shall be given as in the case of an original meeting.

(4) Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

74. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes places or at which the poll is demanded shall be entitled to a second or casting vote.

75. Any business other than that upon which a poll has been demanded, may be proceeded with, pending the taking of the poll.

VOTES OF MEMBERS

76. Subject to any rights or restrictions for the time being attached to any class or classes of shares:

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be as laid down in Section 47 of the Act.

77. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names of joint holders stand in the Register of members.

78. 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, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the office not less than 24 hours before the time of holding the meeting or adjourned meeting at which such person claims to vote on poll.

79 A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

80. No member shall be entitled to vote at any general meeting unless all calls and other sums presently payable by him in respect of shares in the Company or in respect of shares, on which the Company has exercised any right of lien, have been paid.

81 (1) No objection shall be raised to the qualification of any voter , except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(2) Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision thereon shall be final and conclusive.

82. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

83. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

84. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the

proxy was executed, or the transfer of the shares in respect of which the proxy is given, Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

85. The number of Directors of the Company shall not be less than three and not more than fifteen.

86. The following shall be the present directors of the Company as on 24.12.2014:-

1. MANISH JALAN
2. RAJESH JALAN
3. PUSHPAJALAN
4. RITUJALAN
5. MEENAJALAN
6. MAMTA SHARMA

87. At every Annual General Meeting of the Company one-third of such of the Directors for the time being as are liable to retire by rotation in accordance with the provisions of Section 152 of the Act or if their number is not three or a multiple of three, then the number nearest to one third shall retire from office in accordance with the provisions of Sections 152 of the Act.

88. (1) Subject to the provisions of the Companies Act,2013 and Rules made there under each Director shall be paid sitting fees for each meeting of the Board or a committee thereof, attended by him a sum not exceeding Rs. 2,000/- (Rupees Two Thousand Only).

(2) Subject to the provisions of Section 197 of the Act, the Directors shall be paid such further remuneration, whether in the form of monthly payment or by a percentage of profit or otherwise, as he Company in General Meeting may, from time to time determine and such further remuneration shall be divided among the Directors in such proportion and in such manner as the Board may, from time to time, determine and in default of such determination , shall be divided among the directors equally of is so determined paid on a monthly basis.

(3) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.

(4) Subject to the provisions of Sections 197 of the Act, if any Director be called upon to perform any extra services or make special exertions or efforts (which expression shall include work done by a Director as a member of any committee formed by the Directors) the Board may pay such Director special remuneration for such extra services or special exertions or efforts either by way of a fixed sum or by percentage of profit otherwise and may allow such Director at the cost and expense of the Company such facilities or amenities (such as rent-free house, medical aid and free conveyance) as the Board may determine from time to time.

(5) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid in accordance with company's rules to be made by the Board all travelling, hotel and other expenses properly incurred by them:-

(a) In attending and returning from meetings or adjourned meeting of the Board of Directors or any committee thereof; or

(b) In connection with the business of the Company .

89. The Directors shall not be required to hold any qualification shares in the Company.

90. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

91. If it is provided by any trust deed securing or otherwise in connection with any issue of debentures of the Company that any person or persons shall have power to nominate a Director of the Company then in the .case of any and every such issue of debentures, the persons having such power may exercise such power, from time to time and appoint a Director accordingly. Any Director.so appointed is herein referred to as a Debenture Director. A Debenture Director may be removed from office at time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A debenture Director shall not be liable to retire by rotation.

92. In the course of its business and for its benefit the Company shall, subject to the provisions of the Act, be entitled to agree with any person, firm, corporation, government, financing institution or other authority that he or it shall have the right to appoint his or its nominee on the Board of Directors of the Company upon such terms and conditions as the Directors may deem fit. Such nominees and their successors in office appointed under this Article shall be called Nominee Directors. Nominee Directors shall be entitled to hold office until requested to retire by the government, authority, person, firm, institution or corporation who may have appointed them and will not be bound to retire by rotation. As and whenever a Nominee Director vacates office whether upon request as aforesaid or by death, resignation or otherwise the government, authority, person, firm, institution or corporation who appointed such Nominee Director may if the agreement so provide, appoint another Director in his place.

93. Subject to the provisions of Section 161of the Act, the Board of Directors shall have power to appoint an alternate Director to act for a Director during his absence for a period of not less than three months from India.

94. The Directors shall have power, at any time and from time to time to appoint any qualified person to be a director to fill a casual vacancy. Such casual vacancy shall be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall held office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated as aforesaid but he shall then be eligible for re-election.

95. A person may be or become a director of any company promoted by the company or in which it may be interested as a vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as director or shareholder of such company. Such Director, before receiving or enjoying such benefits in case in which the provisions of Section 188 of the Act are attracted will ensure that the same have been complied with.

96. Every nomination, appointment or removal of a Special Director shall be in writing and in accordance with the rules and regulations of the government, corporation or any other institution. A Special Director shall be entitled to the same rights and privileges and be subject to same obligations as any other Director or the Company.

97. The office of a Director shall become vacant:-

(i) on the happening of any of the events provided for in Section 167 of the Act;

(ii) on the contravention of the provisions of Sections 188 of the Act, or any statutory modifications thereof;

(iii) if a person is a Director of more than twenty Companies at a time out of which not more than 10 (Ten) shall be Public Companies .

(iv) in the case of alternate Director on return of the original Director to the State.in terms of Section 161 of the Act; or

(v) on resignation of his office by notice in writing and is accepted by the Board.

98. Every Director present at any meeting of the Board or a committee thereof shall sign his name in a book to be kept for that purpose, to show his attendance thereat.

POWERS OF BOARD OF DIRECTORS

99. The Board of directors may pay all expenses incurred in the formation, promotion and registration of the Company.

100. The Company may exercise the powers conferred on it by Section 88 of the Act w1tn regard to the keeping of a foreign register; and the Board may (subject to the provisions of those Sections) make and vary such regulations as it may think fit with respect to the keeping of any such register.

101. The Directors may enter into contracts or arrangements on behalf of the Company subject to the necessary disclosures required by the provisions of Section 184 of the Act being made wherever any Director is in any way, whether directly or indirectly concerned or interested in the contract or arrangements.

BORROWING POWER

102. Subject to the provisions of Sections 73, 76, 179, and 180 of the Act, and the Regulations thereunder and Directions issued by the RBI, Directors may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking, property (both present and future), or any part thereof and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

103. The payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit subject to the provisions of Section 73 & 76 of the Act and rules framed thereunder.

104. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed,

as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

PROCEEDINGS OF THE BOARD

105. Subject to Section 174 of the Act, the quorum for a meeting of the Board of Directors 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 exceeds or is equal to 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.

106. The participation of the Directors by video conferencing or by other audio visual means shall also be counted for the purposes of quorum under clause 105 of the Articles.

107. If a meeting of the Board could not be held for want of quorum, whatever number of Directors not being less than two, shall be present at the adjourned meeting, notice where of shall be given to all the Directors, shall form a quorum.

108. (1) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of vote.

(2) In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.

109. The continuing Directors may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum or for summoning a General meeting of the Company, but for no other purpose.

110. (1) The Board may elect one of its members as Chairman of its meetings and determine the period for which he is to hold office as such.

(2) If no such Chairman is elected or if at any meeting the Chairman 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 Chairman of the meeting.

111. Subject to the restrictions contained in Section 179 & 180 of the Act ,the Board may delegate any of its powers to committees of the Board consisting of such member or members of its body as it think fit and it may, from time to time, revoke such delegation and discharge any such committee of the Board either wholly or in part, and either as to persons or purposes, but every committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such committee of the Board in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.

112. The meetings and proceedings of any such committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last proceeding Article.

113. (1) A committee may elect a chairman of its meetings.

(2) If no such chairman is elected or if at any meeting the chairman is not present within five minutes of the time appointed for holding the meeting, the members present may choose one of their members to be chairman of the meeting.

114. (1) A committee may meet and adjourn as it think proper.

(2) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes, the chairman shall have a second or casting vote .

115. All acts done by any meeting of the Board or by a committee thereof by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment or continuance in office of any such Directors or persons acting as aforesaid: or that they or any of them were disqualified or had vacated office or were not entitled to act as such or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, had duly continued in office was qualified, had continued to be a Director his appointment had not been terminated and he had been entitled to be a Director provided that nothing in this Article shall be deemed to give validity to any act done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

116. Subject to Section 175 of the Act and except a resolution which the Act requires specifically to be passed in any board meeting, a resolution in writing signed by the majority members of the Board or of a committee thereof; for the time being entitled to receive notice of a meeting of the Board or committee, shall be as valid and effectual as if it had been passed at a meeting of the Board or committee, duly convened and held.

MANAGING DIRECTOR(S) AND WHOLE TIME DIRECTOR(S)

117. Subject to provisions of Section 196 & 197 of the Act, the Board of Directors may, from time to time, appoint one or more of their body to the office of Managing Directors or whole time Directors for a period not exceeding 5 (five) years at a time and on such terms and conditions as the Board may think fit and subject to the terms of any agreement entered into with him, may revoke such appointment, and in making such appointments the Board shall ensure compliance with the requirements of the Companies Act, 2013 and shall seek and obtain such approvals as are prescribed by the Act, provided that a Director so appointed, shall not be whilst holding such office, be subject to retirement by rotation but his appointment shall automatically be determined if he ceases to be a Director.

118. The Board may entrust and confer upon Managing Director/s or whole time Director/s any of the powers of management which would not otherwise be exercisable by him upon such terms and conditions and with such restrictions as the Board may think fit, subject always to the superintendence, control and direction of the Board and the Board may, from time to time revoke, withdraw, alter or vary all or any of such powers.

119. Subject to Section 203 of the Act, a Secretary of the Company may be appointed by the Board on such terms, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board.

THE SEAL

120. (1) The Board shall provide a common seal for the purposes of the Company and shall have power, from time to time, to vary or cancel the same and substitute a new seal in lieu thereof. The Board shall provide for the safe custody of the seal for the time being.

(2) Subject to any statutory requirements as to Share Certificates or otherwise the seal of 'the company is not be affixed to any Instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVES

121. The Company in General meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

122. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

123. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends: and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company} as the Board may, from time to time, thinks fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

124. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

125. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

126. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of

joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

127. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

128. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

129. No dividend shall bear interest against the Company, irrespective of the reason for which it has remained unpaid.

ACCOUNTS

130. (1) The Board shall cause proper books of accounts to be maintained under Sections 128 & 129 of the Act.

(2) The Board shall from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company or any or them, shall be open to the inspection of members not being Directors.

(3) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

131. Balance sheet and Profit and Loss Account of the Company will be audited once in a year by a qualified auditor for correctness as per provision of the Act.

AUDIT

132. (a) The first auditor of the Company shall be appointed by the Board of Directors within thirty days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.

(b) The auditor shall hold office from the conclusion of First Annual General Meeting till conclusion of Sixth Annual General Meeting.

(c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine in case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.

(d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.

CAPITALISATION OF PROFITS

133. (1) The company in General Meeting may upon the recommendation of the Board resolve:-

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss Account , or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) among the members who would have been entitled thereto if distributed by way of dividend and in the same proportions.

(2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause (3), either in or towards:-

(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or

(iii) partly in the way specified in sub-clause (i} and partly in that is specified in sub-clause (ii).

(3) Any share/securities premium account and any capital redemption reserve fund may, for the purpose of this regulation, only be applied in the paying up of unissued share to be issued to members of the Company as fully paid bonus shares.

(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

134. (1) Whenever such as resolution as aforesaid shall have been passed, the Board shall:-

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, if any; and

(b) do all acts and things required to give effect thereto.

(2) The Board shall have full power :-

(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit in the case of shares becoming distributable in fractions; and also

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(3) Any agreement made under such authority shall be effective and binding on all such members.

SECRECY

135. Subject to the provisions of law of land and the act every manager, auditor trustee, member of a committee, officer servant, agent accountant or other persons employed in the business of the company shall, if so required by the Board of Directors before entering upon his duties, sign, declaration, pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of account

with individuals and in matters relating thereto and shall by such declaration pledge himself, not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the directors or by any court of law and except so far as may be necessary in order to comply with any of the provisions in these presents.

WINDING UP

136. Subject to the provisions of Chapter XX of the Act and rules made thereunder:-

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

137. Subject to the provisions of Companies Act 2013,every Director, Manager, Auditor , Secretary and other officers or servants of the Company shall be indemnified, out of the assets of the Company against any bonafide liability incurred by him in defending any bonafide proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquired or in connection with any application under section 463 of the Companies Act 2013, in which relief is granted to him by the Court.

SECTION IX – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of this Draft Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus and will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at 206, Ajanara Bhawan, D-Block Market, Vivek Vihar, Delhi - 110095, from the date of filing the Prospectus with RoC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

MATERIAL CONTRACTS

1. Mandate Letters issued by Lead Managers, Sarthi Capital Advisors Pvt Ltd dated April 18, 2017 and by Navigant Corporate Advisors Ltd dated February 07, 2017 to our Company.
2. Issue Agreement dated April 22, 2017 between our Company and the Lead Managers.
3. Agreement dated February 07, 2017 between our Company and the Registrar to the Issue.
4. Public Issue Account Agreement dated [●] among our Company, the Lead Managers, the Public Issue Bank/Banker to Issue and the Registrar to the Issue.
5. Underwriting agreement dated April 22, 2017 between our Company and Lead Manager, Sarthi Capital Advisors Pvt Ltd.
6. Market Making Agreement dated April 22, 2017 between our Company, the Lead Managers and the Market Maker.
7. The Company has entered into tripartite agreement between NSDL, the Company and the Registrar to the Issue dated April 20, 2017.
8. The Company has entered into tripartite agreement between CDSL, the Company and the Registrar to the Issue dated April 12, 2017.

MATERIAL DOCUMENTS

1. Certified true copy of the Memorandum and Articles of Association of our Company, as amended from time to time including certificates of incorporation.
2. Resolution of the Board dated April 18, 2017 authorizing the Issue.
3. Special Resolution of the shareholders passed at the Extra-Ordinary General Meeting dated April 21, 2017 authorizing the Issue.
4. Statement of Tax Benefits dated April 20, 2017 issued by Statutory Auditors, Aggarwal Sarawagi & Co., Chartered Accountants.
5. Report of the Peer Review Auditor, M/s Ramanand & Associates, Chartered Accountants, on the Restated Financial Statements for the period ended January 31, 2017 and for the Financial Year ended as on March 31, 2016, 2015, 2014, 2013 and 2012 of our Company.
6. Consents of Promoters, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, Peer Review Auditor, Principal Banker to our Company, the Lead Managers, Underwriter, Registrar to the Issue, Market Maker to the Issue, Legal Advisor, Banker to the Issue/Public Issue Bank, Refund Banker to the Issue, to act in their respective capacities.

7. Copy of approval from NSE *vide* letter dated [●] to use the name of NSE in the offer document for listing of Equity Shares on NSE Emerge Platform.

8. Due Diligence Certificates dated April 27, 2017 issued by the Lead Managers i.e. Sarthi Capital Advisors Private Limited and Navigant Corporate Advisors Limited.

9. Copy of Managing Director Agreement with Mr. Rajesh Jalan and our Company dated January 18, 2017 for his appointment.

10. Copy of the Special Resolution dated December 03, 2016 for the detailed terms of appointment of Mr. Rajesh Jalan as Managing Director of the Company.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, the Directors, hereby certify and declare that, all relevant provisions of the Companies Act, 2013, applicable provisions of Companies Act, 1956 and the guidelines issued by the Government of India or the regulations / guidelines issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, 2013, applicable provisions of Companies Act, 1956, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Prospectus are true and correct.

Signed by the Directors of our Company

Name	DIN	Designation	Signature
Rajesh Jalan	00050253	Managing Director	
Manish Jalan	00043040	Executive Director	
Pushpa Jalan	00050259	Non-Executive Director	
Rajnish Kumar Pandey	01096119	Non-Executive & Independent Director	
Ratan lal Nangalia*	07268034	Non-Executive & Independent Director	

*Mr. Rajesh Jalan has been authorized by Mr. Ratan lal Nangalia to sign on behalf of him through Power of Attorney dated April 22, 2017

Signed by Company Secretary & Compliance Officer and Chief Financial Officer

Mamta Sharma
Company Secretary & Compliance Officer

Anchal Bathla
Chief Financial Officer

Date: April 27, 2017
Place: Delhi

Annexure A

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY SARTHI CAPITAL ADVISORS PRIVATE LIMITED

TABLE 1

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing Benchmark]- 30th calendar day from listing	+/- % change in closing price, [+/- % change in closing Benchmark]- 90th calendar day from listing	+/- % change in closing price, [+/- % change in closing Benchmark]- 180th calendar day from listing
1.	Bothra Metals & Alloys Limited	12.21	25.00	March 25, 2013	25.50	11.00 [3.88]	7.40 [-0.75]	30.00 [6.23]
2.	Tiger Logistics (India) Limited	7.52	66.00	September 12, 2013	69.20	-13.17 [4.17]	-7.38 [7.02]	-8.10 [10.34]
3.	R J Bio-Tech Limited	5.00	20.00	September 25, 2013	21.00	92.97 [4.17]	63.49 [5.92]	36.05 [11.08]
4.	RCI Industries & Technologies Limited	11.52	40.00	January 21, 2014	41.00	-8.02 [-3.36]	6.31 [7.12]	-2.76 [21.01]
5.	B.C. Power Controls Limited	10.36	18.00	March 14, 2014	17.15	1.10 [3.10]	1.10 [17.27]	2.21 [24.06]
6.	Starlit Power Systems Limited	2.95	18.00	October 22, 2014	18.10	-3.96 [5.78]	-17.68 [7.46]	-33.51[4.10]
7.	JLA Infraville Shoppers Limited	2.00	10.00	November 12, 2014	11.05	5.17 [-2.35]	68.97 [1.24]	72.84 [-1.79]

8.	Akme Starhousing Finance Limited	4.80	30.00	March 20, 2015	32.00	-3.94 [-1.33]	6.14 [-4.05]	11.81 [-8.10]
9.	Mahabir Metallex Limited	3.90	10.00	March 27, 2015	10.30	22.77 [-1.03]	21.78 [1.59]	2.97 [-5.96]
10.	Pecos Hotels And Pubs Limited	2.29	50.00	August 11, 2015	56.00	-4.69 [-8.05]	-6.10 [-6.26]	7.14 [-12.84]
11.	Shaival Reality Limited	5.28	100.00	October 01, 2015	100.50	-0.50 [6.06]	2.49 [4.02]	2.49 [0.08]
12.	Ahimsa Industries Limited	3.79	25.00	October 15, 2015	26.00	-3.08 [-4.56]	-3.85 [-7.54]	-3.85 [-5.75]
13.	Fourth Dimension Solutions Limited	8.68	30.00	January 22, 2016	31.80	107.78 [-2.53]	94.44 [6.60]	108.33 [15.40]
14.	Hi-Tech Pipes Limited	13.65	50.00	February 25, 2016	60.00	2.55 [9.25]	65.11 [13.83]	100.85 [23.84]
15.	Wealth First Portfolio Managers Limited	8.40	50.00	March 30, 2016	52.00	-4.85 [1.48]	-4.76 [5.08]	-8.74 [12.77]
16.	HEC Infra Projects Limited	5.39	100.00	March 30, 2016	102.00	3.17 [1.48]	15.93 [5.08]	3.17 [12.77]
17.	Crown Lifters Limited	6.68	121.00	September 27, 2016	122.80	0.92 [-1.05]	-12.84 [-9.17]	-30.73 [3.89]
18.	Husys Consulting Limited	4.19	69.00	September 27, 2016	72.90	1.82 [-1.05]	-42.08 [-9.17]	-26.57 [3.89]
19.	AVSL Industries Limited	5.18	36.00	October 06, 2016	38.00	-25.83 [-2.44]	-21.67 [-5.96]	-6.94 [6.38]
20.	Jet Knitwears Limited	4.22	39.00	October 07, 2016	46.80	102.99 [-2.31]	70.94 [-4.87]	45.51 [6.53]

21.	Jet Freight Logistics Limited*	4.07	28.00	December 06, 2016	33.60	61.16 [1.60]	116.07 [10.07]	-
22.	Libas Designs Limited*	13.60	68.00	January 09, 2017	78.25	-3.36 [6.47]	-8.26 [11.48]	-
23.	Focus Lighting and Fixtures Limited*	4.05	45.00	April 13, 2017	54.00	-	-	-
24.	M K Proteins Limited*	10.23	70.00	April 18, 2017	72.00	-	-	-

Sources: All share price data is from www.bseindia.com / www.nseindia.com

Note:-

1. The BSE Sensex/ Nifty is considered as the Benchmark Index
2. Price on BSE/ NSE is considered for all of the above calculations
3. In case 30th/90th/180th day is not a trading day (trading holiday), closing price on BSE/ NSE of the next trading day has been considered
4. In case 30th/90th/180th day there is no trade then the closing price of the next day when trading has taken place has been considered

TABLE 2: SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPOs	Total funds raised (Rs. in Crores)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar day from listing			No. of IPOs trading at premium – 180th calendar day from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
12-13	1	12.21	-	-	-	-	-	1	-	-	-	-	1	-
13-14	4	34.39	-		2	1		1	-	-	2	-	1	1
14-15	4	13.65	-	-	2	-	-	2	-	1	-	1	-	2
15-16	7	47.48	-	-	4	1	-	2	-	-	2	2	-	3
16-17	6*	37.94	-	1	1	2	-	2	-	2	1	-	1	-
17-18	2*	14.28	-	-	-	-	-	-	-	-	-	-	-	-

**In Table 1 and Table 2 the shares of few company(s) have not reached the consequent milestones.*

Annexure A

DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY NAVIGANT CORPORATE ADVISORS LIMITED

TABLE 1

Sr. No.	Issue Name	Issue Size (Cr)	Issue Price (Rs.)	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing Benchmark]- 30th calendar day from listing	+/- % change in closing price, [+/- % change in closing Benchmark]- 90th calendar day from listing	+/- % change in closing price, [+/- % change in closing Benchmark]- 180th calendar day from listing
1.	Prabhat Telecoms (India) Limited	11.22	51.00	August 03, 2016	61.20	43.14 [3.01]	47.06 [0.65]	54.90 [0.55]
2.	KMS Medisurgi Limited	2.70	30.00	April 24, 2017	30.00	-	-	-

Sources: All share price data is from www.bseindia.com

Note:-

1. The BSE Sensex is considered as the Benchmark Index
2. Price on BSE is considered for all of the above calculations
3. In case 30th/90th/180th day is not a trading day (trading holiday), closing price on BSE of the next trading day has been considered
4. In case 30th/90th/180th day there is no trade then the closing price of the next day when trading has taken place has been considered

TABLE 2: SUMMARY STATEMENT OF DISCLOSURE

Financial year	Total no. of IPOs	Total funds raised (Rs. in Crores)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar day from listing			No. of IPOs trading at premium – 180th calendar day from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
16-17	1	11.22	-	-	-	-	1	-	-	-	-	1	-	-
17-18	1*	2.70	-	-	-	-	-	-	-	-	-	-	-	-

**In Table 1 and Table 2 the shares of few company(s) have not reached the consequent milestones.*